

21-03-30 ACRE AGM Minutes prepared by John Mynott, ACRE Secretary

NOTE: This meeting was held virtually on Zoom as a result of the Covid 19 Pandemic. ACRE members were notified by email and on the ACRE Website. Documents were available in the ACRE website including the financial report, conservation and stewardship plan for the 57 acre forest and amendments to the Lettres Patentes.



to

The AGM was opened by President Stephen Woodley, meeting chairman, at 19:35

Present: Present at 19:45: 68 people; one guest: Brice Caillié- Réseau de Milieux Naturels, Quebec

1. Agenda was presented with no objections
2. Director and President Stephen Woodley:
 - I. Thanked Jos Woods and Megan Throop for their very helpful and pro bono work and advice during the negotiations for, and purchase of, the 57 acre forest.
 - II. Provided an overview of ACRE including recent activity on representations on the municipal Master Plan revisions, land acquisitions, scientific work as well as some historical milestones
3. Director and Treasurer Carolyn Farquhar presented the financial statements for 2020. Documents are available on the ACRE website. Membership voted to accept the statements.
 - I. Motion: "The membership present endorses the ACRE 2020 financial statements as presented by the Treasurer. It is understood that audited financial statements are not required at the point."
 - II. Vote: 90% in favour, 0% opposed, 10% abstained. Carried
4. Bylaws: Land Trust Director Olaf Jensen provided a brief overview of the history and major milestones of ACRE bylaws. The board informed the membership that a full amended set of bylaws will be presented to a SGM later in 2021.
5. Lettres Patentes: Director Stephan Moresoli explained the significance and importance of the Lettres Patentes [Letters of Incorporation]. One member argued that we should not consider changes to the Lettres Patent until there was a full package of change to the bylaws presented. Three Articles were presented for amendment:
 - i. Article 3 - Conseil d'Administration / Board of Directors. The current directors recommended that the number of board members be set at nine [9].
 - a) Préambule: Attendu que nos lettres patentes n'indique pas le nombre d'administrateurs et que dans ce cas le nombre d'administrateurs par défaut correspond au nombre de requérants inscrit à la demande de constitution; Attendu qu'ACRE a évoluée depuis sa creation et que le nombre d'administrateurs souhaité est supérieur à celui des requérants;

- b) Il est proposé que le conseil d'administration soit composé de neuf [9] administrateurs; ce nombre peut être modifié conformément à l'article 87 de la loi sur les compagnies.
 - c) That the board of directors be composed of nine [9] directors; this number may be changed in accordance with article 87 chapter C-38 of the Companies Act.
 - d) Vote: Yes: 82%, Opposed: 7%, Abstentions: 11%. Carried
- ii. Articles 4 - Immeubles / Immovables.
- a) Préambule: Attendu qu'ACRE en tant que "Land Trust", possède déjà six [6] propriétés; Attendu qu'ACRE en tant que "Land Trust", a récemment acquis une propriété pour 850,000\$; Attendu qu'ACRE en tant que "Land Trust" est potentiellement en train d'acquérir une propriété pour 1,500,000\$; Attendu qu'ACRE en tant que "Land Trust" continuera d'acquérir de nouvelles propriétés à l'avenir
 - b) Il est proposé d'augmenter le montant maximal de la valeur immobilière que ACRE peut acquérir et/ou détenir. La limite actuelle dans les lettres patentes est fixée à 1,000,000\$; le conseil d'administration propose de l'augmenter à 10,000,000\$.
 - c) To increase the maximum amount of property value ACRE can acquire and/or own. The present limit in the letters patent is set at 1,000,000\$; the board of directors proposes to increase this limit to 10,000,000\$.
 - d) Vote: Yes: 86%, Opposed: 5%, Abstentions: 9%. Carried
- iii. Article 6 Autres disposition [Clause de dissolution]; After lively discussion both on the floor and on Zoom chat, the chairman suggested withdrawing the motion on a dissolution clause pending a wider presentation of the issues, consequences and a proposal, to be voted on at the 2021 SGM on bylaws.
6. Election of Directors; Outgoing Director and Secretary, John Mynott chaired the election process. He informed the members that in early March 2021, the board of directors requested interested members to present their candidature for election to the board of directors. Eight [8] persons indicated a willingness to stand for election. Pursuant to the successful passage of the resolution on Lettres Patentes, Article 3 above, the number of possible positions open for the board of directors is nine [9]. The members who indicated interest are: Heather Barna; Gord Hill; Olaf Jensen; Allyson Quinlan; Stephan Moresoli; Bronwyn Rayfield; Roberta Walker; Stephen Woodley. John Mynott, chairman of the election process, presented each of the candidates and asked for nominations from the floor. On third call for nominations, Mathieu Brennan indicated his interest to serve and was duly nominated by Barbara Dee and seconded by Jocelyne Audette. Hearing no more nominations, the nominations were closed and the chairman of elections declared the nine candidates elected by acclamation.
7. Forêt Chelsea Forest; Acquisition of this latest property was described and the objectives and roles & responsibilities of ACRE and a conservation and stewardship committee were outlined. A conservation and stewardship plan was prepared and previously shared with stakeholders for this property. The following resolution was presented to the membership:
- i. The members of ACRE present approve the Conservation and Stewardship Plan dated March, 2021. The Committee will make recommendations to ACRE on the management of the 57 acre land. The Committee will advise ACRE on how restricted funds are to be spent on management of the land.

- ii. Les membres d'ACRE présents approuvent le plan de conservation, protection et de gestion daté mars 2021. Le comité fera des recommandations à ACRE sur la gestion de la terre de 57 acres. Le comité conseillera ACRE sur la façon dont les fonds réservés doivent être dépensés pour la gestion de la terre.
 - iii. Vote: Vote conducted by a yea/nay vote in Zoom comments: declared by the chair to be adopted.
 - iv. The initial land stewardship committee members, appointed by the ACRE Board for 2 years, are: Lyn Daigle, Anne Gillespie, Carolyn Farquhar, Josée Larocque, Mathieu Lévesque, Fergus MacLaren and Sam Seymour.
8. ACRE community survey, The Importance of Nature to Chelsea; Director Allyson Quinlan presented the results and brief analysis of the findings, along with key messages that ACRE communicated to the Municipality as part of the visioning exercise in preparation for the Master Plan revision. 394 persons responded. The main messages from the survey:
- a. It is very important [95.2% support] to consider the natural environment in Chelsea's Mater Plan.
 - b. respondents biggest concern is the conservation of natural areas & biodiversity [85% support] and urban sprawl/development outside the village core [76% support]
 - c. 76% of respondants want to strengthen nature conservation in the Master Plan to support the goal of protecting 30% of the planet by 2030
 - 1. Results are consistent with Canada-wide survey of the value of nature to Canadians: 9 out 10 Canadians overwhelmingly support the government's pledge to protect 30% of all land and freshwater by 2030 [IBCC, March 2020]
9. Question and answers were entertained
10. The 2021 ACRE AGM was declared adjourned at 21:42