

# Association of the Chemical Profession of British Columbia

## *Draft Minutes*

1st ANNUAL GENERAL MEETING  
Thursday, July 17, 2008

Attendance: Rajinder Aujla, Dave Berg, Doug Bickley, Sandy Briggs, Frederick Chen, Ian Collings, Brian Collister, Deanna Cottrell, Chris Gill, Fiona Hess, Erik Krogh, Diane Luszniak, Patrick Mueller, Brent Mussato, Patrick Novak, Cindy Ott, Andrew Pickard, Kandis Pohl, Caroline Preston, Paulo Sgarbi, Kevin Taylor, James Teshima, Mark Teshima, Tiona Todoruk, Paul West, Gary Leach

Proxy: Reg Mitchell, Wes Johnson, Scott Hoekstra, Tom Fyles

<b>INTRODUCTION</b>  Paul West said:	<b>Chair of the Board of Directors takes the chair.</b>  I WOULD LIKE TO WELCOME YOU TO THE FIRST ANNUAL GENERAL MEETING OF THE ASSOCIATION OF THE CHEMICAL PROFESSION OF BRITISH COLUMBIA. MY NAME IS PAUL WEST, I AM THE CHAIR OF THE ACPBC BOARD AND I WILL CHAIR THE MEETING.  ITEMS OF BUSINESS INCLUDE:  1. ELECTION OF DIRECTORS AND OFFICERS  2. APPROVAL OF THE FINANCIAL STATEMENTS SINCE INCORPORATION  OF COURSE, ONLY MEMBERS ARE ENTITLED TO TAKE PART IN AND VOTE AT THIS MEETING.
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<p><b>APPOINTMENT OF SECRETARY</b></p> <p>Paul West said:</p>	<p>THE MEETING WILL NOW COME TO ORDER. WITH YOUR APPROVAL, I WOULD LIKE TO ASK ERIK KROGH, OUR SECRETARY TO ACT AS SECRETARY OF THIS MEETING.</p>
<p><b>EMAILED NOTICE</b></p> <p>Paul West said:</p>	<p>A NOTICE CALLING THE MEETING WAS EMAILED TO MEMBERS ON June 17, 2008. I WOULD ASK THAT THE SECRETARY READ THIS NOTICE. (See attachment #1)</p>
<p><b>READING OF THE NOTICE</b></p> <p>Erik Krogh, Secretary, read the notice:</p>	<p>On behalf of the interim Board of Directors of the ACPBC, I am pleased to invite you to the <b>first annual general meeting of the Association of the Chemical Profession of British Columbia</b>. The primary business of this meeting will be a report from the Association President, the election of Directors, appointment of an auditor and other business brought before the meeting. For your information, I have attached the Report of the Nominating Committee circulated earlier by the Chair of the Nominating Committee and Association Registrar, Tom Fyles.</p> <p>The AGM will be held on <b>Thursday, July 17, 2008</b> at 5:00 PM Simon Fraser University Harbourside Center 515 West Hastings Street Vancouver BC V6B 3K3 Room 7000 - The Earl and Jamie Lohn Policy Room</p>
<p><b>QUORUM</b> (Quorum is 25+% or 10 members)</p> <p>Paul West said:</p>	<p>AS A QUORUM IS PRESENT, I THEREFORE PROPOSE TO PROCEED WITH THE BUSINESS OF THE MEETING. IN PROCEEDING WITH THE MEETING I PROPOSE TO CONDUCT THE VOTE ON EACH MATTER BY A SHOW OF HANDS AND PROXY CARDS.</p>

<p><b>MEETING REGULARLY CONSTITUTED</b></p> <p>Paul West said:</p>	<p>I NOW DECLARE THE MEETING IS REGULARLY CALLED AND PROPERLY CONSTITUTED FOR THE TRANSACTION OF BUSINESS.</p>
<p><b>MINUTES OF THE LAST MEETING</b></p> <p>Paul West said:</p>	<p>AS THIS IS THE INAUGURAL AGM, THERE ARE NO MINUTES TO BE APPROVED AT THIS MEETING.</p>

