

# LEIGHTON ART CENTRE

THE LEIGHTON FOUNDATION  
ANNUAL GENERAL MEETING OF MEMBERS  
at the Leighton Art Centre  
Foothills, Alberta  
on  
Tuesday, June 19nd, 2018 at 6:00 pm MST

## MINUTES

### Call to Order:

Chair Ms. Jill Cross introduced herself and welcomed everyone to the 2017 Annual General Meeting of the Members of the Leighton Foundation. She introduced the Executive Director Ms. Chelsey Kehler.

Ms. Cross called the meeting to order at 6:05 p.m.

### Appointment of Secretary and Scrutineer:

Ms. Cross asked Ms. Annette Resler 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 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.

### Notice of Meeting:

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 called for objections. There were none.

### Meeting Regularly Constituted - Quorum and Scrutineer's Report:

Ms. Cross asked the Scrutineer to report on quorum. Scrutineer: "I report that 14 Members in Good Standing are present in person and 4 are represented by proxy."

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

### Approval of Minutes:

Ms. Cross stated that "Copies of the minutes of the Annual General Meeting held on June 27, 2017 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 no objections.

Ms. Cross called for corrections to the Minutes. There were none. Ms. Cross called for a motion to accept the minutes of the 2017 AGM as presented.

**Motion:**

Ms. Melissa Cole motioned to accept the Minutes of the 2017 AGM of the Leighton Foundation as presented, seconded by Ms. Alexandra Hatcher. Ms. Cross called for all those in favour of the motion to please signify by raising their right hand. She then called for contrary votes. Carried.

**Audited Financial Statement and Auditor's Report:**

Ms. Cross presented the Audited Financial Statements for the year ended December 31, 2017, 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 15, 2018 meeting. Copies of the 2017 year-end financial statements were made available at today's meeting. Ms. Cross then asked Ms. Michele Chiasson-Suart to report on behalf of the Audit & Finance Committee, on the Audited Financial Statements.

Report presented by Ms. Chiasson-Suart. Upon completion, Ms. Cross asked for questions. There were none. Ms. Cross asked for a motion to accept the report.

**Motion:**

Mr. Jim McLeod made a motion that the auditor's report on the financial accounts for the year ended be adopted as presented, seconded by Ms. Barbara Amos. Ms. Cross asked for questions concerning the financial statements. There were none. Ms. Cross asked that all those in favour of the motion to signify so by raising their right hand. She then called for contrary votes. Carried.

**Appointment of Auditors:**

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

**Motion:**

Mr. Jim McLeod made a motion 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. Seconded

by Michele Chiasson-Suart. Ms. Cross asked if there was any discussion required on the motion. None presented. Ms. Cross then asked those in favour of the motion, to please raise their hands. She then called for contrary votes. Carried.

**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:**

Ms. Alexandra Hatcher made a motion that the number of directors to be elected to hold office until June 2021 or until their successors are elected or appointed as being twelve (12). Seconded by Ms. Melissa Cole. Ms. Cross stated that "It is moved and seconded that the number of directors to be elected to hold office until June 2021 or until their successors are elected or appointed as being twelve (12). Is there any discussion on this motion?" There was no discussion. Ms. Cross asked those in favour of the motion, to please raise their hands. Those against the motion, to please raise their hands. Carried.

**Election of Directors:**

Ms. Cross 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. She asked them to stand as she called their names:

- Chiasson-Suart, Michele
- Christopherson, Kirsten
- Cole, Melissa
- Conway, Jim
- Critchley, Jim
- Cross, Jill
- Hass, Darryl
- Resler, Annette
- Wennerstrom, Holly

Ms. Cross asked 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 June 2021 or until their successors are elected or appointed.

- Chiasson-Suart, Michele
- Christopherson, Kirsten
- Cole, Melissa

Conway, Jim  
Critchley, Jim  
Cross, Jill  
Hass, Darryl  
Resler, Annette  
Wennerstrom, Holly

**Motion:**

Mr. Gervais Goodman motioned that the so named individuals be elected as directors of the Leighton Foundation. Ms. Cross thanked Mr. Goodman. Motion was seconded by Mrs. Sally Gregg. Ms. Cross thanked Mrs. Gregg, then asked for any discussion on the motion. None ensued. Ms. Cross asked all those in favour, to please raise their hands. Then asked for any opposed. Carried.

**Other Business:**

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

**Motion:**

Mr. Jim McLeod made a motion that this Annual General and Special Meeting be adjourned. Seconded by Ms. Michele Chiasson-Suart. Ms. Cross asked that those in favour of the motion, to please raise their hands. Those against the motion, please raise their hands. Carried.

The meeting adjourned at 6:15 p.m.

Ms. Cross invited attendees to stay while she and Ms. Chelsey Kehler reflected on some highlights of this past year. Ms. Kehler delivered her report, then Ms. Cross delivered her report. Both asked for questions. There were none.

Ms. Cross then thanked everyone for coming to the Annual General Meeting and for their continued support.