

**MCKENZIE TOWNE COUNCIL
ANNUAL GENERAL MEETING OF MEMBERS
WEDNESDAY, OCTOBER 19, 2022**

CHAIRMAN Shawn MacDougall Vice-President (for Rick Leigh-President):

1. Good evening, ladies, and gentlemen. I am Shawn MacDougall, Vice-President and Resident Director of the McKenzie Towne Council. I will be acting as Chair of the meeting, and now call the meeting to order at 7:06PM.

I'd like to introduce, and thank, our most recent McKenzie Towne Council Resident Directors from 2022: Rick Leigh, Shawn MacDougall (Chair), Darvin Zuch, Farooq Qadir, & Margaret McPherson.

Additionally, we have with us a representative of Miller Thomson LLP – McKenzie Towne Council's legal counsel in attendance as well. (Nicole Taylor-Smith).

Margaret McPherson, will you please act as Secretary of the Meeting?

Margaret agreed and no objections.

CHAIRMAN CONTINUES:

2. I would like to request that Patrick Giroux & Nancy Yip act as Scrutineer for this meeting.

Patrick & Nancy agreed and no objections.

As no objection has been registered by Members present at this meeting, I acknowledge Patrick Giroux & Nancy Yip as Scrutineer for this meeting.

CHAIRMAN CONTINUES:

For the information of those present, unless otherwise specified all items to be approved by the Voting Members are by way of ordinary resolution, which requires at least 50% of the Voting Members present in person or by proxy, voting in favour. Only those members who are in good standing and present at the meeting or have submitted a proxy (meeting all established requirements) are eligible to vote. All votes will be conducted in the first instance by a show of voting cards or otherwise as the Chairman may direct. A poll may be demanded by the Chairman or by 10% of the Voting Members present. Polls shall be taken in such a manner as the Chairman may direct.

We would also like to encourage participation from the membership through the course of the meeting. Any resident present may act as the mover or seconder for the motions on the agenda. If you would like to do so, please stand at the appropriate time and, when recognized by the chair, confirm your intention (by stating "I so move" or "I second the motion") and provide your name for recording in our minutes.

As well, there will be an opportunity for any member to raise questions related to each piece of business raised at this meeting as each item is proposed. We will limit each resident to a single question until all residents who wish to speak on a matter have received an opportunity.

At the conclusion of this AGM there will be an opportunity for Members to ask any other questions of interest to them. The same guidance as provided previously will continue to apply.

CHAIRMAN CONTINUES:

3. May I now have a motion to dispense with the reading of the Notice calling the meeting?
 - a. I move that the reading of the Notice calling this Annual Meeting of Members be dispensed with.
 - b. I second the motion.

Moved by: Dar Zuch

Seconded by: Farooq Qadir

CHAIRMAN CONTINUES:

You have heard the motion. Are there any questions or discussions?

None.

If there are any opposed to this motion, please signify by raising your voting card.

The motion is carried.

CHAIRMAN CONTINUES:

4. Mr. Secretary, do you have proof of mailing the Notice to the Members?

SECRETARY (MARGARET MCPHERSON):

Mr Chairman, I have proof of proper mailing of the Notice to all Members entitled to vote at this Meeting.

CHAIRMAN:

Proof of mailing has been received and I would ask that it be filed in the Minute Book along with the Minutes of the Meeting.

CHAIRMAN CONTINUES:

5. "Pursuant to the Articles of Association of the Council, the lesser of 50 or ten (10%) percent of the Members in Good Standing either personally present or represented by proxy shall be quorum. For this meeting, at least 50 Members in Good Standing will be required. Is the report of the Scrutineer available?

SCRUTINEER (Patrick Giroux):

"The Scrutineer reports that there are more than 50 persons present at the meeting or by proxy, each being a Member in Good Standing at the meeting or duly appointed proxy holder or representative for a Member in Good Standing so entitled. Specifically, the Scrutineer reports that:

I verify that there are 63 represented in virtual meeting, or by duly appointed proxy holder or representative thereof.

