



The University Club of Montreal
Le Club Universitaire de Montréal
2047 Mansfield
Montreal, Quebec, H3A 1Y7

MINUTES OF THE ANNUAL GENERAL MEETING OF THE MEMBERS OF
THE UNIVERSITY CLUB OF MONTREAL HELD AT THE CLUBHOUSE
ON MAY 30, 2017

PRESENT:

There were more than 60 members present at the Annual General meeting, constituting a quorum in accordance with the By-laws of the Club. Mr. Steve Desgagné, Secretary, occupied the Chair.

NOTICE OF MEETING:

Mr. Steve Desgagné, Secretary, welcomed members to the 109th Annual General meeting of the members of the University Club of Montreal.

The Secretary stated that copies of the Notice of Meeting had been distributed to all members of record on May 15, 2017. On a motion by Mrs. Lynne Gervais, seconded by Mr. Thomas Leslie, the Notice of Meeting was approved.

The Chairman, Mr. Steve Desgagné, declared that the motion had been carried unanimously.

MINUTES OF THE ANNUAL GENERAL MEETING OF MAY 25, 2016:

On a motion by Mr. Mikey Colangelo-Lauzon, seconded by Mr. Eric Clark, the minutes of the Annual General Meeting of May 25, 2016 were approved.

The Chairman, Mr. Steve Desgagné, declared that the motion had been carried unanimously.

RATIFICATION OF THE ACTIONS TAKEN BY THE ADMINISTRATORS SINCE THE LAST MEETING

On a motion to approve the actions taken by the administrators since the last meeting, proposed by Mr. Erik Moisan, seconded by Mrs. Janet Rankin-Hambleton, the Chairman, Mr. Steve Desgagné, declared that the motion had been carried unanimously.

RATIFICATION OF THE OFFICERS OF THE COUNCIL:

Mr. François Sénécal, Chairman of the Nominating Committee, announced the names of the officers of the Council for ratification for the second year of their term:

Officers

President – Gabriel Zaurrini
Vice-President – Christopher Richter
Treasurer – Laurent Liagre (To replace: Sheriff Moussa)
Secretary: Steve Desgagné

Mr. Desgagné stated that no other nominations had been received other than those approved by the Council and declared the nominations closed.

On a motion by Mr. François Sénécal, seconded by Mr. Erik Moisan, the above officers of the Council were ratified for the second year of their term.

The Chairman, Mr. Steve Desgagné, declared that the motion had been carried unanimously.

ELECTION OF THE NEW MEMBERS OF THE COUNCIL:

Mr. François Sénécal, Chairman of the Nominating Committee, announced the names of the members of the Council to replace those retiring at the meeting:

Members of the Council to serve until 2020 (three-year term)

Diana Thibeault
François Morin
Julie Quenneville
Kent Hovey-Smith
Thomas Leslie

Mr. Desgagné stated that no other nominations have been received other than those approved by the Council and declared nominations closed.

On a motion by Mr. François Sénécal, seconded by Mr. André Dubuc, the above members of the Council were elected.

The Chairman, Mr. Steve Desgagné, declared that the motion had been carried unanimously.

RECOGNITION OF MEMBERS WHO DIED SINCE THE LAST ANNUAL GENERAL MEETING:

The Chairman, Mr. Steve Desgagné, announced the names of the members who died between May 2016 and May 2017:

Kimon Valaskakis
Roy L. Heenan
Elaine Sargeant
Sean B. Murphy

Herbert E. Sibliin

The Chairman, Mr. Steve Desgagné, called a moment of silence by the assembly.

RECOGNITION OF THE MEMBERS WHO BECAME EMERITUS AS OF FEBRUARY 1, 2017:

The Chairman, Mr. Steve Desgagné, announced that there were no members who achieved 40 years of membership as of February 1, 2017.

AMENDMENTS TO THE BY-LAWS

The Secretary, Mr. Steve Desgagné, announced that Council has approved a series of amendments and additions to the by-laws.

The amendments and additions approved by Council was sent with the Notice of Meeting.

