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## Draft Minutes - Annual General Meeting of the BC Forest Genetics Society

9:10 – 9:30 am, Wednesday, June 12, 2024

### Participants

**Society Members:** Annette van Niejenhuis, Bevin Wigmore, Bob Johnson, Dan Mazerolle, Francesco Cortini, Juergen Ehling, Katherine Spencer, Kona Van Diest, Keith Thomas, and Leith McKenzie. Regrets: Jeff Mycock.

**Guests:** Kerry McGourlick, Rod Willis, Jim Burbee, Sally John, Brian Barber and Frederik Vroom, SelectSeed; Mike Evans and Josiah Nadon, Grant Thornton LLP.

### Proceedings

The annual general meeting (AGM) of the Society was held in person at the Western Forest Products Saanich Forestry Centre and via video conference. Keith, the Society's president, chaired the AGM. Brian was asked to record minutes. The draft agenda and meeting materials were circulated to participants in advance.

#### 1. Agenda

There being adequate notice served to members, and a quorum being present, the chair called the AGM for the BC Forest Genetics Society to order at 9:10 am, welcomed participants and reviewed the agenda..

9:10	20		A. BC Forest Genetics Society AGM
		1	Welcome and agenda Chair
		2	A1 Approval of minutes of June 21, 2023 Chair
		3	Report of directors of the Society Chair
		4	A2 Financial statements to March 31, 2024 Mike Evans
		5	Housekeeping Chair
		6	Election of Society's directors Chair
		7	Society's representative at SelectSeed's AGM Chair
		8	Appointment of Society's accountant Chair
		9	Adjournment

**Motion:** The agenda for this meeting is hereby approved. Annette/Juergen

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

Minutes of the Society's June 21, 2023 meeting are included as attachment A1.

**Motion:** The minutes from the June 21, 2023 AGM are hereby approved. Kat/Bob. Carried

#### 3. Report of directors of the Society

Keith reported the current directors and officers of the Society are: Keith Thomas (President), Domenico Iannidinaro (Vice President) and Annette van Niejenhuis (Secretary/Treasurer).

Domenico's term on the Forest Genetics Council of BC (FGC) ended in May 2024, and is therefore no longer a member of the Society. Keith thanked Domenico for his leadership and contributions to the Society and FGC.

Francesco Cortini was appointed to FGC and became a member of the Society in October 2023.

Brian confirmed the 2023 Annual Report and Statement of Directors and Registered Office of the Society were filed with the BC Registrar of Societies on July 20, 2023. The registered office of the Society is Johns Southward LLP, 204-655 Tyee Rd, Victoria, BC, V9A 6X5.

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

**Motion:** The report of the directors to the members of the Society is hereby approved. Juergen/Bevin. Carried.

#### 4. Society financial statements to March 31, 2024

The non-consolidated (and unaudited) financial statement of the Society was prepared and presented by Mike Evans, Grant Thornton LLP. See attachment A2.

The Society retains \$25 in assets. The majority of the equity (\$23) does not reside in an account but is listed as "subscriptions receivable" (e.g. members fees payable upon request). No transactions occurred during the fiscal year.

**Motion:** BE IT RESOLVED, the financial statement of the Society for the fiscal year ending March 31, 2024, is hereby approved. Annette/Kat. Carried.

#### 5. Housekeeping

No appointments, contracts, or payments were made in fiscal year 2023/24. The following suggested resolution is required as part of the formal annual filing requirements of the Society.

**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. Bob/Shannon. Carried.

#### 6. Election of Society directors

The directors must retire immediately prior to the election of the Society's directors at the AGM, and they may stand for re-election.

Keith and Annette confirmed their willingness to serve another term as director. Juergen offered to stand as director to fill the vacancy created by Domenico's departure.

**Resolution:** BE IT RESOLVED THAT Keith Thomas, Annette van Niejenhuis, and Juergen Ehltng 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. Bevin/Kona. Carried.

The above directors subsequently held a brief meeting to confirm which officers' positions they will serve. They appointed the following officers via the following motion.

Motion: Keith will serve as president, Juergen as vice president, and Annette as secretary/treasurer of the Society. Keith/Annette. Carried.

## 7. Society's representative at SelectSeed's AGM

The Society is the sole shareholder of Select Seed Company Ltd. (SelectSeed) and entitled to one vote at SelectSeed's AGM. The members were asked to confirm their representative to cast the Society's vote at the Company's AGM to be held immediately following this meeting.

**Motion:** The president is appointed to be the Society's representative at SelectSeed's AGM to be held June 12, 2024. Annette/Bevin. Carried.

## 8. Appointment of an accountant

The Society's financial statement was prepared by Grant Thornton LLP, at minimal cost, under a letter of engagement with Select Seed Company Ltd. It was noted SelectSeed's auditor for 2024/25 will be appointed during the Company's AGM.

**Motion:** The firm appointed as SelectSeed's auditor for 2024/25 is hereby appointed to prepare the Society's financial statement for the fiscal year ending March 31, 2025. Annette/Shannon. Carried.

## 9. Adjournment

**Motion:** The AGM of the BC Forest Genetics Society is hereby adjourned at 9:30 am. Bevin/Bob. Carried.

**Action:** Brian to prepare the draft AGM minutes for the president's signature and submit along with notice of any changes to the directors to the Society's lawyer to file with the BC Registrar of Societies.

These draft Minutes accurately reflect the Society's AGM held on June 12, 2024.



Keith Thomas, PAg  
President, BC Forest Genetics Society

June 14, 2024

Date