

NIGHT HOOPS BASKETBALL SOCIETY
Minutes of the Annual General Meeting – June 26, 2013

LOCATION Blake, Cassels & Graydon LLP
595 Burrard Street – Suite 2600, Bentall Three Centre, Vancouver

PRESENT Denise Coutts, President Kim Howe, Vice President
Sheri Evans, Secretary/Treasurer Booth Palmer, Past President
Steve Mawhinney, Director

ALSO PRESENT Etienne Orr-Ewing, Board Candidate
Bill Maclagan, Lawyer, Blake, Cassels & Graydon LLP
Chad Cowles, Business Development Manager
Aman Jhutti, Boy's League Program Coordinator
Mitra Tshan, Girl's League Coordinator

REGRETS Paul Eberhardt, Director Emilio Godoy, Director
David Munro, Director Inderjit Waraich, Director
Dick Woldring, Director

MEETING CALLED TO ORDER AND SECRETARY APPOINTED

Denise Coutts, acting as Chair, welcomed everyone to the Annual General Meeting of the members of the Night Hoops Basketball Society. She thanked members of the staff for attending and reported that regrets were received from several Board members.

Denise stated that with the consent of the meeting, she will appoint Sheri Evans as Secretary of the meeting and called the meeting to order at 6:00 pm. She reported that the Notice of the Meeting was given two weeks in advance as required and will not be read out as it is included in the AGM Meeting Package.

Denise noted that a quorum for a meeting of members of the Society is 3 and declared a quorum of the members to be present. She further noted that the meeting is regularly and duly called and is now ready for the transaction of business.

ACCEPTANCE OF AGENDA

Denise stated that the first item of business is the acceptance of the Agenda for the Annual General Meeting of the Society. She noted that two corrections are required: Booth Palmer will oversee the Election of the Directors and Kim Howe the Special Resolution to Change the Constitution.

It was moved, seconded (Evans/Mawhinney) and unanimously carried to accept the Agenda as amended.

APPROVAL OF MINUTES OF 2012 AGM

Denise stated that the next item of business is the approval of the Minutes of the Annual General Meeting held on May 10, 2012.

It was moved, seconded (Evans/Howe) and unanimously carried to approve the 2012 AGM Minutes as circulated.

RECEIPT AND APPROVAL OF FINANCIAL STATEMENTS

Denise called upon Sheri to present the financial statements of the Night Hoops Basketball Society for the period ending March 31, 2013 prepared by our bookkeeper Cathy Hudson. She noted that a copy of the financial statements was not included in the AGM Package but were emailed out to everyone and that additional copies are available at today's meeting for those that need them.

Sheri walked the group through the 2012/2013 Financial Statements presented, explaining that they provide a snapshot as of March 31st. She noted that there are three major expense categories and typically we have always spent what we have earned. Sheri also reported that the statements do not reflect our relationship with several key partners who provide significant in-kind services and support to our program. General discussion followed and Sheri responded to all questions related to the statements.

Following the report from Sheri, Denise asked for a motion that the financial statements be received and approved for the 2012/13 fiscal year as presented and that Sheri Evans, Secretary/Treasurer, and Denise Coutts, President, be authorized to sign both the financial statements and the Community Gaming Grant application on behalf of the Board of Directors.

It was moved, seconded (Evans/Mawhinney) and unanimously carried to approve the 2012/2013 Financial Statements as presented and that Denise Coutts and Sheri Evans be authorized to sign the Financial Statements and Community Gaming Grant application on behalf of the Board of Directors.

ELECTION OF DIRECTORS

Denise noted that under the Bylaws of the Society, all Directors are deemed to have resigned at the Annual General Meeting but are eligible for re-election. She noted that several years ago we developed the Terms of Reference for a Nominating Committee and that Booth, in his capacity as Committee Chair, led the process to determine our slate of Directors for 2013/2014.

Booth reported that all of the Directors had been polled to determine their interest in serving on the Board again as a Director until the next Annual General Meeting and was made aware that several people, including Denise, Kim and Sheri, are wanting or needing to transition off the Board. Discussion followed and no one else expressed interest in stepping into one of the positions on the Executive at this time.

Booth stated that he is pleased that Etienne Orr-Ewing is joining the Board and that he nominates the following individuals as Directors of the Night Hoops Basketball Society: Denise Coutts, Paul Eberhardt, Sheri-Lynne Evans, Emilio Godoy, Kim Howe, Steve Mawhinney, David Munro, Etienne Orr-Ewing, Booth Palmer, Inderjit Waraich and Dick Woldring.

Denise asked for a motion that the 11 persons nominated be elected as Directors of the Society to hold office until the next Annual General Meeting or until their successors are elected or appointed, subject to the provisions of the Society's Constitution and Bylaws.

