

**Editors' Association of Canada/Association canadienne des réviseurs  
Minutes of 2013 Annual General Meeting  
Imperial Ballroom, Lord Nelson Hotel  
Halifax, Nova Scotia  
June 8, 2013**

**1. Call to order**

The annual general meeting was called to order at 3:35 p.m. President Greg Ioannou in chaired. It was noted that there were 103 members present or represented by proxy (42 by proxy). Two scrutineers were appointed.

**2. Adoption of agenda**

Addition: By agreement, the report of the Certification Steering Committee was added to the pre-circulated agenda at Item 7.

**MOTION** Moved by Anne Brennan, seconded by Heather Ebbs, that the agenda be adopted. **CARRIED.**

**3. Approval of 2012 AGM minutes**

**MOTION** Moved by Moira White, seconded by Elizabeth d'Anjou, that the minutes of the 2012 AGM, held on June 8, 2012, be approved as presented. **CARRIED**

**4. Approval of Annual Report**

**MOTION** Moved by Christa Bedwin, seconded by Lynne Massey, that the *EAC/ACR Annual Report 2012–2013* be approved as presented. **CARRIED.**

**5. Adoption of 2012-13 auditors' report**

**MOTION** Moved by Rosemary Tanner, seconded by Elizabeth d'Anjou, that the auditors' report be adopted. **CARRIED.**

**6. Appointment of auditors for 2013–14**

**MOTION** Moved by Julia Cochrane, seconded by Doug Linzey, that the firm of Cowperthwaite Mehta be reappointed auditors for 2013–14. **CARRIED**

**7. Report of the Certification Steering Committee (CSC)**

Anne Brennan and Janice Dyer presented the report. The CSC acknowledged the work of the numerous members associated with the certification program. This year 20 candidates earned a total of 24 professional certifications: 4 certified professional editors; 8 certified proofreaders; and 12 certified structural editors. Since the program's launch in 2006, EAC has awarded 191 certifications to 90 professional editors. The meeting congratulated all who had passed certification tests in the past year.

**8. Report of the Governance Task Force**

Lynne Massey summarized the interim report of the Governance Task Force, dated May 2013, which had been pre-circulated to all members with the agenda. She outlined the activities of the task force, which had been struck in August 2012 to prepare the association for the new legislation, the Canada Not-for-profit Corporations Act. Under the Act, federally incorporated not-for-profit organizations such as EAC must meet new governance requirements that are broadly similar to those established for corporate for-profit entities, and must file revised bylaws by October 2014 or face dissolution.

The task force has identified key issues with implications for EAC's structure and procedures, including the following:

- potential changes to the categories of membership and voting rights;
- the requirement to draw a clearer distinction between electing a board of directors and appointing the officers of the association (persons with signing authority); and
- expanded accountability requirements at national and branch levels.

Following Lynne's presentation, there was discussion of several potential alternatives, including

- changing the Association's status from incorporated to unincorporated;
- devolution to a group of provincial or regional organizations; and
- establishing provincially incorporated associations with a separate nationally incorporated body.

A number of related issues were raised in discussion, including the following.

- Incorporation offers legal protections and allows an organization to own assets (rather than having individual members hold them in trust).
- The national level of the association currently provides various administrative and development arrangements for twigs.
- If EAC remains federally incorporated, multiple levels of national and branch audits may be required in the future, which would increase the audit costs.
- Currently the Association has some regional branches and some provincial.
- In some regions there are other provincial editor/writer associations competing for members and for public recognition.
- Provincial incorporation legislation might follow the same corporate model being legislated federally.
- Having a number of different provincial bodies would likely result in wide variation of member services.

Executive Director Carolyn L Burke explained that the Association was working with a legal consultant who is concurrently providing guidance to other similar organizations through this transition.

An expression of thanks was given to the members of the task force for their work on the issues and for providing a very understandable digest for review. Lynne Massey, for the task force, closed by thanking members for the discussion and invited further feedback as the group advanced to the next phase of work. This will include the circulation of new draft bylaws in the fall for discussion, followed by final draft bylaws and a report, to be submitted to a vote of the membership at the 2014 AGM in Toronto.

Greg Ioannou encouraged members to volunteer for future phases of the Governance Task Force's work.

## **9. Motions from the floor**

Vice-president Jacqueline Dinsmore temporarily assumed the chair and called for motions from the floor.

**MOTION** Moved by Lee d'Anjou, seconded by Cy Strom, that Greg Ioannou be named an honorary life member of the Association. **CARRIED.**

Jacqueline congratulated Greg, and the membership stood to applaud and confirm their unanimous approval.

[The text of the nomination as presented is ATTACHMENT A to these minutes.]

In accepting, Greg noted that membership numbers had now stabilized and were resuming a growth path. Rather than splintering into smaller organizations, he said, the Association should encourage an expanding national association with increasing links internationally.

