

**VICTORIA INNOVATION, ADVANCED TECHNOLOGY
AND ENTREPRENEURSHIP COUNCIL
ANNUAL GENERAL MEETING HELD 28 SEPTEMBER 2023**

MINUTES

1. Call to Order

The Annual General Meeting (the “**Meeting**”) of the Victoria Innovation, Advanced Technology and Entrepreneurship Council (“**VIATEC**”) was called to order at 5:05 p.m. by the Chair of the Board, Brad Williams, acting as Chair of the Meeting. He appointed Georgia Cowell, Member Relations Manager as Scrutineer for the Meeting and Laura Kumpf with Reed Pope Law Corporation, legal counsel to VIATEC, as Secretary of the Meeting.

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

NAME	
1.	Armon Arani
2.	Darren Beckwith
3.	Scott Dewis
4.	Christina Jones
5.	Corina Ludwig
6.	Casey Milone
7.	Brad Williams

The Chair confirmed that the following were directors with terms ending and up for re-election:

NAME	
1.	Jim Balcom
2.	Maria Davidson

The Chair confirmed that the following were directors with terms ending:

NAME	
1.	Robert Bowness
2.	Sachen Macdonald
3.	Scott Phillips

4.	Scott Roberts
5.	Rasool Rayani

The Chair acknowledged Robert's three terms served and dedication to the Finance committee.

The Chair 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, Program Director
2.	Rebecca Blaser – Member Experience Coordinator
3.	Georgia Cowell – Member Relations Manager
4.	Michelle Gaetz – Manager of Operations and Finance
5.	Dan Gunn – Chief Executive Officer
6.	Jhenica Tongco – Program Coordinator
7.	Anna Quinn – Marketing and Communications Manager
8.	EIR's – Adam, Lorna, Mark and Shelley

2. CEO's Report

Mr. Gunn presented the CEO's report reviewing the affairs of VIATEC over the past year. Mr. Gunn turned the meeting over to the Chair, who then invited any members not registered with the Scrutineer to please do so.

3. Notice of Meeting

The Chair 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, the Chair 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**).

4. Scrutineer's Report and Voting Procedure

The Secretary had the Scrutineer's written report on attendance which stated a total of 25 Members were in attendance.

14 Innovation Members are in attendance
3 Service Members are in attendance

8 Individual Members are 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, the Chair declared the Meeting duly constituted for the transaction of business.

The Chair then reviewed the voting procedures under the current Bylaws.

5. Minutes of the Annual General Meeting of September 29, 2022

The Chair indicated that the minutes of the Annual General Meeting held on September 29, 2022, were distributed for review. The Chair asked if there were any errors or omissions. None were noted.

Upon motion duly made by Armon Arani and seconded by Jim Balcom it was unanimously resolved that the minutes of VIATEC's Annual General Meeting held on September 29, 2022 were received as distributed.

The Chair asked for a vote on the motion, and following the vote, declared the motion carried.

6. Financial Statements and Auditor's Report

The Chair submitted the audited financial statements of VIATEC for the financial year ending March 31, 2023, with the notes and Auditor's Report thereon.

The Chair then turned the floor over to Sang Ly 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.

The Chair then confirmed that the audited financial statements of VIATEC for the financial year ending March 31, 2023, with the notes and Auditor's Report thereon, were received.

7. Appointment of Auditors and Fix Remuneration

The Chair 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 Robert Bowness and seconded by Christina Jones 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.

The Chair asked for a vote on the motion, and following the vote, declared the motion carried.

8. Setting the Number of Directors and Election of Directors

The Chair then introduced a motion to fix the number of directors for the ensuing year. Upon motion duly made by Darren Beckwith and seconded by Scott Phillips it was unanimously resolved that the number of directors be set at 14.

The Chair asked for a vote on the motion, and following the vote, declared the motion carried.

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

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

NAME	
1.	Armon Arani, an Innovation member
2.	Darren Beckwith, an Innovation member
3.	Scott Dewis, an Innovation member
4.	Christina Jones, an Innovation member
5.	Cordina Ludwig, an Individual member
6.	Casey Milone, an Individual member
7.	Brad Williams, an Innovation member

Of these seven Board members, five are Innovation Members.