It was moved, seconded (Palmer/Evans) and unanimously carried to elect the Directors of the Society as nominated.

Denise declared the following persons to have been elected as Directors of the Society: Denise Coutts, Paul Eberhardt, Sheri-Lynne Evans, Emilio Godoy, Kim Howe, Steve Mawhinney, David Munro, Etienne Orr-Ewing, Booth Palmer, Inderjit Waraich and Dick Woldring.

Denise extended her sincere appreciation to the 2013/2014 Board of Directors. She noted that she will be working to update our Board Orientation Handbook and connecting with Etienne in the fall to orient him to the Board and his new role as a Director.

Denise mentioned that following the AGM, the Society also needs to submit a Form 10 (Annual Report) to the Registrar's office in Victoria. She circulated a draft Board list for 2013/2014 and asked that each returning and new Director check their personal information as listed and also insert their initial (middle name) if it is missing.

PRESENTATION AND RECEIPT OF REPORTS

Denise noted that the next item of business is the presentation of the staff reports and she asked Chad Cowles, Business Development Manager, to speak to the reports compiled and submitted by himself, Aman Jhutti and Mitra Tshan.

Chad spoke to his report and provided a general overview on another very successful year for the program. Aman and Mitra echoed Chad's remarks and provided the group with several of the highlights from each of their respective reports.

Denise thanked Chad, Aman, and Mitra for presenting their reports and brought to everyone's attention the first ever Annual Report produced by the Night Hoops Basketball Society. She said that the program and financial highlights of the year are included in the one page report and promotional piece.

Denise said that from the reports just given, the Society had a very successful program in 2013 – the 17th year of operation. On behalf of the Board, she thanked Chad, Aman, Mitra and Trish Cowles for their work and acknowledged the commitment and passion of all of the staff, league coordinators, coaches, officials and other dedicated volunteers that all contributed to making the program such a success again this year.

It was moved, seconded (Evans/Mawhinney) and unanimously carried to accept the Reports as presented.

OTHER BUSINESS

Denise said that it is essential that we continue the process to grow the capacity of our organization and our ability to sustain the Night Hoops basketball program. With these two themes, capacity-building and sustainability, in mind, she asked Bill Maclagan to update the group on the charity application process in general, the current status of the Night Hoops application, and the reasoning behind his recommendation to change paragraph 2 of the Constitution of our Society.

Bill noted that he has been working with Chad and that the Night Hoops application is in good shape at this point and once submitted, will take 6 to 8 months for a response to be received back from Revenue Canada. He noted that youth is not an eligible category for charitable status and this was the reason that he recommended making the change to the Constitution. Bill also reminded the group of the added administrative responsibilities of becoming a charity such as filing an annual return and issuing tax receipts.

Denise thanked Bill for his comments and asked if there were any questions for Bill from the Board. Hearing none, she reminded the group that the recommended Special Resolution to change the Constitution is outlined in the AGM Package and that it reads as follows:

The Board resolved a Special Resolution that paragraph 2 of the Constitution of the Society to be deleted in its entirety and be replaced with "2. The purpose of the Society is to support at risk youth and deal with problems of recidivism and juvenile delinquency by providing restoration basketball programs and workshops, life skills workshops, leadership training and general training for participants, officials and coaches."

It was moved, seconded (Howe/Evans) and unanimously carried to delete paragraph 2 of the Constitution in its entirety and replace it with "2. The purpose of the Society is to support at risk youth and deal with problems of recidivism and juvenile delinquency by providing restoration basketball programs and workshops, life skills workshops, leadership training and general training for participants, officials and coaches."

Denise thanked Bill for his effort in supporting the Society with the application as well as the hosting of today's AGM. She assured him that the proper form and paperwork will be filled immediately with the Registrar's office and when approved, will be provided to him so that the application can be completed and submitted. On behalf of the Board and staff, Chad made a presentation of a Night Hoops shirt to thank Bill.

Chad also acknowledged Mitra Tshan and on behalf of everyone in the Night Hoops community, expressed his sincere appreciation and gratitude to her and noted that she will be missed but that she leaves behind a great legacy.

ADJOURNMENT

Denise also thanked Mitra personally for her contribution to the growth and development of the girls league. She wished her well with her next volunteer endeavours with Special Olympics.

Denise stated that this concludes the business brought before the meeting. She noted that we would normally have a meeting following the AGM to review the budget and address several other items but that this will be deferred until September as a number of individuals need to leave and a quorum will not be present.

Denise declared, that if there are no objections, that the meeting will be adjourned.

It was moved, seconded (Mawhinney/Orr-Ewing) and unanimously carried to adjourn the meeting at 7:05 pm.