



**Minutes of the 2024
Annual General Meeting
Thursday, March 21, 2024**

1. Welcome and Introduction by Barbara Gibson (President)

- a. Treaty 6 Acknowledgement – Ruth Ann Linklater
- b. Moment of Silence

A moment of silence was held for the members who have passed away during the year. Special recognition was given to Shirley Devlin (former Board Member).

- c. Verification of Quorum (2%)

From **1,333** current members, thirty-three (33) ordinary and lifetime members were in attendance. Quorum was met.

- d. Verification of notice

Notice was given to members through Westend Seniors Website (Weseniors.ca), monthly Newsletter and through social media posts, within the time (21 days) stipulated by the Centre's Policy and Bylaw.



e. Approval of the 2023 AGM Minutes

Moved by Jay Pritchard, seconded by Kevin Brown, “that the minutes of the WSAC 2023 Annual General Meeting, dated March 23, 2023, be accepted as circulated.” Carried.

2. Report from the Nominations and Election Committee

a. Kaye Langager reported that the following nominees have been elected by acclamation:

1. Jay Pritchard (Incoming President for one-year term).
2. Barbara Gibson (serving automatically as Past President for one-year term).
3. Lois Thurstan (returning for second term, first year).
4. Lorne Brackenbury (returning for second term, first year).
5. Barbara Thompson (new Board Member for a two-year term).
6. David Baxandall (new Board Member for a two-year term).
7. Dianne Walker (new Board Member for a two-year term).
8. Michael Leathwood (new Board Member for a two-year term).
9. Sharon Smith (new Board Member for a two-year term).



b. Incumbent Board of Director members:

1. Wendy Jerome (returning for the first term, second year).
2. Dolores Brent (returning for second term, second year).

c. Thank you to Outgoing Board Members

The President thanked Robert (Bob) Smith, Kaye Langager, Richard (Rick) Batty, Sharon Quickfall, and Spurgeon Gammon for their contributions as Members of the Board.

3. Report from The Treasurer

a. Audited Financial Statements for 2023

Moved by Kaye Langager, and seconded by Jay Pritchard, “that the Audited Financial Statements for 2023 be accepted as presented.”

Carried unanimously.

b. Appointment of the Auditor for 2024

Moved by Jay Pritchard, and seconded by Barbara Gibson, “that Peterson Walker LLP, Chartered Professional Accountants, be appointed as auditor for Westend Seniors Activity Centre for the year 2024. Carried unanimously.

c. Budget 2024

Haidong Liang presented the budget for 2024.



4. 2024 Property Tax Exemption Update

The president informed the membership that a 100% Property Tax Exemption (PTE) was granted to WSAC in 2024. The City of Edmonton will determine if WSAC will receive the PTE in 2025.

5. Presentation by Executive Director – Dr. Haidong Liang

The Annual Report is available at WSAC website ([Weseniors.ca/whats_new/wsac-2023-annual-general-meeting/](https://weseniors.ca/whats_new/wsac-2023-annual-general-meeting/)).

6. Special Resolution to Amend the Bylaws (3/4% of voting members at AGM)

At the point of voting, the count was 33 members present. 25 votes are needed to pass the proposed changes.

Note: please referred to Appendix on page 7 for details on Bylaw changes

Motion 1 - Bylaw 1.1 Purpose of the Bylaws

Moved by Dolores Brent, and seconded by Lorne Brackenbury, that the proposed changes be adopted. Carried unanimously.

Motion 2 - Bylaw 2.3 Rights and Privileges of Members

Moved by Dolores Brent, and seconded by Lorne Brackenbury, that the proposed changes be adopted. Carried unanimously.



Motion 3 - Bylaw 4.1 The Board of Directors

Moved by Dolores Brent, and seconded by Lorne Brackenbury, that the proposed changes be adopted. Carried unanimously.

Motion 4 - Bylaw 4.1 The Board of Directors

Moved by Dolores Brent, and seconded by Lorne Brackenbury, that the proposed changes be adopted. Carried unanimously.

Motion 5 - Bylaw 4.4 Officers of the Board

Moved by Dolores Brent, and seconded by Lorne Brackenbury, that the proposed changes be adopted. Carried unanimously.

Motion 6 - Bylaw 4.4.1 The President

Moved by Dolores Brent, and seconded by Lorne Brackenbury, that the proposed changes be adopted. Carried unanimously.

Motion 7 - Bylaw 4.4.2 The Vice President

Moved by Dolores Brent, and seconded by Lorne Brackenbury, that the proposed changes be adopted. Carried unanimously.



