

**ANNUAL GENERAL MEETING OF MEMBERS
OF THE NUNAVUT BROADBAND DEVELOPMENT CORPORATION
February 25, 2011 – Iqaluit, Nunavut**

1. CALL TO ORDER

NBDC president Darrell Ohokannoak introduces himself and NBDC staff: Oana Spinu, Executive Director; and Sean Rorison, Project Manager.

Mr. Ohokannoak will chair the meeting and Ms. Spinu will act as Secretary for this Annual General Meeting.

With Ms. Spinu's assistance, Mr. Ohokannoak takes a roll call of the members present in the NBDC board room in Iqaluit and on the phone bridge.

Name	Community	Presence	Count
Darlene Thompson	Iqaluit	Phone bridge	1
Darrell	Cambridge	Phone bridge	2
Ohokannoak	Bay		
Mike Perry	Cape Dorset	Phone bridge	3
Oana Spinu	Iqaluit	In person	4
Harley Caron	Iqaluit	In person	5
Anthony Vieni	Iqaluit	In person	6
Morrie Schneiderman	Iqaluit	In person	7
Yvonne Earle	Iqaluit	In person	8
Chris Heide	Pangnirtung	Phone bridge	9
Richard Evalik	Cambridge	Phone bridge	10
	Bay		
Clare Basler	Cambridge	Phone bridge	11
	Bay		
John Aglukark	Baker Lake	Phone bridge	12
Adamee Itorcheak	Iqaluit	In person	13

Also present is PJ Akeeagok, NTI's representative to the NBDC Board of Directors.

There are no proxies.

Based on the count, 13 members are present and Mr. Ohokannoak calls the annual general meeting of the Nunavut Broadband Development Corporation to order.

2. CONFIRMATION OF NOTICE OF MEETING

Mr. Ohokannoak confirms that the notice for the 2011 AGM was published in the Nunatsiaq News on February 4, 2011 and a deadline application date of February 11th, 2011 for members entitled to participate in the meeting was published at that time. He also confirms 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 February 22nd to all members via email notification.

The Notice of the Annual Meeting, proposed Agenda, and Proxy was also posted on NBDC's website February 19th.

Mr. Ohokannoak asks for a resolution to approve the agenda and suggests that if members have any additional agenda items to add, they be raised at the end of the agenda under Other Business.

2011 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 February 4th, 2011 is hereby approved without modification.

Moved by Yvonne Earle, seconded by Oana Spinu; passes unanimously.

3. VERIFYING QUORUM (10% OF MEMBERS AS OF FEBRUARY 11TH)

Mr. Ohokannoak addresses 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.

As of February 11th there were 76 Nunavut Resident Members whose membership applications had been received and accepted by the Board of Directors of the Corporation, and that the poll taken earlier in the meeting clearly established 13 persons which meets the requirement of 10% Nunavut Resident Members present in person or by teleconference communication. No written proxies have been deposited with the Corporation for members being represented by proxy. Mr. Ohokannoak further notes that the Corporation 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).

Based on this, Mr. Ohokannoak requests that the minutes reflect that there are no objections to the constitution of the meeting, that a quorum exists for a meeting of members, and that the meeting has been called to order and duly convened as the 2011 Annual General Meeting of the Nunavut Broadband Development Corporation.

4. MEMBERS' CONSENT TO OUT OF TOWN BOARD MEMBERS PARTICIPATING VIA VIDEOCONFERENCING

This agenda item was skipped as all remote participants are using the phone bridge and no additional consent is required under the bylaws.

5. APPROVAL OF MINUTES OF APRIL 8, 2011 ANNUAL GENERAL MEETING

The last Annual General Meeting was held on April 8th, 2010. The March 31, 2009 financial statements were approved and 3 Directors were re-elected from the Resident Membership Class for 3-year terms, to serve along with 3 current directors from the Resident Membership Class serving 2-year terms and the 2 Directors appointed by each membership class of the Governmental Organization Members (1 Director) and Non-Governmental Organization Members (1 Director) of NBDC at the time. The minutes of the last Annual General Meeting were posted on the Corporation's website. Mr. Ohokannoak 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. Mr. Ohokannoak asks for a motion to approve the minutes of the 2010 Annual General Meeting.

