

**UNAPPROVED**



## **MINUTES**

(TO BE APPROVED AT NEXT GENERAL MEMBERS MEETING)

### **ANNUAL GENERAL MEMBERSHIP MEETING (AGM-2017)**

**Held, Wednesday, June 7, 2017**

In the West-McKenzie Hall, Aurora Seniors Centre

90 John West Way, Aurora, Ontario

**Presiding: Carol Hedenberg, A.S.A. President 2015- 2016**

**Members Present: 107**

**Directors:** Jim Abram, John Abel, Jeanne Chislett, Jan Freedman,  
Sylvia Gilchrist, Carol Hedenberg, John Layton, John Scherrer,  
Charles Sequeira

**Incoming Directors:** Ron Coe, David LeGallais

**Town Staff:** Karie Papillon, Seniors Co-ordinator  
Andrew Bailey, Seniors Program Assistant

**Guests:** Al Downey, Director of Parks and Recreation  
Councillor Wendy Gaertner  
Franco DeMarco, Recreation Supervisor – Community  
Programs

**Recording the Minutes:** Lydia Schuster, A.S.A. Recording Officer

**AGM17-01 Call to Order & Introduction of Guests**

**A.S.A. President Carol Hedenberg** declared the meeting open for business at 13:05 hours, and welcomed all present – members, guests, Seniors Centre staff and A.S.A. Directors - to the 13th Annual General Meeting of the Aurora Seniors Association.

Mr. Downey, on behalf of Council and Town Staff, affirmed the mutually respectful partnership between the Town and the A.S.A. Board of Directors noting the quarterly meetings at which mutual concerns are addressed and resolved. Mr. Downey also spoke of the recently announced project for the future construction of a multi-purpose facility in Aurora, that is intended to serve all ages, and noted that the Town will be requesting input from A.S.A. to ensure that senior residents' needs are included in the project.

On behalf of the Board, Jim Abram noted that the Board had already submitted a questionnaire listing seniors' needs.

The President thanked Mr. Downey for his comments and noted that the regular business of the A.S.A. 13<sup>th</sup> Annual General Meeting would proceed according to the agenda.

**AGM17-02 Approval of the Agenda**

Moved by: Bob Hedenberg

Seconded by: Tom Keates

**That the Agenda be approved as circulated.**

**CARRIED**

**AGM17-03 Approval of the Minutes of Previous year's Annual General Meeting.**

Moved by: Virginia Bodnar

Seconded by: Jan Coe

**THAT the Minutes of the Annual General Meeting held June 8, 2016 be approved as written.**

**CARRIED**

### **AGM17-04 Treasurer's Report & Approval of 2016 Financial Statements**

**A.S.A. Treasurer John Layton** highlighted some of the major financial initiatives undertaken during the 2016-17 Board Term, specifically:

- Moving maturing G.I.C.'s to Meridian Credit Union to provide for expansion and maintain security under the Deposit Insurance Corporation of Ontario
- Introduction of a debit/credit card payment system for A.S.A membership fees and events with a minimum \$10 per purchase
- The appointment of the external audit firm of B.D.O. Canada LLP to undertake the audit of financial records and practices for fiscal 2016.

John introduced Ms. Andrea Nauss of BDO Canada to present the Financial Statements for the year ended December 31, 2016

Ms. Nauss reviewed the Auditor's Report (**ATTACHED**) under the following topics as described in the report:

- **Management (A.S.A.) Responsibility for the Financial Statements**
- **Auditor's Responsibility**
- **Basis for Qualified Opinion**
- **Qualified Opinion** – which stated “In our opinion, except for the possible effects of the matter described in the Basis for Qualified paragraph, the financial statements present fairly, in all material respects, the financial position of Aurora Seniors Association as at December 31, 2016 and the results of the operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.”

John Layton thanked Ms. Nauss for her presentation and opened the discussion to members.

In response to a call for questions from members, Joanne Bartholomew requested clarification regarding the source and purpose of the Association's G.I.C.'s. John Layton called on Ruth Church to respond. Ruth provided an overview of the initial purpose which dates back (2004) to the Town's commitment to build the seniors centre and imposing a \$250,000 contribution from A.S.A. to be paid off in five years. A.S.A. met that obligation in four years through fundraising events and by ensuring that every event and activity generated revenue. In recent years, that presumption has changed to ensure that all events and activities are cost-neutral. The G.I.C. Account has grown by way of accrued interest. Ruth stressed that this reserve fund is essential as membership growth and demands for activities are exceeding the building's capacity, which will require consideration of alternative facilities for some activities in the future. Ruth also noted that A.S.A. pays rent to the Town, which contributes to the costs of operating the building.

John thanked Ruth and noted the recommendation on Page 3 of the agenda for the adoption of the report.

