

Association of the Chemical Profession of British Columbia

Minutes

5th ANNUAL GENERAL MEETING

Thursday, August 30 2012

5:30 pm – 7:00 pm

Simon Fraser University Harbourside Center
515 West Hastings Street, Vancouver BC

Attendance: Elizabeth Andrucson; David Berg; Douglas Bickley; Alexander Briggs; Grant Bruce; Travis Ciofani; Thomas Fyles; Daniel Gorsic; Troy Hasanen; Scott Hoekstra; David Keeney; Erik Krogh; Gary Leach; Rosalynn Loerke; Maryam Mohmoudi; Simone Mol; Brent Mussato; Patrick Novak; Nathan Park; Caroline Preston; Julie Saxton; Tara Siemens Kennedy; Darryl Stowe; Kevin Taylor; Viren Thaker; Stephen Varisco; Dennis Wester

Members attending remotely or via proxy: Sharon Brewer; Viva Cundliffe; Blair King, Andrew Pickard, Jim Chramosta

<p>INTRODUCTION</p> <p>Paul West said:</p>	<p>Chair of the Board of Directors takes the chair.</p> <p>I WOULD LIKE TO WELCOME YOU TO THE FIFTH 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.</p> <p>ITEMS OF BUSINESS INCLUDE:</p> <ol style="list-style-type: none">1. ANNOUNCEMENT OF THE ELECTION OF DIRECTORS AND OFFICERS2. APPROVAL OF THE FINANCIAL STATEMENTS3 .REPORT OF THE AUDITING COMMITTEE4.BY-LAW AMENDMENTS <p>OF COURSE, ONLY MEMBERS ARE ENTITLED TO TAKE PART IN AND VOTE AT THIS MEETING. I WELCOME INVITED GUESTS</p>
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<p>APPOINTMENT OF SECRETARY</p> <p>Paul West said:</p>	<p>THE MEETING WILL NOW COME TO ORDER. I WOULD LIKE TO ASK ERIK KROGH, OUR SECRETARY TO ACT AS SECRETARY OF THIS MEETING.</p>
<p>EMAILED NOTICE</p> <p>Paul West said:</p>	<p>A MEETING NOTICE WAS EMAILED TO MEMBERS ON JULY 3, 2012. I WOULD ASK THAT THE SECRETARY READ AND TABLE THIS NOTICE.</p>
<p>READING OF THE NOTICE</p> <p>Erik Krogh, (Secretary), read the notice:</p>	<p>On behalf of the Board of Directors of the ACPBC, I am pleased to invite you to the Annual General Meeting of the Association of the Chemical Profession of British Columbia.</p> <p>The AGM will be held on Thursday, August 30, 2012 at 5:30 PM Simon Fraser University Harbourside Center 515 West Hastings Street Vancouver BC V6B 3K3 Room 2270</p>
<p>QUORUM (Quorum is 25+% or 10 members whichever is the lesser)</p> <p>Paul West said;</p>	<p>AS A QUORUM IS PRESENT, I WILL PROCEED WITH THE BUSINESS OF THE MEETING.</p> <p>I PROPOSE TO CONDUCT THE VOTE ON EACH MATTER BY A SHOW OF HANDS AND PROXY CARDS.</p>
<p>MEETING REGULARLY CALLED AND DULY CONSTITUTED</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>MINUTES OF THE LAST MEETING</p> <p>Paul West said:</p> <p>Erik Krogh said:</p> <p>Sandy Briggs said:</p>	<p>I WOULD ASK THE SECRETARY TO TABLE THE MINUTES OF THE AGM HELD SEPTEMBER 1, 2011.</p> <p>ARE THERE ANY ERRORS OR OMISSIONS?</p> <p>MOTION: I MOVE THE ADOPTION OF THE MINUTES.</p> <p>I SECOND THAT MOTION</p> <p>CARRIED (none opposed)</p>
<p>ANNOUNCEMENT OF ELECTION OF DIRECTORS</p> <p>Paul West said:</p> <p>Erik Krogh said:</p>	<p>THE BY-LAWS PROVIDE FOR NINE DIRECTORS WHO ARE PROFESSIONAL MEMBERS, AND A DIRECTOR WHO IS AN ASSOCIATE MEMBER AND A DIRECTOR WHO IS A STUDENT MEMBER TO A TOTAL OF ELEVEN.</p> <p>I WILL NOW CALL ON THE SECRETARY TO REPORT ON THE ELECTION OF DIRECTORS.</p> <p>AT THE AGM IN 2010 PAUL WEST, KEVIN TAYLOR AND SCOTT HOEKSTRA WERE ELECTED TO THREE YEAR TERMS ENDING IN 2013.</p> <p>LAST YEAR TODD WHITCOMBE, ERIK KROGH AND DOUG BICKLEY WERE ELECTED TO THREE YEAR TERMS ENDING IN 2014. THE TERMS OF THREE DIRECTORS EXPIRE AT THIS MEETING AND WE ACKNOWLEDGE THEIR SERVICE WITH GRATITUDE GRANT BRUCE, STEPHEN VARISCO AND SANDY BRIGGS.</p> <p>A CALL FOR NOMINATIONS WAS DULY MADE, AND A REPORT SUBMITTED BY THE NOMINATING COMMITTEE, CIRCULATED TO THE MEMBERSHIP AND TABLED AT THIS MEETING. NO FURTHER NOMINATIONS WERE RECEIVED SO THE NOMINEES BARRY LOESCHER, JULIE SAXTON AND TARA SIEMENS-KENNEDY, ARE ELECTED BY ACCLAMATION.</p>

