

SIERRA CLUB CANADA FOUNDATION

AGM

Saturday, November 14, 2015

2:00 p.m. Eastern Standard Time

1510-1 Nicholas Street

Ottawa, Ontario

#	Time Eastern	Agenda item	Speaker	Materials	Discussion/Action/Motion
1	2:00 pm	<b>Call to order of meeting</b>	Chair	Quorum Check Sign-in Sheet  Present: per a separate list	Aneta reported we have Quorum except for purposes of a BC election for director to the Board.
2	2:05	<b>Appoint minute taker</b>	Chair		Motion to appoint Mary Kainer as the minute taker: Mover: Jeremy Gawen Second: Peter Smith Carried.
3	2:10	<b>Review and Approval of Agenda</b>	Chair		Motion to approve agenda Mover: David Snider Second: Mary Kainer Carried
4	2:15	<b>Approval of minutes from 2014</b>	Chair	Draft Minutes	Motion to waive the reading of the minutes Mover: Jeremy Second: Peter Carried. Motion to approve Dec 13, 2014 Meeting minutes Mover: Mary Second: Jeremy

					Carried
5	2:20	<b>Remarks from the President</b>	Michael Bernard	<p>Michael reported he feels the organization has accomplished a great deal this year administratively as well as across the country. He is especially pleased with the decision to hire Diane Beckett as Interim Executive Director as the perfect person to have brought in at this time.</p> <p>Applause all round. He pointed out the importance of the Sierra Club in the environmental movement and expressed the hope that it can continue in this work in</p>	<p>Applause for the work being done for SCCF by Diane Beckett.</p> <p>Expression of thanks to Michael Bernard for his work and commitment as President this past year.</p>

				the year ahead.	
6	2:25	<b>Report of the Interim Executive Director</b>	Diane Beckett	<p>Diane circulated a lengthy report including work done at the national office and across the country. Floris provided a detailed list of activities being carried out in Quebec. Charlie explained that the Prairie Chapter per se is not active but listed all the activities being undertaken by volunteers in Edmonton. Diane read elements of Dan's report for Ontario. (see attached list for more details).</p>	

7	2:45	<b>Appointment of Auditors for 2015 audit</b>	Treasurer	Gordon reported that Parker Prins Lebano, with three female partners, is a progressive company who has served us well over the years.	<b>Motion to appoint Parker Prins Lebano LLP as auditors for 2015 fiscal year:</b> Mover: Gordon Mair Second: Jeremy Gawen <b>Carried.</b>
8	2:50	<b>Approval of 2014 audit</b>	Treasurer Gordon Mair	2014 Audited Statement Gordon reported they auditors have given us a "clean opinion". He stated before we go to audit again the Board needs to pass a motion to write down our Donor Base Assets. The report shows we had a drain on our reserves ending with a cash position of \$34,000 at end of 2015. We need to be aggressive	<b>Motion to approve the 2014 audited financial statements</b> Mover: Gordon Mair Second: David Snider. <b>Carried.</b>

				to reverse this situation.	
9	3:00	<b>Application for Supplementary Letters Patent</b>	Diane Beckett	<p>Special Resolution of the Membership to amend the name and the objects of the corporation</p> <p>Members of the Prairie Chapter questioned the absence of the word outings in the Objects.</p> <p>Diane and Gabriella explained that the wording was designed to meet CRA criteria.</p> <p>Current wording already vetted so no opportunity to change at this time. We can create a more user friendly statement of</p>	<p><b>Motion to approve Supplementary Letters Patent</b>, read in (to be attached to the minutes)</p> <p>Mover: David Snider  Second: Jeremy Gaven</p> <p><b>Carried.</b></p> <p>Minutes to note the importance of Outings in the history and life of Sierra Club. Agreed to revisit these Objects in future.</p> <p>Minutes to record the Board's thank you to Paula Boutis for all the work she did to create this and other documents to bring SCCF in compliance with CRA criteria.</p> <p>Nothing in this document precludes the offering of outings as part of our activities.</p>