RESOLUTION ONE

RESOLVED:

Article 6.2 of the Club's By-laws be amended such that quorum for Council meetings will be reduced to six (6) members, such that the Article will henceforth read:

6.2 Meetings, Quorum, Notice

The Council shall meet on a regular basis, not less than nine (9) times during each fiscal year of the Club, at the call of the President and on such days as shall from time to time be determined by it. Subject to these By-laws, the Council may from time to time make, repeal and alter such rules as it may deem fit for regulating its procedure. Six (6) shall form a quorum. Except in the case of meetings for which the date was established by resolution of the Council, not less than forty-eight (48) hours' prior notice of each meeting shall be given to all members of the Council; such notice may be written (including electronically) or verbal.

Secretary stated that **one ballot** was received in favour.

On a motion to approve the resolution proposed by Mr. François Senécal, seconded by Mr. Erik Moisan, the Secretary, Mr. Steve Desgagné, declared that the resolution was approved, unanimously, and the motion was carried.

RESOLUTION TWO

RESOLVED:

THAT Article 6.4 of the Club's By-laws be amended to clarify the vacancy procedures, such that the Article will henceforth read:

6.4 Vacancy Procedure

In the event of a vacancy occurring in the Council during any Club year, such vacancy may be filled at the discretion of the Council for the unexpired balance of the term of the member in respect of whom the vacancy occurs, but if such term does not expire at the next Annual General meeting, any election so made by the Council shall be submitted for confirmation to the next Annual General meeting and, unless confirmed thereat, shall thereafter be null and without effect.

Secretary stated that **one ballot** was received in favour.

On a motion to approve the resolution proposed by Mr. Reford MacDougall, seconded by Mrs. Lynne Gervais, the Secretary, Mr. Steve Desgagné, declared that the resolution was approved, unanimously, and the motion was carried.

RESOLUTION THREE

RESOLVED:

THAT Article 7.1.5 of the Club's By-laws be amended to remove the reference to the Committee on Membership and Admissions, such that the Article will henceforth read:

7.1.5 in addition to the requirements of sub-paragraph 7.1.1 above, the Treasurer shall be a member of the Finance Committee;

Secretary stated that **one ballot** was received in favour.

On a motion to approve the resolution proposed by Mr. Papy Bakayoko, seconded by Mr. Thomas Leslie, the Secretary, Mr. Steve Desgagné, declared that the resolution was approved, unanimously, and the motion was carried.

RESOLUTION FOUR

RESOLVED:

THAT Article 8.3.3 of the Club's By-laws be amended such that a Senior member qualifies as of sixty (60) years of age plus 20 years of membership, such that the Article will henceforth read:

8.3.3 "Senior member" applies to a person who has reached sixty (60) years of age and has been a member of the Club for at least twenty (20) years.

Secretary stated that **one ballot** was received in favour.

On a motion to approve the resolution proposed by Mrs. Lynne Gervais, seconded by Mr. Erik Moisan, the Secretary, Mr. Steve Desgagné, declared that the resolution was approved, unanimously, and the motion was carried.

RESOLUTION FIVE

RESOLVED:

THAT Article 8.3.4 of the Club's By-laws be amended such that the definition of the Retired category will henceforth read:

8.3.4 "Retired member" applies to a person eligible for Full membership who is seventy (70) years of age or more, or who is sixty (60) or more and retired from the fulltime practice of their primary business or profession.

Secretary stated that **one ballot** was received in favour.

On a motion to approve the resolution proposed by Mrs. Sandra Paikowsky, seconded by Mrs. Lynne Gervais, the Secretary, Mr. Steve Desgagné, declared that the resolution was approved, unanimously, and the motion was carried.

RESOLUTION SIX

RESOLVED:

THAT the Academic category be reopened and therefore that Article 8.3.6 of the Club's By-laws be amended such that the definition of the Academic category will henceforth read:

8.3.6 "Academic member" applies to a person eligible to be elected as a Full member and who is a fulltime academic faculty member at a recognized university in the City of Montreal at the level of fulltime lecturer to full or emeritus professor, or, at the discretion of Council, applies to a person who is a fulltime senior administrator of a recognized university or equivalent, or, at the discretion of Council, a person who is retired from a fulltime academic or administrative position at a recognized university or equivalent and retired from the fulltime practice of any business or profession.

Secretary stated that **one ballot** was received in favour.

