

**MINUTES** of the **ANNUAL GENERAL MEETING** of NOSTALGIA BROADCASTING COOPERATIVE INC., held at the Sturgeon Heights Community Centre, 210 Rita Street, Winnipeg, on Tuesday, April 24, 2018, commencing at approximately 7:08 p.m.

There were 119 people in attendance (102 members and 13 guests), plus 4 proxies.

Tom Dercola, President, acted as Chairman and Sheila Down acted as Recording Secretary of the meeting.

**WELCOME, INTRODUCTIONS:**

Tom opened the meeting, welcoming all in attendance. He thanked the many people who have helped him during the past year. He most sincerely thanked the entire corps of volunteers for being the voices and faces and the backbone of CJNU. Most of all he thanked all of the members and listeners for their support.

He then introduced Vice-President Dorothy Dobbie, Secretary-Treasurer Bill Perlmutter and Manager Adam Glynn.

**COMMENTS AND GUIDELINES FOR AGM:**

Bill Stewart reviewed the guidelines to be followed during the meeting. The format of the evening is set out in the Agenda and there will be some social time following the business portion of the meeting.

The Chairman then called the meeting to order. He asked Sheila Down to act as recording secretary and Bill Perlmutter, Secretary-Treasurer, to act as registrar and scrutineer of the meeting.

**BUSINESS:**

**Validation of Quorum and Appointment of Scrutineers** – Bill Perlmutter, Secretary-Treasurer, declared that proxies have all been deposited. As a quorum of members was present, Tom declared the meeting to be duly constituted for the transaction of business.

**Motion to invite guests to attend Meeting** – Tom called upon Grant Patterson to invite non-members to remain during the meeting. After asking if any member had an objection to guests remaining during the meeting, although not participating in the business of the meeting, and there being no objection, Tom declared that non-members can be present at the meeting.

**Motion to approve the minutes of the Annual Meeting of April 25, 2017 – ON MOTION** made by Ernie Nairn, seconded by Herb Henson, **IT WAS MOVED** that the minutes of the Annual Meeting held on April 25, 2017, be adopted as circulated. **CARRIED.**

**Treasurer's Report** – Bill Perlmutter reviewed the financial status for 2017 (Schedule "A"), drawing attention to the "pie chart" printed in the Newsletter. He also noted that there was approximately \$12,000.00 of income over expenses and the balance sheet shows a solid financial situation. He confirmed that there is approximately \$30,000.00 in the "rainy day fund". He also confirmed that the Pledge Drive generated \$45,000.00.

**ON MOTION** made by Bill Perlmutter, seconded by Brett Buckingham, **IT WAS MOVED** that the financial statements prepared by McLenehan and Associates for the year ended December 31, 2017 be approved as presented. **CARRIED.**

A number of questions were asked and answered by Bill Perlmutter.

**Motion to appoint External Accountant – ON MOTION** made by Bill Perlmutter, seconded by Gil Forrest, **IT WAS MOVED** that the firm of McLenehan and Associates be appointed to prepare a Review Engagement report for the year ended December 31, 2018. **CARRIED.**

**Motion to waive the appointment of an auditor:** Bill Perlmutter explained that The Cooperatives Act requires that we either engage an auditor or pass a motion to waive the appointment of an auditor each year. **ON MOTION** made by Bill Perlmutter, seconded by Roger Currie, **IT WAS MOVED** that the appointment of an auditor for the year 2018 be waived. **CARRIED.**

**Motion to approve By-laws package:** Bill Perlmutter reported that a committee was struck to review the existing By-laws as recommended by the Cooperatives Branch of the Financial Institutes Division of the Provincial Government. As new By-laws have now been drafted in accordance with the guidelines of the Cooperatives Branch, the existing By-laws must be repealed before the newly drafted By-laws can be approved. **ON MOTION** made by Bill Perlmutter, seconded by Karen Smith, **IT WAS MOVED** that all of the existing By-laws of Nostalgia Broadcasting Cooperative Inc. be repealed and replaced with the By-laws presented to this meeting.

