

LEIGHTON ART CENTRE

Minutes of THE LEIGHTON FOUNDATION

ANNUAL GENERAL MEETING OF MEMBERS

at the Leighton Art Centre

Calgary, Alberta

on

Tuesday, June 27th, 2017 at 6:00 pm MST

1. Call to Order:

Chair Ms. Jill Cross introduced herself and welcomed everyone to the 2016 Annual General Meeting of the Members of the Leighton Foundation. She introduced the Executive Director Ms. Chelsey Kehler of the Foundation.

Ms. Cross then called the meeting to order at 6:05 PM

Ms. Cross then asked Ms. Lisa Christensen to act as Secretary of the Meeting, with the consent of the meeting and asked for objections to this. There were no objections. Ms. Cross further asked Ms. Chelsey Kehler to act as Scrutineer for the Meeting, with the consent of the meeting, and called for objections. There were no objections.

Ms. Cross then stated “I have in front of me the Notice of Meeting documents that were posted and sent to all Members in time for this meeting to be duly called. I direct that these documents be kept by the Secretary with the minutes of this meeting. With the consent of the meeting, the reading of the Notice of Meeting will be dispensed with.” Ms. Cross then called for objections, there were none.

2. Meeting Regularly Constituted—Quorum and Scrutineer’s Report. Ms. Cross then asked the Scrutineer to report on quorum. Scrutineer: “I report that 13 Members in Good Standing are present in person and 1 is represented by proxy.”

Ms. Cross stated that the meeting has been regularly called and properly constituted for the transaction of business.

3. Approval of Minutes:

Ms. Cross stated that “Copies of the minutes of the Annual General Meeting held on June 28, 2016 have been made available. With the consent of the meeting, we will dispense with a reading of the minutes.” Ms. Cross called for objections, there were none.

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4. Ms. Cross called for corrections of the minutes. There were none. Ms. Cross then called for a motion to accept the minutes of the 2016 AGM as presented.

Motion: Ms. Melissa Cole motioned to accept the Minutes of the 2016 AGM of the Leighton Foundation as presented, seconded by Michele Chiasson-Suart. Ms. Cross called for all those in favour of the motion, to please so signify by raising your right hand. She then called for contrary votes. Carried

5. Audited Financial Statement and Auditor's Report

Ms. Cross presented the Audited Financial Statements for the year ended December 31, 2016, and the auditor's report on the financial statements. The audit was recently completed, and the financial statements were approved by the Board at its May 23, 2017 meeting. Copies of the 2016 year-end financial statements were made available at today's meeting. Ms. Cross asked Mr. Mitch White, on behalf of the Audit & Finance Committee, to report on the Audited Financial Statements.

Report presented by Mr. White. Upon completion, Ms. Cross asked for questions, there were none.

Motion: Jim McLeod moved that the auditors' report on the financial accounts for the year ended be adopted as presented. Barbara Amos seconded the motion. Ms. Cross then asked all those in favour of the motion to please so signify by raising their right hand. She then called for contrary votes. Carried

6. Appointment of Auditors

Ms. Cross then stated that the next item of business is the appointment of auditors.

Motion: Mr. White moved that Nancy Murdock, Chartered Accountant, of the Federation of Calgary Communities be appointed auditor of the Foundation until the next annual general meeting or until her successor is appointed or elected, and further, that the auditor's remuneration, as such, be fixed by the Board of Directors. Barbara Amos seconded the motion. Ms. Cross asked for discussion, there was none. Ms. Cross asked those in favour of the motion, to please raise their hands. She then called for contrary votes. Carried.

7. Special Resolution Regarding the bylaws of The Foundation

Ms. Cross presented a Special Resolution to the bylaws of the Leighton Foundation, which was presented to the membership along with the Notice of Meeting documents for this AGM, and which was made available at the meeting.

Special Resolution:

Be it resolved that the existing bylaws of the Leighton Foundation are repealed, and replaced by the amended bylaws as presented to the membership.

Ms. Cross then asked for questions regarding this resolution. There were none.

Ms. Cross then asked for a motion to adopt these resolutions as presented. Mr. Paul Squires motioned to adopt the Special Resolution to the bylaws of the Leighton Foundation as presented. Jim McLeod seconded the motion.

Ms. Cross stated that “It is moved and seconded that the Special Resolution to the bylaws of the Leighton Foundation be adopted as presented and asked those in favour of the motion, please raise your hands.” Then Ms. Cross asked those against the motion, to please raise their hands. Carried.

8. Fixing the Number of Directors to be Elected

Ms. Cross asked for a motion with respect to the number of Directors to be elected.

Motion: Michele Chiasson-Suart moved that the number of directors to be elected to hold office until the next annual meeting or until their successors are elected or appointed to be twelve (12). Melissa Cole seconded the motion. Ms. Cross stated that “It is moved and seconded that the number of directors to be elected to hold office until the next annual meeting or until their successors are elected or appointed as being twelve (12). She then asked for discussion on this motion, there was none. Ms. Cross asked those in favour of the motion, please raise your hands, and then those against the motion, please raise their hands. Carried.

9. Election of Directors

Ms. Cross then stated that the next item of business is the election of directors to serve on the Board of Directors of the Leighton Foundation. The following individuals have been nominated to stand for election as directors:

Ms. Barbara Amos

Ms. Michele Chiasson-Suart

Ms. Lisa Christensen

Ms. Melissa Cole

Ms. Jill Cross

Mr. Jim Critchley

Ms. Alexandra Hatcher

Mr. Jim McLeod

Ms. Annette Resler

Ms. Holly Wennerstrom

Mr. Mitch White

Ms. Cross then called for a motion from the floor to move that the so named individuals be elected as directors of the Leighton Foundation to hold office until the next Annual General

Meeting or their successors are elected or appointed; Ms. Barbara Amos, Ms. Michele Chiasson-Suart, Ms. Lisa Christensen, Ms. Melissa Cole, Ms. Jill Cross, , Mr. Jim Critchley, Ms. Alexandra Hatcher, Mr. Jim McLeod, Ms. Annette Resler, Ms. Holly Wennerstrom and Mr. Mitch White.

Motion: Gervais Goodman motioned that the so named individuals be elected as directors of the Leighton Foundation to hold office until the next Annual General Meeting or their successors are elected or appointed, Ray McNeil seconded the motion. Ms. Cross then asked for discussion on this motion, there was none. Ms. Cross asked those in favour of the motion to please raise their hands, and those against the motion, to please raise their hands. Carried.

10. Other Business

Ms. Cross then acknowledges the past Board chairs and Board members in attendance this evening and thanked them for their continued support.

Ms. Cross then asked Is there was any further business? There was none. Ms. Cross then asked for a motion to adjourn the formal part of this Annual General Meeting.

Motion: Barbara Amos moved that this Annual General Meeting be adjourned, Michele Chiasson-Suart seconded the motion. Ms. Cross asked those in favour of the motion to please raise their hands. Then Ms. Cross asked those against the motion to please raise their hands. Carried.

The meeting was adjourned at 6:25

Ms. Cross invited all in attendance to stay with while she and Ms. Chelsey Kehler reflect on some highlights of this past year. Ms. Kehler delivered her report, then Ms. Cross delivered her report and both asked for questions, there were none.

Ms. Cross then thanked everyone for coming to the Annual General Meeting.