

**Quebec Student Debating Association**  
**Annual General Meeting – Tuesday, June 12, 2007**  
**Lower Canada College**

**1. Welcome/Call to order/Introductions ( at 4:07 p.m. )**

**Present:**

<b>Ryan Abrams</b>	<b>Centennial Academy (Treasurer) / Proxy for Loyola</b>
<b>Louise Chalmers</b>	<b>John Rennie</b>
<b>Chris George</b>	<b>Lower Canada College ( President ) /Proxy for St. George's, Trafalgar, Herziliah St. Laurent, Selwyn House</b>
<b>Catherine Grimanis</b>	<b>ECS</b>
Miriam Cobo	ECS
David Rudin	Royal West
<b>Sandy Cross</b>	<b>Westwood H.S. (Vice-President)</b>
<b>Isabelle Fahmy</b>	<b>The Study</b>
Mary-Kate Jackson	Queen of Angels Academy
<b>Tracy Smith</b>	<b>Queen of Angels Academy</b>
<b>Edward Bechard-Torres</b>	<b>Royal West</b>
Corey Wolman	Marianopolis College ( observing )
Kozo Ota	Observing

**Regrets:**

Noah Kochman	Herzlih (St. Laurent)
Liana Palko	Selwyn House
Rachel McCabe	Trafalgar
Allan Tabatchnik	Herzlih (St. Laurent)
Jeff Deeprise	St. George's
Donna Gold	St. George's
Judy Stein	Bialik
James Rioux	Stanstead College
Denis Brault	Loyola High School
Erin Russet	Selwyn House
Elizabeth Cohene	Lower Canada College
John Commins	Royal West Academy
James Roy	Westwood
Padraic Scanlan	Secretary

**Chair:** Chris George

**Minutes:** Ryan Abrams

**2. Roll Call, Introduce QSDA Executive and all Coaches, Identify Voting members ( 1 per member school )**

Voting members are indicated in bold above. The chair determined that quorum was established.

**MOTION to adopt agenda for the annual general meeting**

**MOVED by Tracy and seconded by Isabelle. CARRIED UNANOMISLY.**

### **3. Adopt minutes from December 11, 2006**

**MOTION to adopt minutes from December 11 members meeting.  
MOVED by Sandy. Seconded by Tracy. PASSED UNANIMOUSLY.**

### **4. Business Arising from Minutes of December 11, 2006**

#### **• Report on Incorporation – Chris presents report**

- Allows for general liability for the executive.
- Allows for liability insurance for chaperones.
- Can allow us to move forward in becoming a charitable organization.
- Brings us under the Quebec Companies Act.
- If no insurance – each school must send a chaperone for their participants
- Insurance will result in extra \$2500 in expense (see budget)
  - Will have to raise membership fee to \$225 and charge “supplement fee” of \$50 to kids attending out of town tournaments – will still result in \$700 loss.
  - Tracy: why not change fee to 275 → results in much smaller loss.

#### **Proposed By-Law changes to allow for incorporation:**

Presented and explained by Chris.

#### **Clauses to simply change the term “Executive” to “Board of Directors”**

7, 19, 33, 37, 39, 47, 52, 56, 60, 62, 64, 67, 75, 79, 91, 94, 98

#### **1. Definitions:**

- delete reference to “Executive” and use as a)
  - a) “Act” means the Quebec Companies Act, R.S.Q C-38.

( add the next 2 definitions as e) and f) )

“letters patent” means the letters patent and any supplementary letters patent of QSDA;

“regulations” means the regulations under the Act from time to time in force and effect.

#### **Change heading “Executive” to “Board of Directors” ( after item 21 )**

- first item to be changed under title

22. The QSDA shall be managed by a board of directors consisting of five people. At the Annual General Meeting, there shall be elected a President, Vice-President, Secretary and Treasurer. Those elected will be members of the board of directors, and additional directors shall be elected to attain the total number of directors. The President, Vice-President and Treasurer shall be different people.

