

# 2013 AGM — Annual General Meeting / AGA 2013 — Assemblée générale annuelle

Saturday, 17 August 2013, 17h00–18h00

NAISA Space: 601 Christie Street #252, Toronto

*By tram: 512 — St. Clair Ave. W. at Christie St. Farside*

*By bus: 126 — Christie St. at Benson Ave.*

## Agenda / Ordre du jour

1. Adoption of the agenda / Approbation de l'ordre du jour
2. Adoption of the minutes of the previous AGM / Approbation du procès-verbal de la dernière AGA
3. Business arising from the minutes of the previous AGM / Sujets touchant le procès-verbal de la dernière AGA
4. President's Report / Rapport du Président
5. Reports from the Board / Rapports du Conseil d'Administration
6. Other business / Autres
  - Changes in laws relating to non-profit organizations and the impact of these changes on the CEC Bylaws
7. Adjournment / Levée de l'assemblée

## Minutes of the 2012 AGM / AGA 2012

Present in person at the 2012 AGM were CEC President David Ogborn (DO), as well as CEC members Kevin Austin (KA), Darren Copeland (DC), Richard Henninger (RH), Emilie LeBel (EB), Michael Palumbo (MP), Sarah Peebles (SP) and Nadene Thériault-Copeland (NTC). CEC Administrative co-Director jef chippewa (JC) listened/participated via Skype.

The meeting began at 17:05, Saturday, 18 August 2012. Kevin Austin presided over the meeting. CEC Administrative co-Director jef chippewa acted as Secretary for the meeting.

## Ordre du jour / Agenda

### 1. Adoption of the agenda / Approbation de l'ordre du jour

KA reads the Agenda and requests a motion to adopt the Agenda. The Agenda is adopted by consensus.

### 2. Adoption of the minutes of the previous AGM / Approbation du procès-verbal de la dernière AGA

The Minutes in the documentation are presented. KA moves to adopt the Minutes. The Minutes were adopted by consensus.

### 3. Business arising from the minutes of the previous AGM / Sujets touchant le procès-verbal de la dernière AGA

There were no items arising from the Minutes of the 2011 AGM.

### 4. President's Report / Rapport du Président

DO gives a summary of his President's Report to those present, and also mentions that the current year (2012–13) will be his last year as President.

KA moves to accept the President's Report. The President's Report was adopted by consensus.

## **5. Reports from the Board / Rapports du Conseil d'Administration**

Kevin Austin reads the Treasurer's Report / Rapport du Trésorier submitted by the CEC's Treasurer, Eldad Tsabary, who could not be present for the meeting. Brief explanations and clarifications of some of the budget lines were given by KA and JC following questions by DC and SP.

KA requests a motion to adopt the Treasurer's Report. There were no objections. The Treasurer's Report was adopted by consensus.

## **6. Other business / Autres**

- Vote on the creation of "CEC Council" and to accept small related modifications and translation corrections to the [CEC Bylaws §6](#)

DO gives a summary of the bylaws and changes proposed to them that were tabled at the 2011 AGM. A discussion of the implications and the benefits of the CEC Council to the Board and to the CEC's activities ensued.

A motion was made by KA to vote to approve the changes and the establishment of the CEC Council. Seconded by RH. The item was adopted by consensus.

SP brought up the development of SONUS as streaming. Discussion about royalties and the changing implications of streaming, narrowcasting etc. and downloading ensued. NTC provided background on NAISA's experiences in these areas.

MP suggests incorporating an option for TES participants being able to become a CEC member during the registration process for the symposium; a brief discussion ensues.

## **7. Adjournment / Levée de l'assemblée**

DO requests a motion to adjourn the meeting. The meeting was adjourned by consensus at 18:10, Saturday, 18 August 2012, in Artscape Wychwood Barns' NAISA Studio, Toronto.