2011 AGM Resolution #2:

BE IT RESOLVED that the minutes of the 2010 Annual General Meeting held on April 8th, 2010 as posted on the Corporation's website are hereby accepted and approved as presented to the Members.

Moved by Darlene Thompson, seconded by Morrie Schneiderman; passes unanimously.

6. RECEIVING AND CONSIDERING THE PRESIDENT'S REPORT

Mr. Ohokannoak delivers the president's report [attached].

Ms. Thompson poses a question about NBDC's affiliation with the CIRA forum on Internet Governance.

Ms. Spinu answers the question stating that NBDC was invited to participate and board member Adamee Itorcheak attended on NBDC's behalf. Ms. Spinu clarifies that the forum was CIRA's initiative and NBDC was just an attendee.

7. RECEIVING AND CONSIDERING THE FINANCIAL STATEMENTS OF THE CORPORATION FOR THE FINANCIAL YEAR ENDING MARCH 31, 2010, AND THE REPORT OF THE AUDITORS

Mr. Ohokannoak confirm's that the Auditor's Report dated June 15th, 2010 and the Financial Statements of the Corporation for the financial year ending March 31, 2010 have 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.

Ms. Spinu is invited to provide a brief overview of the consolidated statements:

The Nunavut Broadband Development Corporation was incorporated as a non-profit organization under the Canada Corporations Act in 2002. NBDC, or the NPO as we refer to it for short, has 2 wholly-owned subsidiaries:

- *NBDC Inc., which was incorporated in 2004 under the Business Corporations Act of Nunavut; and*
- *Qiniq Inc, which was incorporated in 2006 under the Business Corporations Act of Nunavut.*

Both subsidiaries are considered Inuit-owned businesses as the majority of NBDC members are beneficiaries under the NLCA. Each subsidiary has a role or purpose: NBDC Inc. holds the assets and long term debt, Qiniq Inc. is the operating company that projects are run through. More details on the specific roles of the subsidiaries can be found in Note 1 on page 7, "The Nature of the Organization"

What we are looking at are the consolidated statements of all 3 companies.

The NPO receives money for projects but hires out Qiniq to do the work. Qiniq does the work and incurs the expenses, then bills NPO to get reimbursed. The statements would look a lot simpler if there was just a line for transfers to Qiniq. However, since funders provide funding to the NPO and they get the NPO financials at the end of the year, they should see all the details of how the money was spent. So it was decided early on that the NPO would record expenses in detail (ie reflect the expenses Qiniq incurred executing the projects).

On consolidation, grants and contributions transferred to Qiniq get eliminated and expenses in the NPO get eliminated. If you add up the net income of all 3 entities, it adds up to the net income of the consolidated statement (plus or minus a dollar).

Pages 2-6 provide the consolidated statement of operations and pages 16-17 provide the schedule of operations by activity, namely Infrastructure I, Infrastructure II and Core Operations.

I will not go through every item, but rather point out some significant events in 2009-2010.

1. Recovery of Interest on long term debt (revenue, pg. 2)

I'd like to draw your attention to Note 12 on page 14 which covers the recovery of interest from the Nunavut Business Credit Corporation (NBCC) and the resulting apparent surplus in 2009. [read note] This is money that has already been paid out to service the debt. It has not been returned to NBDC but rather is being applied to our remaining debt.

2. Bank charges and Interest (expenses, pg. 3)

NBDC had to rely heavily on its line of credit from the Baffin Business Development Corporation (BBDC) in 2009-2010 because project funding from one funder came in after the end of the fiscal year. This resulted in larger interest expenses. Unfortunately, NBDC is in a similar situation this year, with the same funder.