CHAIRMAN:

Thank you. As a quorum is present and as the Meeting has been duly called, it is properly constituted for the transaction of business.

CHAIRMAN CONTINUES:

6. The Minutes of the Annual General Meeting held on November 17, 2021, were made available to the Members on MTC's website as stated in the Notice of the Meeting and the Information Circular.

May I now have a motion to accept the Minutes of the Annual General Meeting held on November 17, 2021.

- a. I move that we accept the Minutes of the Annual General Meeting held on November 17, 2021.
- b. I second the motion.

Moved by: Rob Van Gastel

Seconded by: Jim Clement

Are there any questions or discussion?

Resident discussion regarding availability of Financial Statements, 2021 AGM Minutes should be in future years included with the mail out.

NB: There is a cost savings in providing electronic information as paper copies can take a considerable cost to the Residents (~\$25K was quoted as past cost of package mail outs before going electronic)

None.

The motion is CARRIED.

CHAIRMAN:

7. The Directors Report, dated September 21, 2022, was mailed to the Members with the Notice of the Meeting and Information Circular.

May I now have a motion to dispense with the reading of the Directors Report?

- c. I move that the reading of the Directors Report be dispensed with.
- d. I second the motion.

Moved by: Patrick Giroux

Seconded by: Farooq Qadir

CHAIRMAN CONTINUES:

Are there any questions or discussions?

The number of households in the Directors' report that are in Collections/unpaid fees. The percentage reduction in the number of households needs scrutiny and follow up to provide a correct number and percentage reduction from 2021.

MTC will get back to Resident (Brian Marconi)

None.

The motion is carried.

CHAIRMAN:

8. The Auditor's Report and the Financial Statements were made available to the Members on MTC's website as stated in the Notice of the Meeting and the Information Circular. We now propose to receive as information, the Auditor's Report and the Financial Statements of the Council for the year ended May 31, 2022. I would like to introduce Matt Peron of BDO Canada, who will present the financial statements.

Financial Statements presented by Matt Peron with members given the opportunity to ask questions on items covered in the presentation documents.

May I have a motion to approve as presented the 2021/2022 Financial Statements as presented?

- a) I move the motion to accept financials as presented.
- b) I second the motion.

Moved By: Jim Clement

Seconded By: Brian Marconi

One against-Majority in favour.

The motion is carried.

CHAIRMAN CONTINUES:

The meeting is now open to questions on the Auditor's Report and Financial Statements for the year ended May 31, 2022.

-Capital Asset regarding mailbox kiosk-is it accounted for in the statements? Auditor thought perhaps the asset was fully amortized. Confirm and communicate with Resident (Rob Van Gastel)

-Cost of employees during Covid time period-Question: why did we have the costs while the Town Hall was closed? Suggested that maintenance staff were still employed doing maintenance. Employee wages were down.

-Will repairs to water park be covered under insurance or will they be a cost to the Residents. Follow up is needed to Residents.

-Membership revenues. Why are they based on 100% of fee collection? Why is it presented that way? Full revenue is reported, unpaid is left in AR and uncollectible items are written off. As the encumbrance makes the fees collectible eventually the amounts are still reported.

-Questions about reserve funds and how they are shown in the statements. Internally restricted funds/assets (more commonly related to the assets required to run the not for profit like amenities).

-Discussion about surplus funds at EOY being placed into reserve.

-Where is the RA park listed as an amenity in the statements? Land is its own line item.
See Note Page 9

CHAIRMAN:

9. The next item of business is the election of Directors. In that the Council is authorized to have a minimum of no less than five (5) Resident Directors and no more than twenty-four (24) Resident Directors, it has been proposed by the Board that the Council establish fifteen (15) as the number of Directors to serve until the next Annual General meeting to be elected at this meeting.

May I have a motion to this effect?

