

**Minutes of 7th Annual General Meeting
Yellowbird East Community Centre
10710 19 Avenue
April 8, 2019**

Present: 75 members, 7 non-members, 4 guests.

After registration and refreshments, President Chris Powell welcomed all attendees and thanked the City of Edmonton for covering the cost of printing material for this meeting. She also thanked the Wellspring Ukulele Social Club for providing entertainment, and all the volunteers who had worked on the preparations for this meeting.

Call to Order

The formal meeting was called to order by President Chris Powell at 1:10 p.m. and she introduced staff members Jennifer Hanrahan and Barbara Newell, as well as invited guests. Current Board members were introduced by Pat Quilley.

Agenda

Motion: Moved by Fred Rumpel and seconded by Bob Power that the agenda be adopted as circulated. Carried.

Minutes of 2018 AGM

Motion: Moved by Carol Bigam and seconded by Gloria Gillett that the minutes of the AGM held on April 11, 2018 be approved as written. Carried.

State of SWESA address

In his State of SWESA address Board Director Rob Agostinis spoke of

- ongoing work of Board members and staff
- the increase in membership, as well as an increased number of volunteers, over the past year
- the ongoing success of the monthly luncheons
- establishment of a Diversity and Inclusion group
- finalization of SWESA's Strategic Plan
- increased fund-raising initiatives
- successful implementation of MySeniorCenter
- our continued search for additional program space.

Announcements

Board director Rob Agostinis told members of the Live Active Expo scheduled for May 11, the upcoming Terwillegar/Riverbend Advisory Council run/walk, and SWESA's fund-raiser Fall Fling scheduled for October 19.

Financial Report

The audited financial statement for 2018 was unavailable for distribution, but Treasurer Sam Radke had provided copies of the 2019 budget and pie charts of the proposed budget allocation. He noted that there is less 'cash on hand' than last year but that SWESA had received fewer grant dollars for 2019. He explained that casino revenue should be spent by the end of August and that prepaid fees for 2019 had been included in 2018 revenue. He also noted that Programs and Fund-raising had brought in more revenue than expected, resulting in a lower than expected shortfall.

In response to questions from the floor, he confirmed:

- that the auditor had accepted the financial statement and had had no negative comments, although there were some suggestions for procedural changes in the future;
- there are plans for spending the casino revenue, but that there are restrictions on how it can be spent.

Sam also spoke about the 2019 budget and the two big fund-raisers – Live Active Expo and the Fall Fling.

Motion: Moved by Sam Radke and seconded by Fred Rumpel that the proposed 2019 budget be accepted as presented and that the 2018 unaudited financial statement be accepted. Carried.

Motion: Moved by Sam Radke and seconded by Barbara Villanueva that Doyle and Company be accepted as the auditors for the 2019 financial statement. Carried.

This was followed by a draw for the door prize and a short refreshment break.

Membership fees for 2020

Motion: Moved by Pam Williams and seconded by Jean Mill that the membership fees remain at \$30 for 2020. Carried.

By-law changes

A table listing 13 proposed By-law Amendments, along with the previous wording and the purpose of change, had been distributed to members with

the notice of meeting. Vice-President Judy Baker presented each individually and explained the rationale for the changes.

Motion: Moved by Judy Baker and seconded by Gloria Gillett that By-law 2.2.1: Terms of Membership and Fees be amended to read "The term of membership is a period of 12 months."

In response to questions Judy and President Chris Powell explained that future changes would have to be implemented through a new Policy, which would have to come to a future AGM for members' approval before implementation.

Motion: Moved by Nancy Rae and seconded by Shirley Adam that By-law 2.2.1: Terms of Membership and Fees be further amended to read "The term of membership is a period of 12 months as approved by the membership at an AGM or Special General Meeting." Carried with two objections.

Motion: Moved by Judy Baker and seconded by Bob Power that By-law 2.2.3: Terms of Membership and Fees be amended to read "All membership fees are confirmed by a vote of the Members at an Annual General Meeting or a Special General Meeting of the Association." Carried.

Motion: Moved by Judy Baker and seconded by Lawrence Tymko that By-law 3.1.3: Composition of the Board be amended to read "The Board shall have four Directors that form the Executive Committee." Carried.

