
2022 ANNUAL GENERAL MEETING OF MEMBERS

Date of Meeting:
May 31, 2023
Time: **Noon**
Place: In-Person or via
Teleconference

Refreshments were served.

1. Welcome by the Chairman –
Toby O-F

Good afternoon ladies and gentlemen. We appreciate you joining us today. FYI – We have Shayna First from KLM captioning joining us to provide “captioning” for those who may need this service to fully participate.

I will do a roll call, based on the responses we had to our AGM Notice. As Jim calls your name I would ask you to say “HERE”.

Toby then notes this is the annual general meeting of the members of Calgary Rotary Challenger Park Society. My name is Toby Oswald-Felker and I am the Chair of the Board of Directors of the Society. By authority of the Society’s Articles I will be acting as the Chair of the Meeting.

 2. Call to Order – Toby O-F

The Meeting was called to order (time:12:04 pm). She noted that in accordance with Bylaw Article 7.05, this meeting may be held via “telephone or other communication facilities that permit all persons to participate”.

 3. Appointment of Secretary –
Toby O-F

She then requested Jim Zackowski to serve as Recording Secretary for this Meeting.

 4. Quorum – Toby O-F

She then asked the Recording Secretary to confirm that we had a quorum (it was confirmed). She noted that our registration records indicate that the required quorum of ten (10) members, who are either in attendance or participating via teleconference (or who are represented by a proxy and entitled to vote at the meeting) are present.

 5. Explanation of Voting
Procedures – Toby O-F

Toby then took a moment, prior to commencing with the business of the meeting, to speak to the voting procedure.

She noted that any items specified in the Notice of the Meeting (or that arise at the AGM), that require a resolution to approve (for example: election of Directors) will be decided by a simple majority of votes cast, including those cast by a proxy.

She further noted that those who are on the Society’s Membership Register are the ONLY ones entitled to vote on any business to be transacted at the Meeting. Our Recording Secretary has confirmed, based on the Roll Call, all in attendance are on our copy of the Register and hence are then entitled to vote. All casting of votes will be done using our Roll Call method and those eligible to vote will be asked to say Yes (which will indicated acceptance of the Motion) OR No (which will indicate non-acceptance of the Motion) OR Abstain (which will indicate you are not casting a vote). Each member present, shall have one vote for each membership held (unless a member is mentioned on a proxy and they then will have as many votes as proxies in their name); if you are representing an organizations, only one (1) person from the organization shall be permitted to cast a vote.
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6. Notice of Meeting – Toby O-F	Toby noted that the Notice calling this Meeting was emailed to our members on or before May 9 th , 2023. The Notice was also posted on our website May 9 th , 2023.
	Unless I hear someone object, I will dispense with reading of the Notice of meeting. She asked if there were any objections? There were no objections.
7. Commencement of the Meeting – Toby O-F	Toby noted that Notice having been properly given and a quorum being present, I now declare the Meeting to be regularly called and properly constituted for the transaction of business.
8. Minutes of Last Meeting – Toby O-F	Toby said the last Annual General Meeting of the Society was held on May 11 th , 2022 and the minutes of that meeting are filed in the Society’s minute book and a copy was sent out along with the Notice of this Meeting.
	<u>MOTION:</u> Moved by Earl Huson and seconded by Liz L. that we dispense with the reading of the minutes of the Annual Meeting held on May 11 th , 2022.
	The motion was then opened for discussion. There was no discussion and the vote was taken.
	Toby declared the motion carried unanimously.
9. Presentation of Financial Statements (Board Approved)	Toby indicated that the next item is a brief presentation of the Auditors Report and Audited Financial Statements of the Society for the fiscal year ended December 31 st , 2022. The Report and Statements were circulated to everyone with this meeting’s Notice. The Board of Directors, as required by our bylaws, have already approved these statements.
	Craig T. (being our Audit Committee Chair) and Jim Z. spoke to the Auditor’s Report and he and/or Jim answered any questions people may have on the Statements and/or Notes.
	Toby also noted that Buchanan Barry LLP will continue on as our Auditors for 2023.
10. Number of Directors – Toby O-F	Toby moved on to the next agenda item. She noted that for this forthcoming year the Board of Directors has resolved that the number of Directors of the Society be set at seven (7).
11. Election of Directors	Toby then passed the meeting over to our Nominations Chair, Sheila MacLean.
Sheila M.	Sheila indicated that the Board of Directors presently consists of eight (8) directors, two (2) of which whose term of office expires today. The members whose term is expiring today and whom we want to express our thanks to, are Earl Huson and Toby Oswald-Felker. They both were acknowledged for their service.
	With Earl and Toby’s departure, I am happy to report that we have one (1) candidate who has come forward to allow their name to stand for a Director position on the Board. This candidate is Mr. Jim Hutchens (as noted on the election slate you received with this meeting’s Notice).

As a result, I would hereby nominate Jim Hutchens as a new Director, to serve on the Board of the Society for the term as noted on the election slate.

Sheila noted that since there are to be seven positions on the Board and six (6) Directors are remaining, with one (1) nominee standing for election, I declare that our nominee be elected by acclamation to join the Board as a Director of the Society to hold office until their term expires or until the next Annual General Meeting of the Society, subject to the articles of the Society and the Alberta *Societies Act*.

Please join me in welcoming Jim Hutchens as a new Director, to your Board of Directors. Sheila then turned the meeting back over to Toby.

12. Special Resolution Amending our Bylaws

Toby O-F

Toby indicated that the Board reviewed our bylaws this past year and is recommending the amendments that are highlighted in blue, that were circulated in advance of this meeting. Subsequently the following Special Resolution came forward:

SPECIAL RESOLUTION 2023 – 1

Moved by Liz L. and seconded by Craig T. that the existing bylaws be repealed and replaced with the bylaws that were circulated for this AGM.

Toby then opened this matter up to the meeting. There were no suggested changes by anyone in attendance, however Colin Cantlie (via his proxy) asked the following items be consider.

1/ Articles 5.07 and 14.01 – Amend by removing any reference (or words around) “immediate Past President” in both Articles.

After a discussion the following additional amendment was passed:

Moved by Ron S. and **seconded** by Sheila M. that the above amendment be approved. **MOTION CARRIED**

2/ Article 6.03 – Amend this article by replacing the last sentence with: The Board shall attempt to maintain representation from the Rotary Clubs of Calgary and Airdrie and, at a minimum, appoint (1) one Designated Director as put forth by the Rotary Clubs of Calgary and Airdrie.

After a discussion the following additional amendment was passed:

Moved by Brian K. and **seconded** by Craig T. that the above amendment be approved. **MOTION CARRIED**

With these 2 amendments approved the above Special Resolution was changed to:

Moved by Liz L. and seconded by Craig T. that the existing bylaws be repealed and replaced with the bylaws as amended at the May 31, 2023 AGM.

Toby called for the vote.

She declared the motion carried unanimously.

NOTE: It was suggested that the Board may want to consider developing a policy around involving our Founding Rotary Clubs.

13. Other Questions/ Discussion

Toby then noted that we have now concluded the business portion of the meeting and asked whether there were any questions about the meeting.

14. Adjournment of Meeting

Seeing no questions, she entertained a motion that the meeting be adjourned.

Earl H. so moved.

The business part of the meeting was adjourned at 12:52 pm.

Informal Part of the Meeting

Toby, referred people to our newsletter, but gave a brief presentation on some highlights of 2022.

Jim Z. then again acknowledged both Toby and Earl for their service to the Park, and presented them with a small gift