

Call to Order – 3:00 pm, September 22, 2015 | West Gym

1. CALL TO ORDER

The Meeting will be called to order by Darwin Binesh – Vice President Student Services.

2. TERRITORIAL ACKNOWLEDGMENT

The Board of Directors will recognize that meeting is being conducted on the traditional and unceded territories of the Coast Salish peoples, which includes the Squamish, Musqueam, Stó:lo, and Tsleil-Waututh people to the Board of Directors' current knowledge.

3. APPOINTMENT OF THE CHAIR

The members will nominate and appoint a Chairperson for the Annual General Meeting.

MOTION AGM 2015-09-22:01

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Whereas the Board of Directors would like to facilitate the Annual General Meeting with an external chair to ensure an effective and efficient meeting.

Whereas John Noonan is a Professional Registered Parliamentarian and brings 10 years of experience leading meetings with Robert's Rules of Order.

Be it resolved that John Noonan be appointed as the chair of the 2015 Simon Fraser Student Society Annual General Meeting.

4. ADOPTION OF THE AGENDA AND REVIEW OF MEETING RULES

The meeting will consider the agenda prepared by the Board of Directors. Changes or additions to the agenda may be proposed at this time.

The Chairperson will provide a brief overview of Robert's Rules of Order, a system of meeting rules and procedures that the Student Society uses for the general meeting.

MOTION AGM 2015-09-22:02

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Be it resolved that the agenda be adopted as presented.

5. ADOPTION OF MINUTES

The minutes of the 2014 Annual General Meeting will be available for consideration by members.

MOTION AGM 2015-09-22:03

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Be it resolved that the minutes of the October 22, 2014 Annual General Meeting of the Simon Fraser Student Society be adopted.

6. RECEIPT OF REPORT FROM THE BOARD OF DIRECTORS

A report will be presented detailing the activities of the Board of Directors from October 23, 2014 to September 21, 2015.

MOTION AGM 2015-09-22:04

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Be it resolved that the 2014—2015 report from the Board of Directors be adopted.

7. RESOLUTIONS AND SPECIAL RESOLUTIONS

a. Approval of a Debenture in Respect of the Construction of a New Student Union Building

MOTION AGM 2015-09-22:05

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- A. *Whereas* the Simon Fraser Student Society (the “**Society**”) and Simon Fraser University (“**SFU**”) have agreed to enter into a project for the construction of a new student union building on SFU’s Burnaby campus (the “**SUB Project**”).
- B. *Whereas* a referendum was passed by the members of the Society (the “**Members**”) on March 22, 2012 in favour of the development of the SUB Project and the related project for the construction of a new stadium on SFU’s Burnaby campus (the “**Stadium Project**”).
- C. *Whereas* the Society will need to borrow money from third parties to fund the development of the SUB Project and is seeking such financing on the best available terms. In order to obtain such funding, the Society may be required to grant or issue security, in the form of a debenture, promissory note, mortgage, general security agreement or other security instrument, for the repayment of any amount so borrowed.
- D. *Whereas* the Society’s bylaws (the “**Bylaws**”) provide that its directors (the “**Directors**”) may, for the purpose of carrying out the purposes of the Society, borrow, raise or secure the repayment of money and may authorize the issuance of security on the whole or part of the property or assets of the Society, present and future, including Society fees now or hereafter due or payable, except that no debenture shall be issued without sanction of a special resolution.
- E. *Whereas* the Society Act (B.C.) similarly requires that any issuance of a debenture by the Society be approved by the Members by special resolution and permits the Members to grant a general power on the Directors to issue debentures for a period of one year from the date on which such resolution was passed.
- F. *Whereas* it is expedient for the purposes of facilitating the SUB Project that the Members exercise the authority conferred upon them under the *Society Act* (B.C.) and the Bylaws by giving the Directors the authority to borrow such amounts as may be

required in order to pursue the SUB Project and to secure the repayment of such borrowing in the manner that the Directors see fit.

Be it resolved by special resolution that:

1. The Directors are hereby authorized, for a period of one year from the date hereof, on behalf of the Society, to borrow from such persons, firms, corporations, societies, co-operatives, credit unions, trust companies, banks or other lenders as they deem desirable, such amounts as are determined reasonable or necessary by the Directors for the purposes of the SUB Project, on such terms as the Directors may from time to time approve. For greater certainty, this authorization extends only to the SUB Project and excludes the Stadium Project.
2. The Directors are hereby further authorized, for a period of one year from the date hereof, on behalf of the Society, to secure repayment of any and all borrowing done for the purposes of the SUB Project in such manner as the Directors consider to be in the best interests of the Society, including, without limitation, by the creation, granting and/or issuance of debentures, promissory notes, mortgages, general security agreements and such other security instruments charging all or any portion of the real or personal property of the Society, all on such terms as the Directors may from time to time approve, without further authorization from the Members.
3. Any two Directors or officers of the Society are hereby authorized to execute on behalf of the Society, under seal or otherwise, any agreement, debenture, mortgage, security agreement or other instrument that such person deems necessary or desirable to effect any borrowing by the Society or to give and perfect any security granted by the Society.