Motion: Moved by Judy Baker and seconded by Arlene Hosford that By-law 3.1.4: Composition of the Board be amended to read "The Board shall consist of no less than five (5) and no more than 12 Directors." Carried.

Motion: Moved by Judy Baker and seconded by Terry Krissie that By-law 3.2.1: Executive Committee be amended to read "The Executive Committee shall consist of four Directors: President, Vice-President, Secretary and Treasurer." Carried.

Motion: Moved by Judy Baker and seconded by Rob Agostinis that By-law 3.6.4: Powers and Duties be amended to read "The Board shall select an auditor to examine the financial records of SWESA and recommend the appointment for approval by its members at the Annual General Meeting. Such auditors shall be Chartered Professional Accountants." Carried.

Motion: Moved by Judy Baker and seconded by Pat Quilley that By-law 3.8.3: Committees be amended to read "Committees will be overseen by a Director of the Board. Committee members may include regular members and or associate members of the association as well as

individuals outside the association with special knowledge or skills that will enhance and support the work of the committee.”

There were some negative comments from the floor but Judy explained that the work load for the Board Directors can be incredible if there are less than 12 members. She also explained that this change applies only to Standing Committees and not to Board Leads. President Chris Powell explained that SWESA currently has an operational board versus a governance board, but the situation may change in the future.

Following this discussion,

The motion re By-law 3.8.3 (see above) was carried with three objections.

Motion: Moved by Judy Baker and seconded by Barbara Villanueva that By-law 4.2.1: Annual General Meeting be amended to read “The Annual General Meeting (AGM) shall be called by the President to occur no later than April 30 of each year.” Carried.

Motion: Moved by Judy Baker and seconded by Pam Williams that By-law 4.2.8: The Annual General Meeting be amended to read “The President shall cancel the AGM if a quorum is not present within one half (1/2) hour after the notified start time of the meeting. If cancelled, the meeting will be rescheduled for within 30 days. Membership will be notified of the rescheduled meeting. If quorum is not present within one half (1/2) hour after the notified start time of the subsequent meeting, the meeting will proceed with Members in attendance.” Carried.

It was clarified that quorum is 20 regular members.

Motion: Moved by Judy Baker and seconded by Barbara Villanueva that By-law 6.1.1: Membership Fees be rescinded. Carried with one opposed.

Motion: Moved by Judy Baker and seconded by Bob Power that By-law 6.1.2: Membership Fees be rescinded. Carried.

Motion: Moved by Judy Baker and seconded by Arlene Hosford that By-law 6.4.2: Auditing be amended to read “All accounts and records shall be audited yearly by a Chartered Professional Accountant.” Carried.

Motion: Moved by Judy Baker and seconded by Sam Radke that By-law 9: Dissolution be amended to read “The affairs of the Association may be terminated and the charter and any assets or funds, including gaming proceeds, shall be dispersed to registered non-profit seniors’ groups in the City of Edmonton.” Carried.

Recognition of Outgoing Directors

Chris Powell thanked three outgoing Board members (Bob Hoddinott, Carol Vaage and Fred Rumpel) for their past contributions to SWESA and presented them with small tokens of appreciation.

Fred spoke of his honor to have been President of the organization and thanked the other members of the Executive Committee for their support. He presented SWESA with a gavel.

Election of Directors

The slate of Board Directors for 2019-20 had been distributed with the notice of meeting; current members had already been introduced and Pat Quilley gave brief bios on four incoming Directors.

Motion: Moved by Pat Quilley and seconded by Bob Power that the slate of prospective Board Members for 2019-20 submitted by the Board of Directors be accepted. Carried.

Elected for the first year of a two-year term were: Josie Richardson, Pam Williams, Rita Sequeira and Catherine Hammond.

Elected for the first year of their second term were: Sam Radke, Judith Abbott, Rob Agostinis, Chris Powell and Bob Power.

Elected for the second year of their second term were: Judy Baker and Lawrence Tymko.

Other Business

Copies of the 2018 Annual Report and the SWESA Organizational Chart were available for attendees.

Sharon Schiewe thanked the Board for allowing the membership to have part in the discussion about the by-law amendments.

Further door prizes were distributed.

Adjournment

Motion: Moved by Barbara Villanueva and seconded by Gloria Gillett that the meeting be adjourned at 3:20 p.m. Carried.