

**MINUTES OF THE ANNUAL GENERAL MEETING OF MEMBERS  
OF NUNAVUT BROADBAND DEVELOPMENT CORPORATION  
APRIL 8, 2010**

Held at the Nova Inn, Board Room, Iqaluit, Nunavut on the 8th day of April, 2010 at 3:30 p.m. (Eastern Time), and with members and/or their proxies also present by teleconference communications as permitted by the by-laws of the Corporation.

**1. CALL TO ORDER**

Darrell Ohokannoak, Chair of the Board of the Corporation introduced himself to the membership, and welcomed everyone to the annual general meeting of Nunavut Broadband Development Corporation. He introduced Oana Spinu and Patrick Doyle, CEO of NBDC. Patrick acted as Secretary for this Annual General Meeting.

He then with Patrick's assistance took a roll call of the members present in Iqaluit. Mr. Doyle recorded the members in person as follows:

Yvonne Earle  
Lewis Gidzinski  
Adamee Itorcheak  
Darrell Ohokannoak  
Mike Perry  
Oana Spinu  
Patrick Doyle

Next, a roll call for the communities was taken to determine how many members in community locations were present at the AGM by telephone. Each member participating by telephone was heard from as follows:

Sarah Meeko - from Sanikiluaq.

No other communities had called in to participate at the AGM. In addition to the members Mr. Doyle noted that David Veniot of NBDC was present, and Gabe Zarate of Nunatsiaq news was present.

Based on the count, the Chairman confirmed 6 members were present or participating by telephone. As recording Secretary of the meeting, Mr. Doyle indicated that the names of those present would be reflected in the minutes of the annual general meeting.

**2. CONFIRMATION OF NOTICE OF MEETING**

It was then confirmed that the notice for the 2010 AGM, originally scheduled for March 17<sup>th</sup>, was published in the Nunatsiaq News on February 19, 2010 and a deadline application date of March 12, 2010 for members entitled to participate in the meeting was published at that time. The AGM was then postponed to April 8<sup>th</sup>, 2010 and all members

and those applying for membership were notified via email. It was also confirmed that a further Notice of Annual Meeting, the proposed Agenda and the form of Proxy were delivered in accordance with the by-laws of the Corporation on March 12th to all members via email notification, linking. New members admitted April 7th were sent the notice of meeting on April 7th. It was also confirmed that the notice calculation was done in accordance with the by-laws of the Corporation.

The Notice of the Annual Meeting, proposed Agenda, and Proxy was also posted on NBDC's website March 12<sup>th</sup>.

The Chairman then asked that if there were any additional agenda items to add that members raise those issues at the end of the agenda under Other Business. In the meantime a motion to approve the meeting agenda was requested.

**2010 AGM Resolution #1:**

**BE IT RESOLVED that the Agenda for the Annual General Meeting of Nunavut Broadband Development Corporation delivered with the Notice of Meeting on March 12<sup>th</sup>, 2010 is hereby approved without modification.**

Motion Lewis Gidzinski  
 Seconded Adamee Itorcheak  
 Passed Unanimously

**3. Verifying Quorum (10% of Members as of April 8<sup>th</sup>, 2010)**

The Chair then addressed the issue of Quorum. The General By-law of the Corporation requires ten (10%) percent of the members of each class of membership in the Corporation to be participating themselves (or by a formal proxy) either in person or by teleconference communication. There are three (3) classes of membership: Nunavut Resident Members, Governmental Organization Members, and Non-Governmental Organization Members. Verification of a quorum for each class was necessary.

As of April 8, 2010 there were 3 new Nunavut Resident Members whose membership applications had been received and accepted by the Board of Directors just prior to the AGM, and together with the poll taken earlier in the meeting it was clearly established that 8 persons were present in person or by teleconference communication. No written proxies were deposited with the Corporation for members being represented by proxy.

With 78 Nunavut Resident Members, and a requirement of 10% Nunavut Resident Members to establish a quorum for the meeting, there were sufficient Nunavut Resident Members present to establish a meeting quorum for that class of members.

It was also noted that NBDC also has one (1) Governmental Organization Member (the GN as represented by the Department of ED&T) and two (2) Non-Governmental

Organization Members (Nunavut Tunngavik Incorporated and Kivalliq Inuit Association) and representatives for GN EDT (William Hyndman) and for NTI Franco Buscemi) were present to establish a meeting quorum for each of those classes of members.

