

Editors' Association of Canada/Association canadienne des réviseurs
Minutes of 2014 Annual General Meeting
Li Ka Shing Knowledge Institute, Auditorium
209 Victoria Street, Toronto, ON M5B 1T8
Toronto, Ontario
June 8, 2014

1. Call to order

The annual general meeting of members of the Editors' Association of Canada was called to order by the president, Jacqueline Dinsmore at 3:15 p.m. EDT.

2. Approval of agenda

MOTION Moved by Heather Ebbs, seconded by Julia Cochrane, that the agenda be approved. CARRIED with 1 abstention.

3. Approval of 2013 AGM minutes

MOTION Moved by Moira White, seconded by Tom Vradenburg, that the 2013 AGM minutes be approved. CARRIED with 7 abstentions.

4. Approval of Annual Report

MOTION Moved by Moira White, seconded by Heather Ebb, that the Annual Report be approved. CARRIED with 3 abstentions.

5. Approval of auditors' report

MOTION Moved by Lynne Massey, seconded by Vradenburg, that the auditors' report be approved. CARRIED with 5 abstentions.

6. Appointment of auditor for 2014–15

MOTION Moved by David Johansen, seconded by Julia Cochrane, that the audit firm Marinucci & Company be appointed for 2014–15. CARRIED with 1 abstention.

- Reason for change of auditor related to change of governance.

7. Motions required to continue the association under the new *Canada Not-for-profit Corporations Act*:

Lynne Massey provided background to new legislation:

Canada has new legislation that governs not-for-profit organizations. EAC is legally required to make some changes to comply, including changing Bylaw 1 (EAC Constitution) and the membership structure. Some of the required changes also necessitated making corresponding changes to some of the association's policies, procedures, and rules and regulations. A governance task force was struck by the national executive council in 2012. The task force consulted with an auditor and a lawyer, and facilitated presentations and feedback sessions with EAC members across the country, as well as two national conference calls.

EAC members were asked to approve a package of governance changes at this AGM. Governance documents were made available to all members on the EAC website.

- a. Motion to approve a special resolution continuing the association under the new Act and authorizing the board of directors to apply for a Certificate of Continuance

MOTION Moved by Randee Holmes, seconded by Greg Ioannou, 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;

NOW THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

- (1) The directors of the Corporation are authorized and directed to make an application under section 297 of the NFP Act to the Director appointed under the NFP Act for a Certificate of Continuance of the Corporation.
- (2) 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;
- (3) The general operating bylaw of the Corporation (as amended) is repealed effective on the date that the corporation continues under the NFP Act and the new general operating bylaw No.1 which has been submitted to this meeting and is annexed to these minutes as Schedule B is approved and will be effective on the same date.

(4) Any one of the officers and directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the annexed Articles of Continuance (transition), the notice of registered office and of directors in the forms fixed by the Director, which are necessary or desirable for the implementation of this resolution.

Friendly amendment moved by Greg Ioannou to use the full name of the Act (Canada Not-for-profit Corporations Act), because “NFP Act” is ambiguous.

CARRIED with 1 opposed.

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

MOTION Moved by Randee Holmes, seconded by Moira White, 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.

CARRIED.

c. Motions to update member-approved policies:

i. **MOTION** Moved by Randee Holmes, seconded by Krysia P. Lear, 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).

Friendly amendment moved by Krysia P. Lear to use the full name of the Act (Canada Not-for-profit Corporations Act), because “NFP Act” is ambiguous.

CARRIED.

ii. **MOTION** Moved by Randee Holmes, seconded by Julia Cochrane, 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.

Friendly amendment moved by Julia Cochrane to use the full name of the Act (Canada Not-for-profit Corporations Act), because “NFP Act” is ambiguous.

CARRIED.

iii. **MOTION** Moved by Randee Holmes, seconded by Gael Spivak, to approve the new *Affiliate Policy* and *Affiliate Procedures*, both to be effective on the date that the corporation continues under the NFP Act.

Friendly amendment moved by Julia Cochrane to use the full name of the Act (Canada Not-for-profit Corporations Act), because “NFP Act” is ambiguous.

