



**SUMMERSIDE RESIDENTS ASSOCIATION
ANNUAL GENERAL MEETING
Thursday, September 24, 2020 @ 7:00 PM
Orchards Club House, 4059 Orchards Drive SW**

Meeting Minutes

1. Barry Burns introduced himself, Shadow President of the Summerside Residents Association, and explained that two meetings would be held. The first would be the official Annual General Meeting which involves approving last year's minutes, reviewing the audited financial statements, approving by special resolution the replacement of the Articles of Association, the election of Residents to the Board of Directors, and appointment of the Auditor for 2020. The second one would be held after, where there would be an update given about Lake Summerside and the Residents Association. The floor would then be open to questions.
2. Barry Burns explained that effective as of today, Peter Tsoukalas, a Director and the President of the SSRA, Christine Palmer, a Director and the Treasurer of the SSRA, and Brittany Tanasichuk, a Director and the Secretary of the SSRA, all of whom were appointed by Brookfield Residential, have resigned from their positions. Barry Burns explained that at the meeting we would be appointing new directors to fill the positions vacated by Brookfield Directors, and after the meeting, the Board would meet to appoint a new President, Secretary and Treasurer.
3. Barry Burns explained that for the purposes of this meeting, since there was currently no President to act as Chairman of the meeting, he as the Shadow President was prepared to step into this role. Barry Burns asked for a motion to appoint himself as the Chairman of the meeting. Mary Anderson so moved. Orren Johnson seconded the motion. Barry Burns declared the motion carried.
4. The Chairman called the meeting to order at **7:23p.m.**
5. The Chairman introduced the Summerside Resident Directors; Marc Chalifoux, Amanda Kraayenbrink, Rhonda Navratil, Rob Pangrass, Denise Stefanic, and Lara Suriyakumaran. The Chairman also introduced former President, Peter Tsoukalas, Senior Development Manager, Brookfield Residential, former Treasurer, Christine Palmer, Controller, Edmonton, Brookfield Residential, and former Secretary, Brittany Tanasichuk, Residents Associations Manager, Edmonton, Brookfield Residential.
6. The Chairman asked Brittany Tanasichuk to act as Secretary of the meeting, and Christine Palmer to act as Scrutineer for the meeting, with the consent of the Voting Members.
7. The Chairman stated that unless otherwise specified, all items to be approved by the Voting Members are by way of ordinary resolution, which requires at least 50% of the Voting Members present in person or by proxy, voting in favor. The amendment of the Articles of Association requires a special resolution, which requires at least 75% of the Voting Members present in person or by proxy, voting in favour. All votes will be conducted in the first instance by a show of the voting card received or otherwise as the Chairman directs. A poll may be demanded by the Chairman or if requested by a minimum number of Voting Members present at the meeting. Polls shall be taken in such a manner as the Chairman may direct.
8. The Chairman asked for a motion dispensing with reading of the Notice calling the meeting. Keith Johnson so moved. Denis Armand Moquin seconded the motion. The Chairman declared the motion carried.
9. The Chairman asked the Secretary to provide proper proof of mailing of the Notice of the Meeting to the Members. The Secretary confirmed that she had a receipt from Canada Post. The Chairman then asked that it be filed in the Minute Book along with the Minutes of this meeting.
10. The Chairman then stated that pursuant to the Association's articles, the lesser of fifty (50) Voting Members or ten percent (10%) of the Voting Members either personally present or represented by proxy constitutes a quorum, and that at least 50 Voting Members would constitute a quorum. The Chairman asked the Scrutineer for her report. The Scrutineer reported that there were **10** Brookfield votes in respect of lots registered in the name of Brookfield, **23** Voting Members represented in person, and **47** represented by proxy for a total of **80** votes.

11. The Chairman declared the meeting to be duly called and properly constituted for business.
12. The Chairman proposed that the Members approve the Minutes of the Annual General Meeting held on June 20, 2019 appended to the Notice of Meeting and Information Circular. Graeme Kersell motioned to approve the Minutes of the Annual General Meeting held on June 20, 2019. Mary Anderson seconded the motion. The Chairman declared the motion carried.
13. The Chairman asked for a motion to dispense with reading of the Directors' Report dated August 24, 2020 also appended to the Notice of Meeting and Information Circular. Mary Anderson moved that the reading of the Director's Report be dispensed with. Keith Johnson seconded the motion. The Chairman declared the motion carried.
14. The Chairman then proposed to receive, as information, the Auditor's Report and Financial Statements of the Association for the year ended December 31, 2019. Christine Palmer then reviewed the Financial Statements and answered related questions.
15. The Chairman then stated that the next item of business was to vote on the proposal that the Company repeal its existing Articles of Association and replace them with revised Articles of Association. As indicated in the Notice of the Meeting and the Information Circular, the proposed revised Articles of Association, along with a comparison showing the changes between the revised version and the current version, were available for viewing on the Summerside Residents' Association website. As previously mentioned, revisions to the Articles of Association of the SSRA require approval of the Voting Members by Special Resolution. A Special Resolution means that 75% of the Voting Members, in person or by proxy, must vote in favour of the amendments in order for the motion to pass. The Chairman read the Special Resolution that was set out in the Information Circular:

WHEREAS:

A. The Association was incorporated pursuant to the Companies Act, RSA 2000, c C-21, for the purpose of maintaining and managing certain amenities located in the Summerside community;

B. The Association desires to amend its Articles of Association "(Articles)" and Section 55 of the Companies Act (Alberta) provides that the Association may, by Special Resolution of its members, amend its Articles;