- a. I move that the Board consists of 15 Directors, to serve until the next Annual General Meeting of the Council.
- b. I second the motion.

Moved by: Dar Zuch

Seconded by: Carrie Cemka

CHAIRMAN CONTINUES:

You have heard the motion. Are there any questions or comments?

Resident discussed how motion on proxy is contradictory to Director's package. The language between the Directors package. Counsel confirmed that the number of Directors could be a maximum of 15, but if confirmed that proxy holder could be either Rick Leigh or Shawn MacDougall.

MOTION PASSES-NO OBJECTIONS

CHAIRMAN CONTINUES:

10. The following resident members have indicated an interest in being nominated as Directors of the Council, to hold office until their successors are elected or appointed (will they please stand as their name is called):

Farooq Qadir
Margaret McPherson

CHAIRMAN CONTINUES:

Are there any further nominations?

Yes, seven Resident Members in attendance.

Dar Zuch-From floor
Brian Marconi-from floor
Carrie Cemka-from floor
Nancy Yip-from floor
Rob Van Gastel-from floor
Shahzad Khan-from floor
Neha Ashani-from floor

CHAIRMAN CONTINUES:

Patrick Giroux Carrie Cemka
Motion to close nominations

You have heard the motion, are there any comments or questions?

None

All in favour, please signify by voting poll. Poll concluded.

Opposed?

None

The motion is carried.

CHAIRMAN:

May I please have a motion to elect as Directors, the persons nominated?

- a. I move that the residents nominated, be elected as Directors of the Council, to hold office until the next Annual General Meeting or until their successors are elected or appointed.
- b. I second the motion.

Moved by: Shawn MacDougall

Seconded by: Natasha Keddy

CHAIRMAN CONTINUES:

You have heard the motion, are there any comments or questions?

None

All in favour, please signify by voting poll. Poll concluded.

Opposed?

The motion is carried.

CHAIRMAN:

11. The next item on the Agenda is the appointment of Auditor. It has been proposed that BDO be appointed as the Council Auditor.

May I please have a motion for the appointment of Auditor?

- a. I move that BDO Canada be appointed as Auditor of the Company for the 2022-2023 fiscal year and that the Directors be authorized to fix the remuneration.

That BDO be appointed as Auditor of the Company for 2021-2022 fiscal year.

- b. I second the motion.

Moved by: Nancy Yip

Seconded by: Brian Keddy

CHAIRMAN:

You have heard the motion. Are there any questions or comments?

How long has BDO been the auditor? Since 2018.

Some previous discussion regarding how long a firm should remain auditor before changing. To get 'new eyes' on the statements.

Has anyone looked into a new auditor?

- c. **Amendment to the motion: move that BDO Canada be appointed as Auditor of the Company for the 2022-2023 fiscal year and that the Directors be authorized to fix the remuneration. A new auditor (not BDO will be appointed for 2022/2023).**

Revised Motion: Brian Marconi
Revised Seconder: Heidi Tanner

None

The motion is carried.

CHAIRMAN CONTINUES:

12. Is there any further business to transact at this Meeting?

As there is no further business to transact at the Meeting, may I please have a motion to terminate this Meeting?

- a. I move that this meeting be terminated.

- b. I second the motion.

Moved by: Natasha Keddy

Seconded by: Jim Pitts

All in favour, please signify by voting poll. Poll concluded.

Opposed?

None.

The motion is carried, and this meeting is adjourned. 8:25 PM October 19, 2022.

Thank you for attending the meeting today.

QUESTIONS?

Post meeting Q/A.

Residents discussed how difficult it was to accept that there was no one on hand to answer questions.

Answers seem to be elusive. Residents have been finding it difficult to receive a response from staff at Towne Hall.

Questions about Splash Park repairs. How will it be funded? How long have we been waiting for the answers?

Suggested that the answers be posted on website and emailed to those in attendance. Counsel suggested that if anyone did not want a communication to tell Margaret McPherson (Outgoing Secretary).