



## THE ORCHARDS

Orchards Residents Association  
Annual General Meeting  
Wednesday, September 23, 2020 @ 7:00 PM  
4059 Orchards Drive SW.

### Meeting Minutes

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1. Peter Tsoukalas acted as Chairperson for the meeting.
2. The Chairperson explained that two meetings would be held. The first would be the official Annual General Meeting which would primarily involve the election of Residents to the Board of Directors and appointment of an Auditor for 2020. The second one would be held after, where there would be an update given about The Orchards and the Residents Association. The floor would then be open to questions the residents may have.
3. Peter Tsoukalas called the meeting to order at **7:07pm**.
4. The Chairperson introduced the Orchards Resident Directors: Robyn Andrishak, Cherise Frederick, Sam Kemble, Tarryn Koll, and Candace Kruk. Regrets were made for Jackie Kyriacou-Herman who was unable to attend but will run for re-election, and Thomas Perras who was unable to attend and will not run for re-election. The Chairperson introduced himself, Peter Tsoukalas, Senior Development Manager, Brookfield Residential, Nathan Petersen, Accounting Manager, Brookfield Residential, and Brittany Tanasichuk, Residents Associations Manager, Brookfield Residential.
5. The Chairperson asked Brittany Tanasichuk to act as Secretary for the meeting, with the consent of the Voting Members. As there was no objection the Chairperson appointed Brittany Tanasichuk as Secretary.
6. The Chairperson requested Nathan Petersen to act as Scrutineer for the meeting, with the consent of the Voting Members. As there was no objection, the Chairperson appointed Nathan Petersen as Scrutineer.
7. The Chairperson stated that unless otherwise specified, all items to be approved by the Voting Members are by way of ordinary resolution, which requires at least 50% of the Voting Members present in person or by proxy, voting in favor. The amendment of the Articles of Association requires a special resolution, which requires at least 75% of the Voting Members present in person or by proxy, voting in favour. All votes will be conducted in the first instance by a show of the voting card received or otherwise as the Chairperson directs. A poll may be demanded by the Chairperson or if requested by a minimum number of Voting Members present at the meeting. Polls shall be taken in such a manner as the Chairperson may direct.
8. The Chairperson asked for a motion dispensing with the reading of the Notice calling the meeting. Robyn Andrishak so moved. Cherise Frederick seconded the motion. The Chairperson declared the motion carried.
9. The Chairperson asked the Secretary to provide proper proof of mailing of the Notice of the Meeting to the Members. The Secretary confirmed that she had a receipt from Canada Post. The Chairperson then asked that it be filed in the Minute Book along with the Minutes of this meeting.
10. The Chairperson then stated that pursuant to the Articles of the Association, the lesser of twenty (20) Voting Members or ten (10%) percent of the Voting Members either personally present or represented by proxy constitutes a quorum. For this meeting, at least twenty (20) Voting Members will be required. The Chairperson asked the Scrutineer for his report. The Scrutineer reported that there were 172 Brookfield votes in respect of lots registered in the name of Brookfield, 20 Voting Members represented in person, and 3 represented by proxy for a total of 195 votes.
11. The Chairperson declared the meeting to be duly called and properly constituted for the transaction of business.
12. The Chairperson asked for a motion to approve the Minutes of the Annual General Meeting held on June 19, 2019 also mailed with the Notice of Meeting and Information Circular. Robyn Andrishak noted a correction to the minutes: Item 19, the first sentence should be replaced with 'The Chairperson then asked for a motion to nominate the persons listed to hold office for a

one-year term or until their successors are elected or appointed'. Pearl Frederick moved to approve the Minutes of the Annual General Meeting held on June 19, 2019. Happy Vyas seconded the motion. The Chairperson declared the motion carried.

