

## Minutes

### **P.A.N.P. COTTAGE OWNERS' ASSOCIATION INC.**

#### **ANNUAL GENERAL MEETING**

**SATURDAY JULY 12, 2008**

**2:00 P.M.**

**LIBRARY HALL, MONTREAL DRIVE, WASKESIU**

#### **1. Call to Order and Opening Remarks:**

The Association President (and Chairman of the meeting), Jim Kerby, called the meeting to order at 2:05 p.m.

Following the call to order, the Chairman introduced the following individuals to the meeting:

- President of the Waskesiu Cabin Owners Association – Ms. Chris Arnstead; and
- Directors of the Waskesiu Cabin Owners Association present at the meeting

Following the introductions, it was moved by Doreen Kerby, and seconded by Mona Finlayson:

*“That the Agenda for the meeting be approved as circulated.”*

**Carried unanimously.**

#### **2. Special Guest – Cabin Owners President – Brief Report and Presentation**

Chris Arnstead, President of the Waskesiu Cabin Owners Association, was invited to speak to the Association on behalf of the Waskesiu Cabin Owners and reported that the proposed amalgamation with the Cottage Owners Association had been approved by the members of the Waskesiu Cabin Owners Association by a wide margin (70 – 9 vote).

The Waskesiu Cabin Owners Association represents 451 cabin owners in the townsite of Waskesiu.

Ms. Arnstead encouraged the members of our Association to merge the two organizations and, after answering questions from the floor, left the meeting.

### 3. **Special Business**

- Potential "Merger" Discussions of our Association with the Waskesiu Cabin Owners' Association Inc.

#### **Highlights of the Proposed Amalgamation Agreement and Bylaws**

- The formal amalgamation agreement and bylaws were posted at [www.waskesiu.org](http://www.waskesiu.org), were emailed to members, and were also be hand-delivered to all cottages in June. Highlights of these documents are as follows:
  - The new organization will be called "*The Waskesiu Seasonal Residents Association Inc.*" ("WSRA").
  - Both organizations will contribute all of their assets and liabilities to the new organization.
  - The WSRA will have nine (9) directors, with a minimum of three (3) directors being representatives from the cottage area and a minimum of three (3) directors being representatives from the cabin area.
  - For the first year following the amalgamation, and until elections are held at the Annual General Meeting of the WSRA in the summer of 2009, the directors of both organizations (as elected at the July 12, 2008 AGMs for both organizations) will serve as the Directors of WSRA (if they wish).
  - The directors will name a Chair and a President from their number with the condition that if the Chair is from the cottage area, the President must be from the cabin area, and *vice versa*.
  - The initial Chair of the WSRA will be Jim Kerby (the current P.A.N.P. Cottage Owners Association Inc. President).
  - The initial WSRA President will be Chris Arnstead (the current Cabin Owners' Association President).
  - The Chair and President serve at the pleasure of the Board.
  - Each director has one vote at meetings. However, if the issue being voted on exclusively or primarily affects only the cabin area, then there must also be a majority of the cabin area directors voting in favor for the motion to pass. The same is true of matters pertaining primarily or exclusively to the cottage area, such that the vote

would have to be approved both by a majority of all directors, and also by a majority of the cottage area directors for the motion to pass.

The Chairman indicated that the Waskesiu Cabin Owners Association Inc. had voted in favor of amalgamating their Association with ours, thus bringing the two organizations together. Our Association's Board is also in favour of the merger and is, therefore, presenting the following Special Resolution for consideration and debate by our members at today's meeting:

Moved by Grit McCreath and seconded by Lise MacIntosh:

*"That the P.A.N.P. Cottage Owners Association Inc. (the "**Corporation**") amalgamate with the Waskesiu Cabin Owners Association Inc. (the "**Cabin Owners Association**") and that such amalgamation be carried out pursuant to the provisions of Section 168(1) of The Non-profit Corporations Act, 1995 (Saskatchewan);*

*"That the amalgamation of the Corporation with the Cabin Owners Association (the "**Amalgamation**") take effect on a date to be determined by the directors of the Corporation and in accordance with the terms of the amalgamation agreement entered into between the Corporation and the Cabin Owners Association, dated for reference June 1<sup>st</sup>, 2008, as approved by the Directors of the Corporation (the "**Amalgamation Agreement**")".*

On a show of hands the motion was **Carried Unanimously.**

4. **Waiver of Appointment of Auditor For the 2008/2009 Fiscal Year:**

Moved by Lise MacIntosh and seconded by Jack MacDonald:

*"That the P.A.N.P. Cottage Owners Association Inc. dispense with the appointment of an auditor for the current fiscal year of the Corporation and also dispense with the requirement that the financial statements of the Association be the subject of a review engagement for the current fiscal year of the Corporation."*

**Carried unanimously.**

5. **Appointment of Accountant for the 2008/2009 Fiscal Year:**

Moved by Grit McCreath, and seconded by Lise MacIntosh:

*"That the P.A.N.P. Cottage Owners Association Inc. re-appoint Bill MacKenzie, Chartered Accountant, to prepare the Corporation's Statement of Receipts and Disbursements and Balance Sheet for the 2008/2009 fiscal year of the Corporation."*

**Carried unanimously.**

6. **Presentation and Adoption of Financial Information**

Following the presentation by Audrey McKenzie and the subsequent discussion of the Association's Statement of Receipts and Disbursements and Balance Sheet for the last fiscal year it was moved by Tom Quinn and seconded by Gloria Stevenson:

*"That the Statement of Receipts and Disbursements and Balance Sheet for the last fiscal year of the Corporation, in the form presented to this Annual General Meeting, be and the same are hereby approved and adopted."*

**Carried unanimously.**

7. **Adoption of 2007 AGM Minutes**

Moved by Linda King, and seconded by Lise MacIntosh:

*"That the minutes of the 2007 Annual General Meeting of the Corporation, in the form presented to this Annual General Meeting, be and the same are hereby approved and adopted."*

**Carried unanimously.**

8. **Nomination and Election of Directors:**

Moved by Jack MacDonald and seconded by Marc Montgomery:

*"That all of the current members of the Association's Board, being John Stevenson, Grit McCreath, Joni McKay, Lise McIntosh, Barry Chapman, Audrey MacKenzie, and Jim Kerby, be nominated as Directors of the P.A.N.P. Cottage Owners Association Inc. to hold office until the next annual general meeting of the Corporation or until their successors may be elected"*.

**Carried unanimously.**

9. **The Waskesiu Foundation Inc.**

The Chairman provided an update on the status of the Waskesiu Foundation, and the excellent work in our community being undertaken by the Foundation.

The Chairman reminded the group that the annual donor recognition and fundraising dinner was being held tonight, at the Hawood Inn.

10. **Other Business Discussed:**

- Garbage Disposal
- Members should continue to visit the community website (which our Association helps to fund) for information and updates - [www.waskesiu.org](http://www.waskesiu.org)
- Upcoming Waskesiu Community Events were identified and discussed
- Spruce Budworm – concern indicated by a number of members including Linda King that the spruce budworm is once again affecting the townsite and becoming a problem. The same is apparently being monitored by PCA and others
- Park spraying using BTIC should be explored
- Beaches and trails not being maintained – Patti Pinder
- Noise, vandalism, theft concerns were also raised (along with a potential Citizen’s Patrol) by Linda King
- 911/First Responder vehicle was also discussed by members including by Margie Bowman

11. **Question and Answer Session**

12. **Adjournment**

Moved by Grit McCreath and seconded by Doreen Kerby:

*“That the meeting be adjourned.”*

**Carried.**

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**James Kerby, Chairman**