				Objects for our own use.	
10	3:05	<b>Election of Directors</b>			<p><b>Call for candidates from the floor: none</b></p> <p><b>Elections for following representatives to the board (1 per class):</b></p> <p><b>BC (1 yr term) - no quorum, non elected</b></p> <p><b>Prairie (1 yr term) - Pearl Anne. Moved/seconded by Diane on behalf of proxies. Carried.</b></p> <p><b>Quebec (2 yr term) - Nick Bakish Moved by Floris/seconded by Deirdre. Carried.</b></p> <p><b>Atlantic (1 yr term) - Wanda Baxter Moved by Gretchen/seconded by Diane. Carried</b></p> <p><b>Youth (2 yr term) - Allie Bly Moved by Aneta/seconded by Allie. Carried.</b></p> <p><b>Elections for at-large board members, 2 year terms:</b></p> <p><b>Candidates:</b></p> <p><b>Peter Smith, Silke Nebel, Graham May. Moved by Gordon/seconded by Deirdre. Carried.</b></p>

11	3:30	<b>Motion to Adjourn</b>			Motion to adjourn. Mover: David
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**SPECIAL RESOLUTION  
OF**

**SIERRA CLUB OF CANADA FOUNDATION  
(the Corporation)**

APPLICATION FOR SUPPLEMENTARY LETTERS PATENT

BE IT RESOLVED AS A SPECIAL RESOLUTION that the Corporation is hereby authorized to apply for Supplementary Letters Patent to amend the Letters Patent of the Corporation dated July 29, 1971 by:

- A. Changing the name of the Corporation from SIERRA CLUB OF CANADA FOUNDATION to SIERRA CLUB CANADA FOUNDATION
- B. Delete the objects of the Corporation in its entirety and replace with the following:
  1. To protect the environment, for the public benefit, by undertaking programs:
    - a. to preserve, protect, restore and improve the physical and natural environment, including the air, land, water, and the earth's flora and fauna, in both natural and urban environments;
    - b. to reduce, mitigate, and adapt to climate change and its effect; and
    - c. to uphold the administration and enforcement of existing laws applicable in Canada for the protection of the environment in Canada, through the use of legal proceedings to obtain remedies through the courts, tribunals or agencies with jurisdiction;
  2. To educate and increase the public's understanding of the environment and its importance by offering courses, seminars, conferences and meetings and by collecting and disseminating information on that topic;
  3. To advance the education of the public and interested parties by conducting research relating to the environment and publicly disseminating the results of such research;
  4. To relieve the financial need and suffering among victims of natural disasters in the form of reconstruction aid and initial relief for victims internationally, including the removal of the unwanted after-effects of disaster (such as rubble), the reconstruction of key community buildings and facilities, and the implementation of measures to mitigate the risk of future natural disasters.; and
  5. To receive and maintain a fund or funds and to apply all or part of the principal and income therefrom, from time to time, to charitable organizations that are also registered charities under the *Income Tax Act* (Canada)..



C. Adding the following Special Provisions:

In addition to holding meetings anywhere in Ontario, the Corporation be and is authorized to hold meetings in the following cities:

- Charlottetown, Prince Edward Island
- Calgary, Alberta
- Edmonton, Alberta
- Iqaluit, Nunavut
- Gatineau, Quebec
- Halifax, Nova Scotia
- Montreal, Quebec
- Regina, Saskatchewan
- Saskatoon, Saskatchewan
- St. John, New Brunswick
- St. John's, Newfoundland
- Vancouver, British Columbia
- Victoria, British Columbia
- Whitehorse, Yukon
- Winnipeg, Manitoba
- Yellowknife, North West Territories

BE IT FURTHER RESOLVED that any two directors of the Corporation are authorized to sign any document or do any act to give effect to the foregoing resolution, together with such modifications, alterations and/or additions thereto as any of such directors may approve or deem necessary and/or incidental thereto from time to time, in order to give full effect of the foregoing resolution.

PASSED by a majority of the Board of Directors at a meeting held on the 23rd day of October, 2015.

\_\_\_\_\_  
Name:  
Director

\_\_\_\_\_  
Name:  
Director

PASSED by a 2/3 majority of the votes cast at a meeting of members held on the 14th day of November, 2015.

\_\_\_\_\_  
Name:  
Director

\_\_\_\_\_  
Name:  
Director