



ANNUAL GENERAL MEETING FOR 2017-18

ELORA CENTRE FOR THE ARTS

Wednesday, November 21, 2018

7 – 8 P.M.

Minarovich Gallery, ECFTA

- 1) Welcome and Introductions, Acknowledgments and Thanks**
- 2) Minutes of the 2016-17 Annual General Meeting**
Motion to approve the minutes of the 2016-17 AGM.
- 3) Report from the Chairs of the Board**
- 4) 2017-18 Financial Report and Unaudited Statement**
Motion to approve the 2017-18 financial statements.
- 5) Appointment 2018-19 Auditors**
- 6) Motion to approve all acts and actions of the 2017-18 Board of Directors.**
- 7) Motion to ratify the Board's proposed slate of Directors for 2018-19.**
Returning Directors: Karen Davis, Renate Karger, Sheila Koop, Matt Ladner, Danielle Marks, Jon Ralston, Melissa Seagrove, Berry Smith
New Directors: Lee Bonnell, Julianna Cox
- 8) Motion to indemnify and save harmless from all acts and creditors the members retired from the Board of Directors.**
Retired Director: Shelley Carter
- 9) Special Motion to approve a new Bylaw #4 to replace Bylaw #3**
See below.
- 10) Future plans: questions and answers**
- 11) Adjournment**

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Items 2) and 4)

Minutes for the previous AGM and the unaudited financial statement can be found at <https://eloracentreforthearts.ca/about/agm/>

Item 7)

Brief biographies of all directors can be found at <https://eloracentreforthearts.ca/about/board/>

Item 9)

Members will be asked to vote on a new Bylaw #4, to replace the existing Bylaw #3. This new Bylaw was approved by the Board at its meeting on October 2 2018.

The old Bylaw #3 and the full text of the new Bylaw #4 can be found on the ECFTA website at <https://eloracentreforthearts.ca/about/agm/>

This new bylaw:

1. Adds a definitions section taken from Sample ONCA
2. Takes out the requirement to have a Governance and Nomination Committee. We haven't had one for several years or maybe longer, and have functioned well without it. It was also an un-numbered section, suggesting it had been inserted at some earlier time.
3. Removes a reference to this committee in Section 3.
4. Adds language allowing the Board to appoint new directors (Section 3). Bylaw #3 was silent on this matter. Note that any directors appointed by the Board will be on the slate of new directors to be ratified by the members at the next AGM.
5. Adds the voting by email amendment that was passed at the last AGM (Section 7).
6. Adds a new section of Conflict of Interest (Section 15).
7. Removes a requirement for the Secretary to notify new members that they are members (Section 17, last line).
8. Repeals Bylaw#3 so it can be replaced with this version (Section 29).

Other than these changes, Bylaw #4 is the same as Bylaw #3.