**Moore Skating Club**

**Annual General Meeting**

**May 28th, 2019**

**Reading of the Notice of the Meeting** and call to order was made by Club President, Cherie Gaulton at 8:15pm. Attendees were welcomed as well as special thank you to Skate Ontario representatives Derek Ventnor (Director of Finance and Business Operations), and Melissa Fraser (Coordinator of Club Support Services). Board introductions were made.

**Quorum** – Discussion about whether or not a quorum was met. Question was raised about how many registered families there are in the club as it is one vote per family and the quorum would be 5% of the club members. Joanne was unable to give the exact registration of the club. Derek stated that we need 10% of the membership for quorum and that we could put a motion in place to declare that a quorum is in place so that the meeting can proceed. **Beth Machan made a motion for the purpose of the 2019 AGM to define quorum as 22 voting members for the 2019 AGM. Heather Cruickshank 2nd, Mark Oakley opposed. Motion carried.**

**A motion was made by Jennifer Anthony, that, be it resolved that the notice requirement of 21 days for law amendments as outlined in By-Law 28 of the Moore Skating Club Constitution and By-Laws be waived for the purposes of considering the proposed amendment to By-Law 7 – Classes of Membership, at the 2019 Annual General Meeting. Mackenzie Kada 2nd.** Beth questioned if that was allowed. Derek Ventnor said it is practice to allow motions to dissolve notice. This was not recommended for frequent use, however since the deadline was only missed by one day, it would not drastically change any projected outcomes. Sharon spoke against the motion from the floor. **Put to vote: 8 in favour, 13 opposed. Motion to dissolve notice failed.**

**Approval of the agenda was motioned by Joanne Torraville, Michele Gladwish 2nd, all in favour, carried.**

**Minutes of the 2018 AGM** were provided to attendees for review, any questions or concerns.

* + Error on page 1: Sharon stated that she was not appointed to audit the books but appointed for a review engagement but only looked at the spreadsheets, not the bank statements, proper word is used later in the minutes
	+ On page 2, the motion regarding an awards committee was actually made by Sharon LaPier, Cindy Oakley 2nd.
	+ Under President’s Report, delete “confirmations of the actions taken by the Board of Directors” as that was not included in the agenda, and not voted on.
	+ On page 3, under Election Procedure, Heather Cruickshank was not a scrutineer, it was Marge Gagne.
	+ Questions about the Election procedure, correct wording for clarity: The President directed the membership to vote again because there was a tie. Question about whether it was ok to put two candidates forward, Sharon wants the explanation added. If it was the wish of the membership it would come before the AGM as a motion to amend the bylaws. No motion was made so it is moot. Also, most people had left, so re-voting would have been unfair to both candidates.
	+ Bylaw 13: Discussion as to whether or not the ballots are kept or if the scrutineer keeps an accurate record of the election. Past practice was that the record is kept in camera and only the President would see it. Derek stated that the normal practice is for the Board to fill a vacancy as they see fit. Mark asked why this was being discussed as there were no extra board members this year.
	+ Correct wording of the motions regarding Bingo Credits: “Sharon LaPier moved, and Mackenzie Kada seconded that we allow payment of lessons from bingo credits providing the coach is paid and a receipt is delivered to the Treasurer. The cheque is then made out to the payee.” Also, “Moved by Sharon LaPier seconded by Katie Gaulton that bingo credits can be used to purchase off season ice which is at a sanctioned or private Skate Canada School provided Moore is not offering an off-season school.”
	+ Clarification over the Power Report. Were there jackets purchased for the assistants, Michele said no, the boys won’t wear them.
	+ Error found in the Coaches report, motion was made by Sharon, not by Cindy.
	+ Katie will speak to the $3000 from Moore.
	+ Karolyn questioned whether personal opinions should be included in the minutes.
	+ Discussion re: Sharon’s motion regarding the discount to the Board members. Sharon stated that the motion was not properly posted. Cherie said that Cindy had tried to table the motion twice. Beth stated that Karolyn, Heather and herself had already left so quorum was no longer being met. Derek stated that according to the minutes, the motion on the floor was passed. Discussion should have happened before the motion was called. Also stated that as soon a quorum was lost, the meeting should have been called. Mark stated that since this was just a motion and not a bylaw change, it can be discussed at subsequent meetings. Mark suggested that we deal with the minutes and not the intention of the motion. Derek states that the minutes do not reflect that it was a bylaw amendment. Cherie acknowledged that it was submitted as a bylaw and that we did not have a quorum. Sharon questioned whether the Board of Directors had a conflict of interest. Beth said that the practice was to entice people to serve on the Board. Michele stated that last year we were unaware that it would be a conflict of interest and that Sharon should have told the Board.

