

June 15, 2006

Steven H. Lee

[REDACTED]

[REDACTED]

Paul Browning, Ombudsperson
Kwantlen Student Association
12666 – 72nd Avenue
Surrey, BC V3W 2M8

Phone: (604) 599-2303

Re: June 15, 2006 KSA Annual General Meeting

Dear Mr. Browning,

This letter is a request for an official investigation into the legitimacy of the 2006 KSA Annual General Meeting, as based on the old and new "RAF2K5" Bylaws. It will ask you to consider:

1. The legitimacy of the meeting with respect to:
 - a. The legitimacy of the "RAF2K5" Bylaws;
 - b. The date and time of the meeting; *and*
 - c. The fact that the agenda for the KSA Council / Board of Directors meeting at which the Annual General Meeting was called had no mention of calling an Annual General Meeting and that such a motion to do so may have been improperly moved.
2. The inadequate notice given for the meeting, in respect to:
 - a. The fact that fourteen (14) days notice was not allowed for;
 - b. The fact that the notice posters fail to meet the requirements for notice posters; *and*
 - c. The fact that no notice has appeared in a Campus Publication.

Examination of Questions

1. The legitimacy of the meeting with respect to:

a. The legitimacy of the "RAF2K5" Bylaws;

If the KSA did call an Annual General Meeting for 2006, under the authority of which set of Bylaws and Regulations was the annual General Meeting called? I would contend that if the meeting was called under the authority of the "RAF2K5" Bylaws and Regulations, that the meeting would be out of order due to the October 28, 2005 Report of the Ombudsperson (Attachment 1) which found that the September 29, 2005 Special General Meeting was out of order, as follows:

"Recommendations:

In light of my conclusions above, I recommend that the following actions be taken to both uphold the rights of the KSA membership and to ensure that the KSA does not subject itself to legal liability.

- 1) *The Chairperson of the Executive Board notify the British Columbia Registrar of Societies that the motion was invalid and ask that the request for approval of the Special Resolution. If the Chairperson of the Executive*

Board refuses to take such action, I recommend that Council pass a motion to send such a notification to the Registrar, with the responsibility to send such a letter delegated to such individual as Council sees fit. Furthermore, I recommend that in either case, a copy of this report be attached to any such communication with the Registrar.

- 2) *All parties within the Kwantlen University College Student Association (General Membership, Council, Executive Board of Directors, Liaisons, Staff etc) do not act to implement this Special Resolution due to its invalidity.*

To clarify:

- 1) *The old bylaws are still in effect until approved by the Registrar of Societies. Therefore, even if the motion was valid, the new bylaws should not have been implemented at this point.*
- 3) *With regards to the motion to expel members from the society, Section 66 [3] of the Society Act states that,*

“A special resolution, other than one changing the number of directors or removing a director, does not take effect until it is filed with the registrar.”

While it is true that Laura Anderson and Steven Lee are indeed directors of the society, the Special Resolution was to remove them (along with Rigel Vincent and Kristina Kearley) as members of the society, and not specifically as directors. As such, the motion implies that the members are to be stripped of all membership rights (such as voting at Annual General Meetings and at society elections) rather than simply removing them from the Board of Directors. This distinction is clearly laid out in the KSA bylaws where Article 2 (9) deals with expulsion of members, while Article 9 deals with removal of elected officials.

As such, since the Special Resolution referred to an expulsion of members, as opposed to a removal of directors, Section 66 [3] of the Society Act indicates that the resolution dealing with the expulsion of members does not take effect until filed with the registrar.

Therefore, all parties within the Kwantlen University College Student Association should not take any action to implement the motion to expel certain members due to both its invalidity and the necessity of it being filed with registrar.

Furthermore, any action that may have been already taken to implement such expulsion (such as withholding of pay cheques and demands to vacate offices) should be rescinded.

- 4) *In conducting future General Meetings of the Society, the Executive and Council should ensure that the procedures for properly conducting meetings as laid out in the Society Act, KSA Bylaws, and Robert’s Rules of Order should be properly adhered to. In particular, proper notice of meetings and motions should be given, members present must be allowed to debate in accordance with parliamentary procedure, and votes must be conducted in a proper fashion with members present being made clear of what is happening.”*

Given that both Special General Meetings held during the fall of 2006 are questionable, it would seem appropriate that the Society conduct its business under the direction and guidance of the pre-September 29, 2006 Bylaws.

It therefore seems clear that any Annual General Meeting organized under the direction of the “RAF2K5” Bylaws, would be out of order. Given this, any Annual General Meeting should have been already held in March 2006, as per the pre-September 29, 2005 KSA Bylaws.

b. The date and time of the meeting.

I question whether or not the date and time of the meeting is in order. In examining the Society Act, it would appear that the Act has a number of clauses guiding:

- i. when an Audit is to be presented to the membership of a Society; *and*
- ii. when an Annual General Meeting should occur.

