

Rotary International District 7820 Incorporated

Minutes of Members' Annual General Meeting May 11, 2019

Minutes of the Annual General Meeting of the Members of Rotary International District 7820 Incorporated, the "Corporation", held on May 11, 2019 at the Pictou County Wellness Centre, Stellarton, Nova Scotia.

Present: Thirty-eight of forty-six Clubs with sixty-two of seventy-two Electors were present at the meeting. The required quorum of thirty-seven Electors was present. Approximately ninety-two Rotarians (including the Electors) attended the meeting.

DG Rob Christie chaired the meeting. DES Garth Gordon took minutes of the meeting.

1. **Call to order.** The Chair called the meeting to order at 1350.
2. **Review of Voting Procedure.** DES Garth Gordon summarized the voting procedures to be followed during the meeting as follows:
 - a. we will follow RI Voting Rules used by practice in past District AGMs;
 - b. club-appointed electors may vote on all resolutions using their **green (Yes)** or **red (No)** voting cards;
 - c. active members of clubs in this district may vote on all but two resolutions to be presented to this meeting:
 - i. approval of district dues, and
 - ii. the Nominating Committee Terms of Reference;
 - d. any club-appointed elector who disagrees with members who are not electors voting, may demand a poll vote so, then, only club-appointed electors may vote (voting cards); and
 - e. guests who are not active members of a District Club may not vote.
3. **Minutes of previous Meeting-of-Members.** **Upon motion** by DES Garth Gordon seconded by PDG Jim Goit, the Members, without dissent, approved the minutes of the last Annual General Meeting held May 25, 2018 as circulated June 8, 2018 and later.
4. **Approval of financial statements for year-ending June 30th last.** **Upon motion** by IPDG Don Sword seconded by Alana Hirtle, the Members, without dissent, approved the financial statements for the year-ending June 30, 2018 and the comments thereon as circulated and presented by Immediate Past District Governor Donald Sword.

5. **Approval of Treasurer's interim financial statements for the current year.** District Treasurer Wendy Scammell presented the interim financial statements for this current Rotary year to March 31st, 2019. Wendy reported that shortly before this meeting the finance team determined there was an error in the current financial records that did not involve a material sum. She explained their initial assessment of the issue and answered questions indicating that, if required after a full review of the error, they would issue revised interim statements. When the questioners indicated they were satisfied by the answers they received, the chair called the question:

Upon motion by District Treasurer Wendy Scammell seconded by Michael Hebb, the Members, without dissent, approved the Treasurer's interim financial statements for the current year to March 31st, 2019 as presented.

6. **Appointment of auditors for the year beginning July 1st next.** **Upon motion** by District Treasurer Wendy Scammell seconded by Albin Girardin, the Members, without dissent, reappointed Noseworthy Chapman, Chartered Professional Accountants, St. John's, Newfoundland and Labrador, Auditors of the corporation for the year beginning July 1st next.
7. **Appointment of legal firm for the year beginning July 1st next.** **Upon motion** by DES Garth Gordon seconded by PDG Conrad Duncan, the Members, without dissent, reappointed Cox and Palmer, Charlottetown, PEI, as legal counsel to the corporation for the year beginning July 1st next.
8. **District Committee & Task Group Reports.** **Upon motion** by DES Garth Gordon, seconded by Roger Sevigny, the Members, without dissent, received the following reports as circulated and, respecting the Insurance Review Task Group, as presented:
- a. Communication & Engagement (PDG Jim Goit)
 - b. Council on Legislation Report (PDG Greg Coldwell)
 - c. Foundation Audit Report (Committee)
 - d. Foundation Committee (PDG Stella Roy)
 - e. Insurance Review Task Group (IPDG Don Sword)
After describing developments in our insurance review process since he prepared his attached report, IPDG Don Sword responded to a number of questions and comments from the floor. Linda Meldrum (RC Sackville and Area) spoke of the need to have an adequate level of cyber insurance. Doug McMillan (RC Halifax) stressed the need for an open selection process free of any appearance of conflict of interest.
 - f. Membership Committee (Gail Gosse)
 - g. Paul Harris Society Report (DGN Ian Doyle)
 - h. Possible Redistricting Task Group (IPDG Don Sword)
 - i. Public Image (Alana Hirtle)
 - j. Youth Service (Michael Craig)
9. **District 7820 Strategic Plan (Strategy Chart).** DGE Louisa Horne withdrew this agenda item holding in its place a separate session to present District plans for the upcoming 2019-20 year.

