

Ottawa Valley Swiss Club Inc.
Extraordinary Annual General Meeting 2010
Sankt Albertus Kirche Church Hall
416 Parkdale Avenue (corner Wellington), Ottawa, Ontario (K1Y 1H1)
Monday, June 28, 2010 at 7:30 pm

MINUTES

Present:

BOARD: Michel Charles Tadros (President /Chairman), Julia Hay (Vice-President), Helen Natterer (Treasurer), Kati Lyon-Villiger (Secretary), Marie-Claire Cordonier-Segger (Director at large), Luc-André Burdet (Director at large)

Absent:

Lise Broadbent (Director at large),

EMBASSY LIAISON: Bernadette Hurschler, First Secretary, Embassy of Switzerland

SPECIAL TASK FORCE: Jules Bruehlmann,
Marie-Claire Cordonier-Segger

Helen Natterer
Kurt Portmann
Werner Siegrist
David Statham
Michel C. Tadros

MEMBERSHIP: 29 Members
19 Members by proxy (24 minus 5 unlisted members)
48

1. CALL TO ORDER AND QUORUM:

The OVSC INC.'s president, Michel-Charles Tadros, chaired the Extraordinary Annual General Meeting, which he called to order at 07:45 p.m., a quorum (48 members present and by proxy) having been established.

2. NOTICE AND APPROVAL OF AGENDA

Due notice having been given to members, in accordance with sections 30-33 of *By-Law No. 1*, the Secretary then received 24 proxies, duly signed (of which five were not recognized as their membership could not be confirmed). M.-C. Tadros then presented the covering note to the documentation in lieu of an agenda – see ATTACHMENT “A,” which the members accepted without change. The proxies are attached to the covering note.

The sole purpose and item on the agenda of the meeting was to discuss and to reach a decision on a proposed revision of *By-Law No. 1* of the Ottawa Valley Swiss Club Inc. (OVSC INC) .

3. REPORT OF CHAIRMAN

M.-C. Tadros thanked the members of the task force for their long and consistent commitment to the work of this revision of the By-Law, which had spanned several years. He reminded members that the extraordinary meeting was foreseen at the last AGM in February 2010, when it had been decided that more work would be necessary on the proposed revision to *By-Law No. 1* of the OVSC INC, in answer to members' questions. The Chairman reported that mutually acceptable freedom of action would be established by the new *By Law No. 1*, creating “autonomous business units,” under the umbrella of the incorporated OVSC. Each would

benefit of a \$50,000 GST/HST exemption on the gross revenue of the unit. He presented the following documentation distributed to each member in advance:

- (i) A concise summary of the revised provisions proposed for *By-Law No. 1*, as well as a précis of the process and the recommendation of the Task Force - **ATTACHMENT “B,”**
- (ii) A copy of the eight-point Task Force Agreement, representing OVSC Inc., the Ottawa Valley Seniors, and the Montagna Singers - **ATTACHMENT “C,”**
- (iii) A copy of a template for by-laws obtained from Industry Canada - **ATTACHMENT “D,”** on which the revisions are based,
- (iv) A copy of the current *By-Law No. 1* - **ATTACHMENT “E,”**
- (v) A copy of the revised *By-Law No. 1*, incorporating the proposed emendations - **ATTACHMENT “F,”** and
- (vi) A copy of the resolution proposed by the Task Force, **ATTACHMENT “G.”**

D. Statham moved that the revised By-Law No. 1 be approved as presented, and J. Rivas seconded the motion,

and the Chairman then opened the floor for discussion.

Mr. Fred W. Buser, assisted by Mr. Martin Buser, distributed a summary analysis of the revised *By-Law No. 1*, **ATTACHMENT “H,”** and proposed a

secondary motion that the current draft of the new By-Law No. 1 be withdrawn and redrafted with the aid of legal expertise, and amended before it be presented to the assembly, specifically (1) (par. 7) to enlarge the main objective of the corporation to include “maintaining and preserving Swiss traditions, customs, culture, social interactions, and to acquire liability insurance;” (2) (par. 16) to provide for directors to be elected by the members for a two-year term at annual general meetings; (3) (pars. 28, 29, and 30) to clarify the terms “board member,” “officer,” and “directors,” all to be elected by the members; (4) (par. 14) to specify that the business of the corporation be managed by five board members to include the President, the Vice-President, the Treasurer and two directors, all to be elected members (rather than allow non-members of the Club to be elected); (5) (par 38) to ensure that only directors have the authority to sign contracts, documents, and instruments (instead of “financial instruments”), (6) (para. 38) to eliminate the requirement for autonomous sections to submit their proposed activities to the Board of Directors for annual review; (7) (par 13) to provide in the annual financial statements for budgets; and (8) (pars. 18, 24, and 36): to eliminate par. 24 to ensure that all directors, officers, and committee members serve as volunteers, without remuneration. The motion was seconded by Martin Buser, and the Chairman admitted the secondary motion as in order, and opened the floor for discussion.

Members generally reassured Mr. Buser that the Task Force had representation from all sections, i.e., the Seniors, Montagna Singers, and the budding new Parents Group, who were all in agreement with the proposed revisions to the By-Law. Prof. Dr. Marie-Claire Cordonier-Segger, MEM (Yale), BCL & LL.B (McGill), Ph.D. in International Law (Oxford University),

advising the Task Force as a duly elected member of the Board of Directors, reassured Messrs. Buser that the agreement was well considered and thought through, legally sound, and in fact contained most of the elements they were proposing. In light of this reassurance, Mr. Buser withdrew the secondary motion, and the Chairman declared the secondary motion withdrawn.

The primary motion was then carried with four abstentions. The Chairman declared the new *By-Law No. 1* ready for submission to Industry Canada and undertook to inform The Canada Revenue Agency of the new status of the Corporation's autonomous (commercial) units.

4. ADJOURNMENT

The 2010 Extraordinary Annual General Meeting was adjourned at 09:15 p.m.

Michel Tadros
Chairman

Kati Lyon-Villiger
Secretary

Date approved by the Annual General Meeting: