

INSTITUTE FOR INTERNATIONAL WOMEN'S RIGHTS - MANITOBA INC.
(the "Corporation")

MEETING OF DIRECTORS

April 4, 2023
6:30 pm (Winnipeg Time)

(Meeting No. 1 of 3)

SCRIPT

FOR THE USE OF THE CHAIR

"There will be three separate meeting taking place today. First, the directors meet to approve the financial statements, then the members meet to approve the financial statements and elect the new directors, then the new directors meet to elect and appoint the new slate of officers. I will now proceed with the first meeting of the directors."

1. CHAIR AND SECRETARY

Teruni Walaliyadde, the Co-Chair of the Corporation, or in the absence of the Co-Chair, _____ takes the chair.

Fiona Vowell, the Secretary of the Corporation, or in the absence of the Secretary, _____ acts as the Secretary of the meeting.

The Chair states:

"The meeting will come to order."

If the Secretary of the Corporation is absent, state:

"With the consent of the meeting I ask _____
to act as the Secretary of the meeting."

2. NOTICE OF MEETING

The Chair states:

"The notice calling this meeting has been sent to all the directors of the Corporation, and I direct that a copy of such notice and proof of service be annexed to the minutes of this meeting."

If there is a majority of directors present,

The Chair then states:

"I declare the meeting to be duly called and properly constituted for the transaction of business."

3. **APPROVAL OF MINUTES**

The Chair states:

"The minutes of the last meeting of the directors held _____, have been distributed to all directors.

Does anyone wish to inspect the minutes or are there any questions?"

Following any discussion,

The Chair states:

"Will someone please move and someone second the following resolution?"

BE IT RESOLVED THAT the minutes of the meeting of directors of the Corporation held March 11, 2023 be approved."

Move: Angeline Rivard
Second: Christine Williams

After the resolution is moved,

The Chair then states:

"All those in favour?"

After those in favour of the resolution have indicated by raising their hands,

The Chair then states:

"All those against?" **NONE**

Assuming that the resolution is carried,

The Chair then states:

"I declare the resolution carried."

4. **FINANCIAL STATEMENTS**

The Chair states:

"I now present to the meeting the financial statements of the Corporation for the financial year ended December 31, 2022."

The Chair states:

"Does any director have any questions about the financial statements?"

After dealing with any questions asked,

The Chair states:

"I ask that someone move and someone second the following resolution:

BE IT RESOLVED THAT the financial statements of the Corporation for the financial year ended December 31, 2022 are hereby approved and that the same be submitted for approval to the Members of the Corporation."

Moved: Jessica da Silva

Seconded: Camilla Navarro

After the resolution is moved,

The Chair then states:

"All those in favour?"

After those in favour of the resolution have so indicated by raising their hands,

The Chair then states:

"All those against?" **NONE**

Assuming that the resolution is carried,

The Chair then states:

"I declare the resolution carried."

5. **RESIGNATION OF DIRECTORS**

The Chair states:

"I ask that someone move and someone second the following resolution:

BE IT RESOLVED THAT the resignations of the following persons as directors of the Corporation, effective April 4, 2023, are hereby accepted:

- **Teruni Walaliyadde**
- **Angeline Rivard**
- **Leah Wilson**
- **Molly Karp**
- **Renata Meconse**

After the resolution is moved

Moved: Micaela Crighton

Seconded: Isabelle Hodgson

The Chair then states:

"All those in favour?"

After those in favour of the resolution have indicated by raising their hands,

The Chair then states:

"All those against?" **NONE**

Assuming that the resolution is carried,

The Chair then states:

"I declare the resolution carried."

6. **FURTHER BUSINESS**

The Chair will ask:

"Is there any further business?"

If there is no further business,

The Chair then asks:

"Would someone please move and someone second a motion to adjourn the meeting?"

Move: Fiona Vowell

Second: Christine Williams

After the motion is moved,

The Chair then states:

"All those in favour?"

After those in favour of the resolution have indicated by raising their hands,

The Chair asks:

"All those against?" NONE

If the motion is carried,

The Chair then states:

"I declare that this meeting is terminated."

INSTITUTE FOR INTERNATIONAL WOMEN'S RIGHTS - MANITOBA INC.
(the "Corporation")

ANNUAL GENERAL MEETING

April 4, 2023
7:00 pm (Winnipeg Time)

(Meeting No. 2 of 3)

SCRIPT

FOR THE USE OF THE CHAIR

[Draft Note: As you explained that there will be three meetings taking place today, consider stating the following before the second meeting:]

"I will now proceed with the second meeting: the meeting of the members."