Specifically, Section 64 of the Society Act states:

Financial statements

64 (1) *The directors of a society that is not a reporting society must place the following before each annual general meeting of the society:*

- (a) *the financial statement required by this section;*
- (b) *the report of the auditor, if any;*
- (c) *the report of the directors to the members;*
- (d) *any further information respecting the society required by the bylaws or the regulations.*

(2) *The financial statement must be for the period*

- (a) *beginning on the date of incorporation or, if the society has completed a financial year, at the end of the last completed financial year, and*
- (b) *ending not more than 6 months before the annual general meeting.*

(3) *The financial statement must consist of*

- (a) *a statement of receipts and disbursements for the period, or*
- (b) *a statement of income and expenditure and a statement of surplus for the period, and a balance sheet as of the end of the period, but the statements need not be identified by those names.*

As such, given Section 64(2)(b) notes that “*the financial statement must be for the period ending not more than 6 months before the annual general meeting.*”

As such, given the fact that both the old Bylaws and the “RAF2K5” bylaws state that a fiscal year “...shall mean the period commencing on January 1 in any given calendar year and terminating on December 31 of the same year...” Given the fact that the Kwantlen Student Association’s year-end for fiscal year 2005 was December 31, 2005, it seems clear that the Society would have to have audited statements presented to the membership by no later than June 30, 2006.

Furthermore, Section 56(1) of the Society Act states:

Annual general meeting

56 (1) *The first annual general meeting of the members of a society must be held not more than 15 months after the date of incorporation, and after that an annual general meeting of the society must be held at least once in every calendar year and not more than 15 months after the adjournment of the previous annual meeting.*

(2) *Despite subsection (1), the registrar may at any time extend the time within which a society is required to hold an annual general meeting.*

The last Annual General Meeting took place on Wednesday, March 23, 2005 at Noon (Attachment 2). Therefore, to be in compliance with the Society Act (which states that an Annual General Meeting is to “*be held at least once in every calendar year and not more than 15 months after the adjournment of the previous annual meeting.*”), it would seem clear that the Kwantlen Student Association (in absence of any Bylaws) would be required to organize an Annual General Meeting by no later than June 23, 2006.

However, the KSA does have a set of Bylaws. The Law.com Dictionary states that Bylaws are:

“...the written rules for conduct of a(n)... association, partnership or any organization... Bylaws generally provide for meetings, elections of a board of directors and officers, filling vacancies, notices, types and duties of officers, committees, assessments and other routine conduct. Bylaws are in effect a contract among members and must be formally adopted and/or amended.” (<http://dictionary.law.com/default2.asp?typed=bylaws&type=1>)

As such, whether you go by the Bylaws that were adopted in 1999, or the ones that were supposedly passed on September 29, 2005, there can be no doubt that there are rules set by the membership that guide how elected officials are to act.

Given that the Society Act allows a Society to be governed by its Bylaws as approved by a Society's membership, it would follow that a Society should follow its Bylaws and if it failed to do so, it would be in violation of its contract with the membership as well as in violation of the Society Act which requires a Society to follow its Bylaws, should it have them.

Specifically, the definitions under the pre-September 29, 2005 Bylaws state that an:

"Annual General Meeting" shall mean a regularly scheduled annual meeting of the Members to be held not later than March 31 in any calendar year;

Furthermore, Article 3(1) of the pre-September 29, 2005 Bylaws state that:

The Society shall hold an Annual General Meeting before March 31 each year as determined by Council.

The definitions under the "RAF2K5" Bylaws state that an:

"Annual General Meeting" shall mean a regularly scheduled annual meeting of the Members to be held not later than March 1 in any calendar year;

Finally, Article 3(1) of the "RAF2K5" Bylaws state that:

The Society shall hold an Annual General Meeting before May 1 each year as determined by the Board.

As such, we can clearly see how the old Bylaws require an AGM to be held before March 31. Indeed, if one goes back in time to trace the last five or six AGMs, one would see that this has certainly been the case.

With the "RAF2K5" Bylaws, we can actually see some confusion arising. The definitions section conflict with Article 3(1). As such, it leads to the question which clause takes precedence and which clause does the KSA Council / Board of Directors follow? And if there is doubt as to which date should be followed, can the KSA fall back on the Society Act?

