



**NATIONAL ASSOCIATION OF FEDERAL RETIREES
OTTAWA BRANCH**

MINUTES

Annual General Meeting

May 2, 2017

Ottawa, Ontario

Note:

At the Fall 2016 General Members Meeting, Ottawa Branch members passed a resolution to establish an unincorporated charter branch to comply with National Association by-laws.

Discussions continued about how to handle the condo building and the final resolution was to repurpose the existing corporation, 1596954 Ontario Inc. to own and lease it back to the charter branch.

Given that the change to chapter status happened near the end of 2016, it was deemed impractical to have separate AGMs for the charter branch and the corporation in 2017. Therefore, these minutes pertain to both entities.

Separate AGMs have been scheduled for the charter branch and the corporation in 2018 with separate minutes.

**NATIONAL ASSOCIATION OF FEDERAL RETIREES
OTTAWA BRANCH
2285 St Laurent Blvd – Unit B-2
Ottawa, Ontario, K1G 4Z5**

Annual General Meeting
Held Tuesday, May 2, 2017 at 9:30 a.m.
At the Hellenic Centre, 1315 Prince of Wales Dr., Ottawa, ON

MINUTES

Welcome and Introduction of Board Members

The President, Stephen Troy, opened the meeting by welcoming everyone and introducing the Corporate Secretary, Gisèle Samson-Verreault, and the Treasurer, Robert Giroux sitting at the head table. He then introduced the special guests, and the members of the Board of Directors of the Ottawa Branch.

The President advised the assembly that the envelopes placed on each chair contained various documents including:

- Agenda,
- Audited 2016 Financial Statements,
- Integrated report from the President and the Branch Committees outlining last year's activities,
- Amendment to the slate of candidates for election for the term of H. Nadeau,
- Status report on the disincorporation of the Branch, which will be discussed at greater length later on, and
- Various forms and questionnaires for Members to complete in order to help plan future meetings.

Having determined that there was well in excess of the mandatory minimum of 50 members in attendance; the President declared that there was quorum and therefore the meeting was legally constituted.

Approval of the Agenda

The President explained that the agenda in the envelope is an agenda for an incorporated branch as we were for the last ten years, but now that the Branch is operating as a Charter Branch, the agenda must be replaced by one that is in conformity with the requirements of the National Association.

The Agenda was reviewed on an item by item basis. After which the President asked for a motion to approve.

Bill Bennett moved and G. Nelson seconded the motion to approve the Agenda which was approved unanimously.

Approval of Minutes of the Annual General Meeting of May 3, 2016

Linda Balke moved that the Minutes be adopted and Karen Kirby seconded the motion. The President invited questions from the audience and there were no questions. By a show of hands, the Minutes, were unanimously approved.

Adoption of Minutes of the Special Members' Meeting of Oct. 25, 2016

R. Richer moved that the Minutes be adopted and Clair Hardy seconded the motion. The President invited questions from the audience and there were no questions. By a show of hands, the Minutes of the Special Members Meeting were unanimously approved.

President's Report

The President gave a brief overview of his portion of the Integrated Report. He emphasized the fact that the success of the Branch depends entirely on the volunteers that dedicate their time to serve their fellow NAFR Members. He pointed out that the more volunteers we have, the greater amount of service we can provide to our Members.

The President also summarised the activities that the Board would be overseeing as a result of their Strategic Planning work. The main focus would be on advocacy and internal communications.

Mr. Troy also noted the contributions of Peter Cormier during his 5 years as a Board member and Chair of the Communications Committee and flagged that the Managing Director, C. Guerin, was retiring effective May 31, 2017.

The President invited questions from the audience and there were no questions. He then invited a motion to acknowledge receipt of his report.

Moved by K. Fernandez, seconded by E. Ricci and unanimously approved.

The President then invited the Treasurer, Robert Giroux, to address the next items on the Agenda.

Treasurer's Report

Robert Giroux gave an overview of the 2016 Audited Financial Statements. He noted that a more complete report was included in the package of material distributed at the beginning of the meeting. Highlights of the overview included:

- In 2016, the Branch had an excess of expenses over revenue on a cash basis of \$9,947. After deducting depreciation, which is an expense not requiring cash, the net result was an excess of expenses over revenues of \$15,052.
- Membership Fees increased by \$10,337.
- Expenses increased by \$23,971.
- Major increases from last year were due to the expenses and equipment required to update our IT capacity and the increased costs of the Fall and Spring Meetings. In addition to these members' meeting, we had a special meeting on the subject of "*Memory Loss vs. Alzheimer's*", which over 400 members attended.
- There were savings in membership renewals as National Office has assumed the responsibility handling renewals.

