

## **MINUTES OF THE ANNUAL GENERAL MEETING OF MEMBERS OF NUNAVUT BROADBAND DEVELOPMENT CORPORATION**

Held at the Bayshore Conference Centre, Rankin Inlet, Nunavut on the 27<sup>th</sup> day of May, 2005 at 10:00 a.m. (Central 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**

Clare Basler, an outgoing member of the Board of the Corporation took the Chair of the meeting, explaining that the outgoing Chairman, Patrick Tagoona was unavailable to attend due to a death in the family. Mr. Basler introduced himself and Lorraine Thomas, the Secretary-Treasurer of the Corporation, and obtained the general consent of the meeting to act as the Chairman of the meeting and for Ms. Thomas to act as the recording secretary.

The Chair asked if any participants required central interpretation. Consensus was that no central interpretation from Rankin Inlet was required.

The Chair asked if anyone was present or participating by teleconference requiring an interpreter, to allow for adequate pauses for interpretation. Veronica Dewar provided interpretation until this point.

The Chairman requested that the meeting minutes reflect that the proceedings would be conducted in English, and there would be no need to pause for local interpreters.

The Chair then disclosed the number of members present at the meeting in Rankin Inlet, and then requested that Secretary report on the number of telephone lines activated for the meeting's teleconference facilities. The Chair then proceeded to take a roll call of the sites in other Nunavut communities where teleconference equipment had been set up for members or their proxies to participate at the AGM by teleconference. The names of members or their proxies and others participating at the meeting were identified and requested by the Chair to be noted in the minutes of the meeting.

The Chair noted that for the resolution to elect seven (7) directors, voting by ballot for the candidates on the resolution will close at 1:00 p.m. (CST) today and asked that people present in Rankin Inlet put their ballot in the box provided by 1:00 p.m. (CST). The Chair also noted that ballots submitted prior to the meeting by people unable to participate at the AGM by any means (in person, by proxy, either in Rankin Inlet or by teleconference facility from another community) had been submitted to the Auditors.

### **PRESENT:**

- a) **Members Present in Rankin Inlet in Person or by Proxy**

Government of Nunavut (ED&T), represented by:  
*Reuben Murphy- EDT*

Nunavut Tunngavik Inc., represented by:  
*Travis Audla (participating in Iqaluit)*

Rankin Inlet  
*Clare Basler*  
*Lorraine Thomas*  
*Reuben Murphy*  
*Tracy Wallace*  
*Billy Palluq*  
*Danny Kowmuk*  
*Madeleine Qumuatuq*  
*Bonita Hester*  
*Gabriel Karlik*  
*Brock Junkin*  
*Brian Tattuinee*  
*Shawna Corley*  
*George Metuq*  
*Darrell Ohokannoak*

Being members of the Corporation and/or their proxies present in person at the meeting.

b) **Members Participating by Teleconference Communication at Pre-Arranged Sites in other Nunavut Communities (in Person or by Proxy)**

Other Nunavut Resident Members or their proxies, by community  
Cape Dorset  
*Mike Perry*  
*Art Stewart*  
*Qiatsuq Qiatsuq*

Iqaluit  
*Robbin Sinclair- Chenier*  
*Ed Maruyama*  
*Travis Audla*  
*Christa Kunuk*  
*Beth Beattie*  
*Melanie Abbott*  
*Brian MCleod*  
*Robert Tookoome*  
*Bob Long*  
*Geoff Rayn*  
*Cheri Kemp Kinnear*

*Yvonne Earle*  
*Aseena Allurut*

*Sanikiluaq*  
*Bob McLean*  
*Walter Meeko*  
*Jennifer Meeko*

*Clyde River*  
*Mike Jaypoody*  
*James Arreak*  
*2 other members names not recorded*

*Pangnirtung*  
*Jackie Maniapik*  
*Tommy Arnakak*

*Resolute*  
*Aziz Kheraz – wife by proxy*

Being members of the Corporation and/or their proxies present by teleconference communication as permitted by the by-laws of the Corporation.

c) **Other Participants or Attendees**

Dave Smith, President (in person in Rankin Inlet)  
Shawn Lester, Auditor (in person in Rankin Inlet)  
Mike Osland, legal counsel (in person in Rankin Inlet)

Being all other persons either entitled to participate at the meeting or participating with the consensus of the meeting.