After accepting the honorary life membership, Greg resumed chairing the AGM.

## **10. Elections**

Michelle Boulton, chair of the Nominating Committee introduced the list of candidates for the 2013–14 national executive council and invited further nominations from the floor.

There being no further nominations, the following members were elected by acclamation to the 2013–14 national executive council, to take office in September 2013.

President: Jacqueline Dinsmore (QAC)  
Vice-president: Danielle Arbuckle (HH)  
Secretary: Randee Holmes (TO)  
Treasurer: David Johansen (QAC)  
Director, Professional Standards: Moira White (NCR)  
Director, Training & Development: Ken Weinberg (TO)  
Director, Communications: Michelle van der Merwe (BC)  
Director, Publications: Karen Virag (PP)  
Director, Francophone Affairs: Marie-Christine Payette (QAC)  
Director, Volunteer Relations: Gael Spivak (NCR)

The following positions, not elected at the AGM, are to be filled as follows:

Past President, Greg Ioannou (TO)  
Director, Branches and Twigs West: Arden Ogg (PP) or Leslie Cameron (BC)  
(to be determined by subsequent election within the Western Region)  
Director, Branches and Twigs East: Julia Cochrane (NST)

### Committee Chairs

The following committee chairs are to be appointed by the executive council.

Agrément/Principes Comité: Sandra Gravel (QAC)  
Francophone Affairs Committee: Vacant  
Marketing and Public Relations Committee: Tina Dealwis (TO)  
Member Services Committee: Vacant  
Volunteer Management Committee: Vacant  
Newsletter Committee Editor-in-Chief: Carole Sigouin (NCR)  
Publications Committee: Elizabeth Macfie (NCR) and Anne Louise Mahoney (NCR)  
Training and Development Committee: Emily Dockrill Jones (KWG)  
Certification Steering Committee: Anne Brennan (BC) and Janice Dyer (HH)  
Conference Committee: Emily Dockrill Jones (KWG) and Nancy Foran (TO)  
Professional Standards Committee: Lynne Massey (TO)  
Member Communication Committee: Susan Chambers (BC)

External Liaison: Executive Director Carolyn L Burke  
Human Resources: Jacqueline Dinsmore (QAC)  
Nominations: Greg Ioannou (TO)

National volunteer positions

National volunteer positions are appointed by the national executive council and are not members of the council.

Mediator: Michael Benedict (TO)  
Forum Monitor: Joanne Haskins (TO)  
List Monitor: Nancy Wills (TO)

**11. Thanks to outgoing national executive council members**

Greg Ioannou led the AGM in thanking the four members of the national executive council who were stepping down: David Harrison, Adrienne Montgomerie, Sandra Gravel and Michelle Boulton.

**12. Location of next meeting**

The next general meeting will be held in Toronto in June 2014.

**13. Adjournment**

**MOTION** Moved by Heather Ebbs, seconded by Frances Peck, that the meeting adjourn.  
**CARRIED.**

The meeting was adjourned at 4:50 p.m.

ATTACHMENT A to  
The Minutes of the Annual General Meeting of June 8, 2013

**Text of the Nomination of Greg Ioannou as Honorary Life Member of the Association, as moved by Elizabeth d'Anjou, seconded by Cy Strom, and carried unanimously.**

February 2013

To: Editors' Association of Canada

At EAC's annual meeting in 1997, Greg Ioannou spoke to a motion proposing me for honorary life membership in the organization. I remember thinking at the time that he deserved the distinction as much as I did and would surely receive it soon. Now, sixteen years later, I hope to ensure that result.

The chief criteria for the nomination are that the individual is a member who has been significant in furthering of the association's objectives at both the national and the branch level" and that this furthering of objectives has extended over several years.

Greg certainly qualifies on both counts. He and I first met, in February 1979, when about 30 freelance editors squeezed onto a rec room floor to talk about forming an editing society. The two of us soon realized that we wanted much the same things despite a huge difference in personal styles (he is more optimistic, more inventive, and more noisy than I am). We both sought an organization in which members could show each other how to be better editors; find ways to help each other, rather than compete as adversaries; and improve the written word in Canada.

He and I had similar ideas on how to shape that organization and were willing to put a fair bit of work into it. Together the two of us drafted its constitution and its membership criteria (Greg chaired the original membership committee, ensuring that he could be the first FEAC member), set up the first financial accounts, and served on a committee that led to incorporation and another that drafted what would become the *Standard Freelance Editorial Agreement*.

These activities proved critical in the early years — and in the long term. So many kinds of work went into expanding a tiny Toronto group into a cross-Canada association of 1500 members. And Greg's service to the association certainly extended over several years. He has had a total of four terms as president and at least six as treasurer.

As Greg and I pursued our lives and our careers, we have taken different paths, but I have never stopped admiring him, even when we argued most publicly over how to achieve particular goals.

Lee d'Anjou