



Annual General Meeting Minutes
Nov 15, 2015
SFU Harbour Centre, 515 West Hastings St., Vancouver

Chair: Gwendolyn Reischman
Minutes: Leela Chinniah

Welcome, acknowledgement and introduction by Gwendolyn Reischman.

Collective Report presented by Emily Aspinwall.

Technical Report presented by Anju Singh.

Meeting officially called to order at 2:39pm with 42 members in attendance.

1. Agenda

Motion: To amend the agenda to include New Business. Moved by Dan Fast; Seconded by Molly Caron. *Carried.*

Motion: To adopt the agenda as amended. Moved by Lorraine Chisholm; Seconded by Gerry Kowalenko. *Carried.*

2. Minutes of the 2014 Meeting

Motion: To accept the minutes of the 2014 AGM as presented. Moved by Gerry Kowalenko; Seconded by Robin Puga. *Carried.*

3. Reports

Membership Report presented by Pam Bentley.

Programming Report presented by Leela Chinniah.

Financial Statements presented by Emily Aspinwall.

Motion: To accept the Financial Statements as presented. Moved by Robin Puga; Seconded by Dale McGladdery. *Carried.*

Board Report presented by Gwendolyn Reischman.

4. Board of Directors Election

There are 5 openings on the Board. The Board put forward a list of 5 nominees: Valerie Bailey, Ian Mass, Meenakshi Manno, Carissa Ropponen, Rob McGregor. No candidates were nominated from the floor.

Nominees made presentations to the membership.

Motion: To accept all 5 candidates by acclamation. Moved by Bruce Triggs; Seconded by Jim Mainguy. *Carried.*

5. Special Resolutions

Motion: To amend the Memorandum of Association as follows:

2. The purpose of the association is:

- (a) To acquire, lease, own, establish, equip, maintain and operate radio broadcasting and transmission facilities ~~for and on behalf of its members~~ for the purposes of transmitting or receiving radio transmissions through the air;
- (b) to carry on generally the activity of providing ~~on behalf of its members and~~ the community **with** information, instruction, and amusement and any other sound whatsoever which may be transmitted by radio transmission from its facilities;
- (f) to facilitate and encourage the means for maximizing participation of the community in activities and processes which affect their lives, both in the community and as members of the Co-operative Association.

Motion presented by the Board. Seconded by Pam Bentley and Jeff Nderson. All in favour; no opposed. *Carried.*

Motion: To amend Rule 11(b) as follows:

MEMBERSHIP SHARES

11 (b) The members in general meeting or the Directors may determine the amount of the annual assessment to be paid by each member in order to maintain membership ~~and may direct that such assessment be payable by the members to the Community Radio Education Society or other charitable organization having objects relating to the expansion and encouragement of education in community broadcasting as the members may by special resolution approve.~~

Motion presented by the Board. Seconded by Jane Williams and Robin Puga. All in favour; no opposed. *Carried.*

Motion: To make the following changes to the Rules:

FINANCIAL

70. The directors must apply surplus funds arising from the operation of the Association in a financial year as follows:

- (a) first, to the reserves;
- (b) next, to retire all or a portion of any deficit previously incurred by the Association, as the directors determine is appropriate;
- (c) last, to patronage rebates as recommended by the directors.

71. The directors must set aside as reserves for meeting contingencies at least 10% of the surplus funds arising from the operations of the Association in each financial year until those reserves are equal to the following percentages of paid up share capital at the date of apportionment under Rule 63 **70**:

- (a) if the paid up share capital is \$25 000 or less, 30%;
- (b) if the paid up share capital is greater than \$25 000 but not greater than \$50 000, 20%;
- (c) if the paid up share capital is greater than \$50 000 but not greater than \$100 000, 10%;
- (d) if the paid up share capital exceeds \$100 000, the percentage, if any, determined by resolution of the members.

72. Subject to the Act and these Rules, reserves must be available to meet contingencies and until required for that purpose may be employed in any manner the directors consider appropriate.

73. All reserves set aside pursuant to the requirements of the Act and the provisions of these rules shall be applicable for meeting general or specific contingencies and pending such application may, at the discretion of the directors, either be employed in the activities of the Association or be invested in such manner as the Act permits and the directors deem advisable.

63. The directors shall invest and deal with any part of the funds of the Association not immediately required in such manner as they shall see fit **and in accordance with Rules 70, 71 and 72.**

Motion presented by the Board. Seconded by Robin Puga and Jane Williams. All in favour; no opposed. *Carried.*

Motion: To revise Rule 74 as follows:

74. ~~Upon the winding up of the Association or bankruptcy of the Association the assets of the Association shall be given or sold to another Association, society, corporation, whether incorporated or not, having similar objects to this Association.~~ **If the Association is dissolved or wound up, its property, after satisfaction of its liabilities and the costs, charges and expenses properly incurred in the dissolution or winding up, must be transferred to or distributed among one or more of the following organizations:**

- (a) a community service cooperative;**

(b) a charitable organization registered under the Income Tax Act (Canada).

Motion: To call the question. Moved by Robin Puga. *Defeated.*

Motion: To call the question. Moved by Jane Williams. *Carried.*

Motion presented by the Board. Seconded by Jeff Nderson and Molly Caron. All in favour; no opposed. *Carried.*

Action: The AGM Committee will bring a resolution to the next AGM to incorporate concerns around ensuring that organizations receiving the station's assets have similar objects to Co-op Radio.

Motion: To amend the Rules as follows:

47. The Board will be made up of 9 directors.

~~48. The first directors shall be the persons appointed by the subscribers to this memorandum, and shall hold office until the first general meeting.~~

49. [Now s. 48] ~~At the first general meeting there shall be elected one third (1/3) of the directors for a one (1) year term, one third (1/3) of the directors for a two (2) year term, and one third (1/3) of the directors for a three (3) year term. At each annual general meeting thereafter, one-third (1/3) of the directors shall retire and there shall be an election by the membership of the Association to fill the vacancies left by the retiring one third (1/3) of the directors. After the first general meeting the Directors shall hold terms for a three (3) year period except in the case of a community director who shall hold term for one (1) year only. Any casual vacancies shall be filled by the directors within one (1) month of the vacancy subject to the ratification of the membership and up to the next annual general meeting.~~

[New s. 49] **Any casual vacancies may be filled by the directors subject to the following: Should the number of directors fall below seven (7), the directors shall fill the casual vacancy within one (1) month to ensure that there are no fewer than seven (7) directors. Where the directors fill a casual vacancy, that appointment shall be, at maximum, valid until the next annual general meeting. The appointment shall be subject to the ratification of the membership at the next meeting of the membership, if one is called before the next Annual General Meeting.** No more than three (3) **concurrent** vacancies of the directorship may be filled by the existing **set of** directors. If there are more than three (3) **concurrent** vacancies on the board of directors, the existing **set of** directors shall call a general meeting **of the membership** to fill any other vacancy.

Motion presented by the Board. Seconded by Jeff Nderson and Jane Williams. All in favour; no opposed. *Carried.*

Motion: To amend the Rules as follows:

50 (a) Every director must be a member of this Association and hold one (1) share and shall be actively involved in the activities of this Association for at least six (6) months prior to his/her election, except in the case of a maximum of two (2) directors at any one time who may sit as community directors. At least eighty (80%) per cent of the ~~board of~~ directors shall be Canadian citizens or permanent residents, as

allowed by the CRTC. In addition to the qualifications required by the Act, ~~the majority of directors must be individuals who are not employees of the Association~~ **employees may not sit as directors. If a director is to become an employee they must resign from their position as a director.**

52. The office of director shall be vacated if the Director:
- (a) ceases to be a member or to hold one (1) share;
 - (b) is concerned or participates in the profits of any contract with the Association;
provided that no director shall vacate his office by reason of their being a member of any company which has entered into contracts with or done any work for this Association; but the director shall disclose the fact of such membership to the other directors and shall not vote in respect of any such contract or work, and if he does so vote, his vote shall not be counted.
 - (c) is absent from three (3) consecutive regular meetings of the directors without the consent of the directors:

~~provided that no director shall vacate his office by reason of his being a member of any company which has entered into contracts with or done any work for this Association; but the director shall disclose the fact of such membership to the other directors and shall not vote in respect of any such contract or work, and if he does so vote, his vote shall not be counted. Not more than fifty (50%) per cent of the directorship shall be made up of persons who receive regular remuneration from the Association.~~

58. The ~~board of~~ directors shall receive no remuneration for their services. They will be reimbursed for all monies of their own spent by them in carrying out their duties as directors of the Association.

Motion presented by the Board. Seconded by Robin Puga and Jane Williams. All in favour; no opposed. *Carried.*

Motion: To amend the Rules as follows:

67. ~~One (1) or more auditors shall be appointed by the Association at its first general meeting and at every annual general meeting thereafter, but a casual vacancy in the office of auditor may be filled up by the directors.~~ **The Association must appoint an auditor at its annual general meeting for a term ending at the close of the next annual general meeting, or may, by special resolution, may waive the requirement for an auditor. Should a vacancy in the office of auditor occur, the directors may appoint an auditor until the next annual general meeting.** No director or officer may be appointed or act as auditor.

68. ~~At every annual general meeting, the directors shall cause to be laid before the Association the profit and loss account and balance sheet prepared by the directors in accordance with the Act for the period to the 31st day of August last preceding, and cause to be read their report and the auditors' report thereon, all of which shall be supplied free of charge with a copy of such balance sheet upon request~~ **place before the members a report on the financial status of the Association for the most recent financial year, including a profit and loss statement, a statement of surplus, and a balance sheet, along with other information the directors think fit to include. If the Association has not waived an auditor, the auditor's report, compiled in accordance with the Act, must also be placed before the annual general meeting.**

Motion presented by the Board. Seconded by Lorraine Chisholm and Robin Puga. All in favour; no opposed. *Carried.*

Motion: To amend the Rule 38 as follows:

38. ~~A person who is not registered as the holder of a membership share but who is entitled to vote at a general meeting as a representative of a member may vote in the same manner as if he or she were a member if, before the meeting which he or she proposes to vote, he or she satisfies the directors of his or her right to vote at that meeting.~~ **Proxy voting is not permitted.**

Motion presented by the Board. Seconded by Jane Williams and Lorraine Chisholm. All in favour; no opposed. *Carried.*

Motion: To amend the Rules as follows:

51. The Association may, by Special resolution, remove any director before the expiration of his/her term of office, and may appoint another person in **their place** ~~his~~ ~~stead~~.

60. (a) A resolution of the directors may be passed without a meeting in accordance with the Act and these Rules.
(b) A resolution referred to in Rule ~~53~~ **60** (a) is effective from the date specified in the resolution, but that date must not be before the day on which the last director consents in writing to the resolution.
(c) For the purposes of a resolution referred to in Rule ~~53~~ **60** (a), written consent may be provided by ~~telegram, telex,~~ **email**, facsimile transmission or any other method of transmitting legibly recorded messages.
(d) A director may participate in a meeting of the directors or of any committee of the directors by means of telephone or other communications medium in accordance with the Act.

87. A notice given in accordance with Rules ~~89~~ **85** (b) or ~~90-86~~(a) is deemed received when it is delivered. A notice given in accordance with Rules ~~89~~ **85** (c) or ~~90-86~~ (b) is deemed received on the second day, not including Saturday, **Sunday** and **statutory** holidays, after the date of mailing. A notice given in accordance with ~~89~~ **85** (d) or ~~90-86~~ (c) is deemed to be received at the time the notice is sent by facsimile.

SERVICE OF DOCUMENTS

92. A notice or other document required by the Act to be served by the Association may be served by:
(a) mailing it by registered mail to the last known address of the intended recipient, as recorded in the Association's register of members or other record of the Association, or
(b) personal service.

A notice or other document served under subsection (a) above is deemed received on the second day, not including Saturday, **Sunday** and **statutory** holidays, after the date of mailing.

Motion presented by the Board. Seconded by Pam Bentley and Kelly Reaburn. All in favour; no opposed. *Carried.*

Motion: To replace the Rules and Memorandum of Association of Vancouver Co-operative Radio with the attached new Rules and Memorandum of Association which incorporate all Special Resolutions passed at this meeting. Motion presented by the Board; Seconded by Lorraine Chisholm and Robin Puga. All in favour; no opposed. *Carried.*

8. Other Business

AGM Publicity: Some ideas were presented to help facilitate the ability to reach quorum at future meetings:

- Place the AGM report on the front page of the website
- Let the membership know that the AGM is general on Sunday afternoon in mid-November
- Create a PRA and air it the week before the AGM

Motion: To adjourn the meeting. Moved by Lorraine Chisholm; Seconded by Robin Puga.
Carried.

Meeting adjourned at 4:25pm