<p><b>ELECTION OF OFFICERS DIRECTORS</b></p> <p>Paul West said:</p>	<p>AS THIS IS THE INAUGURAL ANNUAL GENERAL MEETING, THERE WILL BE AN ELECTION OF ALL THE OFFICERS: PRESIDENT, VICE PRESIDENT, SECRETARY AND TREASURER. UPON ELECTION AS OFFICERS, THESE PERSONS ARE ALSO ELECTED AS DIRECTORS THE REGISTRAR TOM FYLES IS AN OFFICER OF THE ACPBC APPOINTED BY THE BOARD</p> <p>THE BY-LAWS PROVIDE FOR AN ADDITIONAL 5 DIRECTORS WHO ARE PROFESSIONAL MEMBERS OR MEMBERS, AND A DIRECTOR WHO IS AN ASSOCIATE MEMBER AND A DIRECTOR WHO IS A STUDENT MEMBER TO A ATOTAL OF ELEVEN THE PRESIDENT OF THE SOCIETY IS ELECTED FOR A TWO YEAR TERM WE WILL PROCEED WITH THE ELECTION OF THE OFFICERS, FOLLOWED BY SUCH ADDITIONAL DIRECTORS AS ARE PROVIDED FOR A BOARD OF UP TO ELEVEN MEMBERS</p> <p>ACCORDINGLY SEATS TO BE FILLED AT THIS MEETING INCLUDE:</p> <ul style="list-style-type: none"> <li>• THE PRESIDENT AND CHAIR OF THE BOARD FOR A TERM OF TWO YEARS</li> <li>• THE VICE PRESIDENT &amp; VICE CHAIR OF THE BOARD</li> </ul>
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FOR A TERM OF ONE YEAR

- THE SECRETARY FOR A TERM OF ONE YEAR
- THE TREASURER FOR A TERM OF ONE YEAR
- AND ADDITIONAL DIRECTORS FOR TERMS OF ONE TWO OR THREE YEARS

I WILL CALL ON THE SECRETARY TO COMMUNICATE THE REPORT OF THE NOMINATING COMMITTEE, AND FURTHER NOMINATIONS RECEIVED FROM THE MEMBERSHIP IN THE LAST 45 DAYS AS SPECIFIED BY THE BY LAWS.

Erik Krogh said:	THE NOMINATING COMMITTEE WAS TOM FYLES CHAIR, CHRIS GILL AND BRIAN COLLISTER THE REPORT OF THE NOMINATING COMMITTEE HAS BEEN CIRCULATED AND COPIES ARE AVAILABLE (See attachment #2). ALL OF THE NOMINEES ARE MEMBERS IN GOOD STANDING AS REPORTED TO THE SECRETARY BY THE REGISTRAR .AS NO FURTHER NOMINATIONS WERE RECEIVED,THE PROPOSED CANDIDATES ARE THOSE IN THE SLATE FROM HE NOMINATING COMMITTEE
Paul West said:	WE WILL MOVE FIRST TO THE ELECTION OF PRESIDENT AND CHAIR OF THE BOARD OF DIRECTORS OF THE ACPBC.
Dave Berg said:	MR. CHAIRMAN, I HAVE THE PLEASURE OF NOMINATING Paul West TO THE OFFICE OF -PRESIDENT OF THE ACPBC AND- CHAIR OF THE BOARD OF DIRECTORS UNTIL THE CLOSE OF THE 2010 ANNUAL GENERAL MEETING OF MEMBERS OR UNTIL HIS SUCCESSOR IS DULY ELECTED OR APPOINTED.
Paul West said:	ARE THERE ANY FURTHER NOMINATIONS?  None
<b>IF NO FURTHER NOMINATIONS</b>	
Paul West said:	AS THERE ARE NO FURTHER NOMINATIONS, WILL SOMEONE MOVE THAT THE NOMINATIONS BE CLOSED?
Sandy Briggs said:	I MOVE THAT THE NOMINATIONS BE CLOSED.
Andy Pickard said:	I SECOND THAT MOTION.  Carried (none opposed)
Paul West said:	AS THERE IS ONE TO BE ELECTED AND THE SAME NUMBER OF NOMINEES, I NOW DECLARE THAT <b>Paul West</b> HAS BEEN DULY ELECTED TO THE POSITION OF-PRESIDENT AND CHAIR OF THE BOARD OF DIRECTORS OF THE ACPBC, BY ACCLAMATION, TO HOLD OFFICE UNTIL THE CLOSE OF THE <b>2010</b> ANNUAL MEETING OF MEMBERS OR UNTIL HIS SUCCESSOR IS DULY ELECTED OR APPOINTED.

