

## Annual General Meeting<sup>1</sup>

**Time/Date:** 1:00 pm – 1:30 pm, Wednesday, June 14, 2021

**Members:** Annette van Niejenhuis, Bevin Wigmore, Bill Laing, Bob Johnson, Caitlin Harrison, Dan Mazerolle, Domenico Iannidinardo, Gordon Chipman, Jeff Mycock, Katherine Spencer, Keith Thomas, and Pat Martin.

**Regrets (proxy):** Juergen Ehling (Dan)

**Guests:** Directors and Officers of SelectSeed: Henry Benskin (President), Kerry McGourlick (Secretary), Jim Burbee, Rod Willis, Jack Woods, and Brian Barber (CEO); Shane Berg, Deputy Chief Forester; Mike Evans, Grant Thornton LLP; and Adrian Etchell, Johns Southward LLP.

### Proceedings

This Society's AGM was held via video conference. Society members are members appointed to the Forest Genetics Council of BC who applied for membership to the Society. The President presided over the AGM as per Bylaw 40(1).

### 1. Agenda

There being adequate notice served to the members, and a quorum being present, Pat, as President and Chair, called the AGM to order and confirmed the agenda. Brian was appointed to record minutes.

1:10	20		A. BC Forest Genetics Society AGM
	1		Agenda Pat Martin (Chair)
	2	A1	Approval of Minutes of June 17, 2020 Pat
	3		Report of Directors Pat
	4	A2	Financial Statements of the Society Mike Evans
	5		Housekeeping Pat
	6		Election of Society's Directors Pat
	7		Society's Representative for SelectSeed AGM Pat
	8		Appointment of Society's Accountant Pat
	9		Adjournment

**Motion:** The Agenda for this meeting is hereby approved. Domenico/Annette. Carried.

### 2. Approval of minutes from the Society's last AGM

Minutes of the Society's June 17, 2020 meeting was sent as separate attachment.

**Motion:** The minutes from the June 17, 2020 AGM are hereby approved. Annette/Kat. Carried.

<sup>1</sup> Only members of the unincorporated Forest Genetics Council established by the Chief Forester of British Columbia are eligible to become members of the Society. B.C. Forest Genetics Society *Constitution and Bylaws*. Part 2 Membership.

### 3. Report of Directors of the Society

The current Directors (and Offices) of the Society are Pat Martin (President) and Domenico Iannidinardo (Vice President). The position of Secretary/Treasurer became vacant in October 2020 after Mark Hay ceased to be a member of FGC and the Society.

Tony Hopkin also ceased to be a member in October 2020. Pat accepted Society membership applications from their respective replacements on FGC: Caitlin Harrison and Dan Mazerolle.

Following the June 17, 2020 AGM, the annual reporting requirements of the Society were submitted to the BC Registries via the Society's lawyer.

The Society continues to own all voting (Class A) and value (Class B) shares of Select Seed Company Ltd. There is no change in status with respect to share ownership.

**Motion:** The report of the Directors to the Members of the Society is hereby approved. Domenico/Keith. Carried.

### 4. Society financial statements to March 31, 2021

Mike Evans presented the non-consolidated (and unaudited) financial statement of the Society prepared by Grant Thornton. The Society still only retains \$25 in assets. No transactions occurred during the fiscal year.

**Resolution:** BE IT RESOLVED, the financial statement of the Society for the fiscal year ending March 31, 2021 is hereby approved. Annette/Bob. Carried.

### 5. Housekeeping

No appointments, contracts, or payments were made in fiscal year 2020/21.

**Resolution:** BE IT RESOLVED THAT all acts, appointments, contracts and payments of money made or done by the Directors of the Society since the last Annual General Meeting, are hereby ratified. Pat/Annette. Carried.

### 6. Election of Society Directors and Officers

The Directors retired immediately prior to the Election of the Society's Directors at the AGM. Pat and Domenico agreed to stand for re-election. Annette also agreed to serve as a Director.

**Resolution:** BE IT RESOLVED THAT **Pat Martin, Domenico Iannidinardo** and **Annette van Niejenhuis** are hereby elected Directors of the Society to hold office until the date of the next Annual General Meeting or until their successors have been duly elected or appointed. Dan/Caitlin. Carried.

The Directors subsequently held a brief separate meeting to confirm Officers of the Society. The elected Directors agreed to serve in the following Officer positions:

Pat Martin	President
Domenico Iannidinardo	Vice President
Annette van Niejenhuis	Secretary/Treasurer

## 8. Society's Representative at SelectSeed AGM

The Society is the sole shareholder of Select Seed Company Ltd. (SelectSeed) and entitled to one vote at the Company's AGM. The Directors or Members may appoint their representative for the Company's AGM, which will be held immediately follows this meeting

**Motion:** Pat Martin, President, is hereby appointed to be the Society's representative at Select Seed's AGM to be held June 14, 2021. Kat/Dan. Carried.

## 9. Appointment of an Accountant

The Society's financial statement was prepared by Grant Thornton, at minimal cost, under the terms of service outlined in its audit engagement letter with Select Seed Company Ltd. (SelectSeed's auditor for 2021/22 will be appointed at the Company's AGM).

**Motion:** The firm appointed as SelectSeed's auditor for 2021/22 is hereby appointed to prepare the Society's financial statement for the fiscal year ending March 31, 2022. Annette/Bill. Carried.

## 10. Adjourn

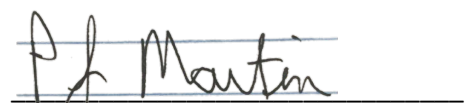
Pat thanked Brian for preparing the agendas for the Society's & SelectSeed's AGMs. Pat also thanked FGC/Society and Board members for their participation. Although these meetings are less engaging, he recognized they are part of the members' fiduciary responsibilities in providing high-level strategic direction to SelectSeed.

**Motion:** The AGM of the BC Forest Genetics Society is hereby adjourned (1:26 pm). Bob/Domenico. Carried.

**Action:** Brian to submit the Society's annual report, including changes to Directors, to the BC Registries along with a signed copy of the draft AGM Minutes.

*Draft minutes prepared by Brian Barber, July 27, 2021*

*These draft Minutes accurately reflect the Society's AGM held on June 14, 2021*



Pat Martin, RPF  
President, BC Forest Genetics Society

July 28, 2021

Date