

Tomahawk Rural Electrification Association  
Annual General Meeting Minutes, Tomahawk, Alberta  
April 20, 2017

Clint Schwalbe, Chairman of the T REA Board commenced the meeting at 6:00 p.m., and welcomed all in attendance. The following Board members were present: Clint Schwalbe, Wayne Tourneur, Eric Pischke, Eldon Greanya, Dave Rogers, Cheryl Thomas and Mike Kos.

Guests were welcomed including Erin Babcock, MLA Stony Plain; Jamie Curran, Assistant Deputy Minister; Rod Carlyon, Executive Director, Rural Development Branch, Department of Agriculture; Allan Pelletier, Acting Director of Rural Utilities; Pat Bourne, CEO EQUUS; Glen Fox, EQUUS Board Chairman, and representatives from West Wetaskiwin, North Parkland, Battle River, Mayerthorpe and Duffield REAs.

Quorum was then confirmed as present, as more than 50 members were registered for the meeting. The Chairman then called the meeting to Order. Pat Knoll, a professional parliamentarian, was subsequently introduced as presiding officer and meeting Chair and the Chair was handed over to Mr. Knoll.

1. Annual General Meeting Rules – Pat Knoll introduced Marilyn Backman and reviewed contents of the member package. **Rules Approved - unanimous consent.**
2. Approval of Agenda – Moved by Ken Dykstra, and seconded, that the Agenda be approved.

Moved by Cindy Iverson, and seconded, that the Agenda be amended to add in as Item 10.1: *A plan to address outstanding items that may not be covered this evening.*

**Carried - Agenda amended to add in 10.1.**

Moved by Sherry Buttrey and seconded that the Agenda be further amended by adding Item 3.1: *That the 2015 AGM election of Wayne Tourneur as director, was invalid.* The Chair ruled the motion Out of Order and gave the following reasons:

*“To challenge or contest an election by ballot, for cause, directly or indirectly, is to assert election invalidity based on some manner of ballot error, ballot miscount, or fraudulent activity in the election process. A challenge for cause, respecting an election by ballot, must be made in a timely way and through a proper measure. A challenge for cause has not been offered respecting the 2015 election of Mr. Tourneur, as director for the TREA.*

*At the 2015 TREA election, the presiding Chair made an error in stating, before the balloting, that the term of the election for the candidate who received the third most votes - would be one year. That was an error, only, in the initial pre-balloting announcement of the election term as the term for the election of a REA director is always and must be 3 years. The elected term can never be more, or ever less, than a three year term for any person voted for in a director election.*

*Apparently, immediately after the presiding Chair at the 2015 AGM announced that the term for the nominee receiving the third largest number of votes in the election would be one year, a complaint or objection was taken to that announcement. However, a complaint or objection to the announcement of the duration of a term of an election - an announcement made in error, does not invalidate an election which as a matter of bylaw must be, and is, three years. And the recording of such a mistake in the minutes of a meeting is likewise of no account or weight.*

*At the 2015 TREA AGM six persons were nominated for election - Wayne Tourneur was one of those nominees. Mr. Tourneur was an eligible candidate. Apparently there was no error in the balloting process or suggestion of fraudulent actions respecting the over-all election. None were, or have ever been complained of. The only errors that occurred were that the presiding Chair made an initial announcement that the term was for one year, and the 2015 AGM minutes repeated that error when circulated. The election, however, was, excluding those actions - properly carried out - and section 8 (3) of the bylaws, which stipulates that a director term is 3 years, cures, displaces, and supersedes any error made in the announcements of that term.*

*As stated, a motion to set aside the 2015 election of Mr. Tourneur, directly or indirectly, is accordingly Out of Order.”*

Moved by Jeff Wardlow, and seconded, to appeal the decision of the Chair.

The Chair spoke to the motion to appeal and as to the reasons for motion invalidity, as earlier provided. Mr. Wardlow, in speaking to the motion to appeal, requested of Mr. Tourneur, that Mr. Tourneur resign his position as Director, and consider running in the 2017 director election.

**Carried – Motion to appeal.**

**Carried – Agenda amended to add in Item 3.1.**

Mr. Tourneur, through the Chair, then addressed and advised the assembly, that he would not resign or relinquish his elected three year position as director and would continue for the elected term, as provided for in the bylaws.

There being no further proposals to amend the Agenda - the Agenda was approved as amended, with the addition of Items 3.1 and 10.I.

3. Approval of Minutes – 2016 AGM. **Approved as Corrected.**

3.1 That the 2015 election of Wayne Tourneur as director, was invalid.

No action was taken nor was any further motion made respecting this Agenda item.

