

**VICTORIA INNOVATION, ADVANCED TECHNOLOGY
AND ENTREPRENEURSHIP COUNCIL
ANNUAL GENERAL MEETING HELD 24 SEPTEMBER 2020**

MINUTES

1. Call to Order

The Annual General and Special Meeting (the “**Meeting**”) of the Victoria Innovation, Advanced Technology and Entrepreneurship Council (“**VIATEC**”) was called to order at 1:02 p.m. by the Vice-Chair of the Board, Brad Williams. He appointed Georgia Cowell, Member Relations Manager as Scrutineer for the Meeting and Matthew Dolmage with Reed Pope Law Corporation, legal counsel to VIATEC, as Secretary of the Meeting.

Mr. Williams introduced the directors and staff in attendance. Mr. Williams confirmed that the following were returning to the Board of Directors:

NAME	
1.	Robert Bowness
2.	Christina Gerow
3.	Mon Gill
4.	Justin Love
5.	Masoud Nassaji
6.	Jason Morehouse

Mr. Williams confirmed that the following were directors with terms ending:

NAME	
1.	Scott Dewis
2.	Owen Matthews
3.	Aston Scordo
4.	Erin Skillen
5.	Brad Williams
6.	Mike Williams
7.	Justin Young
8.	Roberta Leach

Mr. Williams then introduced and turned the meeting over to Dan Gunn, Chief Executive Officer, who recognized outgoing Board members running for re-election and introduced the following VIATEC staff members and personnel:

NAME	
1.	Rob Bennett – Chief Operating Officer
2.	Tessa Bousfield – Marketing & Events Director
3.	Georgia Cowell – Member Relations Manager
4.	Michelle Gaetz – Manager of Operations and Finance
5.	Dan Gunn – Chief Executive Officer
6.	Dominic Ohl – Engagement Concierge
7.	Eve Olynyk - Community Talent Development Manager
8.	Paula Parker - Community Manager
9.	Lindsay Richmond - Director of Leadership & Learning

Mr. Gunn then invited any members not registered with the Scrutineer to please do so.

2. Notice of Meeting

Mr. Williams confirmed that the Notice calling the Meeting and information concerning the Board nominations were posted on VIATEC's website in accordance with the requirements of the Bylaws and the *Societies Act*. Accordingly, he dispensed with calling for a reading of the Notice and asked the Secretary to append a copy of the Notice as a schedule to the Minutes of the Meeting (attached as Schedule A).

3. Scrutineer's Report and Voting Procedure

The Secretary had the Scrutineer's written report on attendance which stated a total of 21 Members were in attendance.

The quorum requirement of at least five Members present in person was met. The Notice of the Meeting having been given as required by the Bylaws and *Societies Act* and a quorum being present for the Meeting, Mr. Williams declared the Meeting duly constituted for the transaction of business.

Mr. Williams then reviewed the voting procedures under the current Bylaws.

4. Minutes of the Annual General Meeting of September 26, 2019

Mr. Williams indicated that the minutes of the Annual General Meeting held on September 26, 2019, were distributed for review. He asked if there were any errors or omissions. None were noted.

Upon motion duly made by Justin Love and seconded by Justin Young it was unanimously resolved that the minutes of VIATEC's Annual General Meeting held on September 26, 2019 were received as distributed.

5. Minutes of the Extraordinary General Meeting of August 11, 2020

Mr. Williams indicated that the minutes of the Extraordinary General Meeting held on August 11, 2020, were distributed for review. He asked if there were any errors or omissions. None were noted.

Upon motion duly made by Jason Morehouse and seconded by Justin Young it was unanimously resolved that the minutes of VIATEC's Extraordinary General Meeting held on August 11, 2020 were received as distributed.

6. Financial Statements and Auditor's Report

Mr. Williams submitted the audited financial statements of VIATEC for the financial year ending March 31, 2020, with the notes and Auditor's Report thereon, copies of which were placed before the members during the Meeting.

The Vice Chair then turned the floor over to Sang Ly of KPMG LLP who provided an overview of VIATEC's audited annual financial statements on behalf of KPMG LLP, VIATEC's auditors. Questions were invited but none were posed.

Mr. Williams then confirmed that the audited financial statements of VIATEC for the financial year ending March 31, 2020, with the notes and Auditor's Report thereon, were received.

7. Appointment of Auditors and Fix Remuneration

Mr. Williams then called for a motion to appoint KPMG LLP as Auditors for the coming year and that the directors be authorized to fix the remuneration to be paid to the auditor.

Upon motion duly made by Justin Love and seconded by Erin Skillen it was unanimously resolved that KPMG LLP, Chartered Accountants, be appointed auditors of VIATEC to hold office until the close of the next Annual General Meeting and that the directors be authorized to fix the remuneration to be paid to the auditors.