**2. CONFIRMATION OF NOTICE OF MEETING**

The Chair confirmed that notice of the meeting was published in the Nunatsiaq News on May 6, 2005, and a Record Date of May 13, 2005 for members entitled to participate in the meeting had been published at that time. The Chair also confirmed that a further Notice of Annual Meeting, the proposed Agenda, the form of Proxy and a Detailed Voting Ballot for the resolution to appoint directors (together with background information) were delivered in accordance with the by-laws of the Corporation on May 20, 2005 to all members listed and admitted to membership as of an effective Record Date of May 13, 2005 (which also included member applications received by May 12, 2005 and approved by the Board of Directors). The Chair confirmed that the notice calculation was done in accordance with the by-laws of the Corporation, and that any

new membership applications received since then would be provided to the new board of directors at their first meeting later today.

Before seeking a formal motion and a seconder to the motion, the Chair explained that any issues which were not expressly stated in the Agenda could be added under the item #9 “Other Business” and that members would be given an opportunity at that time to raise any other matters before the meeting. The Chair asked members to hold off on requesting the addition of any other matters until that time.

The Chair then asked for a motion to approve the meeting agenda to read as follows:

**2004 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 May 20, 2005 is hereby approved without modification.**

The Motion was then moved by Brock Junkin and seconded by Madeleine Qumuatuq.

The motion was approved by the meeting and the Chair requested that the minutes so note the resolution approved as the Corporation’s “**2004 AGM Resolution #1.**”

UNANIMOUSLY APPROVED

**3. Verifying Quorum (10% of Members as of May 13, 2005)**

The Chair then informed the meeting that the General By-law of the Corporation required 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. It was noted that for the resolution to elect seven (7) directors the meeting would permit a Detailed Voting Ballot (to choose candidates for Directors) to be accepted for members who could not participate at the AGM by any means, but such members could not be counted towards the establishment of a quorum for the meeting.

The Chair informed the meeting that as of May 13, 2005 there were 250 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 40 persons which is well in excess of 25 Nunavut Resident Members present in person or by teleconference communication. No written proxies had been deposited with the Corporation for members being represented by proxy. The Chair also reminded the meeting that the Corporation also has one (1) Governmental Organization Member (the GN as represented by the Department of ED&T) and one (1) Non-Governmental Organization Member (NTI),

The Chair requested that the minutes reflect that there were no objections to the constitution of the meeting, confirmed the existence of a quorum for a meeting of members, and confirmed that the meeting had been called to order and duly convened as the 2004 annual general meeting of Nunavut Broadband Development Corporation.

#### **4. Approval of Minutes of November 18, 2003 Annual General Meeting**

The Chair confirmed that the last Annual General Meeting was held on November 18, 2003, at which time the March 31, 2003 financial statements were approved and the current 7 elected Directors were elected to serve along with the 2 Directors appointed by each of the Government of Nunavut (1 Director) and Nunavut Tunngavik Inc. (1 Director) who are the only Governmental Organization Members and Non-Governmental Organization Members of NBDC. The Chair referred to the fact that the minutes of the last Annual General Meeting had been posted on the Corporation's website. The Chair also confirmed that previous notices had drawn the attention of Members to the web-link in order to review the last Annual General Meeting's minutes. The Chair asked for a motion to approve the minutes of the 2003 Annual General Meeting to read as follows:

##### **2004 AGM Resolution #2:**

**BE IT RESOLVED that the minutes of the 2003 Annual General Meeting held on November 18, 2003 as posted on the Corporation's website are hereby accepted and approved as presented to the Members.**

The Motion was then moved by Aziz Kheraz (proxy) and seconded by Billy Palluq.