3. Legal fees and settlement of QEC dispute (expenses, pg. 3)

The dispute with QEC dating back to the summer of 2005 was settled, with closing documents signed on August 31, 2009. In previous years, there were substantial legal expenses related to this dispute which NBDC often had to find additional funding for.

4. Major new activities in 2009-2010 under Infrastructure II (schedule 1, pg. 17)

- *Qiniq 2000+: Qiniq network hardware upgrade and additional satellite capacity for subscriber base*
- *Generic tools capital: hardware necessary for the provision of generic services (Qfile, Meet Online)*
- *Classrooms pilot: satellite capacity for schools*

Mr. Ohokannoak thanks Ms. Spinu and asks for a motion to accept the auditor's report.

2010 AGM Resolution #3:

BE IT RESOLVED THAT the Auditor's Report of Mackay Landau dated June 15th, 2010, and the Audited Financial Statements of the Corporation related thereto for the financial year ending March 31, 2010, 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.

Moved by Morrie Schneiderman, seconded by Adamee; passes unanimously.

8. ELECTION OF THE NEW BOARD OF DIRECTORS

Mr. Ohokannoak explains that the seven elected members on the board were set up in staggered terms. Three directors serve for three years. Four directors serve for two years. This year, the 2-year terms are up (*Adamee Itorcheak, Morrie Schneiderman and Sarah Meeko; one position is vacant*). Four new directors will be elected to serve for two (2) years. If there are more candidates than four at this AGM, we will hold a vote among all attending members of the AGM.

Mr. Ohokannoak opens the floor for nominations.

Four members announce their desire to run for the positions:

Morrie Schneiderman

Adamee Itorcheak

Chris Heide

John Aglukark

Ms. Thompson nominates all 4, Mr. Aglukark seconds the nominations.

Mr. Ohokannoak nominates Yvonne Earle who politely declines.

Yvonne moves that nominations cease and that the 4 positions go to appointment.

It was also noted that the election or appointment of directors to fill these four (4) directorships needed to comply with the Bylaws of NBDC which require that the composition of the entire board of directors must have at least one (1) director that is resident in each of the three (3) regions of Nunavut, and no more than two (2) directors could be elected from the same community in Nunavut.

The meeting also recognizes that GN EDT, being the only member in the class of Governmental Organization Membership, which class of membership has the right to appoint 1 director nominee, and has in fact provided the name of a nominee – Ryan Oliver - to NBDC.

The Non-Governmental Organization class also has the right to appoint one nominee, and NTI has proposed a nominee - PJ Akeegok. The other class member, Kivalliq Inuit Association, will be notified of the proposed nominee, and NBDC will be following up after the AGM to confirm that both members of the NGO class of membership accept the proposed nomination.

2011 AGM Resolution #4:

BE IT RESOLVED THAT NBDC Members Adamee Itorcheak, Morrie Schneiderman, Chris Heide, John Aglukark, are hereby appointed by the Nunavut Resident Members class of membership as directors to serve on the board of directors for two year terms.

Moved by Yvonne Earle, seconded by Mike Perry; passes unanimously.

9. APPOINTING AUDITORS AND AUTHORIZING DIRECTORS TO FIX THEIR REMUNERATION

Mr. Ohokanoak informs the meeting participants that he has been advised by the 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.

2011 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.

Moved by Chris Heide, seconded by Darlene Thompson; passes unanimously.

10. TRANSACTING SUCH FURTHER AND OTHER BUSINESS AS MAY BE PROPERLY BROUGHT BEFORE THE MEETING OR ANY ADJOURNMENT OF THE MEETING

Mr. Ohokannoak asks the members if there are other items the members wish to discuss. No additional items are brought forward.

11. TERMINATION OF THE MEETING

Mr. Ohokannoak thanks the many people that have supported the Corporation's objectives and looks forward to their continued support.

With no further business items, the meeting can be adjourned.

2011 AGM Resolution #6:

BE IT RESOLVED THAT the 2011 Annual General Meeting of Nunavut Broadband Development Corporation is hereby adjourned.

Moved by John Aglikark, seconded by Morrie; passes unanimously.