During discussion Bill Stewart recommended that Section 8.02, Special Meetings, be amended to increase the number of members required to call a special meeting be increased to 20% rather than 5%. Another suggestion was to increase the number to 10%. Following discussion, **ON MOTION** made by Bill Stewart, seconded by Wendy Hart, **IT WAS MOVED** that the Section 8.02 of the draft By-laws be amended to reflect 20% rather than 5%. **CARRIED.**

**ON MOTION** made by Bill Perlmutter, seconded by Karen Smith, **IT WAS MOVED** that all of the existing By-laws of Nostalgia Broadcasting Cooperative Inc. be repealed and replaced with the By-laws presented to this meeting as amended. **CARRIED.**

**Nomination Report including introduction of candidates –** Dorothy Dobbie confirmed the slate of nominees as provided and indicated that candidates will be provided 30 seconds to speak to the assembly, if they so wish. **ON MOTION** made by Dorothy Dobbie, seconded by Lucy Drury, **IT WAS MOVED** that the slate of candidates for the Board as presented be accepted. **CARRIED.**

Chris Golden and Cathy Stephens spoke and the assembly heard from Kevin Klein via video. Instructions were given regarding marking the ballots and were then collected. Bill Stewart confirmed that Susan Earl, Susan Hamilton and Brett Buckingham would be acting as scrutineers to count the ballots.

**Manager's Operations Update** – Adam Glynn noted his report was printed in the Newsletter. He also shared a little reflection on the last year to brighten the evening (40 song titles in total). Tom thanked him for his dedication and efforts.

**Builder's Award** – Tom called upon Grant Patterson to present the award and, following a brief introduction, he presented the award to Dave Hargrave, who accepted the award and expressed his appreciation and thanks to the assembly.

**Volunteer Recognition Award** – Tom called upon Agnes Brydon and Bill Stewart to present the award and, following an introduction, the award was presented to Vi Bjarnason-Hilton, who accepted the award and said a few words. Bill then presented the second award to Thorey Blow who accepted the award with thanks. Bill advised that a third award was to be presented to Cory Jackson, but as she was unable to attend the meeting, he would ensure that she receive it.

**Question and Answer Period** – Tom asked if anyone had questions or comments.

Q. John Youngman noted that CJNU is a special station and his only disappointment is the broadcasting of the Goldeyes games. He believes that a nostalgic station does not include baseball games and moved that this be the last year of broadcasting the games. Bill Enefer seconded his motion.

A. Tom Dercola explained the financial reasons for broadcasting the games in that a minimum of \$30,000 would have to be replaced by other means. Adam Glynn also provided an explanation of the requirements under our CRTC licence and also explained that this year listeners will have the option to listen online to the games or to regular music programming. Following the explanations, Bill Enefer withdrew his seconding of the motion.

Linda Clark called a point of order in that the motion made is out of order. A question was asked if the level of sponsorship has increased because of the Goldeyes. Adam Glynn confirmed in the affirmative. Grant Patterson agreed that the motion was out of order and Tom asked for a consensus, resulting in the motion being declared out of order.

Q. John Youngman commented again to indicate that there is no provision for “new business” on the agenda and thought some mechanism should be put in place to provide for same.

A. Tom Dercola noted that this is something that the Board will look into. Billie Stewart noted that this matter could open the floor for someone to make a motion, for example, to cancel something like one of the programs broadcast. Adam Glynn also spoke to the question advising that the members elect a Board to run the organization and they should be allowed to do their job. Other comments were made regarding the broadcasting of baseball games going back to 1912.

**Presentation of Board:** Dorothy Dobbie then introduced the newly elected Board members: Jan Currier, Chris Golden, Jim Ingebrigtsen, Kevin Klein, Ernie Nairn, Jim Pappas, Wayne Rogers and Cathy Stephens. **ON MOTION** made by Herb Henson, seconded by Susan Earl, **IT WAS MOVED** that the ballots be destroyed 30 days after the meeting. **CARRIED.**

Prior to completing the closing comments, Adam Glynn advised the assembly regarding the arrangements recently confirmed with The Winnipeg Foundation to move the CJNU offices from the 13<sup>th</sup> floor to a store-front located in the concourse of the Richardson Building.

**Closing Comments and Adjournment** –Tom thanked those individuals who provided the refreshments for this evening as well as those who have been putting together the “Nostalgia Notes” newsletter. He then invited everyone to partake of the refreshments.

As there was no further business to come before the meeting, the meeting adjourned at approximately 8:42 p.m.

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Chairman

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Recording Secretary