



**ANNUAL GENERAL MEETING  
February 23, 2022**

Minutes of the Quest Outreach Society 2021 Annual General Meeting scheduled February 23, 2022 at 7:00 p.m.

**PANELISTS:**

Marilyn Bergen, President (Chair)  
Carol Crow, Vice President

Eddie McWhirter, Treasurer  
Patrick Beirne, Secretary

**ALSO PRESENT:**

Theo Lamb, Executive Director  
Catherine Sleiman, General Manager

Rebecca Trotter, Moderator, GetQuorum  
14 Voting Members of the Society

**PREPARATION OF MINUTES:**

Carrie Peacock, Board Secretary

**PROCESS INTRODUCTION**

Rebecca Trotter, Moderator, reviewed the process for participating in the meeting and voting on motions.

**1. Call to Order**

Marilyn Bergen, Chair, acknowledged the traditional lands of the unceded territories of the Musqueam, Tsleil-Waututh and Squamish Nations, and called the meeting to order at approximately 7:06 p.m.

**2. Establish Presence of Quorum**

Chair Bergen confirmed that in accordance with the Bylaws, a quorum for a meeting of members of the Society was three members. The Moderator confirmed that quorum was achieved, with a total of 14 eligible voting members present.

**3. Approval of Agenda**

*Related item: Draft Agenda for the February 23, 2022 Quest Outreach Society Annual General Meeting*

**It was MOVED (Kevin Tufts) and SECONDED (Peter Brasso)**

That the Agenda for the Quest Outreach Society Annual General Meeting scheduled February 23, 2022, be approved as presented.

**CARRIED (AGM220223-01)**

**4. Adopt Minutes of the November 8, 2021 Annual General Meeting**

*Related item: Draft Minutes of the November 8, 2021 Quest Outreach Society Annual General Meeting*

**It was MOVED (Fred Cirillo) and SECONDED (Carol Crow)**

That the Minutes of the Quest Outreach Society Annual General Meeting held November 8, 2021, be adopted as presented.

**CARRIED (AGM220223-02)**

## 5. Presentation of Financial Statements and Auditor's Report

*Related item: Financial Statements of Quest Outreach Society and Independent Auditors' Report, for the year ended August 31, 2021*

Eddie McWhirter, Treasurer, referred to the information provided and reported that:

- KPMG LLP conducted the audit and provided the qualified opinion on November 23, 2021
- Total liabilities and net assets were indicated at approximately \$3.1 million
- Total revenues were indicated at approximately \$2.8 million, approximately \$205,000 less than the previous year (due to factors including lower sales)
- Total excess of revenue over expenses was indicated at approximately \$15,000.

### **It was MOVED (Caroline Smart) and SECONDED (Lillian White)**

That the Quest Outreach Society Annual General Meeting receive the "Financial Statements of Quest Outreach Society for the year ended August 31, 2021", as approved by the Directors and circulated to the members.

**CARRIED (AGM220223-03)**

## 6. Appointment of the Auditor

### **It was MOVED (Eddie McWhirter) and SECONDED (John Milobar)**

That the Quest Outreach Society (Society) Annual General Meeting appoint KPMG LLP as the Auditor for the Society for the year ending August 31, 2023.

**CARRIED (AGM220223-04)**

## 7. Report from the Directors

Carol Crow, Vice President, extended thanks to the members present for their continued support, and commented on some of the successes achieved by Quest Outreach Society (Society), during the previous year including:

- Theo Lamb joined the Society as Executive Director in July 2021
- The Society's website was updated prior to the year-end giving campaign
- The Executive Director was featured in a Vancouver Sun article, on the impacts to lower-income families due to the rising cost of food, inflation, and shipping disruptions
- The grocery experience provided at Quest Food Exchange Markets, continues to be based on the principles of dignity, access, and sustainability
- Markets in Surrey and Vancouver (on East Hastings Street) will be relocating
- A new food repacking and processing pilot project will be launched, with support from a private donor; this project will help the organization lean into new ways of delivering donated food.

## 8. Election of Directors

*Related item: Report titled, "Nominations Report – Bios of Nominees for Directors in Alphabetical Order"*

Chair Bergen confirmed that in accordance with the Bylaws, as the number of eligible nominees did not exceed the number of seats available on the Board of Directors, all nominees were deemed to be elected by acclamation and no vote was required.

The Moderator announced the names and positions of those acclaimed to the Quest Board of Directors, as follows:

- Marilyn Bergen, President (Officer)
- Carol Crow, Vice President (Officer)

- Eduarda (Eddie) McWhirter, Treasurer (Officer)
- Patrick Beirne, Secretary (Officer)
- Directors-at-Large:
  - o Peter Brasso
  - o Fred Cirillo
  - o John Milobar
  - o Naved Noorani
  - o Caroline Smart
  - o Lillian White.

## 9. New Business: Approval of New Bylaws

*Related items:*

- *“Notice of Special Resolution of Quest Outreach Society”, dated February 23, 2022*
- *Proposed Replacement Bylaws titled, “Schedule A”*

Chair Bergen referred to the proposed Bylaw revisions, and reported that:

- The existing Bylaws will remain in effect until the Society files a Bylaw Alteration Application with the BC Registrar of Companies, soon after the annual general meeting
- The Bylaw revisions reflect modern and effective guidelines, in keeping with the *Societies Act*
- Some of the revisions to the Bylaws include the following:
  - o Meeting notifications can now be sent electronically, and meetings can be held in-person or electronically
  - o Directors will have three-year terms in office, however only a portion of the Board will be up for election at each Annual General Meeting, to encourage succession planning
  - o Employees will no longer be eligible to be members, based on direction from legal counsel
  - o The Board of Directors will be updated to include a Chair, Vice Chair and Treasurer; the role of Secretary will now be held by an independent Corporate Secretary.

### **It was MOVED (Carol Crow) and SECONDED (Eddie McWhirter)**

That the Quest Outreach Society Annual General Meeting approve the following resolutions:

“BE IT RESOLVED as a special resolution, that the current Bylaws of the Quest Outreach Society (the “Society”) be deleted in their entirety and that the form of Bylaws presented as Schedule A at the February 23, 2022 Annual General Meeting of the Society, be adopted as the Bylaws of the Society in substitution for, and to the exclusion of, the existing Bylaws of the Society, with effect upon the electronic filing of a Bylaw Alteration Application with the BC Registrar of Companies”; and

“BE IT FURTHER RESOLVED as an ordinary resolution, that the solicitors for the Society, Norton Rose Fulbright Canada LLP, be and are hereby authorized to electronically file the Bylaw Alteration Application giving effect to the amendments approved therein”.

**CARRIED UNANIMOUSLY (AGM220223-05)**

## CONCLUSION

The February 23, 2022 Quest Outreach Society Annual General Meeting concluded at 7:30 p.m.

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