8. Setting the Number of Directors and Election of Directors

The Vice Chair then introduced a motion to fix the number of directors for the ensuing year. Upon motion duly made by Justin Love and seconded by Jason Morehouse it was unanimously resolved that the number of directors be set at 14.

The Vice Chair then moved to the election of directors for the ensuing year.

The Vice Chair confirmed that the following were the directors continuing for their second year of their two year term of election:

NAME	
1.	Robert Bowness
2.	Christina Gerow
3.	Mon Gill
4.	Justin Love
5.	Masoud Nassaji
6.	Jason Morehouse

Of these 6 Board members, all are Innovation Members.

The Vice Chair presented the individuals that had been put forth to be nominees to fill the 7 vacancies. There were 11 nominations to fill the 7 available vacancies, as follows:

NOMINEE	
1.	Darren Beckwith, an Innovation member
2.	Pelle Bjornert, an Innovation member
3.	Rachel Greenspan, a Service member
4.	Sarah Gulbrandsen, an Innovation member
5.	Christina Jones , an Innovation Member
6.	Corina Ludwig , an Innovation Member
7.	Owen Matthews , a Service Member
8.	Jordan Schley , an Innovation Member
9.	Erin Skillen , an Innovation Member
10.	Brad Williams, an Innovation Member
11.	Justin Young, an Innovation Member

Upon motion duly made by Jason Morehouse and seconded by Justin Love the nominations were approved.

The Vice Chair then noted that all voting for nominees took place online prior to the AGM in accordance with the bylaw amendments approved at the 2019 Extraordinary General Meeting. Robert Bennett was appointed Proxy Holder and put forth the results to the Scrutineer.

Mr. Williams presented the Scrutineer's report on the results of the ballot held relating to the election of Directors and indicated that, in accordance with the Board Member Nomination and Election Policy that was ratified by the Members, the following individuals were elected as Directors of the Society:

DIRECTOR	
1.	Darren Beckwith, an Innovation Member
2.	Sarah Guldbrandsen, an Innovation Member
3.	Christina Jones, an Innovation Member
4.	Corina Ludwig, an Innovation Member
5.	Owen Matthews, a Service Member
6.	Erin Skillen, an Innovation Member
7.	Brad Williams, an Innovation Member

Mr. Williams declared that the above individuals were duly elected for a two year term or until their successors are duly appointed.

Mr. Williams noted that the vacancy created by the resignation of Roberta Leach would be filled by the 8th person on the ballot, who would be appointed by the Board of Directors following the meeting.

11. Termination of the Meeting

There being no further business, upon motion duly made by Erin Skillen and seconded by Justin Love it was unanimously resolved to conclude the Meeting.

DocuSigned by:


Brad Williams, Vice Chair



Matthew Dolmage, Recording Secretary

SCHEDULE A – 2020 AGM NOTICE

Notice of Annual General Meeting of Members

Due to COVID-19, voting for VIATEC Board of Directors can only be done online from Sept 10 to Sept 22, 2020. There will be no voting for Board of Directors during the virtual AGM

Notice of Annual General Meeting of Members And Call for Nominations to the Board of Directors

NOMINATIONS CLOSED SEPTEMBER 4, 2020

THE VICTORIA INNOVATION, ADVANCED TECHNOLOGY AND ENTREPRENEURSHIP COUNCIL NOTICE OF THE ANNUAL GENERAL MEETING OF MEMBERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Members of the VICTORIA INNOVATION, ADVANCED TECHNOLOGY AND ENTREPRENEURSHIP COUNCIL (“VIATEC”) will be held Virtually on September 24, 2020 at the hour of 1:00 o’clock in the afternoon, for the following purposes:

- (1) To receive the minutes of the 2019 Annual General Meeting;
- (2) To receive the minutes of the 2020 Extraordinary General Meeting held on August 11, 2020;
- (3) To receive and consider the financial statements of VIATEC - updated Sept. 17/20 and to receive the report of the auditors thereon;
- (4) To appoint auditors for the ensuing year and to authorize the directors to fix the remuneration of the auditors;
- (5) To set the number of directors and announce the elected new directors
- (6) To receive the report of the directors; and
- (7) To transact such further or other business as may properly come before the meeting or any adjournment thereof.

DATED at Victoria, British Columbia, August 21, 2020

VIATEC is using SmartBallot to facilitate online voting for the 2020 Annual General Meeting. SmartBallot servers are located in Canada, and utilize end-to-end encryption. By participating in the 2020 Annual General Meeting, you authorize VIATEC to collect and use your personal information for the purposes of identifying you and recording your votes in this Annual General Meeting, and to share that personal information with SmartBallot to the extent necessary to identify you and record your votes.