

LEIGHTON ART CENTRE

THE LEIGHTON FOUNDATION
ANNUAL GENERAL MEETING OF MEMBERS
at the Leighton Art Centre
Foothills, Alberta
on
Tuesday, June 18, 2019 at 6:00 pm MDT

MINUTES

Call to Order:

Chair Ms. Michele Chiasson-Suart introduced herself and welcomed everyone to the 2018 Annual General Meeting of the Members of the Leighton Foundation. She introduced the Executive Director Ms. Stephanie Doll.

Ms. Chiasson-Suart called the meeting to order at 6:01 p.m.

Appointment of Secretary and Scrutineer:

Ms. Chiasson-Suart 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. Chiasson-Suart asked Ms. Stephanie Doll 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. Chiasson-Suart 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. Chiasson-Suart called for objections. There were none.

Meeting Regularly Constituted - Quorum and Scrutineer's Report:

Ms. Chiasson-Suart asked the Scrutineer to report on quorum. Scrutineer: "I report that 14 Members in Good Standing are present in person and 2 are represented by proxy."

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

Approval of Minutes:

Ms. Chiasson-Suart stated that "Copies of the minutes of the Annual General Meeting held on June 19, 2018 have been made available. With the consent of the meeting, we will dispense with a reading of the minutes." Ms. Chiasson-Suart called for objections. There were no objections.

Ms. Chiasson-Suart called for corrections to the Minutes. There were none. Ms. Chiasson-Suart called for a motion to accept the Minutes of the 2018 AGM as presented.

Motion:

Mr. Jim Conway motioned to accept the Minutes of the 2018 AGM of the Leighton Foundation as presented, seconded by Mr. Jim Critchley. Ms. Chiasson-Suart 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. Chiasson-Suart presented the Audited Financial Statements for the year ended December 31, 2018, 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 21, 2019 meeting. Copies of the 2018 year-end financial statements were made available at today's meeting. Ms. Chiasson-Suart then asked Mr. Darryl Hass to report on behalf of the Finance Review Committee, on the Audited Financial Statements.

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

Motion:

Ms. Holly Wennerstrom made a motion that the auditor's report on the financial accounts for the year ended December 31, 2018 be adopted as presented, seconded by Ms. Kirsten Christopherson. Ms. Chiasson-Suart asked for questions concerning the financial statements. There were none. Ms. Chiasson-Suart 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. Chiasson-Suart stated the next item of business is the appointment of auditors.

Motion:

Ms. Melissa Cole 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 Ms. Jill Cross. Ms. Chiasson-Suart asked if there was any discussion required on the motion. None presented. Ms. Chiasson-Suart 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. Chiasson-Suart asked for a motion with respect to the number of Directors to be elected.

Motion:

Mr. Jim Critchley made a motion that the number of directors to be elected to hold office until 2022 or until their successors are elected or appointed as being one (1). Seconded by Mr. Jim Conway. Ms. Chiasson-Suart stated that "It is moved and seconded that the number of directors to be elected to hold office until 2022 or until their successors are elected or appointed as being one (1). Is there any discussion on this motion?" There was no discussion. Ms. Chiasson-Suart 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. Chiasson-Suart 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 individual has been nominated to stand for election as director. She asked the nominee to stand as she called her name:

Lynne Cunningham

Ms. Chiasson-Suart asked for a motion from the floor to move that the so named individual be elected as director of the Leighton Foundation to hold office until 2022 or until their successor is elected or appointed.

Motion:

Ms. Lisa Christensen motioned that the so named individual be elected as director of the Leighton Foundation. Ms. Chiasson-Suart thanked Ms. Christensen. Motion was seconded by Ms. Alexandra Hatcher. Ms. Chiasson-Suart thanked Ms. Hatcher, then asked for any discussion on the motion. None ensued. Ms. Chiasson-Suart asked all those in favour, to please raise their hands. Then asked for any opposed. Carried.

Other Business:

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

Motion:

Mr. Darryl Hass made a motion that this 2018 Annual General be adjourned. Seconded by Ms. Holly Wennerstrom. Ms. Chiasson-Suart asked that those in favour of the motion, to please raise their hands. Those against the motion, to please raise their hands. Carried.

The meeting adjourned at 6:15 p.m.

Ms. Chiasson-Suart invited attendees to stay while she and Ms. Stephanie Doll reflected on some highlights of this past year. Ms. Doll delivered her report, then Ms. Chiasson-Suart delivered her report. Both asked for questions. There were none.

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