Even if there was confusion, the KSA did have ample opportunity to organize an Annual General Meeting on or before May 1. In fact, there was ample opportunity to organize an Annual General Meeting on or before March 31. There are many reasons why this AGM should've happened earlier, including:

- The fact that the current Board of Directors apparently took office in early February (even if the legitimacy of the Spring 2006 General Election was in serious question);
- The fact that the current staff of the Society has been in place since at least last fall, with a number of staff members having had the opportunity to have overseen the organization of previous audits and Annual General Meetings (Pavan Bassi, Sharon Scarth and Paul Browning to name three);
- The fact that the former Financial Administrator Rolando Navarro may or may not have been hired on contract to assist with the 2006 audit;

- The fact that the current KSA Board of Directors may or may not have had the opportunity to hire on former staff member Erin Minor, who had offered her assistance in organizing the 2006 audit and AGM;
- The fact that the KSA was using the same auditing firm as they have used in the past, who should have been in a strong position to help the KSA properly prepare for the 2006 audit and AGM provided they were given up-to-date copies of the KSA Bylaws, Regulations and all other relevant documents; *and*
- The fact that all of the current senior staff and elected officials are required to work many hours every week, and are also well remunerated for that work. As such, there should be no excuses as to not having enough time to ensure an audit and an AGM was not organized at the normal time that it is usually organized.

In the end, this again leads to the question of why the AGM did not occur before now. Given the facts that:

- there was not clarity in the “RAF2K5” Bylaws as to when an AGM should occur;
- this error may have had the opportunity to be discovered on September 29 had debate been allowed to occur on the amendments at that meeting;
- the legitimacy of the September 29 SGM is in serious question;

it makes sense that the KSA should have ensured that they were being open and transparent by having an AGM in March, with notice being served by using at least twenty-five postings per campus, and with a quorum level being set at 250. This would also allow them to:

- present and approve the audited financial statements for the 2005 fiscal year.
- present a new set of Bylaws for adoption, as was stated:
 - in a February 6, 2006 Kwantlen Chronicle article titled “*Student association bylaws to be revisited by RAF: President plans to re-examine last term’s changes to bylaws after contention arose over the process*”, where it was noted “*Butt said he hopes to develop a new set of bylaws by March*” (Attachment 3); *and*
 - on page 6 of the February 10, 2006 KSA Board of Director Meeting Minutes, “*Will be going to draft up a new set of bylaws to fix up some overlap and loopholes, to present at a General meeting for approval; Working on a new set of bylaws with Aaron*” (Attachment 4)
- have even recommended people to hold whatever new positions were in the new Bylaws, without having to have another election.

As such, the June 15, 2006 Annual General Meeting should be ruled invalid because it is not being held as per the requirements as set out under the KSA Bylaws.

c. The fact that the agenda for the KSA Council / Board of Directors meeting at which the Annual General Meeting was called had no mention of calling an Annual General Meeting and that such a motion may have been improperly moved;

In browsing the agendas and minutes that are available, there is little to no mention of an Annual General Meeting. Specifically, there does not appear to be an Agenda for the February 10, 2006 KSA Board of Directors Meeting, however, on page 6 of the February 10, 2006 KSA Board of Director Meeting Minutes (Attachment 4), under the “Presidents Report” it is mentioned:

- ***Will be going to draft up a new set of bylaws to fix up some overlap and loopholes, to present at a General meeting for approval***

- **Working on a new set of bylaws with Aaron**
- **A petition is being circulated by some members of the society to hold a Special General Meeting, the petition needs 1800 signatures of current members of the KSA**
- *Making a big point on the importance of doing the jobs that the members of the board were elected to do and that their performance and appearance reflects their ability to the members of the society*
- *Talked about job descriptions and notified the board that an orientation is being planned for the new and returning elected officials in the near future, most likely will be a day or half a day held in the KSA student Café*
- *Emphasized office policies, paying special attention to professional conduct with respect to how elected officials act and present themselves.*
- *Emphasizes the need for everyone to hand in written reports for the board meetings*

On page 7, it states under the “Staff Report” as presented by Aaron Takhar:

- *The auditors are coming soon and will be using the back room of the office which is the board room to conduct the annual audit, no one will be allowed in the room except for the auditors*
- *Aaron will be bringing an updated budget to the next council meeting*

The February 24, 2006 KSA Board of Directors meeting agenda (Attachment 5) and minutes (Attachment 6) make no mention of an Annual General Meeting or the audit.

From my understanding, the March 10, 2006 KSA Board of Directors meeting was cancelled by President Danish Butt. I question the legitimacy of canceling this meeting before it even happened. Section II, Article 7(3) of the “RAF2K5” Regulations state:

Board meetings shall be held the second Friday of each month at 12:00pm on the Surrey Campus, unless the Board resolves, by a Two-thirds (2/3) Resolution, to meet at a different time or place. However, five (5) voting Board members may requisition, in writing, a special meeting, and the President or Chair must call such a meeting at the first available opportunity. All Board meetings must be held on Kwantlen University College campuses.

And a similar clause was in the previous version of the Regulations. To my knowledge neither set of Regulations provided any kind of provisions for canceling meetings. It would make sense that even if people knew that quorum might not be achieved, an attempt to hold the meeting should be made, and only after thirty (30) minutes (or whatever time that is specified in the “RAF2K5” Regulations) passed, could the meeting be adjourned as being cancelled. Nevertheless, if they were to have had a meeting in March, the March 10, 2006 meeting may have been the KSA’s last opportunities to legitimately call an Annual General Meeting.