CARRIED.

iv. **MOTION** Moved by Randee Holmes, seconded by Mary Anne Carswell, 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.

Friendly amendment moved by Elizabeth d’Anjou to use the full name of the Act (Canada Not-for-profit Corporations Act), because “NFP Act” is ambiguous.

CARRIED with 1 abstention.

v. **MOTION** Moved by Randee Holmes, seconded by Rosemary Tanner, 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.

Friendly amendment moved by Mary Anne Carswell to use the full name of the Act (Canada Not-for-profit Corporations Act), because “NFP Act” is ambiguous.

CARRIED with 1 abstention.

MOTION Moved by Greg Ioannou, seconded by Elizabeth d’Anjou, that Lynne Massey and Gael Spivak be thanked for all their hard work. CARRIED.

8. Motion to approve *Principes-2014*

MOTION Moved by Sandra Gravel, seconded by Christine Hastie, que la version 2014 des *Principes directeurs en révision professionnelle* soit approuvée par les membres de l'Association canadienne des réviseurs. CARRIED.

MOTION Moved by Christine Hastie, seconded by Moira White, that the *Principes/agrément* committee be thanked. CARRIED.

9. Motions from the floor

There were no motions from the floor.

10. Elections

Greg Ioannou explained that the membership vote twice both under old and new rules;

a. Election of candidates to national executive council positions under EAC's current constitution

President	Jacqueline Dinsmore
Vice President	_____
Secretary	Randee Holmes
Treasurer	David Johansen
Director Professional Standards	Moira White
Director Training & Development	Gael Spivak
Director Communications	Barb Cameron
Director Publications	Anne Louise Mahoney
Director Francophone Affairs	Marie-Christine Payette
Director Volunteer Relations	Emily Staniland
Past President	Greg Ioannou
Director Branches and Twigs (west)	Lesley Cameron
Director Branches and Twigs (east)	Barbara Dylla

There being no further nominations, the above members were elected by acclamation to the 2014–15 national executive council under the old (existing) system.

b. Election of a slate of candidates to serve as directors effective on the date that the corporation continues under the *Canada Not-for-profit Corporations Act*

Director	Jacqueline Dinsmore
Director	Randee Holmes
Director	David Johansen
Director	Gael Spivak
Director	Anne Louise Mahoney
Director	Marie-Christine Payette
Director	Emily Staniland
Director	Greg Ioannou
Director	Lesley Cameron
Director	Moira White
Director	Barb Cameron
Director	Barbara Dylla
Director	_____

There being no further nominations, the above members were elected by acclamation to the 2014–15 national executive council under the new Canada Not-for-profit Corporations Act.

National Committee Chairs

The following national committee chairs are to be appointed by the executive council:

Agrément/Principes Comité Chair	Sandra Gravel
Francophone Affairs Committee Chair	_____
Marketing and Public Relations Committee Chair	Andrew Wright
Member Services Committee Chair	Suzanne Purkis
Volunteer Management Committee Chair	Patricia MacDonald
Active Voice / Voix active National Magazine Committee Editor in Chief	_____
Publications Committee Chair	_____
Training and Development Committee Chair	_____
Certification Steering Committee Chair	Anne Brennan, Janice Dyer
Conference Committee Chair	Greg Ioannou
Professional Standards Committee Chair	Janet MacMillan
Member Communication Committee Chair	Susan Chambers
External Liaison Committee Chair	Executive Director
Human Resources Committee Chair	Association President
Nominating Committee Chair	Association Past President

National Volunteer Positions

National volunteer positions are appointed by the national executive council and are not members of the council.

Mediator	Michael Benedict
Forum Monitor	Joanne Haskins
List Monitor	Nancy Wills

MOTION Moved by Anne Brennan, seconded by Heather Ebbs, for a slate of one-year terms.
CARRIED.

MOTION Moved by Rosemary Tanner, seconded by Michelle Boulton, that the national executive council be recognized for having done a great job over the preceding year. CARRIED with 2 abstentions.

11. Adjournment

MOTION Moved by Heather Ebbs, seconded by Julia Cochrane, that the meeting be adjourned.
CARRIED.

The meeting adjourned at 4:18 p.m. EDT.