

**PCBF Annual General Meeting
April 18, 2011
LaSalle Secondary School
7:00 p.m.**

Board members present: John Wilson, Chair
George Sutherland, Secretary
Richard Moller, Treasurer
Dave Campbell
Jean Cooper
Peter Dunnett
Savas Kekkas
Brian Reitzel, Councillor, Pittsburgh District

Regrets: Gary Shultz, Vice-Chair
Jeff Scott, Councillor, Countryside District

Also in attendance: Eric Bennett, Solicitor for the Board
Marc LeBlanc, CIBC Wood Gundy
Vicki Leakey, Auditor, KPMG
Dawn Ellis-Thornton, Administrative Assistant

1. **CONFIRMATION OF QUORUM AND CALL TO ORDER**

The meeting was called to order at 7:09 p.m. by Chair John Wilson who declared that there was a quorum (25+ members) in attendance.

2. **OPENING REMARKS**

Chair John Wilson welcomed all in attendance, and introduced the Directors, Board solicitor, auditors, and scrutineers for the evening, John Uliana, Gary Locklin and Leonore Foster. A special thank-you was extended to the principal of LaSalle Secondary for the use of the meeting space and set up.

Twelve members were nominated for four director positions, three of whom subsequently revoked their nomination. The Chair explained the process for reconciling the proxies and when the proxy ballots will be distributed to the proxy holders. Based on member requests in the past, the Board passed a motion to change the form of proxy, allowing members to express their wishes on each motion and whether to authorize amendments.

The PCBF continues to fund community initiatives including the LaSalle Lights project, which has been completed. The soccer field project that was approved at the 2009 Annual General Meeting is on schedule.

Chair Wilson concluded by expressing his appreciation to the members of current board for their hard work and dedication.

3. **ADOPTION OF AGENDA**

Motion by: Marilyn Braden
Seconded by: Robert Arnold
THAT the agenda be adopted.

CARRIED

4. **COMMENTS FROM NOMINEES**

There were four positions to be filled on the Board – 3 for three years and 1 for two years. The successful candidates will be assigned based on the number of votes received. Candidates were: Ryan Boehm; Jean Cooper; Peter Dunnett; Darlene Greenlees; Savas Kekkass; Hazel Lloyd; Jeff McEwen; Amanda Milliken; and Colin Youngman. Each candidate was given an opportunity to briefly address the membership.

5. **VOTING FOR NEW BOARD MEMBERS**

A break was called in the proceedings to provide an opportunity for everyone to vote for up to four candidates for the Board of Directors. The meeting resumed at 8:08 pm

6. **MINUTES OF 2010 ANNUAL GENERAL MEETING – APRIL 21, 2010**

The draft 2010 Annual General Minutes were distributed at the meeting.

Motion by: Chris Horeczy
Seconded by: Amanda Milliken
THAT the minutes be approved as printed.

CARRIED

7. **BUSINESS ARISING FROM MINUTES**

1. Chair John Wilson reported on the follow-up to the direction the Board received at the 2010 Annual General Meeting to form a Parks Committee. The Parks Committee was formed at the first regular Board meeting following the AGM, the City of Kingston approached and a meeting of both parties held. The City has struck a city-wide committee and a call for participants was advertised in the press.

8. **2010 FINANCIAL STATEMENTS**

Treasurer Richard Moller reviewed the information contained in the Financial Statement for year ending December 31, 2010, which was distributed prior to the meeting. The Treasurer clarified that the \$50,000 scholarship motion would not affect the core capital.

Motion by: Richard Moller
Seconded by: Karen Curtis
That the Treasurer's Report be accepted.

CARRIED

9. **INVESTMENT REPORT**

George Sutherland, Chair of the Investment Committee, reported that investments performed well in 2010 with the increased levels in equity markets. Marc LeBlanc, financial investment advisor to the PCBF, addressed the membership and advised that the rate of return in 2010 and the first quarter of 2011 reached 6.7% against the typical 3.5%. As of March 31, 2011, the level of equity exposure reached 40%, allowing the Fund to officially work within the asset allocations in the policy statement.