Furthermore, I have heard rumours that an emergency meeting of Council was held sometime between March 10, 2006 and March 17, 2006 to specifically deal with issues relating to the Pavan Bassi and Nuvraj Bassi situation, as well as to serve notice of impeachments. This could have represented a final chance to call an Annual General Meeting in March. To date, no agenda or minutes for this emergency meeting have been made available. My question to this would be, why hasn’t an agenda or minutes been distributed - especially if the meeting involved HR issues regarding the rights of staff and elected officials in regards to their employment?

The March 17, 2006 KSA Board of Directors meeting agenda (Attachment 7) and minutes (Attachment 8) make no mention of an Annual General Meeting or the audit.

The April 13, 2006 KSA Board of Directors meeting agenda (Attachment 9) and minutes (Attachment 10) make no mention of an Annual General Meeting or the audit.

The April 28, 2006 KSA Board of Directors meeting agenda (Attachment 11) and minutes (Attachment 12) make no mention of an Annual General Meeting or the audit.

The May 12, 2006 KSA Board of Directors meeting agenda (Attachment 13), under the VP Events Report stated:

*“ANNUAL REPORT
Working on the annual report for the upcoming AGM”*

The May 12, 2006 KSA Board of Directors meeting minutes (Attachment 14), on page 3 under the “Staff Report” by Aaron Takhar states:

- *Yasser has been doing a lot of accounting work*
- *Audit started on May 10 for a duration of a two week period, Aaron and Joey are working to assist the auditors prepare appropriate documents for the auditors*

The June 2, 2006 KSA Board of Directors meeting agenda (Attachment 15), under the Treasurers Report, on page 9 states:

1. *Accounting information*
 - a. *Separating important financial notices and documents and proceeding to file in proper place.*
 - b. *Looking over 2005 Sales Journal's and Pay periods to make sure everything is in order and satisfactory to the KSA.*
2. *Financial Statement information*
 - a. *Separating all 2005 source documentation from all files.*
 - b. *Looking over files to ensure auditors have taken each document relevant to the audit. In case any files from 2005 are found, the documents shall then be given to the auditors to review.*

Finally, the June 2, 2006 KSA Board of Directors meeting minutes (Attachment 16), under the President's Report, on pages 6 and 7, states:

- *Have a hard copy to be handed in*
- *Verbal report given*
- *Need to call a KSA AGM for 2005 year*

*RESOLUTION BOARD067-2006 Danish/Jaivin
BIRT the KSA AGM be called for June 15 2006 at 5:00PM in the KSA Café
- No opposition
- Motion carried*

The minutes do not indicate whether or not the motion required a 2/3^{rds} resolution of the Board of Directors. I would argue that such a motion would require 2/3^{rds} and it concerns me that members of the Board of Directors did not realize this. I would argue that it requires 2/3^{rds} because of Article 3(5) of the “RAF2K5” Bylaws which states:

5. *The VP-External, within thirty (30) days, shall call a Special General Meeting of the Society upon:*
 1. *a Two-thirds (2/3) Resolution of the Board; or*
 2. *being served a petition stating the purpose of the General Meeting, duly signed by two hundred and fifty (250) Members or ten percent (10%) of the Members, whichever is less.*

I would also argue that the motion required Two-thirds (2/3) based on Section II, Article 8 (1), (2), (3), (4), (5), (6), (7) and (8) of the “RAF2K5” Regulations as approved on January 6, 2006 which state:

Agendas and Minutes

1. *The Chair shall ensure that the agenda and any accompanying material for each meeting is circulated no less than forty-eight (48) hours in advance to Board members and other interested parties.*
2. *The Chair of must add to an agenda any motion or presentation submitted by a committee or a Campus Council provided that the submission is made in writing to the Chair, accompanied by all relevant supporting documentation, no less than seventy-two (72) hours before the meeting.*
3. *Motions submitted in accordance with paragraph 2 above shall appear on the agenda under the appropriate topic: for example, motions submitted by a committee shall appear under Committee Reports and Motions.*
4. *The Chair must add to an agenda any motion or presentation submitted by an individual member, provided that the submission is made in writing to the Chair, accompanied by all relevant supporting documentation, no less than seventy-two (72) hours before the meeting.*
5. *Motions submitted in accordance with paragraph 4 above shall appear on the agenda under the appropriate heading.*
6. *The Chair shall not distribute reports or materials in accordance with this article if, in her opinion, they contain religious references or comments that may be inappropriate for a broadly representative political body. Such material shall be reviewed by the President for a final decision.*
7. *During the portion of the meeting set aside for adoption of the agenda or at any other time during the meeting as long as no motion is being discussed, any member may move to amend the agenda by adding a new motion or other new business. Such a motion, to take effect, must be approved by a Two-thirds (2/3) Resolution. Any items added to the agenda in this manner shall be added as Other Business, and shall only be discussed once all items that were submitted seventy-two (72) hours in advance have been dealt with.*
8. *No motions may be discussed unless they are on the agenda prepared by the Chair and circulated forty-eight (48) hours in advance in accordance with paragraphs 2 and 3 above, or unless they are added to the agenda in accordance with paragraph 7 above.*

