

---

# Ecology Action Centre Annual General Meeting 2019

**Monday June 24, 2019 – 6:00pm–8:45pm**

**Location:** Lindsay Children's Room, 2<sup>nd</sup> Floor, Halifax Central Library

## Agenda

- 6:00 Registration
- 6:05 Welcome and Acceptance of Agenda
- 6:10 Approval of Minutes of 2018 AGM
- 6:15 Board Report & Directors' Report
- 6:40 Financial Report
- 6:50 Vote on Bylaw Changes
- 7:05 Appointment of Volunteer Board Members for 2019-20
- 7:15 Recognition of Carla Vandenberg's Retirement
- 7:25 EAC Annual Awards
- 7:40 Presentation: Youth Strike 4 Climate
- 8:00 Members' Forum
- 8:15 Adjournment & Reception

We're 2 years away from our 50<sup>th</sup> anniversary! We would love to hear your ideas for how we should celebrate. We'll have sticky notes available during the reception and pre-meeting mingling for you to share your ideas.

---

## New Board Members Proposed 2019-2020

### Ayo Daniel Makanjuola - Treasurer



Ayo is currently the Director of Corporate Services for the Black Business Initiative (BBI). He holds a master's degree in finance from Obafemi Awolowo University and Bachelors in Accounting from Babcock University both in Nigeria. He has his CA in Nigeria, and he is also a Chartered Certified Accountant (ACCA) UK.

Ayo presently serve on the YMCA board of greater Halifax and Dartmouth. He lives in Spryfield with his wife and two children. He enjoys playing Soccer.

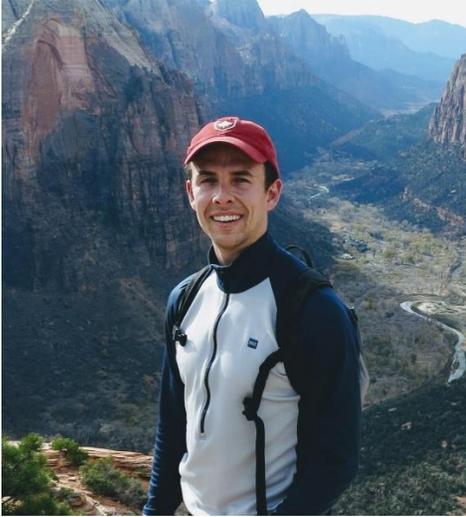
### Christina Macdonald – Member-at-large



Christina recently returned to Nova Scotia after 9 adventure-filled years in the Yukon, including 4 years as the Executive Director of the Yukon Conservation Society. Her professional experience has been in sustainability and the environment: management of renewable resources, land use planning, climate change adaptation, and advocacy for wildlife and habitat protection as well as energy conservation and renewable energy. She is passionate about finding interdisciplinary solutions to the interconnected social, environmental, cross-cultural and economic challenges we face today. After many years away, Christina is excited to live by the ocean again and find ways to connect deeply with the land and people of Nova Scotia.

---

## Michael Sime – Member-at-Large



Michael began to appreciate the outdoors at a young age, through many trips to Kejimikujik National Park as a child. Since then, he has gained a Bachelor of Commerce from Dalhousie, an MBA from Saint Mary's, and a CMA-CPA accounting designation. Having worked in different accounting and business roles from Halifax, Toronto, to Sydney, Australia, Michael gained a variety of experience working with diverse groups of people and processes. Aside from trying to travel as much of the world as possible and climbing Seven Bays, Michael is currently working in podcasting, interviewing, and recording.

## Rhiannon Davies, Member-At-Large



Having grown up in New Brunswick, studied in Montreal and lived for 18 years in Amsterdam, Rhiannon moved to Halifax in August 2018 after spending a year on a 44' sailboat travelling with her family. This sailing experience brought home again the importance of protecting our oceans and habitats, the importance of communication on environmental issues and that each of us needs to take an active role in protecting the world around us.

