

VICTORIA INNOVATION, ADVANCED TECHNOLOGY
AND ENTREPRENEURSHIP COUNCIL
ANNUAL GENERAL MEETING HELD 19 SEPTEMBER 2024

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 Jack Palmer 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.	Jim Balcom
2.	Rob Cooper
3.	Maria Davidson
4.	Jennifer Hartfield
5.	Darin Herle
6.	Corey Scholefield

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

NAME	
1.	Armon Arani
2.	John Austin
3.	Scott Dewis
4.	Casey Milone

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

NAME	
1.	Darren Beckwith
2.	Christina Jones
3.	Corina Ludwig

4.	Brad Williams
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The Chair then introduced and turned the meeting over to Dan Gunn, Chief Executive Officer, who acknowledged Brad's three terms served, 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.	Georgia Cowell – Member Relations Manager
3.	Michelle Gaetz – Finance
4.	Ceri Barlow – Fort Tectoria Manager
5.	Dan Gunn – Chief Executive Officer
6.	Anna Quinn – Communications and Marketing Manager

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.

13 Innovation Members are in attendance

9 Service Members are in attendance

3 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 28, 2023

The Chair indicated that the minutes of the Annual General Meeting held on September 28, 2023, were distributed for review. The Chair asked if there were any errors or omissions. None were noted.

Upon motion duly made by Rob Cooper and seconded by John Austin it was unanimously resolved that the minutes of VIATEC's Annual General Meeting held on September 28, 2023 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, 2024, 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, 2024, 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 Maria Davidson and seconded by Darin Herle 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 Christina Jones and seconded by Jennifer Hartfield 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.	Jim Balcom, an Individual member
2.	Rob 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

Of these six Board members, four are Innovation Members.

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

NOMINEE	
1.	Mike Anderson, an Innovation member
2.	Armon Arani, an Innovation member
3.	John Austin, an Innovation member
4.	Justine Bryant, an Innovation member
5.	Chris Carvalho, an Innovation member
6.	Scott Dewis, a Service member
7.	Jacques Du Plessis, a Service member
8.	Casey Milone, an Individual member
9.	Meghan Nichol, an Innovation member
10.	Alexis Santacruz, an Innovation member
11.	Christine Tatham, an Innovation member
12.	Kate Fagan Taylor, a Service member

Upon motion duly made by Rob Cooper and seconded by Darin Herle the nominations were confirmed. The Chair declared the nominations as closed as nominations opened on July 3, 2024 and closed on September 4, 2024.

The Chair presented the Scrutineer's report indicating that the following individuals were elected as Directors of the Society for, except as otherwise provided below, a two-year term or until their successors are duly appointed:

DIRECTOR	
1.	Mike Anderson, an Innovation member
2.	Armon Arani, an Innovation member
3.	John Austin, an Innovation member
4.	Justine Bryant, an Innovation member
5.	Chris Carvalho, an Innovation member
6.	Jacques Du Plessis, a Service member*
7.	Meghan Nichol, an Innovation member
8.	Christine Tatham, an Innovation member

* Jacques Du Plessis elected as director for a term of one (1) year to complete remainder of term for director with early resignation

8. Termination of the Meeting

There being no further business, upon motion duly made by John Austin and seconded by Justine Bryant 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.

Signed by:

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Brad Williams, Chair


Jack Palmer, Recording Secretary

SCHEDULE A – 2024 AGM NOTICE

[see attached]



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 meeting of the Members of the **VICTORIA INNOVATION, ADVANCED TECHNOLOGY AND ENTREPRENEURSHIP COUNCIL ("VIATEC")** will be held on **September 19, 2024** at the hour of 5:00 o'clock in the afternoon, at 777 Fort Street, Victoria, V8W 1G9, B.C. for the following purposes:

- (1) To receive the minutes of the 2023 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 19, 2024

BY ORDER OF THE BOARD


Authorized Signatory