13. The Chairperson asked for a motion to dispense with the reading of the Directors Report dated August 24, 2020, also mailed with the Notice of Meeting and Information Circular. Sam Kemble moved that the reading of the Director Report be dispensed with. Pearl Frederick seconded the motion. The Chairperson declared the motion carried.
14. The Chairperson then proposed to receive, as information, the Auditor's Report and Financial Statements of the Association for the year ended December 31, 2019. Nathan Petersen reviewed the Financial Statements and answered related questions.
15. The Chairperson indicated that the next item of business was the election of Directors. In that the Association is authorized to have a minimum of three (3) Directors and a maximum of ten (10) Directors, it has been proposed by the Board that the Association establish ten (10) as the number of Directors to be elected to serve until the next Annual General Meeting. The Chairperson asked for a motion to this effect. Robyn Andrishak moved that ten (10) Directors be elected to serve until the next Annual General Meeting of the Association. Happy Vyas seconded the motion. The Chairperson declared the motion carried.
16. The Chairperson announced Brookfield Residential is entitled to appoint up to three (3) Directors and has appointed Peter Tsoukalas as President, Kim Yendall as Treasurer, and Brittany Tanasichuk as Secretary to the Company's Board of Directors.
17. The Chairperson announced there are currently seven (7) vacant positions on the Board. The following members in good standing put their names forward to be nominated to serve as Resident Directors on the Board of Directors:
  - Robyn Andrishak
  - Cherise Frederick
  - Sam Kemble
  - Tarryn Koll
  - Candace Kruk
  - Jackie Kyriacou-Herman
  - Happy Vyas
  - Ricardo Chua
18. The Chairperson then asked for a motion that nominations be closed. Pearl Frederick moved that the nominations be closed. Happy Vyas seconded the motion. The Chairperson declared the motion carried.
19. The Chairperson then asked the nominees to introduce themselves and give a quick explanation as to why they would like to serve on the board.
20. The Chairperson stated that the nomination of additional Directors requires an election, as eight (8) persons have been nominated and only seven (7) Resident Directors are required. The vote was then moved to a ballot – each Voting Member (Brookfield Residential Directors abstained from voting) in attendance of the AGM was given a ballot form when they arrived at the Meeting. The Chairperson confirmed everyone had a ballot and went over the voting instructions with the Members, asking that the ballots be delivered to the Scrutineer upon completion. All of the ballots were filled out, collected and given to the Scrutineer who then privately tallied the votes, including those from proxies submitted. The Scrutineer then notified the Chairperson of the results. The Chairperson then declared that Robyn Andrishak, Cherise Frederick, Candace Kruk, Sam Kemble, Tarryn Koll, Happy Vyas, and Richard Chua had received the most votes to be elected to serve on The Orchards Residents Association Board of Directors for a one-year term, or until their successors are elected or appointed.
21. The Chairperson then thanked all the nominees and congratulated the successful resident directors.
22. The Chairperson then stated that the next item on the Agenda was the appointment of the Auditor. The Chairperson asked for a motion that the Board of Directors appoint BDO Canada as auditor for the fiscal period ending December 31, 2020, and that the Directors be authorized to fix remuneration. Sam Kemble so moved. Robyn Andrishak seconded the motion. The Chairperson declared the motion carried.
23. The Chairperson then stated that the next item on the Agenda was to vote on the proposal that the Company amend its Articles of Association. As indicated in the Notice of the Meeting and the Information Circular, revisions were contemplated in Articles 8, 19 and 73. The proposed revised Articles of Association, along with a comparison showing the changes between the revised



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version and the current version, were also available for viewing on the Orchards Residents' Association website. The Chairperson read the Special Resolution that was set out in the Information Circular:

#### **WHEREAS:**

- A. The Orchards Residents Association (the "Company") was incorporated on November 5, 2010 so as to maintain and manage certain amenities located in the Orchards community owned by Brookfield Residential (Alberta) LP (formerly known as Carma Developers LP);
- B. It is desirable for the Articles of Association ("Articles") to be amended to provide for the service of notices electronically to the email address provided to the Company by each Member, if permitted by law;
- C. The Association desires to amend its Articles of Association ("Articles") and Section 55 of the Companies Act (Alberta) provides that the Company may, by Special Resolution of its members, amend its Articles;

#### **BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

- 1. Article 8 (b) of the Articles is added as the following:
- 8. (b) Meetings of the Company may be held in person (in which case they shall be held in the City of Edmonton, in the Province of Alberta) or, to the extent permitted by law, via videoconference, audioconference or other electronic means provided all persons participating in the meeting can hear each other. Members who attend a meeting via videoconference, audioconference or other electronic means shall be deemed to be present in person at that meeting. The manner in which a meeting shall be held shall be determined by the Directors.

#### **Article 19 of the Articles is replaced with the following:**

19. On a show of hands or otherwise as the chairman may direct, every Voting Member present in person, including the proxy or representative of a Voting Member, shall be entitled to the number of votes allocated to that Voting Member pursuant to the provisions hereof.

#### **Article 73 of the Articles is replaced with the following:**

73. Any notice may be served by the Company on any of the Members either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Member as the same appears in the books of the Company, or if no address is given therein, to the last address of such person known to the secretary or, if permitted by law, by electronic means, to the last known email address of such person to the secretary. If no address is known to the secretary a notice posted up in the registered office of the Company shall be deemed to be well served on such person upon it being so posted up, and any notice sent by post shall be deemed to have been served on the day on which the envelope or wrapper containing the same is posted. With respect to every notice sent by post, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into one of Canada Post Corporation's letter boxes.

#### **2. Any two directors or officers of the Company are hereby authorized to do all things necessary or desirable to give effect to the foregoing.**

- 24. The Chairperson then asked for a motion to pass the special resolution that he read, amending the Articles of Association. Peal Frederick moved to pass the special resolution. Happy Vyas seconded the motion. The Chairperson declared the motion carried.
- 25. The Chairperson then asked if there was any further business to transact at the Annual General Meeting of the Association. There was none.
- 26. The Chairperson then asked for a motion to terminate the meeting. Cherise Frederick moved that the Meeting be terminated. Mackenzie Jackson seconded the motion.

27. The Chairperson declared the motion carried and the meeting terminated at 7:52pm.

A handwritten signature in black ink, appearing to read "BTanasichuk", positioned above a horizontal line.

BRITTANY TANASICHUK, Secretary