

# Armstrong Regional Cooperative 98<sup>th</sup> AGM Part B 9pm, Wed, 16 Sep 2020

Minutes of the Armstrong Regional Co-operative AGM held at the Hassen Arena September 16, 2020 (meeting delayed due to the COVID-19 pandemic). Due to the pandemic, two AGM meetings had to be held to comply with health authority regulations. This is the Part A meeting minutes.

Call to Order: Meeting called to order at 9:02 pm by President Hugh Chalmers.

Notice of Meeting: The President noted that all requirements were met for the notice of meeting and since we have a quorum, we can continue. President Chalmers introduced Darlene Thorburn one of the FCL directors for District 2.

Minutes of the 97<sup>th</sup> AGM: Minutes of the previous AGM were circulated. Motion to accept the minutes as circulated, moved by R. Hoyte seconded by L. Irwin. CARRIED

Business arising from the Minutes: Nil.

Directors Report: As circulated. There were no questions.

GM Report: As circulated. There were no questions.

Auditors report: The President introduced Angela Spencer, CPA representing our new auditors BDO Vernon. Ms. Spencer began with the auditors' report page noting that it was indeed a "clean" report with no significant variances nor concerns. She noted that the balance sheet as of February 01, 2020 assets totalled almost 41 million, that shareholders equity now comprised 25.7 million and that net income for the year totalled 7.6 million. There were no questions. Motion to accept the financial statements as presented. Moved by N VonHahn, seconded by B Kirkpatrick. CARRIED

Appointment of Auditors: Motion to Appoint BDO Vernon as the auditors for the 2020 fiscal year, moved by S. Kershaw seconded by B. Kirkpatrick. CARRIED

New Business: Policy Committee Chair Dustin Griffith presented the Special Resolutions. The resolutions were broken into 3 sections.

## Rule Changes Motion Part 1

Annual General Meetings- Section 37 to be amended and Section 37A to be added:

37 The Association must hold a general meeting at least once in every calendar year within 4 months after the end of its financial year.

37A In the event of extraordinary circumstances, the directors, by regular vote, may elect to postpone the requirements of section 37 by no more than 6 months.

Moved by K. Earl, seconded by B. Burr. CARRIED

## Rule Changes Motion Part 2

Time and place of general meetings- Section 41 to be repealed and replaced as follows:

41 Subject to the Act, general meetings must be held at the time, place, and by meeting method specified by the directors.

42 To be repealed.

57 To be repealed and replaced as follows:

a) General meetings may be held in whole or in part by electronic means approved by the directors.

- b) The electronic method by which the directors choose to conduct a general meeting, in whole or in part must:
  - i) Allow for each member to hear and to be heard by the participants of the meeting.
  - ii) Allow for each member electronically to vote by secret ballot; and
  - iii) Not require a member to pay for the electronic service in order to participate.
- c) More than one electronic method may be used in order to satisfy the requirements under subsection (b).
- d) The inability of a member to participate in a general meeting by electronic means does not invalidate any proceedings at that meeting.

#### Definitions

1. In these rules:

“place” in addition to its normal meeting includes a virtual location by electronic means in accordance with these Rules.

“electronic message” – means a form of recorded communication sent electronically and may include, but not be limited to, email, text, internet messenger, or any other electronic method that the Association and the recipient are both able and have agreed to use.

Moved by R. Hoyte, seconded by H. Pederson. CARRIED

#### Rule Changes Motion Part 3

Section 141 to be repealed and replaced as follows:

141 Unless otherwise specified in the Act or these rules, any notice required to be given to a director, member or any other person must be in writing and is sufficiently given if it is

- a) Delivered personally
- b) Delivered to the person’s last known address, as recorded in the Association’s register of members or other records of the Association,
- c) Mailed by prepaid mail to the person’s last known address, as recorded in the Association’s register of members or other records of the Association,
- d) Sent to the person by facsimile transmission to a telephone number provided for that purpose,
- e) Sent to the person via electronic message by means agreed to by the recipient, or
- f) Served in accordance rule 149 or 150.

Section 142 to be repealed and replaced as follows:

142 1. Notice of the time and place of every general meeting of the Association must be given to the members by:

- a) advertising on 2 separate occasions, once at 21 days prior to the meeting date and once at 14 days prior to the meeting date, by one or more means, which collectively circulates and provides reasonable coverage in the area or areas in which the Association carries on business.
- b) posting the notice in places that, in the directors’ opinion, are prominent and accessible to members.

2. Notices given under this rule must specify:

- a) the place, the day and the hour of the meeting; and
- b) in the case of special business, the general nature of the business in accordance with Rule 44; and
- c) in the case of a proposed special resolution, the text of the special resolution in accordance with rule 45.

3. Notice of a general meeting must be given to the Association’s auditor by post courier or electronic message.

4. Notice to directors of general meetings is sufficiently given if given in accordance with subrule (1).

Section 144 to be repealed and replaced as follows:

144 1. A notice given in accordance with rules 141 (b) or 143 (a) is deemed received when it is delivered.

2. A notice given in accordance with rules 141 (c) or 143 (b) is deemed be received on the second day, not including Saturdays, Sundays and holidays, after the date of mailing.

3. A notice is given in accordance with rules 141 (d) is deemed to be received at the time the notice is sent by facsimile.

4. A notice given in accordance with rule 141 (e) is deemed received on the last day the notice is published/posted prior to the meeting date.

Section 146 is to be repealed and replaced as follows:

146 Undelivered notices

If a notice is returned to the sender on two consecutive occasions because the intended recipient cannot be found, the Association is not required to give any further notices to that intended recipient until the intended recipient informs the Association in writing of his or her new contact information.

Miscellaneous clean up

In Rule 60 Replace “on a show of hands” with “verbally or by a show of hands”.

In Rule 115 replace “eject” with “elect”.

Moved by G. Caniff, seconded by T. Durning. CARRIED

(Note: Tabulating the results of both meetings, President Chalmers determined that the 75% requirement had easily been met and he declared that the special resolutions had passed).

Other New Business

Elections: Three three-year positions available. Candidates Hugh Chalmers, Geoff Maile, Herb McCormack, Brett Kirkpatrick, Robbie Hoyte and Darrell Embley.

Voting was carried out and ballots were collected by D. Thorburn and A. Spencer. They counted all ballots from both meetings and declared that the newly elected directors were: H. Chalmers, R. Hoyte, B. Kirkpatrick.

Motion to destroy the ballots: Moved by B. Kirkpatrick, seconded by A. Hokhold CARRIED

President Chalmers thanked Vice-President Nairn Von Hahn for her impressive 21 years of service to the Armstrong Regional Co-operative as a board member.

GM Jerr Payne remarked on the Staff Service Awards: (previously awarded due to the pandemic).

Dan Williams	15 years
Annetta Burden	15 years
Dana Loukota	10 years
Carla Hofsink	5 years
Isabel Hache	5 years
Patrick Lee	5 years

Adjournment: Moved by K. Earl. At 9:40 p.m.

APPROVED:

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DIRECTOR

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DIRECTOR