

**MCKENZIE TOWNE COUNCIL  
ANNUAL GENERAL MEETING OF MEMBERS  
WEDNESDAY, OCTOBER 21, 2020**

**CHAIRMAN Robert LaPierre:**

1. Good evening, ladies, and gentlemen. I am Robert LaPierre, 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.

I would like to introduce, and thank, our most recent McKenzie Towne Council Resident Directors from 2020: Malik Amery, Ute Davies (absent tonight), Rick Leigh, Jasmin MacDonald, Courtney Hall, Tom McMaster, Teresa Hargreaves and Shawn MacDougall (absent tonight).

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

I would also like to thank our previous president, Margaret MacPherson.

May we ask, who will please act as Secretary of the Meeting?

**Courtney Hall:** I will.

**CHAIRMAN CONTINUES:**

2. I would like to request that Courtney Hall and Rick Leigh act as Scrutineers for this meeting.

As no objection has been registered by Members present at this meeting, I acknowledge Courtney Hall and Rick Leigh as Scrutineers 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: Malik Amery

Seconded by: Paul Hernandez

**CHAIRMAN CONTINUES:**

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

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

The motion is carried.

**CHAIRMAN CONTINUES:**

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

**SECRETARY (COURTNEY HALL):**

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 (RICK LEIGH):**

"The Scrutineer reports that there are more than 50 persons present in person 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 72 represented in person, 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 October 23, 2019 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 October 23, 2019?

- a. I move that we accept the Minutes of the Annual General Meeting held on October 23, 2019.
- b. I second the motion.

Moved by: Malik Amery

Seconded by: Courtney Hall

Are there any questions or discussion?

**Paul Van Den Eyden:** The minutes and financial statements are not available on the website.

**Malik Amery:** We will make hard copies of the minutes of the Annual General Meeting held on October 23 and the financial statements available now.

**Robert LaPierre:**

May I now have a motion to accept the Minutes of the Annual General Meeting held on October 23, 2019?

- c. I move that we accept the Minutes of the Annual General Meeting held on October 23, 2019.
- d. I second the motion.

Moved by: Malik Amery

Seconded by: Craig Chandler

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

The motion is CARRIED.

**CHAIRMAN:**

7. The Directors Report dated September 21, 2020 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?

- e. I move that the reading of the Directors Report be dispensed with.
- f. I second the motion.

Moved by: Teresa Hargreaves

Seconded by: Tom McMaster

**CHAIRMAN CONTINUES:**

Are there any questions or discussions?

If there are any Opposed, will they please indicate by raising their voting card.

The motion is carried.

**CHAIRMAN:**

8. 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 consist of 15 Directors, to serve until the next Annual General Meeting of the Council.
- b. I second the motion.

Moved by: Malik Amery

Seconded by: Teresa Hargreaves

**CHAIRMAN CONTINUES:**

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

**CHAIRMAN CONTINUES:**

9. 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):

Malik Amery  
Ute Davies  
Rick Leigh  
Shawn MacDougall  
Tom McMaster  
Teresa Hargreaves  
Jasmin MacDonald  
Courtney Hall  
Rob LaPierre

**CHAIRMAN CONTINUES:**

Are there any further nominations?

**CRIAG CHANDLER:**

I would like to nominate Dar Zuch.

**Dar Zuch:**

I would like to nominate Craig Chandler.

**Muhammad Qadir:**

I would like to nominate myself.

**Robert LaPierre:**

I would like to nominate the following residents who have indicated their interest in serving on the Board:

Shirley Wilson

Jim Clement

If there are no further nominations, may I have a motion that nominations be closed?

- a. I move that nominations for Directors be closed.
- b. I second the motion.

Moved by: Teresa Hargreaves

Seconded by: Craig Chandler

**CHAIRMAN CONTINUES:**

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

All in favour, please signify by raising their voting card.

Opposed?

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: Malik Amery

Seconded by: Kyla Petkau

**CHAIRMAN CONTINUES:**

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

All in favour, please signify by raising their voting card.

Opposed?

The motion is carried.

**CHAIRMAN:**

10. The Auditor's Report and the Financial Statements were made available to the Members in attendance. We now propose to receive as information, the Auditor's Report and the Financial Statements of the Council for the year ended May 31, 2020. I would like to introduce Malik Amery, Treasurer of MTC.

**MALIK AMERY:**

*Read and review the financial statements.*

**CHAIRMAN CONTINUES:**

The meeting is now open to questions on the Auditor's Report and Financial Statements for the year ended May 31, 2020.

**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 be appointed as Auditor of the Company for the 2020-2021 fiscal year and that the Directors be authorized to fix the remuneration.

That BDO be appointed as Auditor of the Company for 2020-2021 fiscal year.

