



**CSCT Annual General Meeting
Vancouver BC
October 25, 2014**

1. President Shauna Ryall called the meeting to order at 3:31 pm
2. Opening remarks by CSCT Honorary President Dr. Elmayergi
3. Introduction of Board Members
4. Passing of Evelyn Wiggins -- a memoriam -- read by Polly Pachu

5. **Introduction to Proxy Protocol** -- presented by Andrew Thompson – Lawyer

The continuation of the CSCT under the new legislation requires a very specific proxy format. The length of the proxy and very involved proxy requirements were needed with the new governance system that the CSCT must abide by.

The CSCT is in the process of being in the position to be able to ensure that the information is more direct to them and more assessable by them. Right now the dues are coming through the provinces along with the CEU's. At times it has created a situation whereby a member has submitted their dues which may have not reached the CSCT on time prior to the AGM.

CSCT ensures that the members are in good standing with their dues and CEU's.

On the members side the CSCT want to make sure that people respect the importance and the responsibility of the proxy process. Members who attend the AGM are treated fairly and members who are not here and have sent their proxies are also treated fairly. This year the proxy covers the CSCT by-laws. The BOD's have a 2 year term. Next year there will be a slate of Directors to be elected. With the new set up there will be time to consider proxy issues, time to get them in and the CSCT will be able to know who is a valid proxy holder and which proxies are valid.

6. **Scrutinizers Proxy Report**

The proxy count was as follows:

BC	26	ONT	0
ALTA	1	NB	30
SASK	25	NS	16
MAN	9	NFLD	4

Invalid 3

Total members present in good standing 111

Total proxy count 111

Quorum has been attained

7. Removal of 9.2 on agenda

8. Approval of Agenda

Added additions/amendments – John French pointed out that based on the proxy form and the new by-laws there was a redundancy.

Item D on the proxy repeats what is written on the by-laws item 9 – Ratification of Acts of Directors. It is saying the same thing twice. According to the proxy form it was to be done prior to the by-laws. CSCT Lawyer responded that we can vote to remove D from the proxy.

Marg Mount brought to the attention of the President that the Notice of the AGM was received less than 30 day before the AGM, which 30 day Notice was pursuant to the old bylaws. Ms. Mount's concern was that with this delay there was a possibility of the AGM being cancelled.

Counsel for the CSCT noted that Notice of the AGM was given more than 21 days before the AGM (which notice was pursuant to the new Canada Not-For-Profit Act and the to-be-passed bylaws), that attendance of members at the AGM is a waiver of notice of the AGM (pursuant to ss.162 (4) of the new act), and that no Members were attending the AGM for the express purpose of objecting to the transaction of any business on the grounds that the AGM was not lawfully called. There being no objections to this statement from the Members, and the Registrar of the CSCT having further noted that no objections to the AGM had been received from absent Members, the AGM was determined to be lawfully called and it proceeded accordingly.

France Nickel questioned motion 8.1.1 to accept the new bylaws. His concern was that there was no notification of these changes or any Bylaws report at the 2013 AGM.

The By-laws Committee responded that there was no report as there were no bylaw amendments brought forth during the year were after 2013 AGM.

France asked why, as in the past, members were not provided the bylaws one year prior to the changed being voted on.

The bylaws chair responded that CSCT came to know that they only had until October 17, 2014 to comply with the new Federal Act passed in 2011 or the government would start the process to dissolved CSCT.

There was a very short time line that had to be followed and therefore a year's notice was not feasible.

9. Approval of Agenda

Motion #1: moved by Marg Mount to accept the agenda with amendments made.

2nd by Sean Freeze.

CARRIED

10. **Minutes from October 19, 2013 AGM** was presented by the Secretary.

**Motion #2: moved by Karen Rondinelli to accept the minutes as read with corrections.
2nd by Michele Reynolds. CARRIED**

11. **Business Arising from the minutes:**

The previously discussed ECG package will not be posted due to copy write infringement.

The Auditors were notified of the error on page 7 of the audited financial statement and the correction was made.

The AHSP report was not posted on the website as it contained sensitive information and therefore was not posted.

The NOCP report will be posted on the new website.