As such, because of Section II, Article 8(7), any motion that is considered outside of what appears on the agenda would require a Two-thirds (2/3) Resolution. This case was true for the previous Regulations that the KSA acted under.

Furthermore, because many of the motions that appear in the above noted minutes never appeared in the agenda, and were not added during the adoption of the agenda, the Resolutions in question would all require a motion to “suspend notice provisions.” Any motion to suspend the Regulations also requires a Two-thirds (2/3) Resolution. This is clearly indicated in the “RAF2K5” January 6, 2006 Regulations as follows by Section I, Article 2, which states:

Article 2. Amendments to the Regulations, Suspension of the Regulations

1. *The Regulations shall only be amended or altered by a Two-thirds (2/3) Resolution of the Board of Directors.*
2. *Amendments to the Regulations shall take effect immediately after they are approved.*
3. *No provision of the Regulations may be suspended except by Two-thirds (2/3) Resolution of the Board. When the Board suspends a provision or provisions of the Regulations, such suspension shall only be in effect for the duration of the meeting at which it is made unless the Board sets some other fixed period of time, within the Resolution, for the suspension.*

4. When amendments to the Regulations are brought to the Board for consideration, every effort shall be made to ensure that those amendments are consistent with other provisions of the Regulations.

5. When the Board approves amendments that affect other provisions of the Regulations, every provision of the Regulations so affected by the change will automatically assumed to be amended to be consistent with the changes for the duration of the meeting or other specific length of time.

Again, similar provisions existed in the previous set of Regulations that the Society acted under.

As such, the motion to call the Annual General Meeting itself is out of order because it did not meet the requirements for such a motion as given by Article 3(5) of the "RAF2K5" Bylaws as well as by the requirements under Section I, Article 2(3) and under Section II, Article 8(7) of the "RAF2K5" January 6, 2006 Regulations.

Furthermore, it appears that such a motion was out of order on the grounds that it was out of order because it violated both the old and the new "RAF2K5" Bylaws, which under Article 3 both require that fourteen (14) days notice be given to the membership to call an Annual General Meeting.

I also believe the Chair had a duty to rule that the motion was out of order, as [RONR (10th ed.), pg. 37, l. 16-20] states:

"In principle, the chair must state the question on a motion immediately after it has been made and seconded, unless he is obliged to rule that the motion is out of order, or unless, in his opinion, the wording is not clear."

June 2 falls within the fourteen (14) day notice period. As such, the earliest the KSA could have moved to hold an Annual General Meeting would have been for Saturday, June 17, which is the first day that normally scheduled classes occur on (Attachments 17, 18 and 19).

However, it would probably be prudent that the KSA follow the provisions as laid out under Article 3(6) of the "RAF2K5" Bylaws which states that:

*"...Regardless of whether or not the requisitionists stipulated a date and time for the General Meeting, the VP- External shall have the authority to set the date and time of a General Meeting, provided however that **such date and time:***

1. are within the regular business hours of the Societys main office; and

2. occur on a day in which Kwantlen University College is holding regularly scheduled classes."

Similar provisions existed in the old Bylaws. They served to ensure that General Meetings are not called during time periods in which there are no classes or in which the KSA is closed (such as in the evenings or on weekends, or in between semesters).

The provisions in the old Bylaws that require an AGM to be held by March 31 covered the above points naturally, as the Spring semester stretches from January until mid-April. With the year-end being December 31, the preparation of financial statements and the organization of an audit traditionally takes up the months from January thru early March. As such, there was no need to have the above provision directly tied to the need to have an AGM by the end of March. However, it may be prudent to tie such a provision into the "RAF2K5" Bylaw change that may allow the KSA to have an AGM by May 1.

As such, it seems logical that on June 2, the KSA could have only called for a meeting to take place during the normal operating hours of the Society's Surrey Campus Office and

when classes are being held, which would have restricted them to holding it sometime between either June 19 thru to the 22, or between either June 26 thru to the 29, 2006.

As such, because notice was not properly allowed for in the June 2, 2006 Motion at the KSA Council / Board of Directors, in addition to the previous Regulation violations above the chair of the meeting was obligated to rule that the motion(s) were out of order.