1. CHAIR AND SECRETARY

Teruni Walaliyadde, Co-Chair of the Corporation, or in the absence of the Co-Chair,
_____ takes the chair.

Fiona Vowell, the Secretary of the Corporation, or in the absence of the
Secretary, _____ acts as the Secretary of the meeting.

The Chair states:

"The meeting will come to order."

If the Secretary of the Corporation is absent, state:

"With the consent of the meeting I ask _____ to act
as the Secretary of the meeting."

2. QUORUM

The Chair states:

"A majority of the members of the Corporation are present in
person, therefore the meeting is duly constituted for the
transaction of business."

3. **NOTICE OF MEETING**

The Chair states:

"The notice calling this meeting has been sent to all members and I direct that a copy of such notice and proof of service be attached to the minutes of this meeting.

Will someone please move and someone second the following resolution:

BE IT RESOLVED THAT the reading of the notice calling this meeting be dispensed with and waived."

Move: Samantha Therrien
Second: Marley Peters

The Chair then states:

"All those in favour?"

After those in favour have indicated by raising their hands,

The Chair asks:

"All those against?" **NONE**

Assuming that the resolution is carried,

The Chair states:

"I declare the resolution carried."

4. **FINANCIAL STATEMENTS**

The Chair states:

"I now present to the meeting the financial statements of the Corporation as of December 31, 2022."

The Chair states:

"Does anyone have any questions?"

After dealing with any questions asked,

The Chair states:

"I ask that someone move and someone second the following resolution:

BE IT RESOLVED THAT the financial statements of the Corporation for the financial year ended December 31, 2022 are hereby received and approved."

Move: Isabelle Hodgson
Second: Angeline Rivard

After the resolution is moved,

The Chair states:

"Will someone second this resolution?"

After the resolution is seconded,

The Chair then states:

"All those in favour?"

After those in favour of the resolution have so indicated by raising their hands,

The Chair then states:

"All those against?" **NONE**

Assuming that the resolution is carried,

The Chair then states:

"I declare the resolution carried."

5. CONFIRMATION OF RESIGNATIONS

The Chair states:

"I would ask someone to move and someone to second the following resolution:

BE IT RESOLVED that the resolution of the directors accepting the resignations of the following person(s) as directors of the Corporation, effective April 4, 2023 is hereby confirmed:

- Teruni Walaliyadde
- Angeline Rivard
- Leah Wilson
- Molly Karp
- Renata Meconse

After the resolution is moved and seconded,

Move: Camila Navarro
Second: Jessica da Silva

The Chair then states:

"Is there any discussion?"

Following any discussion,

The Chair then states:

"All those in favour?"

After those in favour of the resolution have so indicated by raising their hands,

The Chair then states:

"All those against?" NONE

Assuming that the resolution is carried,

The Chair then states:

"I declare the resolution carried."

6. ELECTION OF DIRECTORS

The Chair states:

"At this meeting,

- Angela Earl
- Micaela Crighton
- Fiona Vowell
- Camila Navarro
- Christine Williams
- Sarah Bonner-Proulx
- Jessica da Silva
- Laura Antymniuk
- Vivienne Ho
- Marley Peters
- Samantha Therrien
- Renee Yetman
- Isabelle Hodgson; and
- Meara House

are to be elected as directors of the Corporation. The slate of nominees has previously been circulated to all members of the Corporation. Further nominations were solicited from the members but no further nominations were forthcoming. I therefore declare the nominations closed and with the consent of the meeting I would ask someone to move and someone to second the following resolution:

BE IT RESOLVED THAT the Secretary of the meeting be directed to cast a single ballot of the meeting for the election of those nominated as directors of the Corporation."

Move: Amiee Tymkin

Second: Laura Antymniuk

After the resolution is moved and seconded,

The Chair then states:

"Is there any discussion?"

Following any discussion, and if no further nominations are forthcoming,

The Chair then states:

"All those in favour?"

After those in favour of the resolution have so indicated by raising their hands,

The Chair then states:

"All those against?" **NONE**

Assuming that the resolution is carried,

The Chair then states:

"I declare the resolution carried.

