



RAPS AGM MINUTES

24th Annual General Meeting

Wednesday, September 25th, 2019

Thompson Community Centre

Est. 1995

In Attendance:

Board Members: Alan Marchant, Cathy Ellesmere, Margaret Leathley, Janet Reid, Roey Kestelman, Keith Liedtke, Natasha Bulatovic, Ken Johnston,

Regrets of Board Members: Fearn Edmonds, Daniel Lay, Aeronn Zlotnik, Guy Arad

Senior management in attendance: Eyal Lichtmann, CEO

Special Guests: Councilor Bill McNulty; Councilor Chak Kwong Au; Paul Brar, Manager of Parks Programs for City of Richmond.

Membership attendance: 121

Non members: 3

Total: 124

Dinner: 6PM -7PM

AGM called to order at 7PM.

Approval of AGM 2018 Minutes

Cathy Ellsmere / VP

→ **Cathy Ellsmere, Vice President calls for a vote** Motion: *“that the minutes of the 2018 – 23rd Annual General Meeting of the Regional Animal Protection Society be accepted”*.

- 1st – Keith Liedtke
- 2nd – Janet Reid
- Discussion of motion – no discussion
- Vote by show of hands... **All in Favour** (unanimous)

- **“the motion has PASSED ”**

→ Cathy Ellsmere introduces Alan Marchant, Treasurer and Executive member Board of Directors

Treasurer's Report

Alan Marchant

- Review of 2018 Financial Statements

→ ▪ **Alan Marchant, Treasurer calls for a vote:** *“that the membership receive the 2018 Financial Statements and that, on the recommendation of the Board of Directors, the Regional Animal Protection Society approve the 2018 financial statements prepared by the outside accountants Rolfe, Benson LLP.”*

- 1st – Janet Reid
- 2nd – Laura Funay
- Discussion of motion – no discussion
- Vote by show of hands... **All in Favour** (unanimous)
 - **“the motion has PASSED ”**

→ **Appointment of accountant/ auditors**

- **Alan Marchant calls for a vote:** Under a new agreement with the City of Richmond, the City pays for the preparation RAPS' Financial Statements. To stay impartial and transparent, RAPS must provide the City three accounting firms that are able to provide Review Engagement Audit Preparation of RAPS' Financial Statements. The City will choose which accounting firm RAPS will work with. Therefore, RAPS needs approval from the membership that the Board of Directors, working with the City of Richmond, provides the RAPS Board of Directors the authorization to choose the auditors for 2019.

→ **Alan calls for a vote: Motion** – *that the RAPS Membership provide the Board of Directors the authority to select the outside accountants as auditors for the 2019 financial review.*

- 1st – Margaret Leathley
- 2nd – Janet Reid
- Discussion of motion – no discussion
- Vote by show of hands..... **All in Favour** (unanimous)
 - **“the motion has PASSED ”**

→ The CEO and one of RAPS lawyers on the board, Natasha Bulatovic, opened a discussion for a motion for proxy voting Board member, Dr. Assaf Goldberg, to sit in for Dr. Roey Kestelman (or another Board member) when absent from Board meetings. The Board felt it was imperative that a hospital veterinarian be at every board meeting. Natasha Bulatovic explained that the bylaws were explicit that there be no proxy votes allowed at the AGM but the Bylaws were silent about proxy voting at the Board of Directors meetings. Natasha advised the membership that the bylaws could be read either way as allowing or disallowing the provision for a proxy vote at Board meetings and that it was up to the membership to decide. Natasha Bulatovic advised that after the one year period, if the membership so advised, that the RAPS bylaws be amended for approval at the 2020 AGM allowing for this.

The membership, after discussion, proposed the following motion:

Motion – *“that the RAPS membership allow Dr. Assaf Goldberg to act as a proxy voting board member for one year only, and only in place of an absent board member, until the bylaws of RAPS can be updated in 2020, with the stipulation that there can only be a maximum and no more than 13 voting directors at any one board meeting”.*

- 1st – Janet Reid
- 2nd – Jocelyn Scheonekess
- Discussion of motion – full membership discussion and review of the motion
- Vote by show of hands..... **All in Favour** (unanimous).
 - **“the motion has PASSED ”**

Report & Vote of the Directorship

- **CATHY ELLSMERE, VP**

Cathy Ellsmere - announces

Board members who stepped down and resigned prior or end of end of their term:

Karen Yu

Guy Arad

Dr. Roey Kestelman

Board members who are completing the second year of their 2 Year term:

1. **Fearn Edmonds** – as President, member of the executive
2. **Margaret Leathley** –as Secretary, member of the executive
3. **Catherine Ellsmere** – Vice President, member of the executive. Shelter and Thrift Store Liaison
4. **Janet Reid** – Board member, as Cat Sanctuary Liaison
5. **Keith Liedtke** – Board Member - Capital Campaign Committee
6. **Ken Johnston** – Board member and City of Richmond Liaison

Nominated members for the Board of Directors for a two-year term

The nominees are listed on sheets distributed throughout the room. Nominees for a two year term are:

1. **Alan Marchant**, Treasurer and member of the Executive
2. **Daniel Lay**, Board Member Development, Foster Program Advisor
3. **Aeronn Zlotnik**, Board Member Development Committee and overseeing RAPS Legacy Project
4. **Natasha Kulušić** – Board Member and Legal Advisor, RAPS Legacy Project
5. **Andrea Jones** – Board Member and Legal Advisor
6. **Martin van den Hemel** – Board Member
7. **Dr. Assaf Goldberg** – Board Member, RAPS Medical Director

→ **Cathy Ellsmere, Vice President to Call for a Vote:** *“that the nominated candidates for the Regional Animal Protection Society Board of Directors be declared Elected for a two year term.”*

- 1st – Keith Liedtke
- 2nd – Janet Reid
- Discussion of motion – no discussion
- Vote by show of hands..... **All in Favour** (unanimous).
 - **“the motion has PASSED ”**

Motion – *We will now call a vote to adjourn the business portion of the 24th Annual General meeting of the Regional Animal Protection Society*

- 1st – Margaret Leathley
- 2nd – Chris Kamachi
- Discussion of motion – no discussion
- Vote by show of hands..... **All in Favour** (unanimous).
 - **“the motion has PASSED ”**

RAPS AGM adjourned at 8:05 PM

Signed and approved by (minimum two signing officers):

Fearn Edmonds, President _____

Alan Marchant, Treasurer _____

Cathy Ellesmere, Vice President _____

Margaret Leathley, Secretary _____

Eyal Lichtmann, CEO _____