[DES Note. At the 2019-20 District plans presentation session, Greg Yank, RI President Barry Rassin's Representative to our 2019 District Conference, complimented our District and our Trainers on their efforts to help our clubs become irresistible. He then stated "...

there is no RI Gestapo..”, implying RI will be “flexible” in enforcing Rotary rules when Districts and Clubs experiment with innovations to achieve irresistible clubs.]

10. **Approval of the District per-capita dues to the Clubs for the year beginning July 1st next.** **Upon motion** by DGE Louisa Horne seconded by Christa Hornberger, the Clubs, with only their electors voting, passed the following Resolution without dissent:

Resolved that the annual District per-capita dues to the Clubs for the year beginning July 1st next remain unchanged at \$60.00 CAD per member per year - the same as they have been since 2012 - payable at \$30/ active member in July and \$30/active member in January.

11. **Approval of District Budget for the year beginning July 1st next.** District Treasurer Wendy Scammell presented the District Budget for 2019-20. Wendy Scammell, DGE Louisa Horne and Youth Services Committee Chair Michael Craig answered a variety of questions about youth-related funds, the proposed District subsidy of District dues for new under age 35 club members and no requirement for special resolutions for this budget. When the questioners indicated they were satisfied by the answers they received, the chair called the question. **Upon motion** by DGE Louisa Horne seconded by District Treasurer Wendy Scammell, the Members, without dissent, approved the District Budget for the year beginning July 1st next (2019-2020) as circulated and presented by DGE Louisa Horne.
12. **Nominating Committee Report.** **Upon motion** by IPDG Don Sword, seconded by Rick Graham, the Members, without dissent, received the Nominating Committee Report for the year beginning July 1st next (2019-2020) as circulated and presented by the Nominating Committee Chair IPDG Donald Sword.

(The Committee’s nominees for 2019-20 and continuing DG stream directors are:

Louisa Horne, RC Halifax Harbourside	Wendy Scammell, RC St. John’s Northwest
Ian Doyle, RC Sydney-Sunrise	Wayne Thompson, RC Summerside
Alex Twells, RC St. John’s East	Michael Craig, RC Halifax Harbourside
Robert Gordon Christie, RC Pictou	Gail Victoria Gosse, RC St. John’s Northwest
Stella Jane Roy, RC Halifax Harbourside	Alana Hirtle, RC Truro
Godfred Chongatera, RC Halifax Harbourside	Kristina Ennis, RC St. John’s East)

13. **Election of District Board for the year beginning July 1st next.** The Chair called for further nominations for the Board of Directors three times with no further nominations. There being no further nominations, the Chair declared the Nominating Committee’s nominees appointed directors of the Corporation to hold office as of July 1, 2019 for a term of one year or until their successors are appointed, whichever occurs first.
14. **Approval of Amendments to District Articles and By-Laws.** **Upon motion** by DES Garth Gordon, seconded by Gail Gosse, the Members, without dissent, approved as a Special Resolution that:
- the attached Restated Articles of Incorporation replace the existing Articles of the Corporation, and
 - the attached amended By-laws replace the existing By-laws of the Corporation.

15. **Other business.**

- a. **Terms of reference of the Nominating Committee.** This resolution was advanced to adopt terms of reference of the Nominating Committee, including the method for selecting Members of the Committee for the year beginning July 1st next. It is advanced pursuant to Rotary International By-law 14.020.2. **Upon motion** by DES Garth Gordon, seconded by PDG Greg Coldwell, the Clubs' with only their electors voting, passed the following Resolution without dissent:

Resolved that Article 8 of the Rotary International District 7820 Incorporated Manual of Policies and Procedures is adopted as the terms of reference of the Nominating Committee including the method for selecting Members of the Committee.

- b. **District Executive Secretary report** - actions completed during this Rotary year:
- i. The Board of Directors repealed the previous Article 10.2 of the District Manual of Policies and procedures (Youth Exchange Cross Canada Tour) on October 13, 2018 as the Tour stopped several years ago. On February 2, 2019, the Board of Directors enacted new Article 10.2 (Youth Protection - Youth Services (New Generations) Programs Policy).
 - ii. The Youth Services Committee is reviewing Article 10.1 District Youth Exchange Bursary Fund with District stakeholders about proposed updates.
 - iii. Alex Twells, RC St. John's East, was declared DGN (Designate) by the Nominating Committee Process under the RI By-laws on November 9, 2018.

16. **Adjournment.** **Upon motion**, the meeting adjourned at 1505.

Garth C. Gordon,
District Executive Secretary