- b. I second the motion.

Moved by: Malik Amery

Seconded by: Tom McMaster

**CHAIRMAN:**

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

If there are any Opposed, will they please indicate by raising their voting card.

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: Craig Chandler

Seconded by: Dar Zuch

All in favour please signify by raising your voting card.

Opposed?

The motion is carried, and this meeting is adjourned. 7:56

Thank you attending the meeting today.

## SCHEDULE "A"

1. The nomination of additional Directors requires a motion and must be seconded.

2. Once nominations have been closed as per script, the **CHAIRMAN CONTINUES:**

"X" resident members have been nominated to serve as Directors. A maximum of fifteen (15) Resident Directors are required. The ballots have been prepared and passed out upon arrival.

Does every voting member have a ballot?

Would you please write in the name(s) of those not already on the list?

(**CHAIRMAN** recites additional names)

3. The **CHAIRMAN** asks if the nominees would each briefly like to address the meeting.

4. **CHAIRMAN CONTINUES** with instructions on the vote:

"Remember to only mark your ballot in favour of fifteen (15) Resident Directors. Ballots with more than fifteen (15) marks will be ruled void and not counted. Upon completion of your vote, please deliver your ballot to the Scrutineer.

5. At the conclusion, the **CHAIRMAN** declares the 15 nominees having received the most votes elected. If the matter is unascertainable on the basis of a show of hands, a poll is conducted.

6. Once the nominees are declared elected, the chairman asks for a motion to destroy all ballots used for the purpose of voting in the Board of Directors.

Motion to destroy the ballots?

Moved by: \_\_\_\_\_

Seconded by: \_\_\_\_\_

All in favour

Motion carried.



## **SCHEDULE "B"**

If a group of Voting Members oppose the election of BDO as auditors, they will either move to amend the motion to appoint their own choice or vote to defeat the motion. An amendment requires a motion, must be seconded and is then voted on. If an amendment is carried, presumably one would then vote on the substitute's election, who would be elected. If the motion to elect BDO was defeated, presumably another auditor would be nominated and elected. In that the Council must have an auditor, if another auditor was not nominated, request a motion that the directors in their discretion shall appoint auditors other than BDO as auditors of the Council.

**SCHEDULE "C"**

**ONLY IF THERE IS A CHALLENGE FOR SCRUTINEER**

**CHAIRMAN:**

a) May I then have a motion fixing the number of Scrutineers for this meeting?

1. I move that one Scrutineer be appointed for this Annual Meeting of Members.
2. I second the motion.

Moved by: \_\_\_\_\_

Seconded By: \_\_\_\_\_

**CHAIRMAN:**

b) May I then have motion nominating a Scrutineer for this Meeting?

1. I move that \_\_\_\_\_ be appointed as the Scrutineer for this Annual Meeting of Members.
2. I second the motion.

Moved by: \_\_\_\_\_

Seconded by: \_\_\_\_\_

**CHAIRMAN:**

c) May I then have a motion that nominations cease?

1. I move that nominations cease.
2. I second the motion.

Moved by: \_\_\_\_\_

Seconded by: \_\_\_\_\_

**CHAIRMAN CONTINUES:** You have heard the motion, are there any questions or discussions.

When the questions or discussions have been dealt with, the **CHAIRMAN CONTINUES:**

**CHAIRMAN** says: "All in Favour of the motion please signify by raising your voting card.

Opposed?

The motion is carried.

## **SCHEDULE "D"**

If a challenge to Robert LaPierre as Chairman or **COURTNEY HALL** as Secretary - cite Section 14 of the Articles of Association or the Association:

"The President, or in his absence the Vice-President (if any), shall be entitled to take the chair at every general meeting, or if there be no President or Vice-President, or if at any meeting he shall not be present within fifteen (15) minutes after the time appointed for holding such meeting, the Voting Members present shall choose another Director as Chairman, and if no Director be present, or if all the Directors present decline to take the chair, then the Voting Members present shall choose one of their number to be Chairman."

**SCHEDULE D**

**SECRETARY (COURTNEY HALL):**

Mr. Chairperson, as the Council has received significant interest from residents in good standing who wish to serve as Directors, I would like to move that we amend the motion on the floor to increase the number of directors from 15 to 19. (If required)

**CHAIRMAN:**

Is there a seconder for this amendment?

Secinded by: \_\_\_\_\_

Are there any questions or comments?

*(When any questions or comments have been dealt with, the CHAIRMAN CONTINUES:)*

As 19 is within the limits set within our Articles of Association I will accept the amendment to the motion.

Are there any other questions or comments regarding the amended motion to set the number of Directors at 19?

If there are any Opposed, will they please indicate by raising their voting card.

The motion is carried.