**Motion to accept 2018 AGM Minutes as amended by Mark Oakley ,2nd Mackenzie Kada. All in favour, carried.**

**Confirmation of actions taken by the Board of Directors.** No motion made to approve.

**Treasurer’s Report and Annual Financial Statement – Katie to provide new statements. (statements have not been received.)**

* Treasurer (Katie) amended figures that are on the printed report. Beth asked if we still had a trust account and how money was going into that. William stated that we made a 34% profit last year. Sharon questioned how the extra money was made. Heather asked about the GIC, which has a balance of $6 256. There was a recommendation last year to put money into GICs. Katie said this didn’t happen because there was a recommendation to have one year’s ice fees in the account. Heather questioned why the Treasurer’s report wasn’t correct at the AGM. She wanted to know what accounting program was being used. Katie replied that it is Quickbooks. Derek stated that there are 4 accounts and no balance sheets presented. This is a problem. The GIC is also not accounted for. Skate Ontario can help if the Treasurer wishes. A 34% net profit is problematic for a not for profit group. Derek Ventnor recommends moving forward with proper record taking.
* Sharon stated that she feels as though there are too many people who handle the money. She suggested revamping the procedures.
	+ Beth suggested that we have a proper audit done. Last year, Lambton Audit Services looked at the books, Derek stated that this should have been presented to the AGM. Heather asked if the program Sage could be used as it had in the past. Katie said that the Quickbooks license had not been renewed for this reason. Mark made the recommendation to pick a program and stick with it, so each Treasurer doesn’t pick their own. Derek stated that Sage is used by Skate Ontario and it is not a friendly program
	+ Michele Gladwish wants clarification that we have a “Bingo Account” and who deposits to it. Marg Gagne and Sharon LaPier.
	+ Before Sage crashed (right before 2018 AGM), an accountant had set up the books. We can choose either Sage or Quickbooks going forward, Katie has left both programs available. Mark Oakley offered that there is no consistency if we are bouncing between programs, and recommends we choose one accounting system and stick with it.
	+ Skate Ontario uses Sage, but Derek Ventnor states that Quickbooks does all the things that Sage does, and its less complicated, and he agrees that the Club should stick to one system.
	+ What accounting system is used? Quickbooks.
	+ What is the status of the Trust account? We still have the Trust account, approximate balance $1766. When bursaries are paid out the cheques have to be written off of the general account, money is transferred between the 2 accounts.
	+ What financial institution does the Club use? Royal Bank of Canada, and we are treated as a Business.
	+ What falls under “Admin.”. Web fees, flyers, trophies ($172.27), basic administration.

**Beth made a motion to approve the Treasurer’s Report as amended. Mark seconded. Beth amended her motion to accept the amended income statement as presented. Mark seconded. All in favour. Motion carried.**

**Other reports** were all provided to attendees for review, questions, concerns.

* + **President’s Report** - no questions.
	+ **Fundraising Report** – correct date from 2019/2020 to 2018/2019
	+ **Registration Report** – Sharon questioned who the invoice from Skate Canada comes to as there was a notice that we were in arrears from last year, Sharon stated that the question was asked as it is an issue of insurance. Melissa Fraser stated that Skate Canada was changing the email fields so there will be an email address for invoices.
	+ **Volunteer Chair Report** – binder system used to account for volunteer cheques cashed/not cashed was explained.
	+ **Secretary’s Report** – no questions.
	+ **Test Chair Report** – spelling correction for “McKenna” should be Makenna
	+ **Power Report** – Michele stated summer power sessions will be included in the next year’s books going forward. It was asked if the 110 Power skaters could be broken down, however it is very difficult as some register for all 3 sessions, some register for 1 session, plus all variations in between. All Power skaters pay insurance at their time of registration. Joanne and Michele are in regular contact for registrations.
	+ **Canskate, Star 1-3, Star 4-Gold, Coaches Report** – no questions.
	+ **Awards Committee**
	+ **Webmaster’s Report –** (Caley’s) error that it was not provided. Marianne Gignac gave verbal report.
	+ **Bingo Report** – was not made available, but it is verbally reported that there is $8,000 in the account, with eight volunteers. Karolyn LaPier extends thanks to the volunteers that participate in the bingos. Mark Oakley asked if it was common practice for the Bingo Account to be reported on, and Derek Ventnor says yes, and it should be included on the Balance Statement with reports.

**A motion to accept all other reports as amended was made by Karolyn LaPier, Michele Gladwish 2nd, all in favour. Carried.**

**Election of the Board of Directors –** There was discussion about our voting cycle of 1-year and 2-year members, and Sharon LaPier offered contradicting information as noted by Derek Ventnor. A question was asked about who the candidates are as some are not present. Information was given about the 3 candidates who could not attend. All have more than one child skating and are active families within the Club. Derek Ventnor asked for clarification of the number of our Board – Beth Machan confirmed it is 13 (2 positions are not voted on by the Membership – the Past President and the Coaches Rep). Cherie asked Derek if the size of the Board was keeping with the size of other Boards in Ontario and he said no, that Boards were decreasing in size. Roger Schram asked why this is. Derek went on to explain that the purpose of the Board is the governance of the club, it is not the “Volunteer Centre” of the club. He stated that the ideal Board number is 5-7 but that this is not an issue to be dealt with at this time. Governance structure is to set policies and deal with things regarding Skate Canada etc. Beth Machan, Chair of the Nominating Committee, explained the election procedure. There are multiple candidates for 5 two-year positions, and 1 one-year position, so there will be an election of the Directors by secret ballot. The process was explained to the membership to select 6 out of the 10 nominees listed on the ballot. Nominees are as follows:

* 1. Darrell Gignac
	2. Caley Evans
	3. Cherie Gaulton
	4. Marianne Gignac
	5. Joanne Torraville
	6. Jennifer Anthony
	7. Julie Pearce
	8. Jill Nisbet
	9. Bernadette Bailey
	10. Sharon LaPier

**Mark Oakley suggested that Melissa Fraser and Derek Ventnor be the scrutineers.** There was a tie between 2 nominees, so the membership was instructed to re-vote between the 2 nominees. Another tie resulted, so the procedure is to hold a run-off election in 2 weeks time between the 2 tied nominees. The 5 confirmed nominees are:

1. Jennifer Anthony
2. Caley Evans
3. Cherie Gaulton
4. Julie Pearce
5. Joanne Torraville

The tie is between Jill Nisbet and Darrell Gignac.

The run-off election date was set for Monday June 13th, at 7:30pm. A notice of the Special Meeting will be 15 days prior to the date selected. Quorum will need to be established, as it is needed to move forward. For the special meeting the Quorum is 5% of eligible voters. Even though this is the correct procedure as advised by Skate Ontario representatives, Sharon LaPier still feels that this is unfair as those who are here are not being fairly represented. **A motion was made by Mark Oakley to destroy the ballots, with a sealed ballot result to be given to Club President Cherie Gaulton, Mackenzie Kada 2nd, all in favour, carried.** Notice of the Special Meeting will be posted right away.

By-Law 13 in our Constitution and By-Laws states:

**“By-Law 13: Board of Directors Vacancies**

Casual vacancies occurring between any Annual General Meetings of the Club may be filled, until the next annual General meeting by a majority vote of the remaining members of the Board of Directors or in the case of the Coaching Representative by the Coaching Staff.”

Sharon LaPier states that secret ballots are to be kept for the purpose of going back to ask those unsuccessful candidates to fill the casual vacancies. Her proposal to change this By-Law at the 2018 AGM is as follows:

“Casual vacancies occurring between any Annual General Meetings of the Club may be filled, until the next annual General meeting by a majority vote of the remaining members of the Board of Directors ***from the list of candidates who ran at the last Annual Meeting in order of votes received. Should none of the candidates wish to serve or should there not be any candidates the nominating committee shall approach current members in good standing to attempt to fill the position for the remainder of the term.***

**The motion was made by Sharon LaPier, 2nd Katie Gaulton to accept this change for the 2018-2019 season, carried. It should be noted that during an election a motion to destroy all ballots is made, 2nd, and carried, and has been the practice of the Board of Directors. Also, this change to the constitution must be brought forward and posted for consideration at the next AGM (2019).”**

This amendment proposal was not brought forward for consideration at the 2019, so the By-Law reverts back to the original wording.