*Minutes submitted by jef chippewa, Secretary for the CEC's 2012 AGM, on Sunday, 19 August 2012.*

## 6. Other Business / Autres

- Changes in laws relating to non-profit organizations and the impact of these changes on the CEC Bylaws

### Executive Summary

The CEC bylaws are being modified to conform with new government regulations. The changes are:

1. Notice of the Annual General Meeting will be given at least 21 days before the meeting;
2. The annual Financial Report will be sent to voting members at least 21 days before the meeting;
3. Due to the addition of a new bylaw, §8.3, the subsequent subsections of Section 8 will be renumbered.

### 6.1 Proposed Changes to the CEC Bylaws

Altered or deleted text is underlined in the first version; the new version with changes in bold follows.

Changements au texte actuel	Changes to Existing Text
<p><b>8.6 Convocation aux assemblées</b></p> <p>Un avis de convocation à une assemblée annuelle ou générale extraordinaire indiquant le lieu, le jour et l'heure de l'assemblée, et pour une assemblée générale extraordinaire, les points à l'ordre du jour, doit être envoyé par la poste ou par tout autre moyen de communication électronique à tous les <u>membres environ quatorze (14) jours</u> avant une assemblée générale, et <u>environ sept (7) jours</u> avant une assemblée générale extraordinaire.</p>	<p><b>8.6 Notice of Meeting</b></p> <p>A written notice, specifying the place, date and time of the meeting, and in the case of special business, the nature of such business, shall <u>normally</u> be given by mail or any other electronic communication means to each <u>member fourteen (14) days</u> prior to any annual meeting, or seven (7) days prior to any extraordinary general meeting of members.</p>
<p>Un avis de convocation à une assemblée annuelle ou générale extraordinaire indiquant le lieu, le jour et l'heure de l'assemblée, et pour une assemblée générale extraordinaire, les points à l'ordre du jour, doit être envoyé par la poste ou par tout autre moyen de communication électronique à tous les <b>membres à l'adresse qu'ils ont donnée à la CEC, et publié sur le site Internet de la CEC vingt et un (21) jours</b> avant une assemblée générale, et sept (7) jours avant une assemblée générale extraordinaire.</p>	<p>A written notice, specifying the place, date and time of the meeting, and in the case of special business, the nature of such business, shall be given by mail or any other electronic communication means to each <b>member, at the address the member has provided to the CEC, and be published on the CEC website, twenty-one (21) days</b> prior to any annual meeting, or seven (7) days prior to any extraordinary general meeting of members.</p>

### 6.2 New Bylaw

Nouveau règlement	New Bylaw
<p><b>8.3 États financiers annuels</b></p> <p>Les états financiers annuels seront envoyés aux membres votant à l'adresse qu'ils ont donnée à la CEC, au plus tard vingt et un (21) jours avant la tenue de l'assemblée générale annuelle.</p>	<p><b>8.3 Annual Financial Report</b></p> <p>The Annual Financial Report will be sent to voting members at the address the member has provided to the CEC, at least twenty-one (21) days before the annual general meeting.</p>

### **6.3 Administrative Change**

Due to the addition of a new bylaw 8.3, the subsequent numbering of the Section 8 bylaws will be incremented by 1.

The new numbering order is listed below, with the old numbers indicated in brackets, where relevant:

- 8.1 Lieu des assemblées / Location of Meetings
- 8.2 Motions / Presenting Motions
- 8.3** Rapport financier annuel / Annual Financial Report
- 8.4** (8.3) Vote / Voting
- 8.5** (8.4) Assemblée générale / General Meetings
- 8.6** (8.5) Assemblée générale extraordinaire / Special Meetings
- 8.7** (8.6) Convocation aux assemblées / Notice of Meeting
- 8.8** (8.7) Quorum / Quorum
- 8.9** (8.8) Décision à la majorité / Majority Decision
- 8.10** (8.9) Vote du Président / Chair's Vote
- 8.11** (8.10) Assemblées publiques/huis clos / Open and Closed Sessions
- 8.12** (8.11) Droit de parole / Speaking Privileges
- 8.13** (8.12) Vérificateur / Auditor
- 8.14** (8.13) Code Robert / Robert's Rules of Order
- 8.15** (8.14) Erreur dans le préavis / Error of Notification
- 8.16** (8.15) Procès-verbaux / Minutes