Paul West said:	WE WILL NOW MOVE TO THE ELECTION OF VICE PRESIDENT AND VICE CHAIR OF THE BOARD OF DIRECTORS OF THE ACPBC.
Erik Krogh said:	MR. CHAIRMAN, I HAVE THE PLEASURE OF NOMINATING Kevin Taylor TO THE OFFICE OF VICE- PRESIDENT OF THE ACPBC AND VICE-CHAIR OF THE BOARD OF DIRECTORS UNTIL THE CLOSE OF THE 2009 ANNUAL GENERAL MEETING OF MEMBERS OR UNTIL HIS SUCCESSOR IS DULY ELECTED OR APPOINTED.
Paul West said:	ARE THERE ANY FURTHER NOMINATIONS?  None
<b>IF NO FURTHER NOMINATIONS</b>	
Paul West said:	AS THERE ARE NO FURTHER NOMINATIONS, WILL SOMEONE MOVE THAT THE NOMINATIONS BE CLOSED?
Dave Berg said:	I MOVE THAT THE NOMINATIONS BE CLOSED.
Chris Gill said:	I SECOND THAT MOTION.
	Carried (none opposed)
Paul West said:	AS THERE IS ONE TO BE ELECTED AND THE SAME NUMBER OF NOMINEES, I NOW DECLARE THAT <b>Kevin Taylor</b> HAS BEEN DULY ELECTED TO THE POSITION OF VICE-PRESIDENT AND CHAIR OF THE BOARD OF DIRECTORS OF THE ACPBC, BY ACCLAMATION, TO HOLD OFFICE UNTIL THE CLOSE OF THE <b>2009</b> ANNUAL MEETING OF MEMBERS OR UNTIL HIS SUCCESSOR IS DULY ELECTED OR APPOINTED.

<p>Paul West said:</p>	<p>WE WILL NOW MOVE TO THE ELECTION OF SECRETARY OF THE ACPBC.</p>
<p>Sandy Briggs said:</p> <p>Paul West said:</p>	<p>MR. CHAIRMAN, I HAVE THE PLEASURE OF NOMINATING Erik Krogh TO THE OFFICE OF SECRETARY UNTIL THE CLOSE OF THE 2009 ANNUAL GENERAL MEETING OF MEMBERS OR UNTIL HIS SUCCESSOR IS DULY ELECTED OR APPOINTED.</p> <p>ARE THERE ANY FURTHER NOMINATIONS?</p> <p>None</p>
<p><b>IF NO FURTHER NOMINATIONS</b></p> <p>Paul West said:</p> <p>Doug Bickley said:</p> <p>Caroline Preston said:</p> <p>Paul West said:</p>	<p>AS THERE ARE NO FURTHER NOMINATIONS, WILL SOMEONE MOVE THAT THE NOMINATIONS BE CLOSED?</p> <p>I MOVE THAT THE NOMINATIONS BE CLOSED.</p> <p>I SECOND THAT MOTION.</p> <p>Carried (none opposed)</p> <p>AS THERE IS ONE TO BE ELECTED AND THE SAME NUMBER OF NOMINEES, I NOW DECLARE THAT <b>Erik Krogh</b> HAS BEEN DULY ELECTED TO THE POSITION OF SECRETARY OF THE ACPBC , BY ACCLAMATION, TO HOLD OFFICE UNTIL THE CLOSE OF THE <b>2009</b> ANNUAL MEETING OF MEMBERS OR UNTIL HIS SUCCESSOR IS DULY ELECTED OR APPOINTED.</p>