Rhiannon has spent her professional life working on the end-to-end supply chains of international corporations in food and consumer goods manufacturing and retail, most recently as a senior executive, board member and company director. Implementing strategies and practices to address transparency and accountability has been an important focus of her work.

Rhiannon's governance experience includes private, public companies and NGOs. She spent 6 years on the Supervisory Board of Fairfood International, an Amsterdam based NGO. Rhiannon is also an active angel investor, mentor and supporter of early-stage female entrepreneurs.

## Board Members Continuing Their Terms

**Anne-Marie Dalton** – Co-Chair  
**Anne Winters** – Transportation Issues Representative  
**Denis Leclaire** – Co-Chair  
**Hudson Shotwell** – Energy Issues Representative  
**Jamie Baxter** – Member-at-Large  
**John Crace** – Built Environment Representative  
**Sheila Stevenson** – Food Representative

## Board Members Stepping Down

**Candace Stevenson** – former Co-Chair  
**Karen Miner** – former Member-at-Large  
**Jacob Thompson** – former Energy Issues Representative

---

## EAC 2019 Bylaw Amendments

### (1.) Membership: Sections 2, 4 and 5

#### What is changing?

Sections 2, 4, and 5 of the *Bylaws of the Ecology Action Centre* ("the *Bylaws*") are being amended to simplify language and processes.

Sections 2, 4 and 5 of the current *Bylaws* read as follows:

2. Any interested person may become a Member of the Society and be placed on the regular contact list of the Society for one year following payment of a subscription of such amount as the Directors may from time to time determine. Under special circumstances the Board may waive membership fees and grant a membership to interested persons who make a formal request to the Board.
4. Each Member shall contribute a membership fee to the Society in the respective amounts established by the Directors. A Member shall enjoy all rights and privileges designated to Members for the following 12 months after the contribution is made. Membership shall cease for failure to pay membership fees one month after membership fees come due.
5. Every person who wishes to become a Member of the Society shall make application to staff, stating full name, postal and e-mail address and telephone number. This information shall be recorded in the Register of Members, with the date on which each person is admitted as a Member and date on which each person ceases to be a Member.

#### Amendment:

The propose *Bylaws* amendments are:

2. Any person who supports the objectives of the Society may become a member and their name will be recorded in the Registry of Members.
4. Each Member shall contribute a membership fee to the Society in the respective amounts established by the Directors. A Member shall enjoy all rights and privileges designated to Members for the following 12 months after the contribution is made. Membership shall cease for failure to pay membership fees one month after membership fees come due. Under special circumstances the Executive Director may waive membership fees and grant a membership to interested persons who make a formal request.
5. Every person who wishes to become a Member of the Society shall make an application that states their full name, postal and e-mail address and telephone number. This

---

information shall be recorded in the Register of Members, with the date on which each person is admitted as a Member and date on which each person ceases to be a Member.

### **Why is this change being proposed?**

This change is being proposed to clarify and simplify language. The change also allows the Executive Director to waive membership fees in special circumstances instead of that decision coming to the board.

## **(2.) Leadership Structure: Sections 8, 29 (f), and 49**

### **What is changing?**

Sections 8, 29 (f), and 49 are being amended to align with the new organizational structure that consists of as Executive Director instead of three co-directors. Additionally, the change to section 8 removes decision making between board meetings as a function of the executive committee

Sections 8, 29 (f), and 49 of the current *Bylaws* read as follows:

8. The Executive Committee shall consist of the Board Co-Chairs, Treasurer and Secretary, as well as the Policy, Managing and Financial Directors. It is responsible for:

(a) Managing the work of the Board of Directors including setting the agenda for Board meetings and director development and succession.

(b) Making decisions between Board meetings and reporting these decisions back to the Board.

29. The Board of Directors shall be responsible for all the conduct and business of the Society except as otherwise stated in these Bylaws. In particular, the Board of Directors is responsible to:

(f) ensure the hiring, supervision, and evaluation of the following positions: Managing Director, Policy Director, and Financial Director;

49. The Seal of the Society shall be in such form as shall be prescribed by the Board of Directors and shall be in the custody of the Financial Director and used when required for the purposes of the Society.

