

**VICTORIA INNOVATION, ADVANCED TECHNOLOGY  
AND ENTREPRENEURSHIP COUNCIL  
ANNUAL GENERAL MEETING HELD 29 SEPTEMBER 2022**

**MINUTES**

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**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 5:03 p.m. by the Vice Chair of the Board, Darren Beckwith, 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:

<b>NAME</b>	
1.	Jim Balcom
2.	Robert Bowness
3.	Maria Davidson
4.	Sachen Macdonald
5.	Scott Phillips
6.	Rasool Rayani
7.	Scott Roberts

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

<b>NAME</b>	
1.	Darren Beckwith
2.	Christina Jones
3.	Corina Ludwig
4.	Brad Williams
5.	Sarah Gulbrandsen
6.	Owen Matthews
7.	Masoud Nassaji

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.	EIR's – Adam, Lorna, Mark, Shannon and Shelley

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.

## 2. 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**).

## 3. Scrutineer's Report and Voting Procedure

The Secretary had the Scrutineer's written report on attendance which stated a total of 23 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, the Chair declared the Meeting duly constituted for the transaction of business.

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

## 4. Minutes of the Annual General Meeting of September 23, 2021

The Chair indicated that the minutes of the Annual General Meeting held on September 23, 2021, were distributed for review. The Chair asked if there were any errors or omissions. None were noted.

Upon motion duly made by James Gatsi and seconded by Maria Davidson it was unanimously resolved that the minutes of VIATEC's Annual General Meeting held on September 23, 2021 were received as distributed.

**5. Financial Statements and Auditor's Report**

The Chair submitted the audited financial statements of VIATEC for the financial year ending March 31, 2022, with the notes and Auditor's Report thereon.

The Chair then turned the floor over to Mr. Gunn 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, 2022, with the notes and Auditor's Report thereon, were received.

**6. 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 Scott Phillips 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.

**7. 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 Corina Ludwig and seconded by Maria Davidson it was unanimously resolved that the number of directors be set at 14.

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:

<b>NAME</b>	
1.	Jim Balcom
2.	Robert Bowness
3.	Maria Davidson
4.	Sachen Macdonald
5.	Scott Phillips
6.	Rasool Rayani
7.	Scott Roberts

Of these seven Board members, all are Innovation Members.

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

<b>NOMINEE</b>	
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.	Corina Ludwig, an Innovation Member
6.	Casey Milone, an Individual Member
7.	Brad Williams, an Innovation Member

Upon motion duly made by Sachen Macdonald and seconded by Rasool Rayani the nominations were confirmed. The Chair declared the nominations as closed as nominations opened on August 10, 2022 and closed on September 2, 2022.

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

<b>DIRECTOR</b>	
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.	Corina Ludwig, an Innovation Member
6.	Casey Milone, an Individual Member
7.	Brad Williams, an Innovation Member

The Chair declared that pursuant to Section 4.3.4 of the Bylaws, the seven nominees were elected to the Board of the Society by acclamation 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 Rasool Rayani and seconded by Masoud Nassaji it was unanimously resolved to conclude the Meeting.

DocuSigned by:  
  
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Darren Beckwith, Chair

  
Laura Kumpf, Recording Secretary

**SCHEDULE A – 2022 AGM NOTICE**

*VIATEC's Annual General Meeting will be a "hybrid" meaning with the option for VIATEC members to attend online OR to join the live audience at Fort Tectoria which will be followed by in-person networking. When registering, please note the ticket options: Live Audience/Networking vs. Virtual Meeting.*

**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 29, 2022 at the hour of 5:00 o'clock in the afternoon, for the following purposes:

- (1) To receive the minutes of the 2021 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 24, 2022

BY ORDER OF THE BOARD

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Authorized Signatory