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

NOMINEE	
1.	John Austin, a Service member
2.	Jim Balcom, an Innovation member
3.	Chris Carvalho, a Service member
4.	Robert Cooper, an Innovation member
5.	Maria Davidson, an Innovation member
6.	Jennifer Hartfield, a Service member
7.	Darin Herle, an Innovation member
8.	Corey Scholefield, an Innovation member
9.	Glynnis Vaughan, a Service member

Upon motion duly made by Scott Phillips and seconded by Christina Jones the nominations were confirmed. The Chair declared the nominations as closed as nominations opened on July 5, 2023 and closed on September 5, 2023.

The Chair presented the Scrutineer's report indicating that the following individuals were elected as Directors of the Society:

DIRECTOR	
1.	Jim Balcom, an Innovation member
2.	Robert Cooper, an Innovation member
3.	Maria Davidson, an Innovation member
4.	Jennifer Hartfield, a Service member
5.	Darin Herle, an Innovation member
6.	Corey Scholefield, an Innovation member
7.	Glynnis Vaughan, a Service member

The Chair declared that pursuant to Section 4.3.4 of the Bylaws, the five Innovation members were elected by acclamation and the two Service members were elected by election and that the above individuals were duly elected for a two year term or until their successors are duly appointed.

8. Termination of the Meeting

There being no further business, upon motion duly made by Maria Davidson and seconded by Darren Beckwith it was unanimously resolved to conclude the Meeting.

The Chair asked for a vote on the motion, and following the vote, and declared the motion carried.

DocuSigned by:

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Brad Williams, Chair


Laura Kumpf, Recording Secretary

SCHEDULE A – 2023 AGM NOTICE

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

THE VICTORIA INNOVATION, ADVANCED TECHNOLOGY AND ENTREPRENEURSHIP COUNCIL

NOTICE OF ANNUAL GENERAL AND MEETING OF MEMBERS

NOTICE IS HEREBY GIVEN that the Annual General of the Members of the VICTORIA INNOVATION, ADVANCED TECHNOLOGY AND ENTREPRENEURSHIP COUNCIL (“VIATEC”) will be held on September 28, 2023 at the hour of 5:00 o’clock in the afternoon, for the following purposes:

- (1) To receive the minutes of the 2022 Annual General Meeting;
- (2) To receive and consider the financial statements of VIATEC and to receive the report of the auditors thereon;
- (3) To appoint auditors for the ensuing year and to authorize the directors to fix the remuneration of the auditors;
- (4) To set the number of directors and announce the newly elected new directors;
- (5) To receive the report of the directors; and
- (6) To transact such further or other business as may properly come before the meeting or any adjournment thereof.

DATED at Victoria, British Columbia, August 23, 2023.

BY ORDER OF THE BOARD

Authorized Signatory

VIATEC is using [SmartBallot](#) to facilitate online voting for the 2023 Annual General Meeting. The online voting will take place prior to the AGM. SmartBallot servers are located in Canada, and utilize end-to-end encryption. By participating in the 2023 Annual General Meeting, you authorize VIATEC to collect and use your personal information for the purposes of identifying you and recording your votes for this Annual General Meeting, and to share that personal information with SmartBallot to the extent necessary to identify you and record your votes.

Board Nominations Open!

As a Candidate please follow this [link](#)

Nominations close Sept. 5, 2023 at 3 pm.

Agenda

1. Call to Order for AGM - September 28, 2023
2. Minutes of the Annual General Meeting held on September 29, 2022
3. Financial Statements and Auditor's Report
4. Appointment of Auditors
5. Set Number of Directors and announce the elected Directors
6. Board's Report
7. Other Business

'RULES' for Digital voting Prior to the AGM

- An email will be sent to you asking for an email confirmation from SmartBallot prior to online voting opening. ***Your Primary contact will receive the email within your company.***
- When Voting opens, a second email will be sent with a secured link.
- Only member companies have full voting privileges and only 1 vote per/company.
- ***If the primary CEO cannot vote please let us know at info@viatec.ca***
- ***Complete your identity verification - enter your PIN.*** Generic emails are not considered unique and are not verifiable.
- ***Online voting will open Sept. 11th and close Sept. 18th, no exceptions. The winners will be announced on Sept. 28, 2023 at our AGM***

Please view the full detailed instructions [here](#)

Any Member can activate their profile - but only eligible voters will be able to VOTE. Eligible Voters will be issued their PIN following your profile activation and when the voting event begins for your New Board Directors. An email was sent to the primary contact of your VIATEC company profile.

Digital Voting brought to you by:

