



Annual General Meeting

June 18, 2015

2014 Annual General Meeting
Thursday, June 18th, 2015 at 2:00 pm
LOCATION OF MEETING: CFWY Office, Hinton
DRAFT AGENDA

1. Call to Order
2. Assumption of Chair by Gilbert Wall
3. Scrutineer's Report by Secretary-Treasurer, Tammy Strang
4. Approval of Minutes from the 2014 Annual General Meeting
5. Presentation of 2014-2015 Audited Financial Statements by General Manager, Nancy Robbins
6. Resolutions – Read by Secretary-Treasurer, Tammy Strang
 - 6.1 Resolution #1 (Ordinary Resolution) – Election of Directors
 - 6.2 Resolution #2 (Ordinary Resolution) – Approval of Financial Statements
 - 6.3 Resolution #3 (Special Resolution) – Amendment of Articles of Association #36
7. Election of Executive Committee
 - 7.1 Chair
 - 7.2 Vice Chair
 - 7.3 Secretary-Treasurer
 - 7.4 IRC Chair
8. Adjournment

**Community Futures West Yellowhead (the “Company”)
Annual General Meeting of the Members
10:00 am (Mountain Standard Time)
Thursday, June 19, 2014
CFWY Office, Hinton Alberta**

Present:

Director

Shawn Berry
Anthony Giezen
Helen Kelleher-Empey
Dwain Wacko
Shawn Moulun
Johannes Zwart
Tammy Strang
Trevor Bevan

Member

Yellowhead County
Yellowhead County
Municipality of Jasper
Municipality of Jasper (Alternate)
Town of Grande Cache
Town of Grande Cache
Town of Edson
Town of Edson

Apologies:

Marcel Michaels
Matthew Young
Gilbert Wall

Town of Hinton
Town of Hinton
Municipality of Jasper

Staff Present:

Nancy Robbins

General Manager

Guests Present:

Clayton Seely
Jack Williams

Carlson, Roberts, Seeley Chartered Accountants
Yellowhead County

1.0 Call to Order

The Annual General Meeting of the Members of Community Futures West Yellowhead was called to order by Chair, Johannes Zwart at 10:05 am.

2.0 Assumption of the Chair

Johannes Zwart, Chair of Community Futures West Yellowhead assumed the Chair for the Annual General Meeting. The Chair called for a motion to accept the agenda as presented.

**KELLEHER-EMPEY
(CARRIED)**

Motion that the agenda be accepted as presented

3.0 Scrutineer’s Report

Secretary-Treasurer Tammy Strang reported that 4 out of 5 Members of Community Futures West Yellowhead were represented at the meeting and declared that a quorum was present to transact the business of the Annual General Meeting.

According to Article #90, Only Members in good standing are entitled to vote on the Ordinary Resolution and these Articles may only be amended, repealed or altered by a majority vote of seventy-five percent (75%) of Members attending the Annual General Meeting.

As stated in this bylaw, quorum is declared and for motions to pass at this meeting, 3 out of 4 Members present must vote in support of the motion for it to be accepted and passed.

4.0 Approval of the Minutes from 2013 Annual General Meeting

BERRY Motion that the minutes from the 2013 AGM be approved as presented.

5.0 Presentation: Clayton Seely, Carlson, Roberts, Seely Chartered Accountants

Mr. Seeley presented the audited financial statements for the fiscal year 2013-2014. Each director and Member received a copy of the financial statements.

6.0 Resolutions

6.1 Resolution #1 (Ordinary Resolution) – Election of Directors

STRANG

ZWART (2nd) “Be it resolved that the following persons are elected as the only Directors of the Company, to serve as Directors until their successors are elected or appointed.”

Town of Edson

Tammy Strang
Trevor Bevan

Town of Grande Cache

Johannes Zwart
Shawn Moulun

Town of Hinton

Marcel Michaels
Matthew Young

Municipality of Jasper

Helen Kelleher-Empey
Gilbert Wall

Yellowhead County

Anthony Giezen
Shawn Berry

(Carried)

6.2 Resolution #2 (Ordinary Resolution) – Approval of Financial Statements

BEVAN

MOULUN (2nd) “Be it resolved as a Resolution of the Members that the financial statements dated the 31st day of March, 2014 be approved.”

(Carried)

6.3 Resolution #3 (Special Resolution) – Amendment of Articles of Association #8

Current:

8. A Member shall designate two Directors to exercise the Member’s entitlement to vote.

Change:

8. Each Member shall have two Directors appointed to exercise the Member’s entitlement to vote. A Member may elect to appoint both Directors or, should it choose, may elect to appoint only 1 of the 2 Directors. If the Member chooses the latter, the already appointed Directors shall be at liberty, at their sole discretion, to appoint the second Director from the Member’s municipality.

KELLEHER-EMPEY

BEVAN (2nd) “Be it resolved as a Resolution of the Members that the Amendment of Article #8 of the Articles of Association of Community Futures West Yellowhead be amended as presented at the 2014 Annual General Meeting.”

Votes are recorded as follows:

Hinton – no vote

Jasper – yay

Grande Cache – yay

Edson – yay

Yellowhead County – nay

(Carried)

6.4 Resolution #4 (Special Resolution) – Amendment of Articles of Association #29

Current:

29. Directors shall be appointed by resolution of the Members and shall be comprised as follows:

- a. Two (2) Directors representing the Town of Edson
- b. Two (2) Directors representing the Municipality of Jasper
- c. Two (2) Directors representing the Town of Hinton
- d. Two (2) Directors representing the Town of Grande Cache; and
- e. Two (2) Directors representing Yellowhead County.