Motion 8 - Bylaw 4.4.3 The Treasurer

Moved by Dolores Brent, and seconded by Lorne Brackenbury, that the proposed changes be adopted. Carried unanimously.

7. New Business Items Identified from the floor for 2025.

No business identified.

8. Adjournment

Meeting adjourned at 11:25 a.m.



Appendix
Westend Seniors Activity Centre – Bylaws
Special Resolution AGM 2024

Motion 1

Bylaw 1.1 Purpose of the Bylaws	
Current	Proposed
<p>1.1 Purpose of the Bylaws These Bylaws set out the basic framework for the governance and business affairs of the Westend Seniors Activity Centre, which is a senior governed, not-for-profit society that works with seniors, particularly those residing in the West End of the City of Edmonton, to arrange activities and provide information, programs, and services which contribute to their more active living, their healthier aging, and their quality of life.</p> <p>4.2 Definitions in the Bylaws In these Bylaws the following words and terms are defined as follows: 4.2.1 “Administration” means the Executive Director and the other employees of this Organization.</p>	<p>Delete 1.1.</p> <p>1.1 Definitions in the Bylaws In these Bylaws the following words and terms are defined as follows: 1.1.1 “Administration” means the Executive Director and the other employees of this Organization.</p>



	Renumber the remaining definitions correspondingly.
Rationale for the change: Deletion of 1.1 is on the advice of Shelley Honscharow, Corporate Registry Specialist, given our updated society objects which were approved at the 2023 AGM.	
Approved by the Board on February 29, 2024 (Board Meeting).	

Motion 2

Bylaw 2.3 Rights and Privileges of Members	
Current	Proposed
<p>2.3.1 Each Ordinary or Lifetime Member is entitled to:</p> <ul style="list-style-type: none"> (a) attend and speak at Annual General Meetings and Special General Meetings of the Organization, (b) vote on motions and resolutions at Annual General Meetings and Special General Meetings of the Organization, (c) vote to elect Board Members at Annual General Meetings of the Organization, (d) attend and observe regular Board meetings of the Organization in a non-voting capacity, (e) inspect any or all of the Organization’s Public Documents in the Organization’s premises at a time during normal business hours specified by 	

the member after giving the Executive Director or his or her designate at least one business days' notice of what is to be inspected and when, (f) use the Organization's Facility during the normal business hours and participate in the Organization's programs, services, and activities subject to the limitations set out in the Bylaws, the requirements set out in the Policies, and the conditions and restrictions set out in the administrative guidelines established by the Executive Director, and

(g) exercise such other rights and privileges as given to such Members in the Bylaws and Policies.

2.3.2 Each Honourary Member is entitled to:

(a) attend and observe Annual General Meetings and Special General Meetings of the Organization in a non-voting capacity but not to speak at such meetings unless invited to do so by the chairperson, and

(b) use the Organization's facility during its normal business hours and participate in the Organization's programs, services, and activities subject to the limitations set out in the Bylaws, the requirements set out in the Policies, and the conditions and restrictions set out in the

<p>administrative guidelines established by the Executive Director.</p>	<p>2.3.3 Each Associate Member is entitled to:</p> <ul style="list-style-type: none"> (a) attend and observe Annual General Meetings in a non-voting capacity; and (b) use the Organization’s Facility during normal business hours and participate in the Organization’s programs, services, and activities subject to the limitations set out in the Bylaws, the requirements set out in the Policies, and the conditions and restrictions set out in the administrative guidelines established by the Executive Director.
<p>Rationale for the Change: To ensure associate entitlement is on par with other Rights and Privileges.</p>	
<p>Approved by the Board on February 29, 2024 (Board Meeting).</p>	

Motion 3

Bylaw 4.1 The Board of Directors	
Current	Proposed
<p>4.1.1 The Board of Directors governs the Organization, sets its overall direction, and establishes, upholds, and where appropriate modifies the Organization's Policies.</p> <p>4.1.2 The key responsibilities of the Board of Directors are as follows:</p> <p>(a) understanding the capacities and limitations of the Organization, particularly within the context of seniors' needs and the relevant programs and initiatives of governments and of other organizations serving seniors,</p> <p>(b) preparing a strategic plan for the Organization, overseeing its implementation, assessing its results, and revising or replacing it when appropriate,</p> <p>(c) establishing, reviewing, and amending the Organization's Policies, particularly those regarding its governance, its programs and services, its funding, and its financial and</p>	<p>4.1.1 The Board of Directors governs the Organization, providing overall direction, oversight, and accountability, establishing policies, and ensuring mission consistency.</p> <p>4.1.2 The Board of Directors is responsible for:</p> <p>(a) understanding the Organization's capabilities and limitations in meeting the needs of seniors and collaborating with government and other organizations that serve seniors to meet those needs,</p> <p>(b) developing, implementing, and evaluating a strategic plan for the Organization</p> <p>(c) establishing and updating policies on governance, programs, funding, and assets,</p>