I THEREFORE DECLARE THAT DIRECTORS ELECTED TO HOLD OFFICE UNTIL THE CLOSE OF THE 2015 ANNUAL GENERAL MEETING OR UNTIL THEIR SUCCESSORS ARE DULY ELECTED OR APPOINTED ARE; BARRY LOESCHER, JULIE SAXTON AND TARA SIEMENS-KENNEDY.

ONE NOMINATION WAS RECEIVED FOR THE STUDENT MEMBER OF THE BOARD OF DIIRECTORS, ROSE LLOERKE.

I THEREFORE DECLARE ROSE LOERKE TO BE ELECTED AS STUDENT DIRECTOR BY ACCLAMATTION TO HOLD OFFICE UNTIL THE CLOSE OF THE AGM IN 2013, OR UNTIL HER SUCCESSOR IS DULY ELECTED OR APPOINTED.

AS THERE WERE NO NOMINATIONS FOR THE POSITION OF ASSOCIATE MEMBER THIS POSITION REMAINS VACANT UNTIL APPOINTED BY THE BOARD OF DIRECTORS.

THE REGISTRAR TOM FYLES IS AN OFFICER OF THE ACPBC APPOINTED BY THE BOARD.

THE ACPBC THANKS MEGAN PERKINS FOR HER SERVICE AS STUDENT MEMBER IN 2011 AND 2012.

ANNOUNCEMENT OF THE ELECTION OF THE OFFICERS

Paul West said:

WE WILL NOW PROCEED WITH THE ANNOUNCEMENT OF THE ELECTION OF THE OFFICERS. THE PRESIDENT OF THE SOCIETY, PAUL WEST WAS ELECTED FOR A TWO YEAR TERM IN 2010, EXPIRING AT THIS MEETING. I WILL NOW CALL ON THE SECRETARY TO ANNOUNCE THE RESULTS OF THE ELECTION OF OFFICERS.

Erik Krogh said:

OFFICER POSITIONS TO BE FILLED AT THIS MEETING ARE:

- THE PRESIDENT & CHAIR OF THE BOARD FOR A TERM OF TWO YEARS
- THE VICE PRESIDENT & VICE CHAIR OF THE BOARD, THE SECRETARY AND THE TREASURER ALL FOR TERMS OF ONE YEAR.

IN THE CALL FOR NOMINATIONS TO THESE OFFICER POSITIONS, IN EACH CASE ONLY THE CURRENTLY SERVING OFFICER WAS NOMINATED AS PROPOSED IN THE REPORT OF THE NOMINATING COMMITTEE.