Change:

29. Further to para. 8 herein, each Member shall have two (2) Directors which will represent the Member's interest in the Corporation. The Directors shall be appointed as follows:

a. Two (2) Directors representing the Member as appointed by the Member; or

b. The Member may appoint one (1) Director to represent the Member and will notify the Corporation in writing that it does not wish to appoint a second Director. If this is the case, the already appointed Directors will then be at liberty, at their sole discretion, to appoint a second director to exercise the Member's entitlement to vote from the Member's municipality.

MOULON

STRANG (2nd) "Be it resolved as a Resolution of the Members that the Amendment of Article #29 of the Articles of Association of Community Futures West Yellowhead be amended as presented at the 2014 Annual General Meeting."

Votes are recorded as follows:

Hinton – no vote

Jasper – yay

Grande Cache – yay

Edson – yay

Yellowhead County – nay

(Carried)

6.5 Resolution #5 (Special Resolution) – Amendment of Articles of Association #31

Current:

31. Each Member shall designate not more than two (2) representatives and one (1) alternate to act as Directors.

Suggested change:

31. Each Member shall designate not more than two (2) representative and one (1) alternate as Directors. Should the Member decide to only appoint one (1) representative to the Board of Directors, that Member must also appoint one (1) alternate for that Director.

MOULON

KELLEHER-EMPEY (2nd) "Be it resolved as a Resolution of the Members that the Amendment of Article #31 of the Articles of Association of Community Futures West Yellowhead be amended as presented at the 2014 Annual General Meeting."

Votes are recorded as follows:

Hinton – no vote

Jasper – yay

Grande Cache – yay

Edson – yay

Yellowhead County – nay

(Carried)

6.6 Resolution #6 (Special Resolution) – Addition to the Articles of Association

Directors shall serve a maximum length of term of nine (9) years. In the event that the two (2) Directors representing the same Member are at their maximum length of term in the same year, the first Director shall serve a maximum length of term of nine (9) years and the second Director shall serve a maximum length of term of ten (10) years.

BERRY

BEVAN (2nd) “Be it resolved as a Resolution of the Members that the Article referring to maximum length of terms be added to the Articles of Association of Community Futures West Yellowhead as presented at the 2014 Annual General Meeting.”

Votes are recorded as follows:

Hinton – no vote

Jasper – yay

Grande Cache – yay

Edson – yay

Yellowhead County – yay

(Carried)

7. Election of Executive Committee

Chair Johannes Zwart presented the slate of Officers of the Company that make up the Executive Committee that have declared their intention to stand for re-election:

Chair	Johannes Zwart
Vice- Chair	Gilbert Wall
Secretary/Treasurer	Tammy Strang
IRC Chair	Shawn Berry

7.1 Chair

Secretary-Treasurer Tammy Strang assumed the position of Chair from Chair Johannes Zwart. The current Chair Johannes Zwart intends to stand for re-election.

STRANG called three times for further nominations from the floor for the position of Chair.

None were forwarded.

BERRY Motion that nominations for the position of Chair cease

Johannes Zwart was elected by acclamation and resumed control of the meeting.

7.2 Vice-Chair

Chair Johannes Zwart called for nominations for the position of Vice-Chair.

The current Vice Chair, Gilbert Wall, intends to stand for re-election.

ZWART called three times for further nominations from the floor for the position of Vice-Chair

None were forwarded

BERRY Motion that nominations for the position of Vice-Chair cease.

Gilbert Wall was elected by acclamation.

7.3 Secretary-Treasurer

Chair Johannes Zwart called for nomination for the position of Secretary-Treasurer.

The current Secretary-Treasurer, Tammy Strang, intends to stand for re-election.

ZWART called three times for further nominations from the floor.

None were forwarded.

MOULON Motion that nomination for the position of Secretary-Treasurer cease

Tammy Strang was re-elected by acclamation.

7.4 IRC Chair

Chair Johannes Zwart called for nominations for the position of IRC Chair.

The current IRC Chair Shawn Berry intends to stand for re-election.

ZWART called three times for further nominations from the floor for the position of IRC Chair.

None were forwarded.

MOULON Motion that nominations for the position of IRC Chair cease.

Shawn Berry was elected by acclamation.

8. Adjournment

MOULUN Motion to adjourn the meeting.

Meeting adjourned at 1:45 pm

Proposed Resolutions for 2015 Annual General Meeting

Resolution #1 (Ordinary Resolution) – Election of Directors

“Be it resolved that the following persons are elected as the only Directors of the Company, to serve as Directors until their successors are elected or appointed.”

Town of Edson

Tammy Strang

Town of Grande Cache

Johannes Zwart

Rob Staples

Town of Hinton

Stuart Taylor

Marcel Michaels

Municipality of Jasper

Helen Kelleher-Empey

Gilbert Wall

Yellowhead County

Anthony Giezen

Shawn Berry

Resolution #2 (Ordinary Resolution) – Approval of Financial Statements

“Be it resolved as a Resolution of the Shareholders that the financial statements dated the 31st day of March, 2015 be approved.”

Resolution #3 (Special Resolution) – Amendment to the Articles of Association

Current:

36. Directors shall serve a maximum length of term of nine (9) years. In the event that the two (2) Directors representing the same Member are at their maximum length of term in the same year, the first Director shall serve a maximum length of term of nine (9) years and the second Director shall serve a maximum length of term of ten (10) years.

Amendment:

36. Directors shall serve a maximum length of term of nine (9) years. Individuals are required to wait a minimum of one (1) year before re-appointment to the Board of Directors after serving the maximum length of term of nine (9) years.