### **6.4 Minutes of the Preliminary General Meeting on 15 August 2013 to Discuss Changes to the CEC Bylaws**

Present in person at the September 15, 2013 Preliminary General Meeting were CEC President David Ogborn (DO), CEC Vice-President Eldad Tsabary (ET) and CEC Administrative co-Director jef chippewa (JC), CEC members Kevin Austin (KA), Jean-François Denis (JFD), James Harley (JH) and Richard Henninger (RH), as well as guest Monica Pearse from the Canadian League of Composers.

The meeting began at 17:15 on Thursday, 15 August 2013. CEC President David Ogborn presided over the meeting. CEC Administrative co-Director jef chippewa acted as Secretary for the meeting.

DO opened the meeting and explained the reason for holding the meeting. JC then gave an overview of the changes required (see §6.1–6.3, above), emphasizing that the CEC bylaws, written by KA and JFD in 1984–85 prior to the founding of the association, were so foresightful that only very small, essentially cosmetic changes are necessary to the existing bylaws.

JC gave an overview of the situation regarding the new Not-for-profit Corporations Act, a set of rules that replace the old Canada Corporations Act. JC explained AGM Agenda item 6.1 (proposed changes). JC explained Agenda item 6.2 (new bylaw). KA filled in some details of the changes relating to the voting membership (§6.2, above) based on his reading of the documents provided by Industry Canada. JC explained Agenda item 6.3 (renumbering of §8 of the CEC Bylaws).

RH moved to table the matter for vote at the upcoming AGM. ET seconded the movement. Adopted by consensus.

JC thanked KA for his attentive reading of the government documents and analysing and proposing the changes needed to bring the CEC's bylaws in synch with the new government guidelines.

KA gave a little more background on the mechanisms of the government's move to oblige not-for-profit associations in Canada to update their bylaws.

JFD moved to adjourn the meeting. The meeting was adjourned by consensus at 17:27 on Thursday, 15 August 2013.

# Communauté électroacoustique canadienne (CEC) Canadian Electroacoustic Community

## RAPPORT FINANCIER (FINANCIAL REPORT)

Bilan (Balance Sheet)

31 mai 2013 (May 31, 2013)

### Actifs (Assets)

#### **Court terme (Short Term)**

Encaisse (Cash)	\$ 13,803
Placements (Placements)	\$ 1,723
Comptes à recevoir (Accounts Due)	\$ -
Subventions à recevoir (Grants Due)	\$ -
	<hr/> <hr/>
	<b>\$ 15,526</b>

### Passif (Liabilities)

#### **Court terme (Short Term)**

Comptes à payer (Accounts Payable)	\$ 10,485
Subvention perçue d'avance (Grants Received in Advance)	\$ -
	<hr/> <hr/>
	<b>\$ 10,485</b>

### Actifs nets (Net Assets)

<b>Non affectés (Internally Restricted)</b>	<b><u><u>\$ 5,041</u></u></b>
	<b>\$ 15,526</b>

Actifs (Assets)	\$ 15,526
Passif (Liabilities)	\$ 10,485
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Actifs nets (Net Assets)	\$ 5,041

# Communauté électroacoustique canadienne (CEC) Canadian Electroacoustic Community

## Résultats et actifs net (Statements and Net Assets)

Exercice terminé le **31 mai 2013** (Fiscal Year Ending **May 31, 2013**)