<p>physical assets, to ensure that these Policies are appropriate, up to date, and properly implemented;</p> <p>(d) employing an Executive Director to administer the Organization, giving him or her appropriate direction, and assessing his or her performance,</p> <p>(e) promoting the objects of the Organization and promoting membership and participation in its programs, services, and activities;</p> <p>(f) taking remedial action if significant problems arise in the communications among the Board, the Administration, the Organization's volunteers, and the Organization's general membership, or between any of these;</p> <p>(g) reviewing and approving the Organization's annual budget before the Annual General Meeting,</p> <p>(h) regularly considering revenue and expenditure monitoring reports and providing direction when the Organization's revenues, expenditures, or both, are deviating</p>	<p>(d) employing an Executive Director to administer the Organization, giving him or her appropriate direction, and assessing his or her performance,</p> <p>(e) promoting the Organization's purposes and encouraging participation of members in its programs and services,</p> <p>(f) addressing communication issues and resolving problems within the Organization,</p> <p>(g) reviewing and approving the annual Budget,</p> <p>(h) monitoring and providing guidance on financial matters,</p>
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<p>significantly from the annual budget or are expected to do so, and</p> <p>(i) providing direction to ensure that the Public Documents, the financial records, and the other important records and documents of the Organization which are currently relevant to the Organization are accurate, complete, and available when required.</p>	<p>(i) ensuring that the books and records of the Organizations are accurate, complete, and easily accessible, and that all necessary documents are filed in compliance with provincial and federal requirements,</p> <p>(j) the Board of Directors appoints individuals to Standing and Ad Hoc Committees.</p>
<p>Rationale for change: Section more concise.</p>	
<p>Approved by the Board on February 29, 2024 (Board Meeting).</p>	

Motion 4

<p>Bylaw 4.1 The Board of Directors</p>	
<p>Current</p>	<p>Proposed</p>
<p>4.1.4 Each Board member must meet all of the applicable qualifications for seeking and holding office:</p>	<p>4.1.4 Each Board member must meet all of the applicable qualifications for seeking and holding office:</p>



<p>(a) Each Board member and each candidate for Board membership must be an Ordinary or Lifetime Member, must be nominated by another Ordinary or Lifetime Member, and must have been an Ordinary Member for at least one year on the day of his or her nomination as a candidate for election to the Board or else be a Lifetime Member on the day of his or her nomination as a candidate for election to the Board.</p>	<p>(a) Each Board member and each candidate for board membership must be an Ordinary or Lifetime Member.</p>
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Rationale for change: To attract newer members with new ideas to the Board.

Approved by the Board on February 29, 2024 (Board Meeting).

Resulting Numbering changes in Section 4.4 Officers of the Board include:

4.4.4 becomes 4.4.5

4.4.5 becomes 4.4.6

Motion 5

Bylaw 4.4 Officers of the Board	
Current	Proposed
	<p>4.4.1 Board Responsibilities related to Board Officers</p> <p>(a)The Board will determine the duties and responsibilities of the officers.</p> <p>(b) Unless otherwise specified by the Board, the officers of the Organization shall have the following</p>

<p>4.4.6 The Board may designate one or more other Board members as an Officer or Officers and specify his, her, or their responsibilities in accordance with the Governance Policies.</p> <p>4.4.7 The Governance Policies shall also address the consequences of the departure, repositioning, or removal of Officers of the Board.</p>	<p>duties and responsibilities associated with their positions.</p> <p>(c) Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.</p> <p>(d) The Board may designate one or more other Board members as an Officer or Officers and specify his, her, or their responsibilities in accordance with the Governance Policies.</p> <p>(e) The Governance Policies shall also address the consequences of the departure, repositioning, or removal of Officers of the Board.</p>
<p>Rationale for the Change: This new section (4.4.1) adds clarity, particularly related to delegating duties of the officers of the Board.</p> <p>Re: 4.4.6 and 4.4.7 These subpoints can now be added to the new 4.4.1 section</p>	
<p>Approved by the Board on February 29, 2024 (Board Meeting).</p>	