### **Amendment**

8. The Executive Committee shall consist of the Board Co-Chairs, Treasurer and Secretary, as well as the Executive Director, as a non-voting member. It is responsible for managing the work

---

---

of the Board of Directors including setting the agenda for Board meetings and director development and succession.

29. The Board of Directors shall be responsible for all the conduct and business of the Society except as otherwise stated in these Bylaws. In particular, the Board of Directors is responsible to:

(f) ensure the hiring, supervision, and evaluation of the Executive Director

49. The Seal of the Society shall be in such form as shall be prescribed by the Board of Directors and shall be in the custody of the Executive Director and used when required for the purposes of the Society.

### **Why is this change being proposed?**

The proposed changes align the bylaws with the new organizational structure, which has an executive director, instead of three co-directors. Additionally, it clarifies the role of the executive director as a non-voting member of the executive committee, and clarifies the executive committee as a non-decision making committee.

### **(3.) Making a Motion: Sections 3 and 18**

#### **What is changing?**

Sections 3 and 18 are being amended to clarify the introduction of motions at the AGM.

Sections 3 and 18 currently read:

3. Every Member of the Society shall have the right to address any Annual General, General Membership or Special Meeting of the Society and also to introduce any motion at the meeting. Each Member is entitled to one vote on a motion, resolution or question put to a meeting. There shall be no proxy voting.

18. Notice of the time, place and purpose of Annual General and General Membership Meetings shall be given by the Secretary to all Members at least 30 days prior to each meeting. Notice of the time, place and purpose of Special Meetings shall be given to all Members at least 5 days prior to each meeting. The mode of notice shall be by e-mail, through Society publications and other means decided by the Board.

#### **Amendment**

3. Every Member of the Society shall have the right to address any Annual General, General Membership or Special Meeting of the Society, in accordance with subclause 18 (a). Each

---

Member is entitled to one vote on a motion, resolution or question put to a meeting. There shall be no proxy voting.

18 (a) Motions may be introduced by Members at an Annual General, General Membership or Special Meeting. Motions that ask for action by the organization must have the written support of at least 25 members and be included in the notice of meeting as outlined below in 18 (b).

18 (b) Notice of the time, place and purpose of Annual General and General Membership Meetings shall be given by the Secretary to all Members at least 30 days prior to each meeting. Notice of the time, place and purpose of Special Meetings shall be given to all Members at least 5 days prior to each meeting. The mode of notice shall be by e-mail, through Society publications and other means decided by the Board.

### **Why is this change being proposed?**

This change clarifies the process for motions from the membership. It requires motions that require action to have the support of at least 25 members and a notice period. It does not prevent unactionable motions, such as motions of appreciation, support, or condemnation to be made without notice.

## **(4.) Consistency on Director Terms: Section 39**

### **What is changing?**

Section 39 is being updated to align with changes to bylaw 25 made in 2018, which extended board terms from two years to three years.

Section 39 currently reads:

39. To fill Director vacancies between annual general meetings up to three interim Directors may be appointed to the Board by a majority vote of existing Directors. In the event that more than three directors are required to fill vacancies between annual general meetings they shall be elected to the Board by a majority vote at any duly called Special or General Membership meeting. The two year terms of Directors elected or appointed to fill vacancies will begin after the next Annual General Meeting.

### **Amendment**

39. To fill Director vacancies between annual general meetings up to three interim Directors may be appointed to the Board by a majority vote of existing Directors. In the event that more than three directors are required to fill vacancies between annual general meetings they shall be elected to the Board by a majority vote at any duly called Special or General Membership

meeting. The three year terms of Directors elected or appointed to fill vacancies will begin after the next Annual General Meeting.

**Why is this change being proposed?**

In 2018 we amended the bylaw 25 to lengthen director terms from two years to three years. This change ensures consistency across the bylaws.