The motion was approved by the meeting and the Chair requested that the minutes so note the resolution approved as the Corporation's "**2004 AGM Resolution #2.**"

UNANIMOUSLY APPROVED

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

The President presented his report, and outlined some of the highlights, explaining the new network, QINIQ, is operational, and NBDC is now starting to focus on developing applications.

The President outlined NBDC's goals over the past 2 years, including:

1. Finance and build the infrastructure. NBDC has built the network at a total cost of \$10 million. Of this, four million came from debt financing. The remaining six million came from various funders – government of all levels and private sector. Mr. Smith pointed out that we were able to build this infrastructure in one construction season;

2. Support local economy: there is a trained CSP in every Nunavut community;
3. Applications development: Mr. Smith explained the Skills project, the Google geoscience project, the creation of an initial portable modem that could work on the land up to 25 kilometres in certain circumstances. He explained various applications that will be considered in the next year;
4. Training for using broadband skills. A draft strategy has been prepared to assist in obtaining funds for broadband training in the future.

Mr. Smith explained the Industry Canada BRAND process. He also reported the corporate structure changes from the last AGM. The parent corporation is Nunavut Broadband Development Corporation, a not-for-profit corporation – this AGM is for this not-for-profit corporation. He explained how the share capital corporation, NBDC Inc. is wholly owned by the NPO, and controlled by the board of the NPO. This subsidiary corporation was required in order to hold the assets of the network.

Mr. Smith explained the timing of this AGM and why the financial statements from 2003-2004 year were being presented. NBDC plans to present the 2004-2005 financial statements in another AGM likely to be held in the fall.

He thanked the people involved – the board members, SSI Micro and Ms. Thomas

Mr. Basler then took the floor, and thanked Mr. Smith and Ms. Thomas. He noted that the network would not have been built without their efforts.

**6. Receiving and Considering the Financial Statements of the Corporation for the financial year ending March 31, 2004, and the report of the Auditors**

The Auditors' Report dated July 14, 2004 and the Financial Statements of the Corporation for the financial year ending March 31, 2004 were then presented to the meeting. The Chair confirmed that a copy of the documents had been posted on the NBDC website and that in prior notices to Members they had been requested to review the 2004 financial statements to be approved by the meeting.

The Chair then requested a motion for a resolution to read as follows:

**2004 AGM Resolution #3:**

**BE IT RESOLVED THAT the Auditor's Report of Mackay Landau dated July 14, 2004, and the Audited Financial Statements of the Corporation related thereto for the financial year ending March 31, 2004, 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.**

The Motion was then moved by Adamee Itorcheak, and seconded by Brock Junkin.

The motion was approved by the meeting and the Chair requested that the minutes so note the resolution approved as the Corporation's "**2004 AGM Resolution #3.**"

**7. Electing and/or appointing the permanent Board of Directors (including count of Detailed Voting Ballots)**

The Chair began this agenda item by discussing the procedures related to the selection of up to seven (7) new directors, and that up to seven (7) new directors would join the director appointed by the GN and the director appointed by NTI to form a Board of Directors of NBDC of up to nine (9) members.

The Secretary outlined the instructions for voting for the board, as outlined in the instruction sheet sent to all members and posted on the website.

Mr. Itorcheak explained how the bylaws ensure there are regional guarantees for voting – with a minimum of 1 person from each region being elected.

Mike Osland, the NBDC lawyer explained further: the ballots are counted and the candidates with the most votes are identified. Then, each region will select the top candidates – one from each region. Also, no one community can elect more than 2 members. It is democratic, but it is done from the number of votes, ensuring that there will be at least one member from each region, and no more than 2 people from any one community.

The Chair further explained that this ensures that all three regions are represented, and there are board members from as many communities as possible.

The Chair confirmed that members have received a number of emails and/or faxes related to the election of up to seven (7) directors. In accordance with the General By-law of the Corporation, ballots from members who could not participate at the meeting at all (by attending in person or by teleconference) were permitted to be received up to the beginning of the meeting. For all others participating in Rankin Inlet or by teleconference, members would have until 1:00 (CST) May 27, 2005 to deliver their ballots to the Auditor by hand or by fax or to be collected in a sealed box in Rankin Inlet at the meeting. The Chair informed the meeting that once voting was completed at 1:00 p.m. (CST) and the meeting adjourned, the outgoing officers of the Corporation would assemble all the ballots under the scrutiny of the Auditor to count the ballots. The Bylaw provides for up to seven (7) directors to be elected with at least one (1) from each Nunavut region and no more than two (2) from any one (1) community.

