



Rural Internet
Since 1994

Peace Region Internet Society Annual General Meeting

Saturday, September 30th, 2017 - 2:00 P.M.
929 106 Ave., Dawson Creek, BC (PRiS Office)

Present Were:

Bill Lindsay, President; Monte Bentley – Vice-President; Bonnie Lehmann, Treasurer; Debra Kellestine, Secretary; and Directors: Judith Madden, Brian Thornton, Bryan Smith and Wade Lillico.

PRiS staff: Aaron Lamacchia, Executive Director; Angie Collins, Office Manager; and Chris Lavoie, Technical Administrator.

Dale Rose of Sander Rose Bone Grindle, Chartered Accountants.

Absent Was:

Director Kelly Moscrip.

Members Present:

Shari Lillico, Peter Dumlich, Shirley Kronlund, August Lehmann, Debbie Koppel and Arvo Koppel.

Call to Order

Bill Lindsay, President, called the annual general meeting to order at 2:00 p.m. He advised that a quorum is achieved (five or more members in addition to the Directors). Bill explained that in general meeting all members may participate in voting and speaking on resolutions, and moving/seconding motions. He welcomed Dale Rose of Sander Rose Bone Grindle, auditors for the Peace Region Internet Society. Bill reviewed the agenda for those present.

Adoption of the September 30, 2017 Agenda

Moved by Brian Thornton, Seconded by Wade Lillico - "To adopt the agenda as presented."
Carried.

Adoption of the Minutes for the October 1, 2016 Annual General Meeting

Moved by Bonnie Lehmann, Seconded by Bryan Smith - "To adopt the October 1, 2016 AGM minutes as circulated." Carried.

Business Arising From the Minutes

Discussion of proposed amendments to the Constitution and Bylaws is under Special Business.

President's Report

Bill stated that since our 2016 AGM there have been several changes to the staff at PRiS including a few well-deserved internal promotions. He welcomed Aaron Lamacchia, our new Executive Director. He advised that our recent Industry Canada project is completed and would be discussed by Aaron as well as presenting some new service packages. Bill believes that new funding opportunities for the Society will be available and the Society should prepare for such announcements. He encouraged members to consider being nominated as a Director during the elections to be held later in this AGM. Bill expressed appreciation to the PRiS staff for their hard work and dedication.

Financial Statements

David Rose of Sander Rose Bone Grindle, presented the audited financial statements. David summarized the important points on the statements. He advised that PRiS has a clean audit report. The statement of financial position is as of March 31, 2017. Net assets as of that date were 1.7 million dollars. Expenses went up slightly over revenue in comparison to the previous year. A management letter recommending procedures and processes has been included and which will be reviewed to assist in preparing for the upcoming fiscal year-end.

Moved by Brian Smith, Seconded by Brian Thornton - "To approve the Financial Statements as prepared by Sander Rose Bone Grindle for the fiscal year ending March 31, 2017." Carried.

Appointment of Auditor

Moved by Judith Madden, Seconded by Wade Lillico, - "That Sander Rose Bone Grindle be appointed as the auditors of the Peace Region Internet Society for the current fiscal year." Carried.

Executive Director's Report

Aaron advised that 2016/2017 marked year three of the Industry Canada project which is now completed. With expansion into Saddle Hills our membership will increase. He has been working through some staffing challenges as we lost our former Executive Director and Human Resources Manager. The former Office Manager has semi-retired. He is very excited to be part of the PRiS team. With the completion of the Industry Canada expansion he is now looking into future projects for the Society. Aaron reviewed a map of the areas presently covered by PRiS. Expansion took place in Hudson's Hope, Fort St. John, Jack Fish Lake, Bear Mountain and Saddle Hills. He advised the PRiS will focus on replacing legacy services increasing the standard to a minimum of 2.5 mbps for all members. Peter Dumlich asked how a Society can operate in a different Province without the knowledge of present PRiS members. He pointed out that our Constitution states that we operate in Northern British Columbia. Aaron advised that the people in Saddle Hills asked for our help. He felt that the people in this area are deserving and meet the PRiS mandate. Aaron advised that BC societies are allowed to provide service in other provinces. Peter asked if it would be more appropriate to bring this to the membership for a vote or if it can just be implemented without input from the membership. Bill advised that Aaron is new to the Society and that the decision was made prior to his tenure. As a volunteer Board we have had to familiarize ourselves with the ins and outs of the Constitution and how it applies to inter-provincial activities. We found nothing to prevent PRiS from doing business in Saddle Hills. Aaron explained that there would be no change to governance and that PRiS is bound by the requirements of the BC Societies Act. There are no tax implications to updating the Constitution

to address doing business in Alberta. There is no requirement to have Alberta residents as Directors on the Board, however, nomination of an Alberta resident can be entertained.

Special Business – BC Societies Act – Proposed Amendments to the Constitution and Bylaws

Monte Bentley (Vice-Chair) presided so that Bill Lindsay could present the proposed amendments.

1. Proposed Amendment to the PRiS Constitution:

PRiS is providing WiFi services to Saddle Hills County in Alberta and our society is applying to become registered in that province. Accordingly, the Board proposes the following amendment to the Constitution:

Moved by Bill Lindsay, Seconded by Bonnie Lehmann:

Be it resolved that the Constitution of this society be amended by striking out "... to serve the Peace River Region of British Columbia" where it appears in the purposes and substituting "... to serve the Peace River Region"

Carried.

