

**EAC/ACR National Executive Council Meeting
2014 Q1.9**

Saturday, June 7, 2014
1:00 to 1:30 pm
Li Ka Shing Knowledge Institute, Room 213
Toronto, Ontario

Present

Jacqueline Dinsmore	President
Greg Ioannou	Past President
David Johansen	Treasurer
Randee Holmes	Secretary
Michelle van der Merwe	Director of communications
Marie-Christine Payette	Director of francophone affairs
Ken Weinberg	Director of training and development
Gael Spivak	Director of volunteer relations
Moira White	Director of professional standards
Lesley Cameron	Director of branches and twigs (west)
Julia Cochrane	Director of branches and twigs (east)
Carolyn L Burke	Executive director
Jocelain Hitchcox	Volunteer recording secretary

1. CALL TO ORDER

Jacque Dinsmore welcomed participants and called the meeting to order at 1:00 p.m.

2. APPROVAL OF AGENDA

MOTION: MOVED by Julia Cochrane, seconded by Gael Spivak, THAT the agenda be approved as amended.
CARRIED

3. RECORDING OF ONLINE VOTES SINCE LAST MEETING

MOTION to ratify the following resolution that was approved by electronic vote on May 2:

May 2, 2014

Articles of Continuance and Bylaw No. 1

MOVED by David Johansen
SECONDED by Julia Cochrane

THAT

WHEREAS the Corporation was incorporated under Part II of the Canada Corporations Act by Letters Patent dated the 17th day of March, 1982;

AND WHEREAS those Letters Patent were amended by Supplementary Letters Patent dated the 28th of August, 2000;

AND WHEREAS it is considered to be in the best interests of the Corporation that it be continued under the Canada Not-for-profit Corporations Act (NFP Act) pursuant to section 297 of the NFP Act and that the matter accordingly be put to a vote by special resolution of the members;

NOW THEREFORE BE IT RESOLVED THAT:

1. The Articles of Continuance (transition) of the Corporation, which have been submitted to this meeting and are annexed to these minutes as Schedule A, are approved, to be submitted to a vote of the members;

2. The proposed new general operating bylaw No. 1 which has been submitted to this meeting and is annexed to these minutes as Schedule B is approved to be submitted to a vote of the members, to be effective on the date that the Corporation continues under the NFP Act, and the repeal of the existing bylaw of the Corporation to be effective on the same date.

CARRIED

MOTION to ratify the following resolution that was approved by electronic vote on May 31:

May 31, 2014

Articles of Continuance and Bylaw No. 1

MOVED by Randee Holmes
SECONDED by Gael Spivak

THAT

if the membership approves the Articles of Continuance and the new Bylaw No. 1, the following additional motions be submitted to a vote of the membership at the same AGM:

Motion confirming the number of directors to serve on the board of directors after continuance:

MOVED that, effective upon the continuance of the Corporation under the Canada Not-for-profit Corporations Act, the number of directors on the board of directors of the Corporation shall be fixed at 13, provided that the members may by resolution change the fixed number of directors from time to time, within the minimum and maximum numbers provided in the articles.

Motions to update member-approved policies:

- i. Motion to repeal Rules and Regulations No. 1: Code of Conduct effective on the date that the corporation continues under the NFP Act, because the Code's provisions are incorporated within the new Bylaw No. 1 (2014).
- ii. Motion to repeal Rules and Regulations No. 3: Membership Categories in the Association and to approve the new Membership Policy and Membership Procedures, all actions to be effective on the date that the corporation continues under the NFP Act.
- iii. Motion to approve the new Affiliate Policy and Affiliate Procedures, both to be effective on the date that the corporation continues under the NFP Act.
- iv. Motion to repeal Member Services Policy 1: Honorary Life Membership and to approve the new Honorary Life Membership Policy, both actions to be effective on the date that the corporation continues under the NFP Act.
- v. Motion to repeal Rules and Regulations No. 2: Branches of the Association and to approve the new Branches & Twigs Policy and Branches & Twigs Procedures, all actions to be effective on the date that the corporation continues under the NFP Act.

CARRIED

4. ADJOURNMENT

MOTION: Moved by Greg Ioannou, seconded by Ken Weinberg, THAT the meeting be adjourned at 1:10 pm.

CARRIED