The new directors of the Corporation elected to commence following the completion of this meeting will be:

- Angela Earl
- Vivienne Ho
- Renee Yetman; and
- Meara House

7. APPOINTMENT OF OFFICERS

The Chair states:

"At this meeting,

- Angela Earl,
- Micaela Crighton
- Fiona Vowell
- Camila Navarro
- Christine Williams
- Sarah Bonner-Proulx
- Jessica da Silva
- Laura Antymniuk
- Vivienne Ho
- Marley Peters
- Samantha Therrien
- Renee Yetman; are

are confirmed as officers of the Corporation. The slate of nominees has previously been circulated to all members of the Corporation. Further nominations were solicited from the members but no further nominations were forthcoming. I therefore declare the nominations closed and with the consent of the meeting I would ask someone to move and someone to second the following resolution:

BE IT RESOLVED THAT the following officers of the Corporation are hereby confirmed:

- Co-Chair: Angela Earl
- Co-Chair: Micaela Crighton
- Secretary: Fiona Vowell
- Treasurer: Camila Navarro
- VP Administration: Christine Williams
- VP Youth & Local Initiatives: Sarah Bonner-Proulx
- VPs International Initiatives: Jessica da Silva
- VPs International Initiatives: Laura Antymniuk
- Chair, Advocacy: Vivienne Ho
- Chair, Communications: Marley Peters
- Chair, Fundraising: Samantha Therrien
- Indigenous Liaison: Renee Yetman

Move: Christine Williams
 Second: Camila Navarro

After the resolution is moved and seconded,

The Chair then states:

"Is there any discussion?"

Following any discussion, and if no further nominations are forthcoming

The Chair then states:

"All those in favour?"

After those in favour of the resolution have so indicated by raising their hands,

The Chair then states:

"All those against?" **NONE**

Assuming that the resolution is carried,

The Chair then states:

"I declare the resolution carried."

8. APPOINTMENT OF CO-CHAIRS

The Chair states:

"At this meeting, the co-chairs are to be confirmed, each to hold office for the ensuing year or until her successor is elected. I would ask someone to move and someone to second the following resolution:"

BE IT RESOLVED THAT Angela Earl and Micaela Crighton are confirmed as co-chairs of the Corporation, each to hold office for the ensuing year or until their successors are elected."

Move: Jessica da Silva
Second: Samantha Therrien

After the resolution is moved and seconded,

The Chair then states:

"Is there any discussion?"

Following any discussion,

The Chair then states:

"All those in favour?"

After those in favour of the resolution have so indicated by raising their hands,

The Chair then states:

"All those against?" **NONE**

Assuming that the resolution is carried,

The Chair then states:

"I declare the resolution carried."

9. APPOINTMENT OF AUDITORS

The Chair states:

"I would ask someone to move and someone to second the following resolution:

BE IT RESOLVED THAT the Corporation does not appoint an auditor and that _____ be appointed the accountant of the Corporation to hold office until the close of the next annual meeting of the members at a remuneration to be fixed by the directors of the Corporation."

[Draft note: Precise Accounting Services was the accountant last year. If they will be the accountant again this year, please write "Precise Accounting Services" on the line above]

Move: Fiona Vowell
Second: Laura Antymnuik

After the resolution is moved and seconded,

The Chair then states:

"Is there any discussion?"

Following any discussion,

The Chair then states:

"All those in favour?"

After those in favour of the resolution have so indicated by raising their hands,

The Chair then states:

"All those against?" **NONE**

Assuming that the resolution is carried,

The Chair then states:

"I declare the resolution carried."

10. CONFIRMATION OF NUMBER OF DIRECTORS

The Chair states:

"I would ask someone to move and someone to second the following resolution:

BE IT RESOLVED THAT the resolution of the directors fixing the number of directors of the Corporation at fourteen (14) is hereby confirmed."

Move: Isabelle Hodgson
Second: Christine Williams

After the resolution is moved and seconded,

The Chair then states:

"Is there any discussion?"

Following any discussion,

The Chair then states:

"All those in favour?"

After those in favour of the resolution have so indicated by raising their hands,

The Chair then states:

"All those against?" **NONE**

Assuming that the resolution is carried,

The Chair then states:

"I declare the resolution carried."

11. APPROVAL OF ACTS OF OFFICERS AND DIRECTORS

The Chair states:

"I would ask someone to move and someone to second the following resolution:

BE IT RESOLVED THAT all acts, contracts, resolutions, proceedings, elections, appointments, accounts and payments made, done and taken by the directors and officers of the Corporation since the date of the last annual resolutions of the members of the Corporation are hereby approved and confirmed."