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The existing Articles of the Association recorded at the Alberta Corporate Registries on July 31, 2000 are hereby repealed in their entirety and replaced with the revised Articles set out on the Association's website at www.lakesummerside.ca (which can be located by clicking "About Us" and then "Bylaws").
 2. Any two directors or officers of the Association be and the same are hereby authorized to do all things necessary or desirable to give effect to the foregoing.
16. The Chairman then asked for a motion to pass the special resolution that he read, amending the Articles of Association. Mary Anderson moved to pass the special resolution. Lisa Douglas seconded the motion. The Chairman declared the motion carried.
 17. The Chairman indicated that the next item of business was the election of Directors. The SSRA is authorized to have a minimum of three (3) Directors and a maximum of ten (10) Directors on the Board. It has been proposed by the Board that the SSRA establish ten (10) as the number of Directors to be elected to serve until the next Annual General Meeting. This is consistent with the number of Directors last year. The Chairman asked for a motion to this effect. Graeme Kersell moved that up to ten (10) Directors be elected to serve until the next Annual General Meeting of the Association. Lisa Douglas seconded the motion. The Chairman declared the motion carried.
 18. The Chairman announced that this year, the Board would be composed entirely of Resident Directors, and as a result, there were currently ten vacant positions on the Board. The Chairman explained that, in accordance with the revised Articles of Association that were previously approved at the Meeting, in 2020 only, 50% of the elected Directors shall be appointed to serve for a one-year term, and 50% of the elected Directors shall be appointed to serve for a two-year term.
 19. The Chairman explained that the Directors elected to the Board who had previously served on the Board (incumbents) would be entitled to hold the two year term positions, provided that: (a) if more than 50% of the Directors elected at the Meeting are incumbents, a random draw would be conducted of the incumbents to determine which incumbent Directors shall hold the two year term positions. Any incumbent Directors whose names are not drawn shall hold one-year term positions; and (b) if less than 50% of the Directors elected at the Meeting are incumbents, then a random draw would be conducted of the non-incumbents to determine which non-incumbent Directors shall hold the remaining two year term positions. Any non-incumbent Directors whose names are not drawn shall hold the one-year term positions. The term of office for each person on a one year term shall be from the date of the Meeting until the next Annual General Meeting of Members, or until his/her successor is elected or appointed, and the term of office for each person on a two year-term shall be from the date of the Meeting until the second Annual General

Meeting of Members after this Meeting, or until his/her successor is elected or appointed. The Chairman explained any necessary draws would be completed once the Directors were elected, to determine who would hold one-year term positions and who would hold two-year term positions.

20. The Chairman announced the following members in good standing have indicated an interest in being nominated as Directors of the SSRA, to hold office until their term expires or until their successors are elected or appointed.
 - Barry Burns
 - Marc Chalifoux
 - Amanda Kraayenbrink
 - Rhonda Navratil
 - Denise Stefanic
 - Lara Suriyakumaran
 - Rob Pangrass
 - Igor Baranowski
 - Kathy Ly
 - Amber Lee
 - Graeme Kersell
 - Arshad Ali
21. The Chairman asked if there were any further nominations. There was none. The Chairman then asked for a motion that nominations be closed. Kathy Ly moved that the nominations for Directors be closed. Orren Johnson seconded the motion. The Chairman declared the motion carried.
22. The Chairman then asked the nominees to introduce themselves and give a quick explanation as to why they would like to serve on the board.
23. The Chairman stated that the nomination of Directors requires an election, as twelve (12) persons have been nominated and only ten (10) Resident Directors are required. The vote was then moved to a ballot – each Voting Member (Brookfield Residential abstained from voting) in attendance of the AGM was given a ballot form when they arrived at the Meeting. The Chairman confirmed everyone had a ballot and went over the voting instructions with the Members, asking that the ballots be delivered to the Scrutineer upon completion. All of the ballots were filled out, collected and given to the Scrutineer who then privately tallied the votes, including those from proxies submitted. The Scrutineer then notified the Chairman of the results. The Chairman then declared that Barry Burns, Marc Chalifoux, Denise Stefanic, Amanda Kraayenbrink, Rhonda Navratil, Lara Suriyakumaran, Robert Pangrass, Kathy Ly, Amber Lee, and Arshad Ali, had received the most votes to be elected to serve on the Summerside Residents Association Board of Directors.
24. The Chairman then stated based on the aforementioned system of determining term length, and after completing any necessary randomized draws, the following Directors will hold 2-year terms: Lara Suriyakumaran, Marc Chalifoux, Amanda Kraayenbrink, Robert Pangrass, and Barry Burns. The following Directors will hold 1-year terms: Denise Stefanic, Rhonda Navratil, Kathy Ly, Amber Lee, and Arshad Ali. The Chairman congratulated the new Directors and reminded them that there would be a post-AGM Board Meeting immediately following the Q&A portion of the AGM.
25. The Chairman then stated that the next item on the Agenda was the appointment of the Auditor. The Chairman asked for a motion that the Board of Directors appoint BDO Canada as Auditor for the fiscal period ending December 31, 2020, and that the Directors be authorized to fix remuneration. Denis Armand Moquin so moved. Lisa Douglas seconded the motion. The Chairman declared the motion carried.
26. The Chairman then asked if there was any further business to transact at the Annual General Meeting of the Association. There was none.
27. The Chairman then asked for a motion to terminate the meeting. Mary Anderson moved that the meeting be terminated. Lisa Douglas seconded the motion.
28. The Chairman declared the motion carried, and the meeting adjourned at **8:37p.m.**

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Brittany Tanasichuk, Secretary