There was much discussion on what should have been a moot point. Derek Ventnor states that the practice of destroying ballots is an old practice, and the regular practice is that the Board is in charge to fill the vacancy as they see fit. Mark Oakley noted that a lot of time was being wasted on the By-Law.

Also, at the 2018 Annual General Meeting a motion was brought forward regarding the discounted ice fees paid by Board Members for the children. It reads: “**A motion was made by Sharon LaPier that as it is the practice of this board to allow the Board Members children to skate for ½ the ice fee charged other members, Board members must attend 70% of all regularly scheduled meetings and actively sit on one committee other than that which they chair. She further motioned that members will be given privilege of ½ price skating membership for programmes of one day rather than all their programs, 2nd Marianne Gignac. NOT ALL IN FAVOUR BUT CARRIED WITH A MAJORITY VOTE.”**

It also should be noted that many valid questions were raised by Board Members surrounding this motion, but many felt their questions were unanswered and that they were left confused by the motion, thus skewing the vote.”

There still continues to be discussion on this topic. Cindy Oakley reminded the membership that she tried to table the motion regarding the discount as many people left after the vote, and there was a lot of questions still. Karolyn LaPier stated that there was a conflict of interest so Board Members should have not been able to vote as they benefit from any discount. Also, Sharon LaPier did not bring forward that we were in conflict and should not have voted. Derek Ventnor states that there was a motion on the floor, discussion should have been allowed to happen, then a motion is called, then a vote. It was also stated that due to many people leaving during the meeting, that quorum was lost, and the meeting then should have ended. Club President, Cherie Gaulton allowed the motion to continue as she did not realize quorum was no longer met. Beth Machan also added that the discount was done to encourage Members to come to the Board as a long-standing practice. Derek Ventnor asked if we knew that we lost quorum, and if so, when, and the meeting would have been finished at that point. The 2018 Minutes then should have read “Quorum was lost just before New Business.”