<b>Revenus (Income)</b>	
Conseil des Arts du Canada (Canada Council for the Arts)	\$ 19,100
Fondation SOCAN (SOCAN Foundation) — Core Funding + CEC@25	\$ 9,000
Cotisations (Memberships)	\$ 6,588
Vente de CD (CD Sales)	\$ 30
Intérêts (Interest)	\$ 9
Dons (Donations) — JTTP 2011	\$ 658
Retour de taxes (Tax Returns)	\$ -
Divers (Miscellaneous)	\$ -
Proje(c)t 1 — CEC@25 Tour/née	\$ -
	<b>\$ 35,385</b>
<b>Dépenses (Expenses)</b>	
Sous-traitance (Subcontracting) — CEC Admin	\$ 21,900
Honoraires professionnels (Professional Fees)	\$ 2,753
Frais d'administration (Administration Costs)	\$ 112
Frais de production (Production Expenses)	\$ 6,200
Frais de publicité (Publicity Expenses)	\$ -
Internet / Communications	\$ 846
Équipements / Logiciels (Software / Hardware)	\$ 1,575
Frais de banque (Bank Fees)	\$ 477
Divers (Misc.)	\$ 217
	<b>\$ 34,081</b>

Excédent des REVENUS sur les dépenses	\$ 1,304
Non affectés au début de l'exercice (Internally restricted at beginning of fiscal year)	\$ 22,837
Modification de l'année précédente (Modification of preceding year) <b>VOIR / SEE p. 3</b>	<u>\$ (19,100)</u>
<b>Non affectés à la fin de l'exercice (Internally restricted at end of fiscal year)</b>	<b>\$ 5,041</b>

# Communauté électroacoustique canadienne (CEC) Canadian Electroacoustic Community

## ANNEX (Rapport financier / Financial Report)

### PRÉVISION POUR LA PROCHAINE ANNÉE — à titre d'information seulement (FINANCIAL FORECAST FOR COMING YEAR — for information purposes only)

Real bank balance / Solde de banque actuel (31 May)	\$ 13,803
Investments / Investissements	\$ 1,723
Revenue owing / Comptes à recevoir	\$ -
Grant payments owing / Bourse à recevoir	\$ -
	\$ 15,526
Expenses owing / Comptes à payer	\$ 10,485

**Net Assets / Actifs nets (31 May) \$ 5,041**

Grants confirmed / Bourse confirmée 2013–14 (SOCAN Core Funding)	\$ 4,500
Grants projected / Bourse prévue 2013–14 (Canada Council Publishing)	\$ 22,000

**Projected funds available for the coming year / \$ 31,541**

**Prévision de fonds disponibles pour la nouvelle année fiscale**

#### NOTES

**1) \$19,100 deducted from overall balance as of 31 May 2013 (see p. 2)**

Over the past decade, due to changing fiscal accounting procedures, the Canada Council for the Arts' Writing & Publishing grant has moved out of synch with the CEC's fiscal year, due to some minor but ongoing errors, which has resulted in the desynching of the reporting of income and expenses in the annual Financial Statements.

The CEC's accountant has therefore recommended that this issue be resolved in this fiscal year. This is reflected in the Financial Statement of 2012–13 (which will be presented at the 2013 AGM), and specific details of this will be distributed to the membership in September 2013.

**2) Accounts Payable**

The amount includes the pressing / distribution of Cache 2010 and 2011, ads to be placed in magazines and outstanding payments for eContact! vol. 14.x (2012–13).

**1) Déduction de 19 100 \$ du solde total du 31 mai 2013 (voir p. 2)**

Dû à des changements dans les procédures de comptabilité, la bourse attribuée par la section Littérature du Conseil des arts du Canada se trouve depuis près d'une décennie à ne plus être synchronisée avec l'année fiscale de la CEC. Des erreurs mineures mais continues ont contribué à la « désynchronisation » des rapports de revenus et dépenses détaillés dans les États financiers annuels.

La comptable de la CEC a donc recommandé que ce problème soit corrigé pour la fin de cette année fiscale. Cette correction se trouve dans les États financiers pour 2012–13 (présentés lors de l'AGM 2013).

**2) Comptes à payer**

Ce montant comprend le pressage et la distribution de Cache 2010 et 2011, publicités à apparaître dans des journaux et certains paiements pour le 14e volume de eContact! (2012–13).