

Dear Members

Notice is hereby given that the 2020 Annual General Meeting of the Princess Louisa International Society will be held electronically on Thursday December 3, 2020 at 5:00 pm.

To be eligible to attend and be heard at the meeting members must be in good standing, as Life or current Annual members.

Attendance for the AGM will be limited to those that register in advance. Connection details will be sent out in advance of the meeting. The meeting will be held using Zoom.

Please register your intent to attend by emailing the PLIS Secretary at billconconi@me.com .

The order of business shall be:

1. Call to order
2. Report from the President
3. To receive the financial reports
4. Amendments to Bylaws
5. Election of Directors
6. Election of Directors Emeritus
7. Any other old business
8. New Business
9. Closing remarks
10. Adjournment

Bylaw amendments and Elections

1. Moved Tom Captain, seconded Ted Burns, that the following changes be made to our By-Laws:

*1.1, third paragraph, to formalize the Director Emeritus position. `Members` means a person who is admitted to the membership in the Society pursuant to these By-Laws and includes Annual Members, Life Members, **Director Emeritus** and Honourary Life Members.*

2.3, Disallows/decouples the Honourary Life Member to become a Director Emeritus. As of now, there are no Honourary Life Members in the Society. The only active Society Directors and Directors Emeriti are those that are properly voted on by the Members.

Strikeout the 3 words in parentheses below in by law 2.3:

An Annual Member or Life Member in good standing for ten (10) years or more who has been approved and recommended by the Directors of the Society may be elected to be an Honorary Life Member at a general meeting of the Society with a vote of seventy five (75%) percent of the Members present at such meeting. An Honorary Life Member shall be one to whom the freedom of the Society is presented in recognition for long standing and extraordinary service to the Society. An Honorary Life Member shall be exempt from the payment of any dues or assessments and shall be entitled for life to have notice of and to attend all meetings of the Directors of the Society ("as Director Emeritus") but shall not have the right to vote thereat

3.5; *Allows for electronic communications and a zoom AGM.* Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in the case of special business, the general nature of that business. Such notice shall be given to each Member either personally, **electronically** or sent by mail to the Registered Address of each Member not less than twenty-one (21) days before the meeting. The voting Members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing. Non receipt by any Member of any notice through error or accidental omission shall not invalidate the proceeding at any meeting.
Annual general meetings may be held by electronic means.

3.16; *Allows for electronic communications* At any meeting of the Society a resolution put to the vote at the meeting shall be decided by a show of hands, **electronically** or by ballot. Any Member present in person or represented by proxy may request that a resolution be decided **by electronic means or** by ballot, in which case that a resolution shall be put to the vote in that matter.

3.18; *Allows for electronic communications.* A Member in good standing may vote at any meeting of Members in person, **electronically** or by proxy. A Member shall be entitled to appoint a proxy holder to attend, act and vote for him at one (1) general meeting and any adjournment thereof.

4.1; *Allows for electronic means.* Nominations of Directors of the Society shall be in writing **or electronic form**, signed by the proposer and seconder and signed by the nominee as signifying his or her willingness to act as a Director if elected. Said nominations shall be submitted to and received by the Secretary of the Society not less than seven (7) before the date set for the annual general meeting. Nominations for Director shall not be accepted from the floor at the annual general meeting with the consent of not less than seventy-five (75%) percent of the Members present in person and entitled to vote at such meeting.

4.2; *Change to increase the number of Directors, as agreed to at the April 29, 2020 board meeting.* The number of Directors shall be **up to twelve (12)** ~~ten (10)~~; provided however that at any given time not more than **six (6)** ~~five (5)~~ shall be lawful residents

of Canada and not more than **six (6)** ~~five (5)~~ shall be lawful residents of the United States of America. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

4.6; Change to establish term limits, as agreed at the April 29, 2020 board meeting. ~~The Directors shall retire from office at each annual general meeting when their successors shall be elected. Separate elections shall be held for each office to be filled. An election may be by acclamation, otherwise it shall be by ballot. If no successor is elected, the person previously elected or appointed continues to hold office. A Director shall be eligible for re-election.~~ Directors shall be elected for a term of three (3) years or such shorter term as may be determined at the time of their election, provided that unless otherwise determined by a special resolution of the Directors, no Director shall be eligible to be elected for more than three (3) consecutive terms.

8.0; Allows electronic contact. REGISTER OF THE MEMBERS The Directors shall cause the Secretary to keep a register in which the names of the Members of the Society are registered and in such register he shall enter the names of every person who is admitted as a Member of the Society together with the following particulars: (a) the full name, **electronic contact information** and resident address of each Member;

9.0; Allows electronic contact. REGISTER OF DIRECTORS The Directors shall cause the Secretary to keep a register in which the names of the Directors of the Society are registered, together with the following particulars: (a) the full name, **electronic contact information** and resident address of each Director;

11.3; Corrects spelling error. In order to carry out the purposes of this ~~Society~~ **Society**, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide including, but without limitation, the issue of debentures provided that no debenture shall be issued without the sanction of a special resolution.

17.0; Allows electronic communications. NOTICES Unless otherwise provided in these By-Laws, notices may be given to a Member either personally, **by electronic means** or by mail to him at his registered address and to a Director, either personally or by mail at his address as listed in the Register of Directors.

19.; Allows electronic information. GENERAL It shall be the duty of every member of the Society to furnish the Society with his or her **electronic contact information** and mailing address and to advise the Society in writing of any change thereof.

2. Moved Tom Captain, seconded Bill Conconi, that the following slate of Directors is put forth for election, consistent to our bylaws

Jim Burns (Can)
Ted Burns (USA)
Tom Captain (USA)
Peter Chipman (Can)
Alex Conconi (Can)
Bill Conconi (Can)
Bob Fielding (Can)
Scott Gulick (USA)
Jim McCurdy (USA)
Rob Rothe (USA)

3. Moved Bill Conconi, seconded Tom Captain, that the following be put forward for election as Directors Emeritus

Jim Erickson (USA)
Bill Ireland (Can)