**Amendments to the Constitution and By-Laws**

**Red text indicates an addition to current wording, and ~~Strikethrough~~ indicates removal of word.**

* **“By-Law 7: Classes of Club Membership: Restricted Membership:** A restricted member is an individual who is a paid employee **of a Skate Canada Club,**~~(of the Club, Section or Association),~~ a non-active **professional** coach, a performing professional skater or a professional dance partner, **or any paid employee of the Moore Club. They may not hold office and will not have a vote at any meeting.** ~~A restricted member is not permitted to hold elected office, may not vote at meetings, is not permitted to compete in competitions and is not permitted to officiate at tests or competitions.~~ **Moved by Sharon LaPier.** Rationale: With the Skate Canada rules as implemented in 2018 Professional Coaches now conduct tests in the starskate programme and there are competitions which allow professionals to compete under the Skate Canada umbrella. This is just housekeeping.”
* Amendment to the proposed amendments to the Constitution and By-Laws of the Moore Skating Club 2019. **“By-Law 7: Classes of Club Membership: Restricted Membership:** A restricted member is an individual who is a paid employee **of a Skate Canada Club,**(~~of the Club, Section or Association),~~ a non-active **professional** coach, a performing professional skater or a professional dance partner, **or any paid employee of the Moore Club. They may not hold office and will not have a vote at any meeting.** ~~A restricted member is not permitted to hold elected office, may not vote at meetings, is not permitted to compete in competitions and is not permitted to officiate at tests or competitions.~~ **The restriction of paid employee of the Moore Skating Club will not include Moore Skating Club Professionals that are paid directly from the Club itself.** **Moved by Cindy Oakley as an amendment to the amendment.** Rationale: Without the last line, the original amendment as written would exclude the Coaches’ Representative from being able to vote at any board meeting should the Coaches’ Representative be a Club Coach. As the coaches as a whole of the Moore Skating Club should have a voice and does not allow for all coaches to be eligible to be the Coaches’ Representative.
* Sharon spoke to her amendment and Cindy spoke to her amendment to the amendment. Sharon made the motion for the amended amendment, 2nd Cindy Oakley.
* Derek Ventnor states a paid employee should not be allowed to vote; exception is a coach who sits on the Board. This is a Skate Canada By-Law.
* Mark Oakley questioned whether or not he, as a professional coach, had a vote as a parent. Derek said that this is a matter to be resolved at a later date.
* **Cindy withdrew her amended amendment. Vote held, 3 opposed: Mark Oakley, Cherie Gaulton, Jen Anthony. Motion carried.**
* **By-Law 12(a). The children of elected members of the Board of Directors will be entitled to skate at ½ the posted price for ice purchases. This shall be subject to the Director attending 75% of the meetings and actively participating in a minimum of one committee beside their Board position. Moved by Sharon LaPier.** Rationale: This makes the practice which has been going on for a number of years transparent to the membership. The entire Board does many more hours of volunteer work than required by the Club membership. They are seldom in the rink when their children skate without being approached to help. It is often the Board Members who have to take on the extra tasks for fundraising when the membership does not provide the needed help. As we struggle to find volunteers to commit to the time required to administer a Club it became the practice of the Club a number of years ago to offer this programme as an incentive. The addition of meeting requirement and active participation ensures that the member is fulfilling extra obligations for the privilege afforded and not just sitting at meetings only. This also creates transparency and fairness to all board members to share the load in an equal manner. The 75% should ensure a quorum is met for every meeting. This has been a problem in the past.
* Amendment to the amendment of **By-Law 12(a). The children of elected members of the Board of Directors will be entitled to skate at ½ the posted price for ice purchases. This shall be subject to the Director attending 75% of the meetings and actively participating in a minimum of one committee beside their Board position. Moore Skating Club Professional Coaches that are paid directly from the Club will also be entitled to have their children skate at 1/2 the posted price for ice purchases. Moved by Cindy Oakley.** Rationale: as stated in the rationale for the original amendment, this has been a practice that has been in place for many years and will make it transparent to the membership. Including Moore Skating Club Professional Coaches in the amendment continues and makes transparent to the membership the practice that has happened for many years. Club professionals also complete numerous hours of volunteer time, whether it is preparation for sessions they run which they do on their own time, attending board meetings or helping out at fundraising events.
* Sharon questioned Cindy’s amendment to the amendment. Marianne suggested putting coach privileges into the contract. **Derek Ventnor states that terms of contracts do not go in By-Laws, and do not put finance plans in By-Laws. These items should be a policy during the budgeting process.** Therefor By-Law 12(a) and its amendment have been withdrawn and to be presented as a policy under new business.
* **By-Law 7: Honorary Membership: The Annual Meeting of members may elect any person an Honorary Member of the club. An Honorary Member shall ~~be exempt from dues. They may have a vote and voice at the Annual General Meeting.~~ be thanked for past years of service with the award in our trophy case as well as a special thanks in our annual ice show program. Dues will not be paid for an Honorary Member. An Honorary Member may not vote at Annual General Meetings and special meetings of the Club, unless they hold a position on the Board of Directors or is a Special Member.**

Rationale: We are a small club and the list will only increase with time as will the annual dues. The Honorary Members usually have no active children in the club and have not been kept up on the day to day issues, therefore asking them to weigh in on different issues yearly seems futile (not by any means disrespecting any of our existing Honorary Members) but going forward we all need to be on the same page and up to date with current situations.

This proposed amendment was posted one day past the 21-day deadline. After consulting with Skate Ontario, the following motion was put forth at the beginning of the Annual General Meeting.

**A motion was made by Jennifer Anthony, that, be it resolved that the notice requirement of 21 days for law amendments as outlined in By-Law 28 of the Moore Skating Club Constitution and By-Laws be waived for the purposes of considering the proposed amendment to By-Law 7 – Classes of Membership, at the 2019 Annual General Meeting. Mackenzie Kada 2nd.** After brief discussion the vote was held: **Eight in favour, 13 opposed, thus the motion fails.**

* **By Law 24 Written Notice:**

**Current:** Written notice of all Annual Meetings and Special Meetings shall be provided 15 days in advance to each eligible voting member. This notice shall include the time and place of meeting, the meeting agenda, full details of proposed amendments to these by -laws and a complete list of the candidates nominated for election.

**Proposed:** Written notice of Annual General meeting shall be provided 30 days in advance to each eligible voting member. The notice shall include the time and place of the meeting, the agenda, full details of any proposed amendments to these by laws, and a report of the Nominating committee.