- in clauses 24 to 30.. change all instances of “executive” to “board of directors”.

#### **Item 2 to be added ( under definitions ):**

The by-laws of QSDA shall be, unless the context otherwise specifies or requires, construed and interpreted in accordance with the following principles:

(a) all terms contained in the by-laws which are defined in the Act or the regulations shall have the meanings given to such terms in the Act or the regulations; and

(b) words importing the singular number only shall include the plural and vice versa.

**Head Office ( to be added under definitions )**

3. The head office of QSDA shall be maintained in the City of Montreal in the Province of Quebec, at such place therein as the directors may from time to time establish.

**Fiscal Year ( to be added under Head Office )**

4. The fiscal year of QSDA shall begin on August 1 and end on the next following July 31.

**Expenditures ( to be added under Fiscal Responsibility )**

The board of directors shall have the power to authorize expenditures and to delegate the authorization of expenditures on behalf of QSDA and may exercise all powers and perform all acts as QSDA is authorized to do by the Act, the regulations and the letters patent.

**Indemnification ( 1 clause to be added under Expenditures )**

Every director, officer or other person who has undertaken or is about to undertake any liability on behalf of QSDA shall be indemnified and saved harmless out of the funds of QSDA from and against:

(a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director, governor, officer or other person for or in respect of any act, deed, matter or thing whatever made, done or permitted by them in or about the execution of the duties of such office or in respect of any such liability; and

(b) all other costs, charges and expenses which the director, governor, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

QSDA shall also indemnify any such person in such other circumstances as the Act or any other law allow or require.

**Auditor ( 3 items to be added and numbered accordingly under Indemnification )**

1. At the annual general meeting the members shall appoint an auditor to audit the accounts of QSDA and report to the members.
2. The board of directors shall fix the remuneration of the auditor and shall forthwith fill any vacancy which may arise in the office of auditor.
2. The members may, by resolution passed by at least two-thirds of the members voting, remove the auditor from office. If the members pass such a resolution, they shall then appoint a replacement auditor.

**Add clauses for “Meetings of directors”. ( add under current clause 29 )**

1. Meetings of the board of directors may be held at any place in Quebec. Quorum for a meeting of the board of directors is a majority of the directors.
2. The President or any two directors may convene a meeting of the board of directors.
3. At least five days notice of a meeting of the board of directors shall be given specifying the date, time and place of the meeting. Directors may, in any manner and at any time, waive such notice. Notwithstanding the foregoing, a meeting of the board of directors may be held without notice if all directors present for such a meeting and any absent directors so agree.
4. The board of directors shall appoint one of the directors as a chair for each meeting. Questions arising at a meeting of directors shall be decided by a majority of directors voting. In the case of a tie, an additional and deciding vote shall be cast by the President, if present, or otherwise by the director chairing the meeting.
5. A resolution passed by email by all directors entitled to vote on that resolution, which takes place outside a meeting of the directors, is as valid as if it had been passed at a meeting of directors. A copy of a resolution passed by email shall be kept with the minutes of the meetings of directors.

**Change title “Notice of Meetings” to “Notice of Meetings of Members”**

- change current clause 19 to change “meeting” to “meeting of members”

**MOTION to incorporate the Quebec Student Debating Association and register the name QSDA and the French version, “Association des débats d’étudiants du Québec”.**  
**MOVED by Tracy. Seconded by Sandy. CARRIED UNANIMOUSLY.**

**MOTION to accept the above by-law amendments.**  
**MOVED by Isabelle. Seconded by Louise. CARRIED UNANIMOUSLY.**

**5. Membership Report - Ryan**

- 18 members this year
- St. Thomas to join next year. They joined late and their fee has been paid and will be forwarded to next year.

**6. Financial Report and set registration fee for 2007-08 – Ryan**

- Budget was presented.