The Chairman asked that the minutes reflect that there were no objections to the constitution of the meeting, and that a quorum existed for a meeting of members. The meeting was called to order and duly convened as the 2010 annual general meeting of the Nunavut Broadband Development Corporation.

#### **4. Approval of Minutes of February 9, 2009 Annual General Meeting**

The last Annual General Meeting was held on February 9<sup>th</sup>, 2009. The March 31, 2008 financial statements were approved at the 2009 AGM and the current 6 elected Directors remained on the board, to serve along with the 2 Directors appointed by each membership class of the Governmental Organization Members (1 Director appointed by the Department of ED&T) and Non-Governmental Organization Members (1 Director appointed jointly by NTI and KIA). It was noted these organizations were the only members of the class of Governmental Organization Members and Non-Governmental Organization Members, respectively, of NBDC at the time. The minutes of the last Annual General Meeting had been posted on the Corporation's website. I would also like to note that previous notices have drawn the attention of Members to the web-link in order to review the last Annual General Meeting's minutes. The Chairman then asked for a motion to approve the minutes of the 2009 Annual General Meeting to read as follows:

#### **2010 AGM Resolution #2:**

**BE IT RESOLVED that the minutes of the 2009 Annual General Meeting held on February 9<sup>th</sup>, 2009 as posted on the Corporation's website are hereby accepted and approved as presented to the Members.**

Motion Yvonne Earle  
 Seconded Mike Perry  
 Abstain Willie Hyndman  
 Passed Unanimously

#### **5. Receiving and Considering the President's Report**

As the President of NBDC, the Chairman presented his report to the meeting.

#### **6. Receiving and Considering the Financial Statements of the Corporation for the financial year ending March 31, 2009, and the report of the Auditors**

The Chairman then addressed the Financial Statements of the corporation. It was confirmed that the Auditors' Report dated May 29<sup>th</sup>, 2009 and the Financial Statements of the Corporation for the financial year ending March 31, 2009 had been posted on the

NBDC website and that in prior notices to Members they had been requested to review the 2009-2010 financial statements to be approved at this meeting.

At this point the Chairman asked Patrick Doyle to provide a brief overview of the consolidated statements.

Mr. Doyle explained that Nunavut Broadband Development Corporation as an NPO has its own set of financial statements, reflecting the projects that have been carried out by Nunavut Broadband. NBDC Inc. statements reflect the assets being held by this 100% owned subsidiary of Nunavut Broadband. QINIQ Inc., a wholly owned subsidiary of the NPO has its own statements. Mr. Doyle explained how the NPO consolidated statements represents both the NPO and the wholly owned subsidiaries. He then noted to decline further comment as the statements reflect a time before his term.

The Chairman thanked the CEO for his presentation, and asked for a motion for a resolution to read as follows:

**2010 AGM Resolution #3:**

**BE IT RESOLVED THAT the Auditor's Report of Mackay Landau dated May 29<sup>th</sup>, 2009, and the Audited Financial Statements of the Corporation related thereto for the financial year ending March 31, 2009, are hereby accepted and approved as presented to the members, and that any two (2) directors of the Corporation are authorized to sign the financial statements on behalf of the Corporation.**

Motion Lewis Gidzinski  
 Seconded Yvonne Earle  
 Abstain Willie Hyndman  
 Passed Unanimously

**7. Election of the New Board of Directors**

The seven elected members on the board were set up in staggered terms. Three directors out of the seven serve for three year terms. Four directors serve for two years. This year, the 3-year terms are up (*Darrell, Bob and Mike*). The Chairman advised that the AGM must nominate and select three new directors who will serve for three (3) years. If there are more candidates than three at this AGM, we will hold a vote among all attending members of the AGM. The Chairman opened the floor for nominations.

Also, the meeting was advised that recently this year, one of the directors serving a 2-year term had resigned (*Qingyi Su*). Therefore, it was noted that nominations could be made to select one more director to serve the remaining one year in this 2-year term, failing which, the position would remain vacant until filled by the members.

No nominations were added by the meeting, other than Darrell, Bob McLean and Mike Perry who had agreed to stand for re-election/re-appointment for another 3 year term.