On a motion to approve the resolution proposed by Mrs. Lynne Gervais, seconded by Mr. Erik Moisan, the Secretary, Mr. Steve Desgagné, declared that the resolution was approved, with one objection, and the motion was carried.

RESOLUTION SEVEN

RESOLVED:

THAT Article 8.3.13 of the Club's By-laws be amended such that the definition of the Associate category will henceforth read:

8.3.13 "Associate member" applies to a person eligible for Full membership who is either (i) the spouse of a member other than an Associate member, or (ii) the widow or widower of a deceased member. For the purposes of this class, "spouse" shall mean, in relation to the member, a person of the opposite or same sex presented by such member as the person with whom such member is, or was, as at the date of such member's death, in an exclusive relationship as legal or de facto spouses.

Secretary stated that **one ballot** was received in favour.

On a motion to approve the resolution proposed by Mrs. Lynne Gervais, seconded by Mr. Erik Moisan, the Secretary, Mr. Steve Desgagné, declared that the resolution was approved, unanimously, and the motion was carried.

RESOLUTION EIGHT

RESOLVED:

THAT Article 8.3.15 of the Club's By-laws be amended such that the definition of the Military category will henceforth read:

8.3.15 "Military member" applies to a person eligible for Full membership who is currently employed by the Canadian Armed Forces. This person may belong to either the Regular Force or the Reserve Force as Primary Reserve, Cadet Organizations Administration and Training Service, or the Canadian Rangers. Military membership will also be extended to exchange officers attached to the Canadian Armed Forces and retired personnel of the above who are retired from the fulltime practice of any business or profession, as well as members of the Treble Victor Group. In recognition for the service done by our Canadian Armed Forces personnel and their frequent travel, reduced annual dues and entrance fees will apply. Proof of rank and status must be provided. The University Club of Montreal reserves the right to validate the credentials of any applicant to ensure the criteria for membership are met.

Secretary stated that **one ballot** was received in favour.

On a motion to approve the resolution proposed by Mr. Mikey Colangelo-Lauzon, seconded by Mr. Reford MacDougall, the Secretary, Mr. Steve Desgagné, declared that the resolution was approved, unanimously, and the motion was carried.

RESOLUTION NINE

RESOLVED:

THAT Article 9.1 of the Club's By-laws be amended to allow Council members three days to approve membership application requests and to include the reference that two negative votes are required to exclude, such that the Article will henceforth read:

9.1 Procedure

Membership applications received by Friday at noon will be 1) posted in the Clubhouse on Friday for a one-week period; 2) Applications will be emailed to Council on Friday for approval with a three-day delay to respond. If no more than two (2) votes against, candidates will officially be members by the following Tuesday morning and prorated billing to the number of days remaining in Club's fiscal year will be applicable.

Secretary stated that **one ballot** was received in favour.

On a motion to approve the resolution proposed by Mr. Mark Oppenheim, seconded by Mr. Reford MacDougall, the Secretary, Mr. Steve Desgagné, declared that the resolution was approved, unanimously, and the motion was carried.

RESOLUTION TEN

RESOLVED:

1. THAT Article 11.1 of the Club's By-laws be amended to reflect a three-month resignation notice and to clarify other rules of resignation, such that the Article will henceforth read:

A member may resign from the Club at any time, upon giving a three-month notice in writing to that effect to the Secretary of the Club, or another person designated by the Secretary for such purposes, provided all indebtedness to the Club is paid. All annual dues and capital improvement fund contributions must continue to be paid for the three-month notification period. It is the responsibility of any member wishing to resign from the Club to ensure that the Club receives their notification and confirms said resignation request. Any member who cannot prove receipt of such confirmation by the Club must recommence a new three-month notification period. This notice may be provided in writing by mail or email and the confirmation from the Club can likewise be provided in writing by mail or email, at the Club's discretion.

2. That Article 8.5 of the Club's By-laws be deleted.

3. That corresponding changes be made Article 10.3 of the Club's By-laws.

10.3 Transfer request

Transfers to or from any category of membership shall become effective upon the first (1st) day after a three-month notice has been given to the Club to request such a transfer. In addition, the Council shall have full power and authority to make all decisions with respect to membership in the Club and such decisions may derogate from the specific provisions of these By-laws and make exceptions thereto in such manner and on such terms and conditions as the Council may in its discretion deem advisable.