Moved by: Neilly Robertson

Seconded by: Eric Stangl

**THAT the Treasurer's Report be adopted; and  
That the 2016 Financial Statements as compiled by BDO Canada LLP  
be approved; and  
That any two directors be authorized to sign these reports on behalf of  
the Aurora Seniors Association.**

**CARRIED**

**AGM17-05 Ratification of Directors' Actions/Decisions since the June 8, 2016  
Annual General Meeting.**

**The President** noted that the actions and decisions resulting from Directors' meetings since June, 2016 through May 2017 are recorded in the Minutes of the Directors meetings which are posted and available for viewing on the Seniors Centre bulletin board and the A.S.A. website. In the 2016-17 Board term there were 12 (twelve) regular monthly Directors' meetings. The

President also pointed out that members can request to lift/exclude any Board decision for a separate vote.

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Moved by: Jan Coe          Seconded by: Hilda Troster

**THAT all the acts, proceedings, contracts, by-laws, appointments and payments enacted, made, done and taken by the Board of Directors of the Aurora Seniors Association since the 2016 Annual Meeting of Members as recorded in the books of the Association including the Minutes of all Directors' meetings are approved and ratified.**

**CARRIED**

**AGM17-06 Ratification of Amendments to A.S.A. By-Law No. 1  
and By-law No. 3**

**The President** noted that the By-Law amendments approved during the 2016-17 Board term are detailed and summarized as attached to the agenda.

Amendments to By-Laws require a two-thirds majority vote by members.

Moved by: Ruth Church          Seconded by: Kathy Turner-Wright

**RECOMMENDED THAT – the amendments to A.S.A. By-Law No. 1 and By-Law No. 3 –specifically pertaining to the following clauses as defined in the attached Report be approved and ratified:**

**By-Law #1 – ASA Operating By-Law**

<b>Sections</b>	<b>1.03.02</b>	<b>Elections of Directors (amended)</b>
	<b>1.07.02</b>	<b>Participation &amp; Voting by Chair (amended)</b>
	<b>1.04.00</b>	<b>Vacancies on the Board Other Than Those Covered in 1.03.00 (title change)</b>

**By-Law #3 – Amendments Pertaining to ASA Committees**

**Sections:    3.02.04 - Standing Committees (ix) modified**

**The motion was CARRIED on a two-thirds majority vote.**

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**AGM17-07 President's Report 2016 – 2017 - Attached**  
**President Carol Hedenberg noted:**

*“It has been a pleasure to be part of the 2016-17 Board. We have been able to have a difference of opinion and able to discuss each item and make the right decisions for the Centre. This Board's main objective is to do what is right for the members and our centre.”*

**Carol** highlighted the following accomplishments:

- Partnership with the Town by means of quarterly meetings to ensure that the Seniors Centre is involved in decisions concerning the building and programming
- Recognition of Town Staff supporting A.S.A. Activities – special thanks to Karie Papillon, Andrew Bailey, Bill Hawke
- Capital expenses – new coffee cart, ASA office desk and shelves, library furnishings
- Negotiated with Town for the improvement of reception area desk and upcoming (fall) replacement of carpet in Lounge and Wycliffe Room
- Clarification of By-Laws, specifically Directors' Term of Office
- Research regarding proposed screening of Volunteers – to continue with new Board
- Introduction of new Sign-In system – user-friendly for members, with capacity to produce reports and information helpful to the Board
- Continued involvement with Activate Aurora, CHATS, Sport Aurora, and other groups and organizations involved with seniors' needs

**AGM17-08 A.S.A. Standing Committees Reports (Attached)**

The President noted that attached to the A.G.M. Agenda packages are the respective Standing Committee Reports, and thanked the Committee Chairs for so ably managing their teams and providing the Board with timely and definite direction and recommendations in respect of their initiatives and needs. Carol asked the Committee Chairs to stand:

- |   |                            |
|---|----------------------------|
| <b>a. By-Law Review Committee</b>                         | <b>Chair: S. Gilchrist</b> |
| <b>b. Community Development Committee</b>                 | <b>Chair: J. Stangl</b>    |
| <b>c. Conduct Review Committee</b>                        | <b>Chair: V. Bodnar</b>    |
| <b>d. Membership &amp; Volunteers Committee</b>           | <b>Chair: W. Gritten</b>   |
| <b>e. Operations &amp; Activities Committee</b>           | <b>Chair: R. Church</b>    |
| <b>f. Special Events Committee</b>                        | <b>Chair: C. Hedenberg</b> |
| <b>g. Social Committee</b>                                | <b>Chair: B. Palmer</b>    |
| <b>h. Awards, Special Recognition &amp; Grants Cttee.</b> | <b>Chair: J. Abram</b>     |

**AGM17-09(a) Recognition of A.S.A. Directors**

The two Directors completing their terms on the ASA Board are Jim Abram, completing his first three-year term, and Jeanne Chislett, who filled in a one-year vacancy.

On behalf of the Board of Directors, the President expressed sincere thanks to Jim and Jeanne for their dedication and participation in the ongoing success of A.S.A. and presented each with a certificate of appreciation for their services to the Aurora Seniors Community. Carol expressed the hope that both will continue to be actively involved in any and all matters concerning A.S.A.

Jeanne and Jim respectively thanked the members for their confidence in electing them to the Board and for their support throughout their service on the Board of Directors.