12. **Introduction to the proposed CSCT By-Laws**

Andrew Thompson gave a brief overview to the members of CSCT on the new Canada's Not for Profit Corporations Act. See by-laws on CSCT website.

Only members of the CSCT who are able to vote (Active members in good standing and CSCT Life members), CSCT Board of Directors and the CSCT Accountant and the CSCT Lawyer are **entitled** to be present at meetings. All others are permitted to be at the meeting on the invitation of the Chair of the meeting. Annual General Meetings are for business of the society and for voting.

Quorum has been set at 75 members or members including proxies = a total of 75.

Slate of Directors --- there will be a nomination committee who will receive the names that have been put forward by the provinces to run as Provincial Directors. It will be their responsibility to ensure that these members are in good standing. In future you will see the nominees on the proxies for the Provincial Directors.

If there are any proposals that a member wishes to bring forward for the agenda of the meeting there is extensive language in the act that show how an individual can bring forward an agenda item and request that it be included on the notice of the meeting and it be considered by the members. There are strict Federal guidelines to follow.

The members elect the Directors. The CSCT Board of Directors has the power to manage. A minimum of 9 and a maximum of 13 Directors are required to run the board

and will have 2 year terms to maintain continuity. The terms are going to remain as 2 years to maintain continuity. Directors may be elected for consecutive terms. Questions arose and discussion followed.

12.1 Special Motions:

Motion #3: moved by Michelle Reynolds to ratify the new CSCT BY-law created as a requirement of the new Canada Not-For-Profit Corporations Act. 2nd by Brenda Hall. CARRIED

Motion #4: moved by Elena Chan to ratify new Articles of Continuance created as a requirement of the new Canada Not-For-Profit Corporations Act.

2nd by Alison Duncan CARRIED

Motion #5: moved by Maria Ziolkowski to delegate the annual decision to the Board on number of Directors. 2nd by Marg Mount CARRIED

Motion #6: moved by John French to delete item D –Ratification of Acts of Directors on the proxy as it is redundant. 2nd by Sandra Maximchuk CARRIED

13 Reports

13.1 Presidents Report was presented by Shauna Ryall

13.2 Registrar's Report was presented by Cheryl West

13.3 Provincial Reports were posted on CSCT website

Motion #7: Moved by Cheryl W to accept the above reports as presented. 2nd by Crystal Shendaruk CARRIED

14 Financial Report

14.1 Audited Financial Statement was presented by Karen Schaus

Motion #8: moved by Karen Schaus to accept the Audited Financial Statement as read. 2nd by Tammy Forest CARRIED

14.2 Budget Report was presented by Karen Schaus

Motion #9: moved by Karen Schaus to reappoint Deloitte and Touche as the Auditors for 2015. 2nd by Maria Ziolkowski. CARRIED

15 Education Director Report was presented by Sara- Jayne LeBlanc
Motion #10: moved by Sara- Jayne to accept the Education Report as presented.
2nd by Krista Shepley **CARRIED**

16 **Committee Reports**

16.1/2 By-laws Committee Report and Policy Committee Report were presented by Michelle Reynolds

Motion #11: moved by Nadia Louzi to accept the report as read.
2nd by France Nickel **CARRIED**

16.3 Strategic Planning Committee Report presented by Shauna Ryall
Review of Vision, Mission and Values of CSCT
Long and short term goals of CSCT

16.4 NOCP Committee Report presented by Gretchen Dunn

16.5 Website Committee Report presented by Crystal Shendaruk
Website will be up and running in January 2015

Motion #12: moved by Nancy Lord to accept the committee reports as presented.
2nd by Elena Chan **CARRIED**

17 **Elections:**

Andrew Thompson appointed Karen Schaus as the Treasurer and Director for 2015.

18 **Proxy Issues:**

Motion #13: moved by Michelle Steele to destroy the 2013 AGM Proxies and/or ballots. 2nd by Sandra Maximchuk **CARRIED**

19 **Old Business** – none presented

20 **Next AGM** – Toronto date to be announced

21 **Motion #14: moved by Karen Harnish to adjourn. 2nd by Rajinder Ghuman** **CARRIED**

Adjourned at 6:00 pm