1) Call to order

The meeting was called to order at 2:04 p.m. by Cathy Wilcox. A formal request was made of Jackie Scheffel who was registering attendance as to whether we had quorum. 37 voting members were present at that time, plus five band conductors (who are non-voting members). According to the draft bylaws, quorum for an AGM is 10% of the voting membership. Membership, as determined by the web-master and administrator of the registration process, Jody Gomber, at the time of the AGM was 227, so the quorum requirement of 23 voting members was attained.

2) Introductory remarks.

Cathy Wilcox made a short presentation on the evolution of ONHB from its start 10 years ago as a program within Dominion-Chalmers Church. Due to DC’s uncertain future, ONHB became an independent not-for-profit corporation in June of this year. She indicated that there were four positions on the board of directors to be filled at this AGM: chair, vice-chair, treasurer and secretary. Two of the four would serve a two-year term, and two a one-year term (to be decided among the elected Board members) so that in future, no more than two members would change yearly, providing continuity. Board members can serve consecutive terms.

Four nominations had been received for the board by last Thursday, the deadline for having names printed on the ballot. An email call was subsequently made for additional nominations. Anyone else wanting to run for the board was invited to pick up a nomination form at the registration desk, obtain the necessary signatures and submit it to Cathy Wilcox by 2:30 p.m. today, as the election of board members would take place later in this AGM.

At this point, the meeting was turned over to Steve Snell, who asked that the proposed agenda for the meeting be approved. Deb Snell moved to approve, and Brenda Grant seconded. Passed.

3) By-Laws

Steve Snell explained that there are three requirements for a not-for-profit corporation like ONHB: approving bylaws, appointing a public accountant, and electing a board of directors. He explained that the by-laws as drafted by a by-law committee originated from an Industry Canada template, which included both “must have” and discretionary items.

He then proposed the motion: "That the ONHB By-law dated October 5, 2017, as distributed electronically to the membership, be approved”. So moved by Deanna Hawley, seconded by Al Hahn.

During discussion, Steve Snell noted that section 8(2)(b) should refer to section 22, not 21. Prospero Vito asked how funds are controlled and whether the by-laws should reflect this. Leslie Scott (who has been acting Treasurer) noted that all expenditures required two signatures. The five “incorporators” currently have signing authority. Controls will be outlined in financial policies under development.

Kathleen O’Brien noted that Section 17 referred to the now obsolete “Ottawa-Carleton” region and moved that it be changed to “Ottawa” region. Seconded by Brenda Grant. Approved. Kathleen also noted that there was no mention of proxy voting, and felt that since members travelled a lot, it would be useful. Steve Snell noted that this was one of the optional clauses. It was agreed that the Board would consider this in the future.

Beth Doubt questioned whether section 5 on banking should permit banking outside of Canada, moving that the phrase “or elsewhere” be dropped. Seconded by Katie Kenney. Carried. It was agreed by the meeting informally that minor amendments, if there was no opposition, would be considered “friendly amendments” and not voted on.

Margus Aruja questioned the phrase in section 3 “Deeds … contracts … ‘may’ be signed by two Directors …” noting that this was not binding language. Steve Snell said the word “may” came from the template. Margus Aruja recommended that it be changed to “shall”. Accepted as a friendly amendment. He also noted that section 25 made a reference to section 22 rather than the correct section 24. Accepted.

Beth Doubt questioned whether “unincorporated organizations” should be considered “persons” in section 2. Steve Snell noted that this was from the template, and that the by-laws had been reviewed by a lawyer. She asked whether this was necessary. It was agreed that the board should look at this.

Jill Heckman asked whether the purpose of the organization should be included in the by-laws. Leslie Scott noted that this information was provided to Industry Canada when we incorporated, and can be displayed on the web site, but does not need to be in the by-laws. Webmaster Jody Gomber said that there is a statement of purpose under About Us on the webpage, and Cathy Wilcox explained that the stated purpose is consistent with that of the New Horizons International Music Association.

Kathleen O’Brien said she had a number of small editorial items that were not material and she would give them to the Board for consideration and editing.

Steve Snell then re-read the motion to approve the By-laws as presented and amended/corrected in the discussion. Passed.

4) Treasurer’s report

Leslie Scott noted that at an AGM there would normally be a presentation on the financial statement, i.e. the financial results of the past year, as well as on a budget for the coming year. But as we are in year one, we are just working with an initial budget for the period July 2017 to June 2018, which was distributed to all members attending the AGM. She noted that this was an initial projection made early in the process with many financial unknowns which projects a small operating surplus at the end of the year. There were concerns that with moving the bands to new locations, the numbers of participants might go down, which has not happened. But there are new costs (SOCAN, insurance, incorporation fees, auditing/financial review) which we had not had to consider in previous years while under DC. There were also some payments that we chose to make in order to facilitate our transition to the new spaces, for example, the decision to purchase additional chairs at Brookfield HS for clinics. In addition, some of our on-going costs are rising as a result of the changes to practice and performance space (e.g. rental of auditorium for our concerts, higher costs for photocopying). Some of these items are still in negotiation but we should remain at least at a break-even budget.

5) Appointment of a public accountant

Motion read by Steve Snell “That Ted Lupinski be appointed as the public accountant for the 2017-2018 financial year”.

Discussion: Leslie Scott noted that incorporation requires the appointment of a practising and certified accountant who was not in a conflict-of-interest situation (e.g. not a member of the band). She recommends Ted Lupinski, chartered accountant, to do the financial review. He has acted as the public accountant for the Ottawa Children’s Choir for several years. In the discussion that followed, questions were raised about getting someone to do the review at a lower cost, and not doing a full audit. Leslie Scott and Kathryn Elliott (formerly of the Office of the Auditor General) had asked a number of CA/CMA/CPA to volunteer to do this work pro bono, without success. Kathryn Elliott also noted that our bank requires us to have audited statements for at least the first two years, to qualify for a credit card. It was noted that doing the ONHB’s first-year review requires more work than would an organization having a longer financial history. Moved by Leslie Scott, seconded by Brian Carr. Carried.

6) Election of directors

Cathy Wilcox asked if there were any further nominations for the board from the floor. As no further nominations were received, the four nominees: Brian Carr, David Chaplin, Leslie Scott and Steve Snell, were acclaimed.

7) Q & A session

No questions were raised.

8) Adjournment

Meeting adjourned at 3:45 p.m.