## **AGM17-10 Seniors Co-ordinator's Report - Attached**

Seniors Co-Ordinator, Karie Papillon, noted this is her 8<sup>th</sup> year anniversary at the Seniors Centre. Karie reported participation at Town-organized seniors

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programs and trips continues to increase. On behalf of Andrew Bailey and Bill Hawke, Karie thanked the A.S.A. Board, members and volunteers for their assistance throughout the past year, and extended congratulations to the incoming Directors – Ron Coe, and Dave LeGallais.

## **AGM17-11 (a) Elections of Directors 2017**

**Sylvia Gilchrist, Nominations Committee Chair**, presented the report (**ATTACHED**) on the Nominations process for the election of Directors to the 2016-2017 Board, which resulted in the election of

**Ron Coe - Elected to 1<sup>st</sup> Term**  
**Jan Freedman - Re-elected to 2<sup>nd</sup> Term**  
**Dave LeGallais - Elected to 1<sup>st</sup> Term**

### **Decision Items from Nominations Committee Report:**

i) Moved by: S. Gilchrist                      Seconded by: Rose Giusti  
**That the election of Ron Coe, Jan Freedman and Dave LeGallais for the three-year term commencing June 7, 2017 (first Annual General Meeting) and extending to the 2020 (fourth) Annual General Meeting be approved.**

**CARRIED**

ii) Moved by: S. Gilchrist                      Seconded by: Eric Stangl  
**That the ballots used in the election be destroyed.**

**CARRIED**

Sylvia asked Ron and Dave to take a seat at the Board table.

## **AGM17-12 Presentation of New Board for 2017-2018**



Sylvia Gilchrist continued with the presentation of the newly-constituted Board of Directors for the 2017-2018 Board Term and asked directors to stand:

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**John Abel**  
**Sylvia Gilchrist**  
**John Layton**

**Ron Coe**  
**Carol Hedenberg**  
**John Scherrer**

**Jan Freedman**  
**David LeGallais**  
**Charles Sequeira**

Sylvia moved                      Seconded by: Jeanne Chislett  
**That the membership approve the Board of Directors for the 2017 – 2018 Board Term.**

**CARRIED**

#### **AGM17-13 – Presentation of Executive Officers**

Sylvia Gilchrist also announced the results of the Caucus meeting held June 7, 2017 for the election of the Executive Officers by the Directors from amongst the Directors, as provided in By-Law #1 Section 1.10.03. The Caucus Meeting resulted in the election of the following officers for the 2017 - 2018 Board Term:

<b>President:</b>	<b>Carol Hedenberg</b>
<b>Vice-President:</b>	<b>Jan Freedman</b>
<b>Treasurer:</b>	<b>John Layton</b>
<b>Secretary:</b>	<b>Sylvia Gilchrist</b>

Moved by: Sylvia Gilchrist              Seconded by: Maureen Munsch

**THAT the A.S.A. Executive Officers for the 2017-2018 Board Term be ratified as presented.**

**CARRIED**

#### **AGM17-14 Directors' Oath of Office**

Sylvia noted that the document Regulations for Board Members approved January 16/17 include a statement of commitment – *“I shall pledge the following Oath of Office before the membership at the Annual General meeting at which I will have been confirmed as an elected member of the Board of Directors by the members”*. This being the first year for this practice, Sylvia asked all Directors to recite the Oath of Office:

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**“I do hereby solemnly and sincerely pledge my word and honour to perform my duties as a member of the Board of Directors of the Aurora Seniors Association. I shall uphold and adhere to the Code of Conduct, the Constitution and By-Laws of the Association. At the end of my term of office I shall turn over to the Association all properties in my possession that belong to the Association.”**

At the conclusion of these proceedings, Sylvia turned the meeting over to the President for 2017-18

**Presiding: Carol Hedenberg, A.S.A. President (2017-2018)**

Carol thanked Directors for their confidence in re-electing her to chair the 2017-18 Board, and noted that A.S.A. is the best Seniors Centre in Ontario. She again stressed the importance of our partnership with the Town, and appreciation for our current facility. Carol thanked all volunteers noting they are the backbone of the Association, and encouraged members to stay informed by attending board meetings and participating in all that the Centre has to offer.

**AGM17-15 Appointment of External Accountant for Fiscal 2017**

**President Carol Hedenberg** noted that this is a standard action that is required at the A.G.M. and presented the recommendation as contained in the agenda.

Mover: Rose Giusti

Seconder: Elfriede Greupner

**That the Board of Directors be authorized to appoint an External C.A. for Fiscal 2017 to perform a compilation with notice to reader and set the remuneration fee.** **CARRIED**

**AGM17-16 – Members’ Questions/Comments**

- Jane Stangl asked re. the possibility of moving the Aurora Seniors Centre to the future multi-purpose facility. The President responded that the Aurora Seniors Centre will remain in its current building
- To a question re. parking issues the President noted that the site conditions do not allow for expanded parking
- Rose Giusti expressed appreciation to the Board for their work and care in proving a vital and welcome place for ASA members.

**AGM17-17 Closure of Meeting**

President Carol Hedenberg thanked everyone for attending and participating in the Thirteenth Annual General Meeting of the Aurora Seniors Association and declared the meeting concluded at 13:53 hours.