Motion 6

Bylaw 4.4.1 The President	
Current	Proposed
<p>4.4.1 The President</p> <p>(a) leads the Board of Directors, coordinates its work, and may call special Board meetings to address urgent or important matters,</p> <p>(b) chairs the Annual General Meeting, all Special General Meetings, and all Board of Directors meetings, and arranges for the minute taking for same, unless he or she is unable to attend,</p> <p>(c) chairs the Executive Committee and the Human Resources Committee,</p> <p>(d) is responsible for supervising the Executive Director on behalf of the Board, and</p> <p>(e) acts as spokesperson for the Board and may act as spokesperson or authorize another Board member to act as spokesperson for the Organization, if he or she deems this appropriate.</p>	<p>4.4.2 The President</p> <p>(a) leads the Board of Directors, coordinates its work, and may call special Board meetings to address urgent or important matters,</p> <p>(b) chairs the Annual General Meeting, all Special General Meetings, and all Board of Directors meetings, and arranges for the minute taking for same, unless he or she is unable to attend,</p> <p>(c) chairs the Executive Committee and is a member of the Human Resources Committee,</p> <p>(d) is responsible for supervising the Executive Director on behalf of the Board,</p> <p>(e) acts as spokesperson for the Board and may act as spokesperson or authorize another Board member to act as spokesperson for the Organization, if he or she deems this appropriate,</p> <p>(f) is an ex officio member of all Committees, except the Nominating Committee, and</p> <p>(g) carries out other duties assigned by the Board.</p>



Rationale for the Changes (c) President chairs Board & Executive Meetings as well as the AGM & special Board meetings. Since the President supervises the Executive Director on behalf of the Board, the President needs to be a member of the Human Resources Committee, but not having to chair the Human Resources Committee relieves some of the workload. (f) Being an ex officio member of committees, except the Nominating Committee, has been an unwritten norm.

Approved by the Board on February 29, 2024 (Board Meeting).

Motion 7

Bylaw 4.4.2 The Vice President	
Current	Proposed
<p>4.4.2The Vice President</p> <p>(a) chairs General Meetings of the membership and Board of Directors meetings and arranges for the minute taking for same in the absence of the President,</p> <p>(b) chairs the Planning Committee and is a member of the Executive Committee and Human Resources Committee,</p> <p>(c) replaces the President at various functions when requested by the President, and</p> <p>(d) carries out other duties assigned by the President or the Board.</p>	<p>4.4.3 The Vice President</p> <p>(a) chairs General Meetings of the membership and Board of Directors meetings and arranges for the minute taking for same in the absence of the President. If the Vice-President is absent, the Directors elect a chairperson for the meeting,</p> <p>(b) chairs the Human Resources Committee and is a member of the Executive Committee and Planning Committee,</p> <p>(c) replaces the President at various functions when requested by the President, and</p>



	(d) carries out other duties assigned by the President or the Board.
Rationale for the Changes: (a) In the unusual absence of both the President and Vice President, a decision is needed as to who will chair the scheduled meeting.	
(b) Chairing the Human Resources Committee decreases the workload of the President.	
Approved by the Board on February 29, 2024 (Board Meeting).	

Motion 8

Bylaw 4.4.3 The Treasurer	
Current	Proposed
<p>4.4.3 Treasurer</p> <p>(a) chairs the Finance Committee and is a member of the Executive and Human Resources Committees,</p> <p>(b) monitors the financial position of the Organization, including the status of the Organization's investments and its revenues and expenditures as compared to the budget, and presents financial monitoring reports at each regular Board meeting,</p> <p>(c) helps develop the budget for the new year and presents it to the Board in time for it to be approved before the Annual General Meeting,</p>	<p>4.4.4 Treasurer</p> <p>(a) chairs the Finance Committee and is a member of the Executive Committee,</p> <p>(b) monitors the Organization's financial position, including investments, revenues, and expenditures, as compared to budget, and presents financial reports at each regular Board meeting,</p> <p>(c) assists in developing and presenting the budget for the new year to the Board for approval prior to the Annual General Meeting,</p>

<p>(d) makes a budget presentation at the Annual General Meeting, and presents or assists with the presentation of the audited financial statements for the previous year at the Annual General Meeting,</p> <p>(e) makes recommendations to the Board on the investment and disposition of surplus and reserve funds, and</p> <p>(e) carries out other duties assigned by the President or the Board.</p>	<p>(d) makes a budget presentation at the Annual General Meeting, and assists in presenting the audited financial statements for the previous year at the Annual General Meeting,</p> <p>(e) makes recommendations to the Board on the investment and disposition of surplus and reserve funds, and</p> <p>(e) carries out other duties assigned by the President or the Board.</p>
<p>Rationale for the Change: (a) Not being required to be a member of the Human Resources Committee decreases the workload of the Treasurer. Changes to (b), (c), and (d) add clarity.</p>	
<p>Approved by the Board on February 29, 2024 (Board Meeting).</p>	