

Annual General Meeting Minutes

June 26, 2017 7:30pm

Parkland Community Centre LTD (Park 96)

14660 Parkland BV SE, Calgary

1. Attendance Board Members Present

Tasha Best	Quentin Kyliuk
Leanne Leeds	Richard Outtrim
Dana Flanagan	Keith Watson (Chair)
Peter Robinson	Kara Lloyd
Chris Fenton	Ryan Hesketh
Dan Zembal	Darrell Panich

Board Members Absent: Lisa McBain, Rich Smart

Others present: Jennifer Stone Park Manager, Randy Birch Park Operator, Collins Barrow Auditor Joan Valente. Nick Barton DBH Law.

2. Quorum:

53 Members attended this meeting, 86 proxies were received

3. Call to order:

Keith Watson opened the meeting by welcoming guests. After confirming the requisite quorum of 20 was achieved through members in attendance and by proxy, the meeting was called to order at 7:31 pm.

4. Recording Secretary.

Member Tasha Best agreed to act as recording secretary.

MOVED by Dana Flanagan and SECONDED by Richard Outtrim to approve Tasha Best as recording secretary.

5. Approval of Agenda:

MOVED by Brian McCann and SECONDED by Merlin Doucette to approve the agenda as presented. CARRIED

6. Approval of Minutes of AGM June 16, 2016:

MOVED by Greg Smith and SECONDED by Antoinette Ferrari to approve the minutes of the Annual General Meeting held June 16, 2016 as circulated. CARRIED

7. Treasurers Report:

Joan Valente from Collins Barrow, Park 96's auditor reviewed the financial statements year ended December 31, 2016. In the opinion of Collins Barrows, the financial statements present fairly, in all material respects, the financial position of Parkland Community Centre Calgary Ltd. As at December 31, 2016 and the results of its operations and its cash flow for the year then ended in accordance with Canadian accounting standards for not-for profit organizations.

Robert Patterson from the floor questioned the driving force behind changing the auditor. Board Treasurer Dana Flanagan addressed the issue advising the main driving force was to keep costs down. Also believe fresh eyes are valuable. 4 firms were investigated and Collins Barrows was selected. Joyce Algar from the floor questioned whether next year the AGM could be held sooner. Board Treasurer Dana Flanagan addressed question advising Dec 31 is a very popular year end and we can get rate reductions by having an AGM later in the year.

Rob Patterson from the floor questioned why there was an outstanding loan when the community had not approved the borrowing Board Treasurer Dana Flanagan advised that the current articles of association do not have anything in regard to borrowing power and that the suggested amendment in this meeting is actually meant to restrict the board in order to ensure responsible stewardship.

Rob Patterson from the floor would like to call attention that he feels the type of investments is against the articles of association. Mike Fisher, Joyce Algar from the floor also agreed. Board Treasurer Dana Flanagan commented that there is some grey areas in the articles of association on what type of investments qualify under individual categories.

MOVED by Diane Linewebber and SECONDED by Merlin Doucette to accept the audited financial statements as presented for 2016. 2 opposed 137 for. CARRIED

Appointment of Auditor for 2016:

MOVED by Joyce Algar and SECONDED by Brian McCann to permit the Board of Directors to appoint the auditor for 2017.

137 For/ 2 Abstained/ CARRIED

8. Presidents Report:

Keith introduced and thanked board members.
Usage highlights
Park Usage is up an estimated 200% over 3 years ago.
158% increase in basement rentals since 2013
141% increase in cookhouse rentals since 2013.

Camps and activity nights continue. Events of Note- Summerfest, Park's Birthday Party, Christmas party, New Year's Eve, Easter Egg hunt, Summer Sundays. Basketball, Tennis, Pickleball, WOW, Disc Golf upgrades, Tennis machine.

Business Highlights

- 1) Reserve Study – First Time ever
 - a) Concrete Pad
 - b) Primary Water service \$60 000
 - c) Roof \$24 000
 - d) Suggested \$65 000 in reserve.
- 2) Second year of 5-year tree maintenance
- 3) HRDC grant for summer student
- 4) CFEP Grant \$28 000
- 5) Basement Refresh
- 6) AFA Grant \$7 200

9. 2017 Operating Budget:

Chris Fenton provided an overview of the operating Budget. The Projected Surplus for 2017 is \$12 714

10. Special Resolutions- Proposed revisions to the Articles of Association

Special resolution #1:

Be it resolved that the Articles of Association be amended such that Article 4.3 be revised to read:
A Director must be a Member in Good Standing of Park 96.

138 Voted For/ 1 Vote Against/CARRIED

Special resolution #2:

Be it resolved that the Articles of Association be amended such that Article 4.7 be revised to read:
A Director shall not behave in such a way as to reduce the ability of Park 96 to operate effectively or to limit, obstruct, harass, or intentionally hinder any meetings or matters of business they are entitled to attend or be present at pursuant to these Articles.

