



ANNUAL GENERAL MEETING MINUTES

FRIDAY, APRIL 24, 2015

CHAMPION COMMUNITY HALL

CHAMPION, AB.

MINUTES -

CALL TO ORDER

Chair Kim Craig called the meeting to order at 10:05 am.

CREDENTIALS REPORT

Sherry Poole, Chair of Credentials Committee, was called upon to report as at 10:15 am there were:

- 11 current directors present (revised to 12 due an additional arrival as at 10:20 am), who were authorized representatives of voting members, and
- 17 voting members represented by their authorized representatives (as at 10:20 am this was revised to 20 due to additional arrivals)
- 1 alternate representative whom does not have a vote
- 24 other guests, to include
- 48 total in attendance at the AGM.

Of the members present, 11 are qualified to vote.

Chair noted: The SAEWA bylaws stipulate that a quorum at an Annual General Meeting is 15 (SAEWA bylaws Article VI: sec. 5) voting members in good standing.

The Chair has been advised that at this time SAEWA has 17 voting members in good standing. A quorum is present. Notice of this annual general meeting was properly provided. The meeting is properly constituted for the transaction of business.

RULES FOR THE MEETING (as attached)

Moved by Ben Armstrong, from Wheatland County that the Rules ForThe Meeting be approved as read by him.

Don Johnson seconded.

Carried.

APPOINTMENTS

Chair Craig appointed Val Warnock as Recording Secretary and Counsel, John McDonnell, Brownlee LLP as Parliamentarian.

ADOPTION OF AGENDA

Tom White, moved to adopt the agenda.

Ray Juska seconded.

Carried.

INTRODUCTION OF SPECIAL GUESTS

Chair Craig introduced special guests: Little Bow PC Candidate, Ian Donovan and MacLeod MP, John Barlow

SAEWA Board: Paul Ryan, Ben Armstrong, Tom Grant, Dennis Cassie, Don Johnson, *Ben Goetz,(entered meeting at 10:35) Val Warnock, George Piper, Greg Sheppard, Ray Juska, Tom White, and Michel Jackson.

PRESENTATIONS

CHAIR'S REPORT presented by Chair Kim Craig along with thanks to all Committee members and supporters in any way, of the SAEWA project.

George Piper moved to accept the report.

Greg Sheppard seconded.

Carried.

REPORT OF SPECIAL COMMITTEE –GOVERNANCE MODEL COMMITTEE

Paul Ryan delivered the Governance Model Report update, then welcomed guest speakers: Jim McKay of HDR Corporation (Engineers) providing project engineering updates and John McDonnell, Brownlee LLP who presented the Governance Model – Interim Final Report.

Moved, written and signed by Don Johnson: to support in principle the Governance framework options as presented by John McDonnell and prepared by John McDonnell and Marlene Paul of Brownlee LPP.

Tom White seconded.

Carried.

NOTE: Chair Kim Craig (having conferred with the appointed Parliamentarian) clarified the status, of out-going Board members Earl Hemmaway and Don Johnson as being serving board members with all rights and privileges until AFTER the close of this 2015 AGM.

PRESENTATION OF FINANCIAL STATEMENTS

Derek Taylor of KPMG presented the financial statements.

Ray Juska moved that the 2014 Audited Financial Statements be adopted as presented.

Tom White seconded.

Carried.

APPOINTMENT OF AUDITOR

Ray Juska moved that Derek Taylor of KPMG be appointed auditor of the Southern Alberta Energy from Waste Association until the next annual general meeting, or until their successor is appointed, and that the Board of Directors be hereby authorized to set the remuneration of the auditor.

Ben Armstrong seconded.

Carried.

*****Chair recessed meeting for short lunch break 12:10 to 12:45 *****

12:45 Chair Kim Craig reconvened meeting

The bylaws stipulate that the Board shall consist of 14 individuals, moved by Don Johnson, Governance Committee Chair, that the number of directors be set at 14.

Tom White seconded.

Carried.

TERMS OF EXECUTIVE OFFICERS AND DIRECTORS

Don Johnson Chairman of the **Nominations Committee** presented the order of proceedings in accordance with SAEWA bylaws, filed February 4, 2014 with the Society Act and moved the following:

- the term for the **executive officers** elected at this meeting, is set at (2) to serve a two year appointment (Vice Chair and Secretary), as well (2) are to be elected to serve for a one year appointment (Chair and Treasurer) (in accordance with the bylaws proviso 1. article iii sec.2).
- the term for the **directors** elected at this meeting, be set at (5) to serve odd year – a two year appointment; and (5) to serve even year – a one year appointment (in accordance with the bylaws proviso 2. article IV sec 2)

Ben Goetz seconded.