4. Nominations and Approval of Election Clerks

Clint Schwalbe, Sherry Buttrey, Cindy Everson, Edward Machuk, Shane Albers and Sheldon Balkwill were nominated for election as director.

Ken Adair, Cathy Weetman, Steve Jettkant, Carol Lind, Dean Knull, Lorna Wolodko, Dennis Urban and Albert Wagner, by **unanimous consent**, were approved as Election Clerks. Michelle Tetrault, was also approved as Chief Elections Clerk and Returning Officer for the election.

5. EQUUS Area Manager, Shaun Doyle, gave an EQUUS operational presentation.

TREA directors, Clint Schwalbe and Wayne Tourneur gave annual director reports.

Rob Feddema C.A. presented the financial statements and gave the auditor’s report.

Moved by Dave Rogers and seconded that the financial and auditor's report be approved.

**Carried**

6. Appointment of Auditor for 2017

Moved by Eldon Greanya, and seconded, that Feddema & Company be approved as auditor for the 2017 financial year.

**Carried**

7. Election of Directors

Presentations were made by 6 nominees for election as directors. A vote by ballot followed.

8. New Business

Moved by Walter Szydlowsky, and seconded, that the meeting be extended to 9:00 p.m.

**Carried**

TREA Board Chair, Clint Schwalbe, congratulated and thanked Eric Pischke and Eldon Greanya for their many years of dedicated service as directors of the Tomahawk REA.

The presiding AGM Chair then advised that any carried motion under New Business would be as a matter of recommendation, or request to the Board and would be non-binding on the Board. This applied given that the Board had by statute and bylaw, the authority over general direction and supervision of the affairs of the TREA.

It was moved by Ron Zutz, and seconded that:

a. Mechanics of a distribution system proposal

*"I move that it is also requested that prior to conducting the special general meetings (SGMs), the board hold at least two information meetings, jointly with FortisAlberta Inc. to allow members to ask questions of both FortisAlberta Inc. and the Association prior to voting on the matter at the SGMs. We would ask that these meetings, not be drop-in information sessions and be held on a Saturday or Sunday to maximize the opportunity for members to attend.*

*In order to have the greatest number of members to attend and vote at an SGM, it is requested it would be on a Saturday noon to 6:00 p.m. We would also request that the SGM date NOT be held at a time of year that would make it difficult for maximum participation.*

*At the special general meeting, members of Tomahawk Rural Electrification Association Limited will vote on the extraordinary resolution to sell and transfer the Tomahawk REA and its assets to FortisAlberta Inc. and for the sale proceeds to be distributed to the members as per Rural Utilities Regulations.*

*We request that no member or representative of other REAs or outside groups, associations or federations will be allowed to attend this special general meeting or any other presentations or*

*question and answer sessions. We also request that any advertising prior to or during these events only contain factual information (e.g. specific advance rulings from Canada Revenue Agency versus misleading posters).*

*We also request the opportunity to have scrutineers present throughout the time when voting takes place and ballots counted.*

*If approved, proceeds will be dispersed by FortisAlberta Inc. directly to landowners of the Tomahawk REA services (e.g. by default and definition, members of the Tomahawk REA whether or not a contract has been completed)."*

Following a serpentine counted and standing vote, the Chair declared the motion, on a count of 79 in favor, 72 opposed - **Carried**.

It was moved by Maureen Schwab, and seconded:

*"that a distribution system purchase proposal be obtained within six months of today and then made available to each and every member with the mechanics of that process to be spoken to with the next motion. This matter would be consistent with recommendation #10 of the MNP Report as stated on Page 47: "Members should be given the opportunity to decide the future of TREA for themselves. Refusing to consider a sale to Fortis or another utility does not represent members' wishes, and the Board is responsible to its membership."*

Moved and seconded, that the main motion be amended to strike out a word and insert words:

**Amendment - Defeated**

**Main Motion - Carried**

9. Other Announcements

There were none.

10. Announcement of Vote

Chief Elections Clerk, Michelle Tetrault, announced that Sherry Buttrey, Cindy Iverson and Edward Machuk were elected as directors of the TREA. The Chair confirmed the announcement.

It was moved and seconded to destroy the ballots after 90 days.

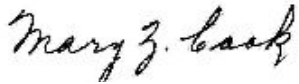
**Carried**

- 10.1 A plan to address outstanding items that may not be covered this evening.  
This item was not addressed as there was insufficient time at 8:58 p.m. to do so.

11. The meeting was declared adjourned at 8:59 p.m., by the Chair, there being no available time and no further proposed business.

**Adjourned**

Dated this 26<sup>th</sup> day of April at Tomahawk, Alberta.

A handwritten signature in cursive script that reads "Mary Z. Cook".

Mary Z. Cook, AGM Recording Secretary.