	<p>THEREFORE IT IS MY PLEASURE TO ANNOUNCE THAT THE FOLLOWING HAVE BEEN ELECTED BY ACCLAMATION:</p> <p>PAUL WEST TO HOLD OFFICE OF PRESIDENT UNTIL THE CLOSE OF THE 2014 ANNUAL GENERAL MEETING OF MEMBERS OR UNTIL HS SUCCESSOR IS DULY ELECTED OR APPOINTED.</p> <p>AND</p> <p>KEVIN TAYLOR, VICE PRESIDENT AND VICE CHAIR OF THE BOARD; ERIK KROGH, SECRETARY; SANDY BRIGGS, TREASURER, TO HOLD OFFICE UNTIL THE CLOSE OF THE 2013 ANNUAL GENERAL MEETING OR UNTIL HIS SUCCESSOR IS DULY ELECTED OR APPOINTED.</p> <p>IT IS NOTED THAT KEVIN TAYLOR AND ERIK KROGH CONTINUE AS DIRECTORS, AND SANDY BRIGGS WILL SIT ON THE BOARD OF DIRECTORS EX OFFICIO AS TREASURER.</p>
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<p>APPROVAL OF THE FINANCIAL STATEMENTS</p> <p>Paul West said:</p> <p>Sandy Briggs (Treasurer) said:</p> <p>Doug Bickley said:</p> <p>Paul West said:</p>	<p>WE WILL NOW PROCEED WITH THE APPROVAL OF THE FINANCIAL STATEMENT FOR THE SOCIETY DATED AUGUST 30 2012. I BELIEVE SANDY BRIGGS, TREASURER OF THE ACPBC HAS A MOTION IN CONNECTION WITH THIS MATTER.</p> <p>MOTION: 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>Announcement of the Nominating</p>	

<p>Committee, the Discipline Committee, and the Membership Committee</p> <p>Paul West said:</p> <p>Tom Fyles</p>	<p>I WILL NOW ASK TOM FYLES, THE REGISTRAR, TO ANNOUNCE THE NAMES OF THE NOMINATING COMMITTEE, THE DISCIPLINE COMMITTEE AND THE MEMBERSHIP AND REGISTRATION COMMITTEE FOR 2012-2013 (REPORT ATTACHED).</p> <p>[TOM FYLES TABLES THE REPORT]</p>
<p>Report of the Auditing Committee</p> <p>Appointment of the Auditing Committee</p> <p>Paul West said:</p> <p>Erik Krogh said:</p>	<p>WE WILL NOW PROCEED TO THE AUDITING COMMITTEE REPORT FOR THE 2011 FINANCIAL YEAR. THE REPORT HAS BEEN TABLED AS REQUIRED BY THE BY-LAWS ARE THERE ANY QUESTIONS OR COMMENTS ON THE REPORT?</p> <p>DEANNA COTTRELL AND DAVE HOPE HAVE AGREED TO SERVE ON THE AUDITING COMMITTEE FOR 2012-2013.</p> <p>I PROPOSE FOLLOWING EXECUTIVE MOTION.</p> <p>MOTION: THAT THE BOARD APPOINT THE AUDITING COMMITTEE OF TWO MEMBERS IN GOOD STANDING: DEANNA COTTRELL AND DAVE HOPE TO AUDIT THE FINANCIAL STATEMENTS OF THE ASSOCIATION FOR THE 2011 YEAR AND REPORT TO THE ANNUAL MEETING OF THE MEMBERS IN 2013.</p> <p>IS THERE ANY DISCUSSION?</p> <p>ALL THOSE IN FAVOUR? OPPOSED?</p> <p>CARRIED (none opposed)</p>

<p>Paul West said:</p>	<p>IS THERE FURTHER DISCUSSION? ALL IN FAVOUR? OPPOSED?</p> <p>CARRIED (none opposed)</p> <p>MOTION 2: THAT SECTIONS OF Section 13 OF THE BY-LAWS OF THE ACPBC BE AMENDED AS FOLLOWS:</p>
<p>Tom Fyles (Registrar):</p>	<p>13.05</p> <p>(c) Student Members – includes students in a recognized <u>post-graduate or undergraduate</u> Chemistry program in the province of British Columbia. <u>Student members are not deemed to be engaged in “work in chemistry-related field” for the purpose of applying for registration under section 13.04.</u></p> <p><u>(d) Retired professional member - Any Professional Chemist member in good standing may elect to notify the Registrar in writing of their intention to withdraw from active practice and employment as a professional chemist and request membership in the Association as a “Professional Chemist , Retired”. Such members will normally not be regarded as registered members or as regulated members as identified in 13.07.</u></p>
<p>Paul West said:</p>	<p>IS THERE FURTHER DISCUSSION? ALL IN FAVOUR? OPPOSED?</p> <p>CARRIED (none opposed)</p> <p>MOTION 3: THAT THE BY-LAWS OF THE ACPBC BE AMENDED AS FOLLOWS:</p>
<p>Tom Fyles (Registrar):</p>	<p>A) Section 1 1.01 <u>Definitions</u> - ... “Voting Member” means a registered member, a <u>retired professional</u> member, <u>an</u> associate member, or <u>a</u> student member, or any other category of membership that is entitled to vote at an annual or special meeting of the Association;</p> <p>B) Section 3 3.03 <u>Nominating Committee</u> - A nominating committee consisting of <u>no fewer than</u> three (3) members in good standing shall be appointed by the Board no later than five (5) months before the annual meeting to serve for the ensuing year. The nominating committee shall follow the procedure in Section 6.01 and shall nominate at least one nominee for</p>

each position of director and officer position. Failure of the committee to nominate the requisite number of directors shall not invalidate the election of any directors otherwise duly elected in accordance with Section Six. Vacancies on the committee occurring during the year shall be filled by the Board.