Paul West said:	WE WILL NOW MOVE TO THE ELECTION OF TREASURER OF THE ACPBC.
Kevin Taylor said:	MR. CHAIRMAN, I HAVE THE PLEASURE OF NOMINATING Sandy Briggs TO THE OFFICE OF TREASUREER UNTIL THE CLOSE OF THE 2009 ANNUAL GENERAL MEETING OF MEMBERS OR UNTIL HIS SUCCESSOR IS DULY ELECTED OR APPOINTED.
Paul West said:	ARE THERE ANY FURTHER NOMINATIONS?  None
<b>IF NO FURTHER NOMINATIONS</b>	
Paul West said:	AS THERE ARE NO FURTHER NOMINATIONS, WILL SOMEONE MOVE THAT THE NOMINATIONS BE CLOSED?
Brian Collister said:	I MOVE THAT THE NOMINATIONS BE CLOSED.
Patrick Novak said:	I SECOND THAT MOTION.  Carried (none opposed)
Paul West said:	AS THERE IS ONE TO BE ELECTED AND THE SAME NUMBER OF NOMINEES, I NOW DECLARE THAT <b>Sandy Briggs</b> HAS BEEN DULY ELECTED TO THE POSITION OF TREASURER OF THE ACPBC, BY ACCLAMATION, TO HOLD OFFICE UNTIL THE CLOSE OF THE <b>2009</b> ANNUAL MEETING OF MEMBERS OR UNTIL HIS SUCCESSOR IS DULY ELECTED OR APPOINTED.



<p>Paul West said:</p>	<p>WE WILL NOW MOVE ON TO THE ELECTION OF THE REMAINING DIRECTORS OF THE SOCIETY.</p> <p>ON THEIR ELECTION, EACH OF THE OFFICERS IS ALSO ELECTED AS A DIRECTOR</p> <p>I DECLARE THAT THERE ARE THEREFORE UP TO SEVEN DIRECTORS WHO CAN BE ELECTED, INCLUDING THE CATEGORIES OF STUDENT AND ASSOCIATE DIRECTOR. AS OF THIS MEETING, FIVE NOMINATIONS IN THE MEMBER CATEGORY HAD BEEN RECOMMENDED BY THE NOMINATING COMMITTEE, WITH NO PROPOSALS FOR THE ASSOCIATE AND STUDENT DIRECTOR.</p>
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<p>Dave Berg said:</p>	<p>MR. CHAIRMAN, I HAVE THE PLEASURE OF NOMINATING THE FOLLOWING PERSONS AS DIRECTORS OF THE SOCIETY TO HOLD OFFICE UNTIL THE 2009-2011 ANNUAL MEETINGS OF MEMBERS OR UNTIL THEIR SUCCESSORS ARE DULY ELECTED OR APPOINTED:  GRANT BRUCE  DOUG BICKLEY  TODD WHITCOMBE  SCOTT HOEKSTRA  PAULO SGARBI</p> <p>ARE THERE ANY FURTHER NOMINATIONS?</p> <p>None</p>
<p><b>IF NO FURTHER NOMINATIONS</b></p> <p>Paul West said:</p> <p>James Teshima said:</p> <p>Fred Chen said:</p> <p>Paul West said:</p>	<p>AS THERE ARE NO FURTHER NOMINATIONS, WILL SOMEONE MOVE THAT THE NOMINATIONS BE CLOSED?</p> <p>MOVE THAT THE NOMINATIONS BE CLOSED.</p> <p>I SECOND THAT MOTION.</p> <p>Carried (none opposed)</p> <p>AS THERE ARE SEVEN DIRECTORS TO BE ELECTED AND THERE ARE THAT NUMBER OR FEWER OF NOMINEES, I NOW DECLARE THAT <b>Grant Bruce, Doug Bickley, Todd Whitcombe, Scott Hoekstra, Paulo Sgarbi</b> HAVE BEEN DULY ELECTED AS DIRECTORS OF THE ACPBC, BY ACCLAMATION, TO HOLD OFFICE UNTIL THE CLOSE OF THE 2009-2011 ANNUAL MEETING OF MEMBERS OR UNTIL THEIR SUCCESSORS ARE DULY ELECTED OR APPOINTED.</p> <p>THE NOMINATING COMMITTEE HAS PROPOSED THAT IF THERE WERE NO FURTHER NOMINATIONS THE TERMS OF ALL NINE DIRECTORS AS SPECIFIED IN THE BYLAWS WILL BE DETERMINED BY LOT.</p> <p>IF THERE ARE NO OBJECTIONS WE WILL SO PROCEED. AS PROVIDED BY THE BY LAWS THE BOARD OF DIRECTORS WILL ENDEAVOUR TO FILL THE REMAINING VACANCIES</p>