10. **AUDITOR'S REPORT AND APPROVAL OF AUDITOR'S REPORT**

Vicki Leakey of KPMG presented the auditor's report, stating that the report was consistent with prior years and identified the financial position of the fund as of December 31, 2010. Ms. Leakey reported that all financial statements were in order and there were no matters to bring to the Board's attention.

Motion by: Joyce MacLeod-Kane
Seconded by: Hazel Lloyd
That the auditor's report be approved.

CARRIED

11. **APPOINTMENT OF AUDITORS**

Motion by: Richard Moller
Seconded by: Peter Dunnett
That KPMG be appointed as auditors for 2011.

CARRIED

12. **MOTION #1**

Whereas:

The Pittsburgh Community Benefit Fund Bursary was established in 2005 with a gift of \$50,000 from the PCBF;

And Whereas:

St. Lawrence College obtained matching funds under a provincial initiative resulting in a defined endowment of \$100,000 which is now earning income each year to finance the "Pittsburgh Community Development Fund Bursary Award";

And Whereas:

As this fund is endowed, the legacy of the PCBF gift will continue to be realized for generations to come:

It is moved that the membership at the Annual General Meeting support an endowment at St Lawrence College for an additional \$50,000 on the condition that the College secure matching funds from the Province.

Motion by: George Sutherland
Seconded by: Jean Cooper

The Chair reported this motion was discussed at the last regular Board meeting, and that the Directors supported it as it helped students from the area. In the discussion that followed, it was clarified that this additional endowment would enable more students attending St. Lawrence College to receive bursaries. The Province would match the funds provided by the PCBF and St. Lawrence College would administer the endowment and report to the Board annually. In order to be eligible to receive a bursary, students must be a resident of the former Pittsburgh Township.

It was questioned why the bursaries were restricted to St. Lawrence College and not available to universities. Chair Wilson advised that this was an initiative with St. Lawrence College and that there is another mechanism to award scholarships to students entering universities.

Chair Wilson advised that the outcome of this motion is decided by the count of proxies: 363 for and 151 against. The 66 members in attendance unanimously voted in favour of the motion by a show of hands.

MOTION CARRIED

13. **MOTION #2**

Whereas:

Henry Martyn Robert (1837-1923) US Army major first published his 50 page "Robert's Rules of Order" in 1876. The Rules were written for the U.S. House of Representatives. Robert's Rules now contain 643 pages of text, plus tables and index, is written in archaic language and the material is not organized nor indexed for simple search. A pocket version is NOT itself the rulebook. The 2004 version states " For one

who will brave it, RONR is written to serve as a self-explanatory text that can be read through, with topics presented in an order that will best convey an overall understanding of the entire subject matter. You need not apologize, however, if you find that to be a bigger project than you would like to take on at this point”

And whereas:

Wainberg’s Society Meetings (including Rules of Order) “applies to all incorporated and unincorporated organizations without share capital incorporated under CCA (Canada Corporation Act) or OCA (Ontario Corporation Act)” and “is intended to be a manual, to be referred to before or during the course of a meeting for quick, ready answers.” It is well organized and highly cross-referenced and detailed with an index giving exact page numbers.

And whereas:

The PCBF Solicitor supports this choice:

It is moved that section 35 of our current by-laws be removed and replaced by “The FUND adopts and declares that Wainberg’s Society Meetings including Rules of Order (latest edition) shall govern the affairs of the FUND and the conduct of all meetings, provided that any of the rules therein may be altered by an amending by-law passed in accordance with the letters patent or existing by-laws”.

It is further moved to remove the sentence “For all matters of procedure, Robert’s Rules of Order shall be followed” from Section 9.

Motion by: Brian Reitzel
Seconded by: John Wilson

This motion will help facilitate the running of the Board meetings.

Chair Wilson advised that the outcome of this motion is decided by the count of proxies: 362 for and 151 against. The 66 members in attendance unanimously voted in favour of the motion by a show of hands.