C) Section 5

SECTION FIVE - OFFICERS OF THE SOCIETY ASSOCIATION

5.02 Officers of the Association – The officers of the Association shall be the President, Vice President, Secretary, and Treasurer, though one individual may hold the offices of Secretary and Treasurer jointly as Secretary-Treasurer.

D) Section 6

6.01 Nominations - The chairman of the nominating committee shall provide to the secretary a list of nominees, together with the written consent of each nominee to stand for election as a director and or officer at least ~~three (3)~~two (2) months prior to the date set for the annual meeting. Not less than ~~seventy-five (75)~~fifty-five (55) days prior to the annual meeting, the secretary of the Association shall send by electronic mail, facsimile communication or post to each voting member in good standing a list of the nominations made by the nominating committee. Additional nominations may be received by the secretary up to ~~forty-five (45)~~twenty-five (25) days before the date set for the Annual meeting, as long as the nominee consents in writing to the nomination, the nominee has membership in the required category and in good standing and the nomination is signed by at least three (3) other voting members in good standing.

6.03 Letter-Ballot - All elections of directors and officers shall be conducted by letter ballot or other secure electronic means. The names of all persons nominated as directors and officers shall be placed on the ballot form. The number to be elected and method of marking the ballots shall be made clear on the ballot forms. Ballot forms shall be ~~mailed~~distributed by the secretary at least ~~thirty (30)~~twenty (20) days prior to the annual meeting to the voting members in good standing whose names are recorded in the registers of voting members two (2) days prior to the day on which ballots are mailed.

E) Section 8

8.01 Annual General Meetings - The Association shall hold an annual general meeting every year on or before September 30th of each year, or in the case of the first AGM no later than fifteen months following incorporation. The Board shall fix the location and the exact date of an annual general meeting at least ~~five (5)~~three (3) months in advance of that meeting.

8.03 Simultaneous Meetings - An annual or special meeting may be held simultaneously in more than one location as determined by the Board, with each location linked by such telephone, teleconference or other communications facilities as permit all participants in each location to hear participants in every other location. Each person participating at each such

<p>Paul West said:</p>	<p>location shall be deemed to be present at the meeting, <u>and may participate in voting by secure electronic means.</u> 8.11 <u>Show of Hands</u> - Any question at an annual or special meeting, shall be decided by a show of hands, <u>or a secure electronic equivalent in the case of simultaneous meetings,</u> unless a ballot thereon is required or demanded as hereinafter provided.</p> <p>F) Section 13 13.17 <u>Suspension and Expulsion</u> - Allegations of unskilled practice or unprofessional conduct against professional members of <u>ACPBC</u> the Association shall be adjudicated by the Discipline Committee following procedures established by the Board, and may recommend to the Board sanctions against the member....</p> <p>IS THERE FURTHER DISCUSSION? ALL IN FAVOUR? OPPOSED?</p> <p>CARRIED (none opposed)</p>
<p>OTHER BUSINESS</p> <p>Paul West said:</p>	<p>IS THERE ANY OTHER BUSINESS?</p>
<p>TERMINATION OF THE MEETING</p> <p>Paul West said:</p> <p>Sandy Briggs said:</p> <p>Doug Bickley said:</p> <p>Paul West said:</p> <p>Paul West said:</p>	<p>IF THERE IS NO FURTHER BUSINESS TO BE BROUGHT BEFORE THE MEETING, I SHALL ASK FOR A MOTION TO TERMINATE THE MEETING.</p> <p>I MOVE THAT THE MEETING TERMINATE.</p> <p>I SECOND THE MOTION.</p> <p>YOU HAVE HEARD THE MOTION. ALL IN FAVOUR? OPPOSED?</p> <p>CARRIED (none opposed)</p> <p>I NOW DECLARE THE MEETING TERMINATED</p>