

MINUTES OF THE 96TH ANNUAL GENERAL MEETING OF THE CANADIAN COMMUNITY NEWSPAPERS ASSOCIATION HELD ON THURSDAY, MAY 21, 2015, AT SHERATON CENTRE HOTEL, TORONTO, ON

Presiding: Greg Nesbitt, Chairman of the Board

1. CALL TO ORDER

2. WELCOME TO GUESTS & GREETINGS

Chairman Greg Nesbitt called the meeting to order at 4:00 PM and welcomed all members and others present to the association's 96th annual meeting.

3. INTRODUCTION OF 2014-2015 BOARD OF DIRECTORS

Greg introduced the 2014-2015 board of directors as follows:

Officers:

- Abbas Homayed, President
- Neil Thom, 1st Vice-President
- Roger Holmes, Treasurer
- Tim Shoults, Corporate Secretary

Directors:

- BCYCNA – Andrew Franklin
- AWWNA – Murray Elliott, Roger Holmes
- SWNA – Neil Thom
- MCNA – Greg Nesbitt, Kim Macaulay
- OCNA – Abbas Homayed, Gordon Cameron
- QCNA – Steve Bonspiel
- Newspapers Atlantic – Paul MacNeill
- APF – Denis Poirier

4. CONFIRMATION OF QUORUM

The chair and recording secretary confirmed that a quorum is present, and that notice of this meeting was sent to the membership on May 7. The chair proceeded with the first order of business.

5. APPROVAL OF AGENDA

MOVED by Peter Kvarnstrom, seconded by Gordon Cameron THAT THE AGENDA BE APPROVED AS CIRCULATED. CARRIED.

6. APPROVAL OF MINUTES OF THE 2014 ANNUAL GENERAL MEETING

MOVED by Kim Macaulay, seconded by Neil Thom, THAT THE MINUTES OF THE LAST ANNUAL GENERAL MEETING HELD ON MAY 28, 2014, IN CHARLOTTETOWN, PEI, BE TAKEN AS READ AND CERTIFIED AS CORRECT. CARRIED.

|

7. INTRODUCTION OF RESOLUTIONS COMMITTEE

Greg Nesbitt introduced past presidents Peter Kvarnstrom, Paul MacNeill and Rick Shaver who were appointed as the resolutions committee for this meeting. Their report will be given later in the meeting.

8. REPORTS

a) President's Report

President Abbas Homayed welcomed all present to the annual meeting and conference. He expressed his pleasure at working with members across the country.

Abbas noted that the recycling file and Canada Post remain two of the main priorities across the country. Access Copyright, Anti-Spam, National Media Council are also active.

b) Treasurer's Report and Adoption of Audited Financial Statements

Treasurer Roger Holmes presented the 2014 year-end audited financial statements. The materiality of the statements is \$18,000.

Current assets and liabilities are showing higher than last year, whilst revenues are very stable. CMCA revenue is up but is under considerable threat. Expenses and overhead are up but almost exclusively spent on BC recycling file, as approved by the board of directors.

Having spoken to the auditor it is the opinion of the treasurer that the association is in good health.

MOVED BY Roger Holmes, seconded by Denis Poirier, THAT THE AUDITED FINANCIAL STATEMENTS TOGETHER WITH THE AUDITORS' REPORT FOR THE YEAR ENDED DECEMBER 31, 2014, BE APPROVED AND ADOPTED. CARRIED.

c) CCNA Office Report

Chief executive officer John Hinds placed on record his appreciation for recently passed Chief Marketing Officer Suzanne Raitt, who will be a great loss to the organization. He stated that he and Kelly Levson and will come back to the board in the fall with a marketing plan moving forward. John noted that the research done this year in automotive advertising is unparalleled and the research work by Kelly Levson continues to be an asset.

John highlighted that whilst CMCA, single handedly run by Winnie Legaspi, covers a much bigger audit than AAM and CCAB, with Heritage Canada presenting new requirements and challenges, we are facing a big threat moving forwards to revenue.

Newspapers Canada is looking forward to OCNA moving into CCNA offices and creating synergies in skills and staffing.

John also placed on record his appreciation for Tina Ongkeko, who has managed the organization of this year's conference.

d) Report of the Resolutions Committee

Peter Kvarnstrom presented the following resolutions on behalf of the committee:

i - Approval of Past Actions of the Board of Directors, its Committees and its Officers

MOVED by Rick McCutcheon, seconded by Mike Scott THAT ALL ACTS, CONTRACTS, BY-LAWS, PROCEEDINGS, APPOINTMENTS, ELECTIONS AND PAYMENTS ENACTED, MADE, DONE AND TAKEN BY THE BOARD OF DIRECTORS AND OFFICERS OF THE CANADIAN COMMUNITY NEWSPAPERS ASSOCIATION SINCE THE LAST MEETING OF THE MEMBERS OF THE ASSOCIATION BE HEREBY APPROVED, RATIFIED AND CONFIRMED. CARRIED.

ii - Appointment of Association Auditor for 2015

MOVED by Roger Holmes, seconded by Andrew Franklin THAT KRIENS~LAROSE BE APPOINTED THE AUDITORS OF THE ASSOCIATION UNTIL THE NEXT ANNUAL MEETING OF MEMBERS OR UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED, AT A REMUNERATION TO BE FIXED BY THE DIRECTORS, AND THAT THE DIRECTORS BE AUTHORIZED TO FIX SUCH REMUNERATION. CARRIED.

9. AMENDMENT OF NOTICE OF CONTINUANCE & AMENDMENT OF BY-LAWS

John Hinds speaking.

Under the new Not-for-profit act, the association is required to file new by-laws with industry Canada. The main changes are as follows.

1. There is now a requirement that all directors be elected. Regions will nominate and membership will be asked to approve slate.
2. The Chairman will no longer have voting power. President will hold deciding vote.
3. Membership categories are in compliance.

MOVED by Peter Kvarnstrom, seconded by Paul MacNeill THAT THE AMENDED BY-LAWS AND NOTICE OF CONTINUANCE UNDER THE NEW CANADA NOT-FOR-PROFIT CORPORATIONS ACT BE APPROVED. CARRIED.

10. REGIONAL APPOINTMENTS TO THE 2015-2016 BOARD OF DIRECTORS

- BCYCNA – Tim Shoults, Andrew Franklin
- AWWNA – Roger Holmes, Murray Elliott
- SWNA – Neil Thom
- MCNA – Kim Macaulay
- OCNA – Abbas Homayed, Gordon Cameron
- QCNA – Steve Bonspiel
- Newspapers Atlantic – Paul MacNeill
- APF – Denis Poirier

11. TRANSACTION OF ANY OTHER BUSINESS AS MAY COME PROPERLY BEFORE THE MEETING

None.

12. ADJOURNMENT

There being no further business, the meeting was adjourned at 5:30 PM on a motion by Tim Shoults.