2. The inadequate notice given for the meeting, in respect to:

i. The fact that fourteen (14) days notice was not allowed for;

I first learned about the AGM on the afternoon of Friday, June 9, 2006.

I was contacted by a member of the KSA and told that:

- (a) an AGM was happening on June 15 at 4pm in the Fishbowl;
- (b) this date and time had been set at the Friday June 2, 2006 KSA Council / Board of Directors meeting;
- (c) posters (Attachment 17) were being made and posted that day, on June 9, 2006.

Furthermore, on the evening of June 9, when I was talking to you Mr. Browning, you yourself noted that:

- (a) an AGM date had been set; *and*
- (b) members of the KSA were producing and distributing advertisements on the afternoon of June 9, 2006.

When I was on the Surrey Campus on Thursday, June 8, 2006, I took a walk around the campus and did not see any postings regarding an AGM. Unfortunately, I did not have my video camera on me that day to record this.

But it is clear that the KSA did not plan on having an Annual General Meeting before now, as can be seen by the following videos (Attachments 18, 19, 20, 21, 22 and 23):

18. March 4, 2006	Richmond Campus	I16a18_03-04-2006rmd.wmv (41MB)
19. March 22, 2006	Langley Campus	I16a19_03-22-2006lang.wmv (43 MB)
20. March 22, 2006	Newton Campus	I16a20_03-22-2006newt.wmv (44 MB)
21. March 22, 2006	Surrey Campus	I16a21_03-22-2006sry.wmv (43 MB)
22. May 3, 2006	Richmond Campus	I16a22_05-03-2006rmd.wmv (53MB)
23. May 3, 2006	Surrey Campus	I16a23_05-03-2006sry.wmv (72MB)

And, on Saturday, June 10, 2006 I was on the Richmond Campus, and I videotaped the bulletin boards again:

24. June 10, 2006	Richmond Campus	I16a24_06-10-2006rmd.wmv (35 MB)
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And on June 10, 2006 I only discovered seven (7) AGM postings (Attachment 17). Specifically, Article 3 of the "RAF2K5" Bylaws requires no less than 8 postings, and Article 3 of the old, pre-September 29 "RAF2K5" Bylaws requires no less than 25 postings to be hung in conspicuous places. And finally, both Bylaws require that those posters be hung no less than fourteen (14) clear days before a General Meeting.

On June 10, 2006 I was unable to go to the other campuses to see if notice had been posted. It is my understanding that Laura Anderson did go to the Surrey Campus on June 9, 2006 and only observed a minimal amount of postings posted.

I think it is also important to note that there are fewer students on campus during the summertime. Currently, Surrey and Richmond are the only major active campuses during this summer semester, with Newton and Langley running at a diminished capacity, with only a

handful of trade programs operating between them. Specifically, here is the breakdown of academic courses as offered during the Summer 2006 Semester:

Campus	Number of Academic Offerings
Langley (Attachment 25)	0
Newton	0
Richmond (Attachment 26)	Approximately 129
Surrey (Attachment 27)	Approximately 188
White Rock (Attachment 28)	7
Online (Attachment 29)	3
Total Number of Summer Academic Offerings	Approximately 327

Compare this to the Fall 2004 Semester, when approximately 800 academic offerings were active on the Richmond Campus alone (Attachment 30).

As such, since there are so few students on campus during the summer, I'd question the legitimacy of holding an AGM in the summertime. The lack of students required during the summer semester is probably why the original drafters of the Bylaws placed such clear rules regarding when AGMs were to be held, thereby ensuring:

- That an AGM is held during a semester in which a significant number of members have the opportunity to attend; *and*
- That an AGM is held as soon as possible following the Society's fiscal year end (which under the pre-September 29, 2006 Bylaws was December 31).

On the afternoon of Monday, June 12, 2006, notice was posted at the Official Website of the Society. As is illustrated by video I shot of the entire site on the morning of June 12, 2006, it is clear that notice of the AGM had not been posted online prior to June 12, 2006. Specifically, I shot video of the website (Attachment 31 - 2006AGMwebsiteposts.wmv) on the following dates:

1. March 15, 2006	11:51am	No AGM Postings Online
2. March 16, 2006	11:43pm	No AGM Postings Online
3. March 17, 2006	11:57pm	No AGM Postings Online
4. March 18, 2006	12:01am	No AGM Postings Online
5. March 20, 2006	10:09am	No AGM Postings Online
6. March 22, 2006	10:15am	No AGM Postings Online
7. April 3, 2006	11:37am	No AGM Postings Online
8. April 10, 2006	9:29pm	No AGM Postings Online
9. April 16, 2006	8:03pm	No AGM Postings Online
10. May 3, 2006	5:43am	No AGM Postings Online
11. May 16, 2006	5:43am	No AGM Postings Online
12. June 12, 2006	4:47am	No AGM Postings Online

The following PDF "prints" of the site were also taken throughout March and April 2006:

32. March 15, 2006	l16a32_03-15-2006_kusa.ca1.pdf	No AGM Listing Online
33. March 15, 2006	l16a33_03-15-2006_kusa.ca2.pdf	No AGM Listing Online
34. March 16, 2006	l16a34_03-16-2006_kusa.ca.pdf	No AGM Listing Online
35. March 16, 2006	l16a35_03-16-2006_kusa.ca1.pdf	No AGM Listing Online
36. March 20, 2006	l16a36_03-20-2006_kusa.ca1.pdf	No AGM Listing Online
37. March 20, 2006	l16a37_03-20-2006_kusa.ca2.pdf	No AGM Listing Online
38. April 4, 2006	l16a38_04-04-2006_kusa.ca1.pdf	No AGM Listing Online
39. April 4, 2006	l16a39_04-04-2006_kusa.ca2.pdf	No AGM Listing Online
40. April 4, 2006	l16a40_04-04-2006_kusa.ca3.pdf	No AGM Listing Online
41. April 4, 2006	l16a41_04-04-2006_kusa.ca4.pdf	No AGM Listing Online
42. April 15, 2006	l16a42_04-15-2006_kusa.ca1.pdf	No AGM Listing Online
43. April 15, 2006	l16a43_04-15-2006_kusa.ca2.pdf	No AGM Listing Online

As can be seen above, there is no mention of an AGM on those pages. This, combined with the above videos of the website, make it clear that no postings were made regarding any AGM from March 1, 2006 until June 12, 2006.

Also, it is curious to note that on Monday, June 5, 2006 at 12:50 Hours, as well as on Wednesday, June 7, 2006 at 11:09 Hours, my website was searched for the terms "2004 AGM" and for "2004 AGM Report" (Attachment 44). The subsequent agenda that was posted online on June 12, 2006 (Attachment 45) was in the exact same format as the agenda that was used for the March 23, 2005 Annual General Meeting (Attachments 2 and 46). If this speculative point is true, that whoever created the June 15, 2006 Annual General Meeting agenda used the 2005 Agenda as a template, it is clear that it was not posted before June 2, 2006.

It is also my understanding that no other methods of advertising (such as leaflet distribution, information tables or classroom speaking) were considered or executed.

As such, based solely on the video shot from March until June 2006, it is clear that nothing was posted online about the 2006 Annual General Meeting until the afternoon of Monday, June 12, 2006.

Furthermore, in order for this meeting to have been in order as per the requirements of the Act, without considering the Association Bylaws, the posters and website postings should have been posted before 4pm on June 1, 2006. And if one wants to be sticky, the following may also apply in regards to notice:

- If Sundays were not counted as being a "clear day" as all University College campuses are closed on Sundays, then the postings should have been posted by no later than 4:00pm on May 30, 2006; *and*
- If Saturdays are eliminated as being a "clear day" from the fourteen (14) clear days that are required for notice, as Newton is closed on Saturdays, then the posters should have been posted by Friday, May 26, 2006.

As can be seen by:

- the lack of proper notice given for the September 29, 2005 SGM, where the Ombudsperson
- the lack of proper notice that seems to have been given for a number of Board of Directors meetings during Fall 2005 and Spring 2006;
- the lack of proper notice that seems to have been given for the Spring 2006 General Election;
- the lowering of notice requirements in the "RAF2K5" Bylaws, which seem designed to keep students in the dark about elections, General Meetings and other important matters; *and*
- from some of the videos presented with this complaint;

From this, it is clear that the KSA's serving of notice does not appear to be an accident. The fact that the KSA continues to improperly serve notice of important internal functioning's such as Elections and General Meetings is made even more troubling when one considers the Ombudsperson's own findings as reported on in his October 28, 2005 Report (Attachment 1) on the September 29, 2005 SGM, where it was stated on page 3:

"I realize that it may be argued that the omission to give notice in the case of this General Meeting was accidental and that therefore, the proceedings are not invalidated. However, given the nature of the violations involving posterage on multiple campuses, as well as the lack of a newspaper advertisement, the omissions in this case appear to be of such a systemic nature, that it is doubtful that they are due to pure accident."

Furthermore, on page 9 of that same report, the Ombudsperson gave a very clear recommendation to the KSA Board of Directors, which it appears, has not been adhered to:

“In conducting future General Meetings of the Society, the Executive and Council should ensure that the procedures for properly conducting meetings as laid out in the Society Act, KSA Bylaws, and Robert’s Rules of Order should be properly adhered to. In particular, proper notice of meetings and motions should be given, members present must be allowed to debate in accordance with parliamentary procedure, and votes must be conducted in a proper fashion with members present being made clear of what is happening.”