2. Reconsideration of Resolution amending Part 10 of the Bylaws:

During the 2016 AGM, a resolution to amend Part 10 of the bylaws was adopted and then later it was determined that the status of PRiS (as a reporting society) was based on a misunderstanding of the facts. Subsequently, during a Board meeting in mid-October 2016, a motion was passed to delay making the amendments to Part 10 coming into force and taking effect until the membership can reconsider this matter at a future general meeting. Judy provided the explanation that there was a specific wording change requirement in the *Societies Act* which did not apply to non-reporting societies. The Board had proposed the amendment thinking that PRiS was a reporting society.

Moved by Bill Lindsay, Seconded by Arvo Koppel - "Be It Resolved that the motion to amend Part 10 of the PRiS bylaws; which was passed during the 2016 annual general meeting, be reconsidered." Carried.

Moved by Bill Lindsay, Seconded by Arvo Koppel - "Following the reconsideration of the amendments made to Part 10 of the PRiS bylaws on October 1, 2016; Be It Resolved that these amendments be rescinded and that the original provisions - Bylaws 10.1 to 10.7 - be reinstated." Carried.

3. Proposed amendment of Bylaw 6.6

Due to the vastness of our region, meetings of the directors are generally limited to 3 or 4 a year. Therefore, it is important that there be a sufficient number of directors present at meetings to conduct the business of the society. The following sets out the current wording of Bylaw 6.6:

6.6 (a) A director who expects to be unable to attend Board meetings for a period of two or more consecutive board meetings shall send or deliver to the address of the Society a waiver of notice. The waiver of notice may be made by letter, facsimile transmission (fax), e-mail or in person.

(b) Until such waiver is withdrawn:

- (i) no notice of meeting of directors shall be sent to that director; and
- (ii) any and all meetings of the directors of the Society, for which notice thereof has not been given to the director or directors who have sent or delivered such waivers to the Society, shall, if a quorum of the directors is present, be valid and effective.

Moved by Bill Lindsay, Seconded by Wade Lillico:

Bylaw 6.6 is repealed and the following is substituted:

"6.6 (a) A director who expects to be unable to attend a Board meeting shall so notify the Society in advance of the meeting.

(b) A director who fails to notify the Society in accordance with Bylaw 6.6 (a) for two or more consecutive meetings may be removed from office by a 2/3 majority vote of the directors.

(c) A removal under Bylaw 6.6 (b) continues until the annual general meeting held in the next calendar year."

Arvo Koppel expressed concerns that the Board may be in a position of not having a quorum if it is not stated that the Board has the right to appoint another person to the Board.

Moved by Judy Madden, Seconded by Bonnie Lehmann - "To amend the tabled motion by striking out paragraph (c) and substituting, "(c) The removal of a director under Bylaw 6.6 continues until the annual general meeting held in the next calendar year" and further by adding as paragraph (d), "(d) Pursuant to section 50 (2) of the *Societies Act*, that an individual may be elected or appointed, by ordinary resolution, to serve as a director for the balance of the term of the removed director."

Monte Bentley, acting Chair, called for a vote on the amendment to the tabled motion and it was Carried. Then Monte asked for a vote on the tabled motion as amended and it was Carried. Bill Lindsay resumed the Chair.

New Business

Bill asked the members if there was any new business they would like to discuss. Peter Dumlich stated his appreciation of PRiS's efforts to provide internet service to the Lone Prairie area. Peter suggested that some tests be made to the existing equipment in his area before it is replaced as he was getting higher speeds for a brief period of time. Based on this fact, he questioned the need to replace the equipment. Chris Lavoie explained that the current equipment does not handle multiple connections well. One person may get the majority of the bandwidth while neighbours sharing the access point have no bandwidth available to them. There had been some signal alterations that triggered the increased bandwidth temporarily. Peter asked why the upload speed has been reduced to 1 mbps in the new packages. Chris Lavoie committed to study the connectivity in Lone Prairie and determine if something can be done to improve the situation.

Arvo Koppel asked for improvements in member communications. He requested that the minutes be posted in a timely manner. He also requested that PRiS advertise more about the service initiatives that are available.

Shari Lillico asked if webmail was going to be improved. Chris Lavoie advised that he is working on improvements to the email system.

Arvo suggested that the membership be surveyed why they are members of PRiS and if they would be interested in some community activities or events hosted by the Society. Aaron commented that is hoping to provide free hotspots at some regional venues and he is also looking for volunteers to help teach computer skills to PRiS members.

Election of Directors

Bill advised that the Board must be composed of a minimum of five and no more than 12 Directors. Directors Wade Lillico, Bryan Smith and Brian Thornton have one more year of their respective 2-year term. Accordingly, there can be up to nine candidates elected to the Board. Before voting, Bylaw 5.2 (f) requires that all candidates must disclose any family relationships that exist between them and other Directors or candidates, with PRiS employees or with regular suppliers of goods and services to the Society. After considerable discussion, Angie Collins nominated Debra Kellestine, Judy Madden, Shari Lillico, Arvo Koppel and Monte Bentley, each for the position of Director. Peter Dumlich seconded these nominations. There being no further nominations Bill declared the nominations closed and declared Judith Madden, Debra Kellestine, Monte Bentley, Sherry Lillico and Arvo Koppel elected by acclamation for two-year terms.

Door Prize Draw

Wade Lillico won the door prize draw – a solar powered charger for cell phones and similar mobile devices.

Adjournment

There being no further business, this annual general meeting was adjourned at 4:10 p.m. The Directors were asked to stay for a brief introductory meeting.

X 

Director, Print Name:

X 

Director, Print Name: Aaron Lamacchia