



ANNUAL GENERAL MEETING FOR 2016-17

ELORA CENTRE FOR THE ARTS

Thursday, March 8, 2018

7 – 8 P.M.

Minarovich Gallery, ECFTA

- 1) Welcome and Introductions**
- 2) Minutes of the 2015-16 Annual General Meeting**
- 3) Report from the Chairs of the Board**
- 4) 2016-17 Financial Report and Audited Statement**
Motion to approve the 2016-17 financial statements.
- 5) Appointment 2017-18 Auditors**
- 6) Motion to approve all acts and actions of the 2016-17 Board of Directors.**
- 7) Motion to ratify the Board's proposed slate of Directors for 2017-18.**
Returning Directors: Shelley Carter, Renate Karger, Sheila Koop, Matt Ladner, Jon Ralston, Melissa Seagrove, Berry Smith
New Directors: Karen Davis, Danielle Marks
- 8) Motion to indemnify and save harmless from all acts and creditors the members retired from the Board of Directors.**
Retired Directors: Sarah Shannon, Vic Folliot
- 9) Special Motion to amend the Bylaws, Section 7 (Voting, Board of Directors)**
See attached.
- 10) Future plans: questions and answers**
- 11) Adjournment**

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Members will be asked to vote on a proposed amendment to the Centre's bylaws regarding Voting by the Board of Directors. The present bylaws say:

Voting, Board of Directors

7. *Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his/her original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by a ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way of assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the Chair, his/her duties may be performed by the Vice-Chair or such other director as the board may from time to time appoint for the purpose.*

The proposed amended item 7 (see entry in bold) adds voting by remote electronic means:

Voting, Board of Directors

7. *Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his/her original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by a ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way of assent or dissent. **Normally, voting on matters before the Board shall be done at meetings where a quorum of directors is physically present. However, for certain time-sensitive and non-controversial matters, voting may be done by other means (such as e-mail) providing that no director objects, and opportunity for debate is given. Any such vote must be affirmed at the next normal board meeting and entered in the minutes.***

A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the Chair, his/her duties may be performed by the Vice-Chair or such other director as the board may from time to time appoint for the purpose.