Finally, the KSA’s inability to properly advertise Elections and General Meetings is made even more troubling given the fact that we know that the KSA can advertise when it wants to, given the high volume and level of advertising given to events such as “Moonshine” (Attachment 47, which was highly advertised across all four campuses during the General Election) and services such as the “Student Tax Filing Program” (ads for which were highly visible across all four campuses during the months of February, March and April 2006 as illustrated in some of the on-campus video footage that was taken).

As such, due to the improper notice given and the failure to post a sufficient number of postings as required by both the old and the “RAF2K5” Bylaws, the June 15, 2006 Annual General Meeting should be ruled out of order.

ii. The fact that the notice posters fail to meet the requirements for notice posters;

Article 3(7) of the “RAF2K5” Bylaws state that:

7. Notice of a General Meeting shall be given to the members of the Society by:

1. affixing posters, no less than fourteen (14) clear days before the date of the General Meeting, no smaller than 8 by 11 inches, on each of the Kwantlen University College campuses, provided however that each such campus shall receive no less than eight (8) such posters which must be affixed in conspicuous places around the campus; and

2. the placement of an advertisement, no less than seven (7) clear days before the date of the General Meeting, within the student newspaper or such other recognized campus media as determined by the Board.

8. Notice of a General Meeting must specify the place, day and hour of the General Meeting, and, in the case of special business, the general nature of that business. The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that General Meeting.

Similar provisions were in the old Bylaws.

The posters for the June 15, 2006 KSA Annual General Meeting are clearly inadequate (Attachment 17). They fail to indicate clearly:

- (a) if it is even a meeting of the Society; and
- (b) the general nature of the business to be conducted at the meeting.

The posters also indicate that the Annual General Meeting was to start at 4pm. This violates the Motion to Call the meeting, which stated that the Annual General Meeting was to start at 5pm:

*RESOLUTION BOARD067-2006 Danish/Jaivin
BIRT the KSA AGM be called for June 15 2006 at 5:00PM in the KSA Café
- No opposition
- Motion carried*

To ensure quorum is present, it may have been fine to say “doors open at 4:00pm, with the meeting starting at 5:00pm,” however, it is clear that the KSA put no effort into trying to achieve quorum. There were no members of the KSA out on campus trying to generate interest in the meeting, as was done on September 29, 2005.

Furthermore, [RONR (10th ed.), p. 90, I. 16-19] states that: “...*only business mentioned in the call of a special meeting can be transacted at such a meeting.*” However, the business to be discussed at an Annual General Meeting is clearly laid out in both the old and the new “RAF2K5” Bylaws, however, this does not negate the need to ensure that this information is clearly presented in the notice to the membership, who may not necessarily know that Bylaws even exist or where to find them.

An appropriate General Meeting notice poster may be more similar to the one Douglas College used to advertise its Spring 2006 Annual General Meeting (Attachment 48). It was one of two 11 by 17 posters that were used to advertise the election and it was posted widely on Douglas College campuses. This same poster was even shrunk down into a leaflet, which was also widely distributed.

As such, given the fact that the Notice Posters are clearly inadequate, the June 15, 2006 Annual General Meeting should be ruled out of order.

iii. **The fact that no notice has appeared in a Campus Publication.**

Article 3(7)(2) of the “RAF2K5” Bylaws clearly state that:

2. the placement of an advertisement, no less than seven (7) clear days before the date of the General Meeting, within the student newspaper or such other recognized campus media as determined by the Board.

The Kwantlen Chronicle does not print during the Summer Semester as there are no journalism courses offered in the summertime.

Furthermore, the Chronicle is the only widespread Campus Publication in existence at Kwantlen University College.

There were no advertisements for a General Meeting in any Spring Semester issue of the Chronicle. I would argue that an appropriate General Meeting Ad would be somewhat similar to the one found in *The Other Press* at Douglas College (Attachment 49). This same ad was also used as an 11 by 17 poster in conjunction with the one mentioned above (Attachment 48).

Given the fact that the KSA cannot publish in the Chronicle in the summertime, and given that no other campus publication alternative appears to exist at the KSA during the summer semester, the June 15, 2006 KSA Annual General Meeting should be ruled out of order.

To summarize, I would like the Ombudsperson to:

- conduct an immediate formal investigation into whether or not the June 15, 2006 Annual General Meeting was properly called;
- provide a formal written report summarizing his investigation and findings as well as presenting any relevant recommendations regarding this process;
- ensure his formal written report is open to all members of the Society;
- have his report completed on this situation distributed by no later than June 30, 2006.

I believe the Society has been negligent in ensuring a smooth, open and accountable process of serving notice for both its General Meetings and Elections, and as such, none of what has been accomplished is in order.

The membership pays a lot of fees each term and deserves to know that their money is being well spent and they deserve to know about and attend a properly convened Annual General Meeting of the Society As such, this is a severe form of maladministration on the part of the Society.

Respectfully submitted,

Steven H. Lee