**2010 AGM Resolution #4:**

**BE IT RESOLVED THAT the Nunavut Resident Members class of the Corporation hereby re-appoint Darrell Ohokannoak, Mike Perry, and Robert McLean to the board of directors of the Corporation for a term of three years, respectively.**

Motion Adamee Itorcheak  
 Seconded Lewis Gidzinski  
 Abstain Willie Hyndman  
 Passed Unanimously

As there were no nominations to fill the remaining term of the vacancy created by the resignation of Qingyi Su that position on the board of directors was left vacant. The remaining six (6) directors elected by the Nunavut Resident Members as a class, and their respective terms of office are: Darrell Ohokannoak, Cambridge Bay (3 year term to 2013); Mike Perry, Cape Dorset (3 year term to 2013); Robert McLean, Sanikiluaq (3 year term to 2013); Sarah Meeko, Sanikiluaq (2 year term to 2011); Adamee Itorcheak, Iqaluit (2 year term to 2011); Morrie Schneiderman, Iqaluit (2 year term to 2011).

It was also noted that the Bylaws of NBDC require that among the seven directors elected by the Nunavut Resident Members, there must be at least one director who is from each of the three regions of Nunavut, respectively, and no more than two directors may be from the same community. So any director appointed to fill the vacancy caused by the resignation of Qingyi Su (of Baker Lake) must be a resident of a Kivalliq community. There are no directors from Kivalliq region currently serving on the Board of Directors.

It was also recognized that GN ED&T, being the only member in the class of Governmental Organization Membership, had the right to appoint one (1) additional director nominee, and that following Oana Spinu's resignation as ED&T's appointee to the Board last year, ED&T had appointed William Hyndman as a director representing the Governmental Organization class of NBDC membership. William Hyndman was recognized as a Director of NBDC effective April 8, 2010.

The Non-Governmental Members (NTI and KivIA) also have the right as a class to appoint one (1) additional director nominee to represent their class of membership, and previously James Sandy was the appointee. The meeting noted that Franco Buscemi had been nominated by the NGO members to the board of directors. Franco Buscemi was recognized as a Director of NBDC to replace James Sandy effective April 8, 2010.

The appointed Directors have no fixed terms and serve on the Board of Directors at the pleasure of GN ED&T and NTI/KivIA who appointed them, respectively.

The entire NBDC Board of Directors is now comprised of eight (8) directors (6 elected by Nunavut Resident Members, and 2 appointed by each of GN ED&T and NTI/KivIA), with one vacancy still open for the 7 directors elected by the Nunavut Resident Members. The bylaws permit a minimum of three and a maximum of nine directors so there are still

sufficient directors on the board, but it will be important to eventually fill the vacancy with a Kivalliq resident because the bylaws require at least one director from each region.

**8. Appointing Auditors and Authorizing Directors to fix their remuneration**

The Chairman informed the membership that NBDC was advised by legal counsel that it is the prerogative of the members to appoint the Corporation's Auditors as well as approve the report and financial statements of the Corporation that would be prepared for the ensuing financial year. He then requested a motion for a resolution as follows:

**2010 AGM Resolution #5:**

**BE IT RESOLVED THAT Mackay Landau be, and they are hereby appointed, the Auditors of the Corporation until the next annual general meeting of the members or until their successors are appointed, at a remuneration to be fixed by the Board of Directors, the directors being hereby authorized to fix such remuneration.**

Motion Adamee Itorcheak  
 Second Mike Perry  
 Abstain Willie Hyndman  
 Passed Unanimously

**9. Transacting Such Further and Other Business as may be properly brought before the Meeting or any Adjournment of the Meeting**

The Chairman then opened p the floor to ask for any other Agenda items that any of the members wished to have added to the meeting, if desired. Information items do not require a formal motion, and any member can speak to any matter they wish at this time. No further business or agenda items were proposed by the membership at the meeting.

**10. Termination of the Meeting**

The Chairman then stated that since there was no further business the meeting could be declared adjourned. He thanked the members for their support and asked for a motion to adjourn the meeting to read as follows:

**2010 AGM Resolution #6:**

**BE IT RESOLVED THAT the 2010 Annual General Meeting of Nunavut Broadband Development Corporation is hereby adjourned.**

Motion Lewis Gidzinski  
 Seconder Adamee Itorcheak  
 Passed Unanimously