<p><b>APPROVAL OF THE FINANCIAL STATEMENTS</b></p> <p>Paul West said:</p> <p>Sandy Briggs, as Treasurer said:</p> <p>Sandy Briggs said:</p> <p>Dianne Luszniak said:</p> <p>Paul West said:</p>	<p>WE WILL NOW PROCEED WITH THE APPROVAL OF THE FINANCIAL STATEMENT FOR THE SOCIETY DATED JULY ---, 2008 (Attachment #3). I BELIEVE SANDY BRIGGS, TREASURER OF THE ACPBC HAS A MOTION IN CONNECTION WITH THIS MATTER.</p> <p>I MOVE THAT THE FINANCIAL STATEMENT, AS DISTRIBUTED, BE ACCEPTED.</p> <p>I SECOND THE MOTION.</p> <p>ARE THERE ANY QUESTIONS OR COMMENTS?</p> <p>YOU HAVE HEARD THE MOTION. ALL IN FAVOUR? OPPOSED, IF ANY?</p> <p>Carried (none opposed).</p>
<p><b>Appointment of Auditing Committee</b></p> <p>Erik Krogh said:</p>	<p>AS PROVIDED BY THE BYLAWS SECTION 10, THE BOARD OF DIRECTORS PROPOSES THE FOLLOWING EXECUTIVE MOTION</p> <p>MOTION: THAT THE BOARD APPOINT AN AUDITING COMMITTEE OF TWO MEMBERS IN GOOD STANDING TO AUDIT THE FINANCIAL STATEMENTS OF THE ASSOCIATION FOR THE 2008-2009 YEAR AND REPORT TO THE ANNUAL MEETING OF THE MEMBERS IN 2009</p> <p>IS THERE ANY DISCUSSION?</p> <p>ALL THOSE IN FAVOUR? OPPOSED?</p> <p>Carried (none opposed).</p>

<p><b>Annual report of the Directors</b> Paul West said:</p>	<p>THE ANNUAL REPORT OF THE SOCIETY HAS BEEN DISTRIBUTED TO THE MEMBERS (Attachment #4) AND IS TABLED AT THIS MEETING. A DISCUSSION SESSION IS SCHEDULED AFTER THIS MEETING</p>
<p><b>Membership and Communications Report</b>  Paul West said:  Dave Berg said:</p>	<p>I WILL NOW CALL ON DAVE BERG TO GIVE A SUMMARY MEMBERSHIP REPORT ON BEHALF OF THE REGISTRAR TOM FYLES (Attachment #5) AND OUTLINE COMMUNICATION WITH NEW MEMBERS.</p> <p>Dave Berg reported on behalf of the Registrar (Tom Fyles, Attachment #5) and the Membership and Registration Committee (Todd Whitcombe, Attachment #6). He invited members of the Association to volunteer ideas and efforts to increase communications with practicing Chemists and increase membership numbers. Volunteers are also needed to improve the website and members with expertise in this area were invited to assist in this effort. Dave also reported that the Association is designing a professional stamp that will be made available to registered professional chemists.</p>
<p><b>OTHER BUSINESS</b>  Paul West said:</p>	<p>IS THERE ANY OTHER BUSINESS?</p> <p>A brief discussion about goals to Association including recognition of Professional Chemists by BC Min of Environment as Qualified Professionals and doubling ACPBC membership over the next year.</p>

<b>TERMINATION OF THE MEETING</b>	
Paul West said:	IF THERE IS NO FURTHER BUSINESS TO BE BROUGHT BEFORE THE MEETING, I SHALL ASK FOR A MOTION TO TERMINATE THE MEETING.
Brian Collister said:	I MOVE THAT THE MEETING TERMINATE.
Gary Leach said:	I SECOND THE MOTION.
Paul West said:	YOU HAVE HEARD THE MOTION. ALL IN FAVOUR? CONTRARY, IF ANY? CARRIED
	Carried (none opposed)
Paul West said:	I NOW DECLARE THE MEETING TERMINATED

Note: All attachments and notes from the post AGM discussion are filed with the secretary (Erik Krogh) and copies are available on request.