**Rationale;** We have three items that must be dealt with for the AGM. One is the notice of meeting which is currently 15 days. The second is the nominating report which is 30 days and the third is the amendments to the constitution which is 21 days. If we clean up the three dates to coincide it is less confusing for the membership and the Notice of Annual Meeting is complete with the required information in one place.

 **Note:** The **final date** for nominations remains 15 days giving people 15 days to get their name in to the committee and the committee will then have to post a final report as they do now.

Mark questioned what constituted written notice. Posting to the Club website, posting of signs on walls in the Club. **Moved by Marianne Gignac that** **Written notice of Annual General meeting shall be provided 30 days in advance to each eligible voting member. The notice shall include the time and place of the meeting, the agenda, full details of any proposed amendments to these by laws, and a report of the Nominating committee. 2nd by Sharon LaPier, Mark opposed but the motion carried.**

**The following proposed addition of by-law 24 part two: Special Meetings was withdrawn.** Submitted by Marianne Gignac.

* **Addition of By Law 24 part two: Special Meetings** of Members shall be held on motion of the Board of Directors or by written request to the Board of Directors by not less than 5% of the eligible voting members. All eligible voting members shall be notified in writing not less than 15 days before the meeting stating the reason for the special meeting, the time date, and place.

**Rationale:** Special meetings are called by the Board or by the membership and should be managed in a timely fashion as they are items that need a membership vote. 15 days is reasonable for this type of meeting as the issues are more pressing and this allows the persons requesting the meeting an opportunity to be heard and the action taken quickly. These are different than Annual General Meetings and are called when the membership needs to be consulted or informed of an issue**.**

 **5% is an amount generally used to require the membership request of a Special Meeting. At a Special Meeting only the issue which has been provided is allowed to be discussed unlike a General Meeting.** We should have this clearly stated in the by-laws, so the membership knows they have a voice and we are transparent.

**The following proposed addition of By-Law 28: Right to Submit, process for submitting was withdrawn.**

Submitted by Marianne Gignac.

* **By Law 28: Right to Submit, process for submitting.**

**Current:** Any member of the Club in good standing, may propose an amendment to the constitution or by laws of the Club. This proposal must be submitted in writing to the Club Board of Directors. The proposed amendment will be presented to the Annual General Meeting or Special Meeting. All amendments must be submitted at least 21 days before the respective meeting. No amendment to the Constitution or By-Laws of the Club shall be accepted from the floor at any meeting.

**Proposed:** Amendment as it reads changing the date for submission to 30 days.

**Addition to end of motion:**

Any amendments to the amendments must be received in writing 15 days before the Annual Meeting. These must then be made available to the membership using the same method of notification as the Amendments.

**Rationale:** This makes all events for the Annual Meeting take place on the same day. The Amendments should also have a date by which any proposed amendments to the amendments must by received. As the Nominations are 15 days before so should the final amendments be 15 days. We currently have no method for the member to propose an amendment to a posted amendment. This could happen if a member does not like the proposed amendment and wishes to challenge or change it. It is about being transparent in our method of doing business with our membership.

**Appointment of Auditor.** Jen Anthony made a motion to approve Lambton Accounting Services as auditor if the price is reasonable. Caley questioned what was reasonable. Darrell suggested obtaining quotes. Derek suggested that a motion be made to direct the board to approve auditor or to direct the board to obtain quotes for a review engagement. Cherie asked which he would suggest, he said that we’re are not a big enough for a full audit but that a review engagement would suffice. **Moved by Mark Oakley, 2nd Mackenzie Kada, that the Board engages a CPA to conduct a review engagement of the Moore Skating Club accounts. All in favour, carried.**

**New Business:**

* Moved by Michele Gladwish, 2nd Mackenzie, that MSC power jerseys be sold during registration for $10 each. Sharon LaPier opposed, carried.
* Moved by Sharon LaPier, 2nd Marianne Gignac, that there is a policy that the Board of Directors and Coaching staff be afforded half price of ice fees for their dependent children, provided that they attend 70% of the meetings. All in favour, carried.
* SharonLaPier thanked the Board for their work and thinks that the motion put forward hurt feelings and wants the expertise of the life members to be valued. **A motion to adjourn was made by Karolyn LaPier at 11:17pm, 2nd Mackenzie Kada. All in favour, carried.**