b. Approval of a Debenture in Respect of the Construction of a New Stadium

MOTION AGM 2015-09-22:06

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- A. *Whereas* the Simon Fraser Student Society (the “**Society**”) and Simon Fraser University (“**SFU**”) have agreed to enter into a project for the construction of a new stadium on SFU’s Burnaby campus (the “**Stadium Project**”).
- B. *Whereas* a referendum was passed by the members of the Society (the “**Members**”) on March 22, 2012 in favour of the development of the Stadium Project and the related project for the construction of a new student union building on SFU’s Burnaby campus (the “**SUB Project**”).
- C. *Whereas* the Society will need to borrow money from third parties to fund the development of the Stadium Project and is seeking such financing on the best available terms. In order to obtain such funding, the Society may be required to grant or issue security, in the form of a debenture, promissory note, mortgage, general security agreement or other security instrument, for the repayment of any amount so borrowed.

- D. *Whereas* the Society’s bylaws (the “**Bylaws**”) provide that its directors (the “**Directors**”) may, for the purpose of carrying out the purposes of the Society, borrow, raise or secure the repayment of money and may authorize the issuance of security on the whole or part of the property or assets of the Society, present and future, including Society fees now or hereafter due or payable, except that no debenture shall be issued without sanction of a special resolution.
- E. *Whereas* the Society Act (B.C.) similarly requires that any issuance of a debenture by the Society be approved by the Members by special resolution and permits the Members to grant a general power on the Directors to issue debentures for a period of one year from the date on which such resolution was passed.
- F. *Whereas* it is expedient for the purposes of facilitating the Stadium Project that the Members exercise the authority conferred upon them under the *Society Act* (B.C.) and the Bylaws by giving the Directors the authority to borrow such amounts as may be required in order to pursue the Stadium Project and to secure the repayment of such borrowing in the manner that the Directors see fit.

Be it resolved by special resolution that:

1. The Directors are hereby authorized, for a period of one year from the date hereof, on behalf of the Society, to borrow from such persons, firms, corporations, societies, co-operatives, credit unions, trust companies, banks or other lenders as they deem desirable, such amounts as are determined reasonable or necessary by the Directors for the purposes of the Stadium Project, on such terms as the Directors may from time to time approve. For greater certainty, this authorization extends only to the Stadium Project and excludes the SUB Project.
2. The Directors are hereby further authorized, for a period of one year from the date hereof, on behalf of the Society, to secure repayment of any and all borrowing done for the purposes of the Stadium Project in such manner as the Directors consider to be in the best interests of the Society, including, without limitation, by the creation, granting and/or issuance of debentures, promissory notes, mortgages, general security agreements and such other security instruments charging all or any portion of the real or personal property of the Society, all on such terms as the Directors may from time to time approve, without further authorization from the Members.
3. Any two Directors or officers of the Society are hereby authorized to execute on behalf of the Society, under seal or otherwise, any agreement, debenture, mortgage, security agreement or other instrument that such person deems necessary or desirable to effect any borrowing by the Society or to give and perfect any security granted by the Society.

c. Simon Fraser Student Society Bylaw Creation
MOTION AGM 2015-09-22:07

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Be it resolved by special resolution that the following bylaw be created and accepted as presented in the form of Bylaw 24 - Student Society Fees:

The Society may not revoke, reduce or otherwise cancel a duly approved student society fee that has been implemented for the purpose of repaying a loan made to the Society or on the basis of which a loan has been made to the Society if the effect of such revocation, reduction or cancellation would be to cause the Society to be unable to repay the loan as it became due.

8. RECEIPT OF REPORT FROM THE VICE PRESIDENT FINANCE

The Simon Fraser Student Society Vice President Finance will provide an overview of the Student Society's finances from October 2014 through September 2015.

MOTION AGM 2015-09-22:08

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Be it resolved that the 2014—2015 report from the Vice President Finance be adopted.

9. RECEIPT OF REPORT FROM THE AUDITOR

The Simon Fraser Student Society's auditor, Tompkins, Wozny, Miller & Co., will provide an overview of the Student Society's audited financial statements.

10. APPOINTMENT OF THE AUDITOR

The auditor responsible for the coming year's audited financial statements will be appointed. The Board of Directors recommends the re-appointment of Tompkins, Wozny, Miller & Co.

MOTION AGM 2015-09-22:09

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Be it resolved that Tompkins, Wozny, Miller & Co. be appointed as Simon Fraser Student Society Auditor for the 2015—2016 year.

11. OPEN SPACE

12. MEETING ADJOURNMENT

DC /CUPE 3338