Secretary stated that **one ballot** was received in favour.

On a motion to approve the resolution proposed by Mr. Erik Moisan, seconded by Mr. Ron Meisels, the Secretary, Mr. Steve Desgagné, declared that the resolution was approved, unanimously, and the motion was carried.

RESOLUTION ELEVEN

RESOLVED:

THAT Article 10.1 of the Club's By-laws be amended to reflect the change from Entrance fees to the capital improvement fee, such that the Article will henceforth read:

10.1 Capital improvement fee

The capital improvement fee and terms of payment of these fees shall be set from time to time by the Council. Any decrease of capital improvement fee must be approved by a vote of members present at a Special General meeting called for that purpose or by submitting a proposal to such effect at the Annual General meeting, notice thereof having been given.

With a large support of the audience, the Secretary decided to withdraw the resolution and to postpone it to the next General Meeting.

RESOLUTION THIRTEEN

RESOLVED:

THAT all other changes be approved considering that all changes not mentioned above are either clarifications of drafting or clerical.

Secretary stated that **one ballot** was received in favour.

On a motion to approve the resolution proposed by Mrs. Lynne Gervais, seconded by Mr. Robert Bourdus, the Secretary, Mr. Steve Desgagné, declared that the resolution was approved, unanimously, and the motion was carried.

VOTE TO APPROVE THE CHANGES TO THE ENTRANCE FEES FOR NEW MEMBERS

Given that the resolution 11 was postponed, the Secretary declared that this resolution would be presented using the current name: "Entrance Fee".

Secretary announced that **Council has approved** a modification to the entrance fees as sent with the Notice of Meeting.

RESOLUTION TWELVE

RESOLVED

THAT the Entrance fee for new members be reduced:

Upon the recommendation of the Membership Committee, supported by the Finance Committee, and based on the unanimous approval on February 27th of the motion proposed by Christopher Richter and supported by Steve Desgagné, the Council recommends a reduction of the entrance fees (henceforth called the Capital Improvement fee), for new members, from a maximum of \$3,500 to a maximum of \$2,500.

Secretary stated that **one ballot** was received in favour.

On a motion to approve the resolution proposed by Mr. François Senécal, seconded by Mr. Erik Moisan, the Secretary, Mr. Steve Desgagné, declared that the resolution was approved, unanimously, and the motion was carried.

FINANCIAL STATEMENTS AND AUDITOR'S REPORT FOR THE YEAR ENDED JANUARY 31, 2017:

Mr. Laurent Liagre, Treasurer, presented, commented and moved the reception of the Financial Statements and Auditors' Report for the year ended January 31, 2017. The Treasurer introduced Ms Christine Regimbal, of Raymond Chabot Grant Thornton, the auditors. On a motion by Mr. Laurent Liagre, seconded by Mr. Marc Adam, the Financial Statements and the Auditors' Report for the year ended January 31, 2017 were received.

The Chairman, Mr. Steve Desgagné, declared that the motion had been carried.

APPOINTMENT OF CLUB AUDITORS:

On a motion by the Treasurer, Mr. Laurent Liagre, seconded by Mr. Ron Meisels, Raymond Chabot Grant Thornton was appointed as auditors for the fiscal year 2017-2018. The motion was unanimously approved.

The Chairman, Mr. Steve Desgagné, declared that the motion had been carried.

PRESIDENT'S REMARKS:

Mr. Gabriel Zurrini, President, made his remarks. He thanked Mrs. Sylvie Chevarie for her outstanding leadership. He reported that a Special General meeting would be held in the fall to present the results of the Strategic Committee.

OTHER BUSINESS

Since nobody from the audience pronounced, the Secretary stated that there was no other business to discuss.

ADJOURNMENT:

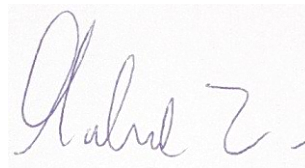
The staff were thanked for their efforts and continued service.

On a motion by Mr. François Senécal, seconded by Mr. Erik Moisan, the meeting was terminated.

Mr. Steve Desgagné, Secretary, declared that the meeting was adjourned.



Steve Desgagné, Secretary



Gabriel Zurrini, President