The NBDC Lawyer emphasized that it was essential that everyone understand the selection rules. The candidate with the largest number of votes in each region will be selected first. This results in three (3) initial candidates selected with one (1) from each region, and with four (4) to be selected from the remaining candidates.

The Secretary also confirmed that a meeting of the new elected board was scheduled for 3:00 p.m. (Central Time) May 30, 2005. Therefore, candidates were requested to determine if they had been elected to the Board of Directors in any of three ways:

1. Posting of the results on the NBDC web site at [www.nunavut-broadband.ca](http://www.nunavut-broadband.ca).
2. Receipt from NBDC immediately after the AGM of an email or fax to each of the 13 candidates advising them of the election results.

The Secretary asked members to ensure they keep their email address up to date with NBDC.

Adamee Itorcheak suggested NBDC set up staggered terms for the board so that the organization is not replacing all board members at the same time

The NBDC Lawyer responded that our by-laws allow for staggered terms. NBDC does require members approval for applying a staggered term, so NBDC is unable to accommodate this at this meeting, but can select this for the next meeting.

The Chair suggested that board can organize for staggered terms for the next AGM. The new board will have to recommend how the staggered terms will work, and provide information to all members.

The lawyer said the bylaws allow for this – NBDC members would have to pass a resolution identifying the terms that would be elected before the actual final election.

The Chair then requested a motion to approve the text of the resolution to read identical to the detailed voting ballot provided previously to the members as follows:

**2004 AGM Resolution #4:**

**BE IT RESOLVED that the candidates for director with the most votes as indicated on the form of attached ballot submitted by members are hereby elected to fill a minimum of three and a maximum of seven positions on the Board of Directors, provided that in accordance with the NBDC by-laws candidates shall be elected (in the order of the votes cast) so that a minimum of one director is ordinarily resident in each region of Nunavut and a maximum of no more than two directors are ordinarily resident in the same community in Nunavut, and that members shall have until 3:00 p.m. CST to submit their completed ballots by hand to the meeting in Rankin Inlet or by hand or facsimile transmission to the Auditor.**

The Motion was then moved by Aziz Kheraz (by proxy), and seconded by Robbin Sinclair-Chenier.

UNANIMOUSLY APPROVED

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

The Chair informed the meeting that it was 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.

The Chair then requested a motion for a resolution to read as follows:

**2004 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.**

The Motion was then moved by Adamee Itorcheak and seconded by Aziz Kheraz.

The motion was approved by the meeting and the Chair requested that the minutes so note the resolution approved as the Corporation's "2004 AGM Resolution #5."

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

The Chair now asked the members if there were any other Agenda items that any of the members wished to have added to the meeting. The Chair indicated that any other items of business should be brought up now if desired.

It was explained that information items would not require formal motion, and any member could speak to any matter they wished at this time.

NONE

**9. Termination of the Meeting**

Following the conclusion of any other business, the Chair confirmed that the meeting would shortly be declared adjourned. The Chair thanked the many people for their support of the Corporation's objectives and indicated that the success of the NBDC's activities would require the continued assistance of all members.

Following expressions of gratitude, and as there was no further business for the meeting, the Chair asked for a motion to adjourn the meeting to read as follows:

**2004 AGM Resolution #6:**

**BE IT RESOLVED THAT the 2004 Annual General Meeting of Nunavut Broadband Development Corporation is hereby adjourned.**

The Motion was then moved by Aziz Kheraz and seconded by Bob McLean.

The motion was approved by the meeting and the Chair requested that the minutes so note the resolution approved as the Corporation's "**2004 AGM Resolution #6.**"

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Clare Basler, Chairman of the Meeting

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Lorraine Thomas, Secretary of the Meeting