Discussion. Rod Ruark moved to amend the motion to allow new directors to stand for two years rather than the current one-year per by-laws. The mover of the main motion did not consider Mr. Ruark's amendment to be a "friendly amendment". Mr. Ruark chose not to submit his proposed amendment in writing as per by-laws and the original motion was carried.

ELECTION OF OFFICERS AND DIRECTORS

Don Johnson verified that each candidate has agreed to stand for election:

TO SERVE FOR 2 YEAR APPOINTMENTS

1. Paul Ryan - MD of Bighorn, Bow Valley Waste Mgmt. Commission;
2. Greg Sheppard - Special Areas;
3. Tom Grant – Town of Vulcan, Vulcan District Waste Commission;
4. Ben Goetz - Village of Glenwood; Chief Mountain Regional Waste Commission

5. Ray Juska, Village of Duchess; Newell Regional Solid Waste Management Authority Ltd.
6. Val Warnock – Town of Trochu, Drumheller & District Solid Waste Management Association
7. Tom White – Lethbridge County

TO SERVE FOR 1 YEAR APPOINTMENTS

8. Ben Armstrong – Wheatland County
9. Kim Craig – Town of Coaldale
10. George Piper - Village of Foremost; South Forty Waste Services Commission
11. Dennis Cassie – Town of Coalhurst

- *Michel Jackson*, Black Diamond; *Joseph Watson*, Picture Butte; *Raphael Zea*, Milo were each nominated from the floor. Don Johnson invited nominations three times. None.

Tom White moved nominations cease.

Ben Armstrong seconded.
Carried.

Voting was not required; all 14 positions were filled according to nomination/by-laws. Chair Craig welcomed the 3 new directors and asked them to stand and be recognized. He informed all directors of a post-AGM Board meeting to be held immediately after adjournment of this AGM. In response to Rod Ruark's questions/concerns about the new directors being elected for 1 year as opposed to 2 years Don Johnson asked if any of the Directors on the 2 year Director slate if they wished to serve for 1 year as opposed to 2 years (the appointed Parliamentarian advised that since the 2 year slate of directors had been asked by

the nominating committee to serve for 2 years they needed to agree to a change to their nomination.)

Seeing no new business;

ADJOURNMENT AT 1:05

SAEWA AGM April 24, 2015 Draft minutes for approval by Board

Respectfully submitted April 25, 2015 by

Valerie Warnock recording secretary

SOUTHERN ALBERTA ENERGY FROM WASTE ASSOCIATION

ANNUAL GENERAL MEETING

April 24, 2015

-RULES FOR THE MEETING-

1. **Parliamentary Authority:** The rules contained in the current edition of Roberts Rules of Order Newly Revised 11th Edition shall govern this meeting in all cases to which they are applicable and to which they are not inconsistent with the bylaws of the Association, these standing rules and any special rules of order the Association may adopt.
2. **Committees:** The Chair shall appoint all people and committees for the conduct of the meeting.
3. **Voting Cards:** Voting cards will serve to identify voting members. The credentials committee will issue a voting card to each voting member at the meeting at the time of registration. Voting cards will be used as directed by the Chair. Voting members will vote by raising their voting card while remaining seated. This will be deemed to be a vote by a show of hands.

4. **Debate:**

- a. Upon recognition by the Chair, a member shall state his or her name.
- b. No one shall speak in debate more than twice on the same question on the same day, or speak the second time on the same question so long as any member has not yet spoken on that question wishes to speak, or longer than two minutes per speech, without permission of the assembly granted by majority of vote without debate.
- c. If a member wishes to limit or extend the limits of debate, a motion is in order and shall require a majority vote to adopt.

5. **Motions / Resolutions:** All main motions and resolutions shall be in writing and shall indicate the name of and be signed by the maker of the motion and given to the Chair.

6. **Electronic Devices:** Mobile phones and personal devices shall be silenced during the meeting. Video cameras and recording equipment, other than that approved by the Chair, shall not be permitted in the assembly hall.