**MOTION to accept the treasurer’s report.**  
**MOVED by Sandy. Seconded by Louise. CARRIED UNANIMOUSLY.**

**MOTION to adopt 2007-08 budget and accept a registration fee of \$250 for the fiscal year commencing August 1<sup>st</sup>.**  
**Moved by Tracy. Seconded by Edward. CARRIED UNANIMOUSLY**

**MOTION to charge students participating in the North American Championship, the National Seminar, the National Championships, the Junior Nationals and the National Public Speaking Championships a supplemental fee of \$50 as a pre-requisite for**

**participation, regardless of where the tournament is held or who the QSDA sends as a chaperone. Non-compliance may result in disqualification from the event. MOVED by Sandy, seconded by Edward. CARRIED UNANIMOUSLY.**

#### **7. 2007 Junior Nationals Report**

- See QSDA website for full report
- Event was hosted in Quebec and resulted in an expense of about \$500, which was less than the \$1000 budgeted.

#### **8. 2007 National Seminar Report**

- See Rachel's report.
- Tournament regulations make it a difficult event to host.
- Chris explained how we moved a motion to change age to allow grade 9's to compete this fall. The CSDF board and members dismissed the motion without allowing us to speak to it. Some grade 9's will now be ineligible for a fall seminar.

**MOTION to allow the board of directors to send the CSDF a letter noting our disappointment with the dismissal of our motion regarding seminar eligibility MOVED by Chris. Seconded by Isabelle. CARRIED UNANIMOUSLY.**

Qualifying process?

A lengthy discussion ensued about the merits of a separate qualifier, using the North Americans qualifier, or using a separate application process to allow others to get a chance to attend.

**MOTION to make the selection for the Fall 2007 National Seminar based on 1 nomination per member school made to the board of directors. Selection will be based on willingness to embody the spirit of the National Seminar.**

**MOVED by Tracy. Seconded by Sandy. CARRIED UNANIMOUSLY.**

**MOTION declining the CSDF's request for Quebec to host the 2008 National Seminar. MOVED by Ed. Seconded by Tracy. CARRIED UNANIMOUSLY.**

#### **9. 2007 National Championships Report**

- Quebec placed well – event will take place in Calgary next year.
- See rest of report on website – no rule changes this year.
- Provincial championships to be later next year.

#### **10. Calendar of events for next year**

Sandy: we need another senior tournament

Chris: Dawson and Marianopolis are viable alternatives if properly run.

QAA will consider hosting an event.

#### **11. Proposed By-law amendments**

**Under Judging, add after current item 82.**

Conferral judging shall be used at all QSDA events.

**Moved by Louise. Seconded by Ed. Carried with one objection.**

**By – law regarding limits on schools at North Americans:**

- Chris proposed we changed the limit to 2 per school since more teams are now allowed than when the rule was initially made.
- a long discussion ensued including various options to ensure maximum participation.
- this change would bring the rule in line with that for Junior and Senior National Championships.

**Current clause 65: ( NOTE THIS WAS A TYPO – it is NOT 62 which relates to another event ).**

- The top teams, such that no more than two are from the same school, without other restrictions, are eligible to advance.

**MOVED by Louise. Seconded by Tracy.**

**Motion carried 3-0, 8 abstentions.**

**12. Election of board of directors**

**MOTION to nominate Chris George as President.**

**Moved: Sandy**

**Acclaimed.**

**MOTION to nominate Alexander Cross as Vice-President.**

**Moved: Tracy**

**Acclaimed.**

**Motion to nominate Ryan Abrams as Treasurer.**

**Moved: David**

**Acclaimed.**

**Motion to nominate Padraic Scanlan as Secretary.**

**Moved: Ed**

**Acclaimed.**

**Motion to nominate Liana Palko as a board member.**

**Moved: Sandy**

**Acclaimed.**

**13. Other Business**

None.

**14 Adjournment**

**Motion to adjourn at 6:35 p.m.**

**Moved by Tracy. Seconded by Louise.**

**CARRIED UNANIMOUSLY.**