MOTION CARRIED

14. **MOTION #3**

Whereas:

Section 31 of the PCBF By-laws allows Directors to prescribe the form of proxy;

And Whereas:

Section 84 of the Corporations Act of Ontario provides that the form of proxy may contain restrictions, limitations or instructions as to the manner in which the membership rights in respect of which the proxy is given are to be voted;

And Whereas:

There have been ongoing concerns from the membership over a number of years regarding the use of proxies at the Annual General Meeting;

And Whereas:

The PCBF By-laws and the Corporations Act of Ontario requires that all members have the right to vote by proxy;

It is moved that Section 31 of the PCBF By-laws be amended by adding the sentence “No individual may hold more than twenty (20) proxies.

Motion by: George Sutherland
Seconded by: Marilyn Braden

Chair Wilson provided a brief history on the issues resulting from the number of proxies held by members at previous Annual General Meetings when one or two members could control the votes. The Board recommends a limit of twenty proxies per member, which would also

encourage attendance at the annual meetings. Richard Moller stated that the Board unanimously supported the new proxy form, but did not unanimously support the resolution.

In the discussion that ensued, it was questioned why the use of proxies was changed this year, specifically the limitation of proxies that could be held per member and the delivery method of proxies to the Board. Chair Wilson responded that the Board has the authority to design the proxy form, and under the Corporations Act, has the ability to introduce limitations. The changes to this year's proxy form that were approved by the Board will expire after the Annual General Meeting.

Motion by: Hazel Lloyd
Seconded by: Robert Arnold

THAT the number of proxies in the original motion be reduced from twenty (20) to ten (10)

Joyce MacLeod-Kane requested an opinion from the PCBF lawyer. Eric Bennett responded that he was unprepared to give a legal opinion, but advised that two sections of the Ontario Corporations Act apply: Section 84 speaks to the member's right to vote by proxy and certain limitations to apply those proxies. Section 68 allows directors to pass by-laws. The Board used their power under Section 68 to restrict the number of proxies to twenty.

Mr. Arnold spoke to the precedence that has been set by an individual or small group who had undue influence by the ability to secure proxies, and that the Board's attempt to reduce the number of proxies to a reasonable number would guarantee the individuals' right to vote.

Discussion was closed and Joyce Mac-Leod Kane requested a ballot vote on the amendment. A break was called at 9:06 pm and the meeting resumed at 9:39 pm.

Chair Wilson reported the **amendment failed** with 251 for and 329 against.

Motion by: Joyce MacLeod-Kane
Seconded by: Richard Moller

To vote on the original motion as it was written with twenty (20) proxies.

Chair Wilson advised that the outcome of the original motion is decided by the count of proxies: 203 for and 312 against.

MOTION FAILED

15. **VOTING RESULTS AND INTRODUCTION OF NEW BOARD MEMBERS**

The following members were elected to the Board of Directors of the PCBF. The elected members are listed in order of number of votes received, with the term of office indicated beside their name.

Jean Cooper – three years
Jeff McEwen – three years
Darlene Greenlees – three years
Amanda Milliken – two years
Congratulations to the successful candidates.

16. **BALLOTS**

Motion by: Joyce MacLeod-Kane
Seconded by: Terry Houghton

THAT the ballots be destroyed.

CARRIED

17. **OTHER BUSINESS**

1. Joyce MacLeod-Kane introduced a Notice of Motion for the 2012 Annual General Meeting:

“Be it resolved that the following be appended by Paragraph 9 of the Pittsburgh Community Benefit Fund by-Laws:

After serving two consecutive terms on the Board of Directors, a member of the corporation may not serve again on the Board of Directors for three years. A member completing the majority of a term on the Board of Directors shall be deemed to have served one of two consecutive terms.

Be it further resolved that the term limits created above take effect for members of the Board of Directors elected at the AGM in 2012.”

This item will be discussed at the 2012 Annual General Meeting.

2. The cost of the seniors’ dinners was questioned. Chair Wilson clarified that the costs quoted in the draft minutes were for the 2009 functions and the motion that was approved at the 2010 Annual General Meeting set the amount of support for the 2010 function.

18. **ADJOURNMENT**

Motion by: Richard Moller
Seconded by: Jeff Szumlanski
That the meeting be adjourned at 9:46 p.m.

CARRIED

John Wilson, Chair

George Sutherland, Secretary