- The Balance Sheet remained positive with Net Assets at \$142,432, with the unrestricted amount of Net Assets of \$52,820.
- Cash in the Bank is \$48,378 as a result of collecting the 2017 dues in advance during the month of December 2016. The \$16,992 shown in the current liability section, is the National share of these 2016 dues to be remitted to the National Office during 2016.
- The 2017 dues collected in December 2016 are lower than those collected last year because of an increase in the number of members who paid their dues directly to National Office.
- Deferred Revenue of \$43,440 is higher because more members pay their dues throughout the year instead of at year end.

The Treasurer concluded his remarks by saying that the Financial Statements had been approved by the Board, as required by our By-Laws, and that the Auditor stated in his report that the Financial Statements fairly present the financial position and the financial performance of the Branch during 2016.

After a brief question and answer period, the Treasurer indicated that these were duly approved by the Board of Directors but we need a resolution to attest receipt by the members. He invited a resolution from the floor to acknowledge receipt of the audited Statements.

K. Kirby moved and H. Nadeau seconded the motion which was approved unanimously.

Budget and Forecast

The Treasurer reviewed the highlights of the Budget for the current year.

Revenues are budgeted at the same amounts as those forecast at the time the Budget was approved by the Board. However, a \$25,511 reduction in expenses will generate a small revenue over Expense of \$256.

He added that the forecast for the year 2018 should show similar results as no unusual events or expenses are foreseen at this time of year. Therefore, this document serves two purposes i.e. the budget for 2017 and the forecast for the following year.

C. Hardy moved and K. Fernandez seconded the motion that the budget for 2017 and the Forecast for the following year be considered received.

After a few questions from the floor, the motion was approved unanimously.

Appointment of the Auditor for the Year 2017

The Treasurer moved that the present auditor, Frouin Group CA, be reappointed as Auditor for the year 2017 and G. Samson-Verreault seconded the motion.

The Treasurer invited questions from the floor. After a brief question and answer period The motion was unanimously approved.

Status of the Disincorporation

As mandated in previous years by the membership, the Board of Directors has taken all the necessary steps to convert the Branch from an incorporated Branch to an

unincorporated Charter Branch of the National Association, in compliance with the resolution passed at the 2014 National Annual Members' Meeting. A status report was included in the documents provided at the beginning of the meeting.

The only unresolved issue was the Condo office which could not be held by a charter branch as it is not a legal body by itself. The possibility that the condo be held in trust by the National Association presented some legal hurdles that were not yet resolved. However, with the receipt of a last-minute opinion from an independent legal counsel the matter has been addressed.

Going forward the Branch will function as an approved Charter Branch while the incorporated Body which used to carry on the function of the Ottawa Branch will be non-operational and will have one asset only, the condo office. The Ottawa Branch members will control both the incorporated body and the Charter Branch. The bottom line is that there will be no operational change from the current situation and the Branch will be in full control of the building, its use, and maintenance.

In the coming months, the Board will prepare the necessary documents to legalise the proposed arrangements along with the necessary resolution to the members whereby all previous resolutions dealing with disincorporation and Trust to hold ownership of the condo will be nullified (if required).

In view of the above developments, the President stated that the resolution originally scheduled for this meeting is withdrawn.

Election of Directors

The President turned the meeting over to Daniel Brunet to present the Nominations Committee Report. He reported that written notification had been issued to the membership inviting members to express their interest in serving on the Board of Directors.

Keith Fernandez, Daniel Brunet, Diane Lacelle and Richard Wagner are in the second year of their two-year terms.

There are seven positions to be filled and seven nominees. Because no other candidates came forward within the prescribed time frame, Daniel Brunet announced that an election would not be required and declared the slate of proposed nominees elected by acclamation. He then introduced the newly elected members of the Board of Directors.

Elected for a two-year term: David Bennett, Gray Gillespie, Robert Giroux, Clair Hardy, H el ene Nadeau and Gis ele Samson-Verreault

Elected for a one-year term: Christine Desloges and Stephen Troy.

Floor Opened to Questions from Members

The President invited Members to ask questions pertaining to this formal part of the Annual General Meeting. Once answers were given to all the questions raised by the members, the President put forward a motion to terminate the meeting.

Before the motion was finalized, the President noted that Louis Robayo had completed his term as a member of the Board. He expressed his sincerest thanks to Louis for the


dedication he gave to the organization during his term in office, as well as for his leadership in moving the disincorporation file forward.

Members gave a good round of applause.

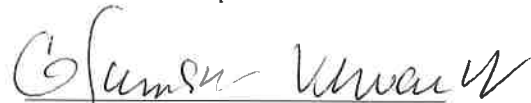
Adjournment

Gisèle Samson-Verreault moved to terminate the meeting. It was seconded by D. Bennett and unanimously approved.

The official business portion of the meeting terminated at 12:05 pm.



Stephen Troy, President



Gisèle Samson-Verreault, Secretary