122 Voted For/ 16 Vote Against/1 Abstained/CARRIED

Special resolution #3:

Be it resolved that the Articles of Association, Powers of Directors be amended to include the following new Article:

The Directors may, from time to time, at their discretion raise or borrow money for the purpose of Park 96 business in amounts in the aggregate not exceeding Fifty Thousand (\$50,000.00) Dollars.

106 Voted For/ 25 Vote Against/8 abstained/CARRIED

Special resolution #4:

Be it resolved that the Articles of Association be amended such that Article 6.19 (b) be revised to read:

A) Special Resolution is required for the following matters:

b) Expenditures from the reserve fund in any one fiscal year exceeding the lesser of \$50,000 or 20% of the amount of the reserve fund as at the end of the immediate preceding fiscal year;

123 Voted For/ 13 Vote Against/3 abstained/CARRIED

Special resolution #5:

Be it resolved that the Articles of Association be amended such that Article 4.11 (b), (c) be revised to read:

A Director may be removed from office for:

b) judged insane or incompetent to handle their own affairs by a court of competent jurisdiction or a medical doctor, licensed to carry on practice in the Province of Alberta makes a determination regarding lacking mental capacity.

c)being charged with or convicted of a criminal offense

50 Voted For/ 88 Vote Against/1 abstained/DEFEATED

Special resolution #6:

Be it resolved that the Articles of Association be amended such that Article 4.23 be revised to read:

Each Director shall be entitled to one vote on each resolution. In the event of a tie vote, discussion will resume, followed by a second vote. Should the vote remain tied, the chair will be given the tie break vote.

126 Voted For/ 12 Vote Against/1 abstained/CARRIED

Special resolution #7:

Be it resolved that the Articles of Association be amended such that Article 6.21 be revised to read:

In the event of a tie vote, discussion on the issue in question will be re-opened followed by a second vote. Should a tie vote be repeated, the chair will be given the tie break vote.

129 Voted For/ 8 Vote Against/2 abstained/CARRIED 1 member with 1 proxy power left.

Special resolution #8:

Be it resolved that the Articles of Association be amended such that Article 7.9 be revised to read:

Any and all fundraising plans and any and all prospective contributors to Park 96 require the approval of the Board of Directors, with such approval not being unreasonably withheld.

132 Voted For/ 2 Vote Against/3 abstained/CARRIED

Special resolution #9:

Be it resolved that the Articles of Association be amended such that Article 7.12 be revised to read:
The Board of Directors shall transfer funds, defined as excess of revenues over expenses; not carried forward to the accounts of the succeeding year(s) to the Reserve Fund of Park 96 to provide for future maintenance, improvement and contingencies relating to the Park 96 facilities.

137 Voted For/ 0 Vote Against/0 abstained/CARRIED

Special resolution #10:

Be it resolved that the Articles of Association be amended such that Article 11.3(a) be revised to read:

Every Director of Park 96 (in their capacity as Directors of Park 96) and their heirs, executors and administrators, and estate and effects, respectively, shall be indemnified and held harmless from and against:

- a) All costs, charges and expenses whatsoever which such Director or other person sustains or incurs, or any action, suit or proceeding which is brought, commenced or prosecuted against the director for any act, deed, matter or thing whatsoever, made, done or permitted by the director, honestly, and in good faith, in or about the execution of the duties of the office or in respect of any such liability; and

134 Voted For/ 1 Vote Against/2 abstained/CARRIED

Was noted by Rob Patterson that spending articles should include wording that is inclusive of all accounts. Board will review for a future amendment.

11. Election of Directors for 2016/2017

The following members of the Board of Directors have volunteered to let their name stand for re-election.

Tasha Best	Richard Outtrim
Chris Fenton	Darrell Panich
Dana Flanagan	Peter Robinson
Ryan Hesketh	Keith Watson
Quentin Kyliuk	Dan Zembal
Leanne Leeds	
Kara Lloyd	

Leanne Leeds nominated Doug Barber as a new member from the floor.

Kara Lloyd nominated Fikerte Neguisse as a new member from the floor.

As this still leaves one position vacant, there is no need for a vote.

Rob Patterson from the floor commented that the proxy process is biased and unfair for those wishing to be nominated to the board from the floor. A board member noted there would still be one open seat, the chair called for additional volunteers/nominations from the floor, none were received, so a vote is unneeded.

Kelly Morstad asked that it be noted that he is requesting a copy of his most recent resignation from the board.

Other Business

Merlin commented on appreciation to the members on the board for all of their volunteer hours in particular the many years of service of Keith to both the board and Summerfest.

Sheralee Hancherow further commented on her appreciation to our staff. The Park is fortunate to have staff with incredible commitment that goes above and beyond.

12. Adjournment: MOVED by Brian McCann, SECONDED by Sharalee Hancherow to adjourn the meeting at 9:42PM. CARRIED

Meeting Chair

(Keith Watson)

Recording Secretary

(Tasha Best)