



# CANADIAN BOILER SOCIETY

## CANADIAN BOILER SOCIETY ANNUAL GENERAL MEETING

May 31, 2018 0800-0815 EST

The Vue, 195 Galaxy Blvd., Toronto, ON M9W 6R7

### MINUTES

#### 1. Call to Order

Anti-Trust laws presented with no objections. The Annual Meeting of the Canadian Boiler Society was called to order at 0800 EST, Patrick Racine presiding.

#### 2. Establish Quorum

Quorum confirmed.

#### 3. Approval of Agenda

*Motion to approve the CBS 2018 Annual General Meeting Agenda. Moved by Paul Ingham. Seconded by Brian Taylor. Carried.*

#### 4. Approval of Minutes of 2017 AGM

*Motion to approve the CBS 2017 Annual Minutes. Moved by Brian Taylor. Seconded by Glen Harrison. Carried.*

#### 5. Chairperson's Report

##### Review of activities for the past year

The Canadian Boiler Society completed four successful Education Days in the Spring and are looking at different venues and opportunities to host an Education Day in Halifax in Fall 2018.

The Technology Fair AGM has been condensed to one day this year with educational sessions and exhibiting opportunities for the first half of the day followed by golf and dinner. The Society is looking forward to feedback on how this works for its members.

##### Membership Report

From a membership perspective, CBS continues to grow. In 2017, the society had **24** Full Members and **73** Affiliate Members. In 2018, the society has **28** Full Members and **86** Affiliate Members. A lot of the growth can be attributed to the success of the four Education Days in the Spring.



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## **Positioning the Organization**

CBS is a position itself as the source for reliable and unbiased information in the industry. As the society continues to grow, more industry leaders can provide insight on what is happening in different industries and provinces.

## **6. Treasurer's Report**

Overall, CBS is in a healthy financial status with accumulated reserves of approximately \$40,000.00. The year to date (April 30, 2018) represents a partial year. The income is overstated because the expenses for the 2018 Technology Fair have not yet been posted. CBS anticipates ending the current year with a modest surplus, and are working on building an annual surplus in the coming years to enable the society to expand our services to members.

*Motion to approve the Treasurer's Report. Moved by Glen Harrison. Carried by David McRae.*

## **7. Election of 2018-2019 Officers**

Two incoming Officers to the CBS Board include Shaibaal Roy and Andrew Rerak. Outgoing Officer is Kerry Johnson.

*Motion to approve the 2018-2019 Officers. Moved by Paul Ingham. Seconded by Ron Polidori. Carried.*

## **8. Corporate Resolutions Required for Non-Profit Legislation**

The new legislation that was brought in for not-for-profit organizations require the members to approve the following resolutions to continue as a corporation under the new Act.

The old Corporation was dissolved on July 25, 2016 by Corporations Canada for failure to continue under the Canada Not-for-profit Corporations Act (the "Act") and needs to be revived under the provisions of the Act and pass new by-laws that comply with the Act;

Pursuant to section 212(4)(b) of the Act which provides that if there is to be a change of class rights, the members of each class must approve the amendment;

The Certificate of Revival (transition) and new by-laws, copies of which have been provided to all the members, contain changes to class rights and, as a result, it is in order to conduct class votes;

### **Full Members' Resolution:**

Be it RESOLVED by the members of the Boiler Manufacturers class that:

The directors of the Corporation are authorized the directed to make application under the Act for a Certificate of Revival (transition) of the Corporation;



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The Articles of Revival (transition) of the Corporation, which have been submitted to this meeting and are annexed to these resolutions as Schedule "A" are approved;

The general operating by-law of the Corporation (as amended) be repealed effective on the date that the Corporation continues under the Act and the new general operating by-law 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; and;

Any officer or director of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the annexed Articles of Revival (transition), which are necessary or desirable for the implementation of these resolutions.

*Motion to approve Full Members resolution. Moved by Brian Taylor. Seconded by Andrew Rerak. Carried.*

## **Associate Affiliate Members' Resolution:**

Be it RESOLVED by the members of the Associate (i.e., Manufacturers and Suppliers of Boiler Auxiliary Equipment and Services) class that:

The directors of the Corporation are authorized the directed to make application under the Act for a Certificate of Revival (transition) of the Corporation;

The Articles of Revival (transition) of the Corporation, which have been submitted to this meeting and are annexed to these resolutions as Schedule "A" are approved;

The general operating by-law of the Corporation (as amended) be repealed effective on the date that the Corporation continues under the Act and the new general operating by-law 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; and

Any officer or director of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the annexed Articles of Revival (transition), which are necessary or desirable for the implementation of these resolutions.

*Motion to approve the Associate Affiliate Members resolution. Approved by Bob Langstine. Seconded by Bob Montgomery. Carried.*

## **9. Other Business**

No other business to discuss.

## **10. Adjourn**

*Motion to adjourn the 2018 Annual General Meeting at 0812 EST. Moved by Paul Ingham. Carried by Andrew Rerak.*