Move: Molly Karp

Second: Marley Peters

After the resolution is moved and seconded,

The Chair then states:

"Is there any discussion?"

Following any discussion,

The Chair then states:

"All those in favour?"

After those in favour of the resolution have so indicated by raising their hands,

The Chair then states:

"All those against?" NONE

Assuming that the resolution is carried,

The Chair then states:

"I declare the resolution carried."

12. FURTHER BUSINESS

The Chair will ask:

"Is there any further business?"

If there is no further business,

The Chair then asks:

"Would someone please move and someone second that the meeting be terminated."

Move: Isabelle Hodgson

Second: Fiona Vowell

After the motion is moved and seconded,

The Chair then states:

"All those in favour?"

After those in favour of the resolution have so indicated by raising their hands,

The Chair then states:

"All those against?" NONE

If the motion is carried and no member demands a poll thereon,

The Chair then states:

"I declare that this meeting is terminated."

**INSTITUTE FOR INTERNATIONAL WOMEN'S RIGHTS -
MANITOBA INC.**

(the "Corporation")

**ANNUAL GENERAL MEETING
(Meeting of the New Directors)**

April 4, 2023
7:30 pm (Winnipeg Time)

(Meeting No. 3 of 3)

SCRIPT

FOR THE USE OF THE CHAIR

[Draft Note: As you explained that there will be three meetings taking place today, consider stating the following before the third meeting:]

"I will now proceed with the third meeting: the meeting of the new directors."

1. CHAIR AND SECRETARY

Micaela Crighton, the Co-Chair of the Corporation, or in the absence of the Co-Chair, _____ takes the chair.

Fiona Vowell, the Secretary of the Corporation, or in the absence of the Secretary, _____ acts as the Secretary of the meeting

The Chair states:

"The meeting will come to order."

If the Secretary of the Corporation is absent, state:

"With the consent of the meeting I ask _____
to act as the Secretary of the meeting."

2. QUORUM

The Chair states:

"As a quorum of directors is present in person, I declare this meeting duly constituted."

3. APPOINTMENT OF OFFICERS

The Chair states:

“At this meeting, appointments to the offices of Secretary, Treasurer, Vice-President Administration, Vice-President Youth & Local Initiatives, Vice-President International Initiatives (2), Chair Advocacy, Chair Communications, Chair Fundraising, and Indigenous Liaison of the Corporation are to be made. I will now ask the Secretary to read the nominations to each office.”

If only one person for each office is nominated,

The Chair states:

“I would ask someone to move and someone to second the following resolution:”

BE IT RESOLVED THAT the following persons are hereby confirmed as officers of the Organization to hold the offices referred to opposite their respective names for the ensuing year or until their successors are elected or appointed:

- **Secretary: Fiona Vowell**
- **Treasurer: Camila Navarro**
- **VP Administration: Christine Williams**
- **VP Youth & Local Initiatives: Sarah Bonner-Proulx**
- **VPs International Initiatives: Jessica da Silva**
- **VPs International Initiatives: Laura Antymniuk**
- **Chair, Advocacy: Vivienne Ho**
- **Chair, Communications: Marley Peters**
- **Chair, Fundraising: Samantha Therrien**
- **Indigenous Liaison: Renee Yetman**

[NOTE: If more than one person is nominated to an office, a formal election for that office will be held.]

Move: Marley Peters

Second: Jessica da Silva

After the resolution is moved and seconded,

The Chair states:

“All those in favour?”

After those in favour of the resolution have so indicated by raising their hands,

The Chair then states:

“All those against?” NONE

Assuming that the resolution is carried,

The Chair then states:

“I declare the resolution carried.”

4. **FURTHER BUSINESS**

The Chair will ask:

“Is there any further business?”

If there is no further business,

The Chair will ask:

“Will someone please move and someone second a motion to adjourn the meeting?”

Move: Christine Williams
Second: Laura Antymniuk

After the motion is moved and seconded,

The Chair states:

“All those in favour?”

After those in favour of the resolution have so indicated by raising their hands,

The Chair asks:

“All those against?” NONE

If the motion is carried,

The Chair then states:

“I declare that this meeting is terminated”.

Attendee List

1. Abel Koka
2. Amiee Tymkin
3. Angela Earl
4. Angeline Rivard
5. Camila Navarro
6. Christine Williams
7. Fiona Vowell
8. Isabelle Hodgson
9. Jessica da Silva
10. Laura Anne Antymniuk
11. Lindsay Hildebrand
12. Marley Peters
13. Mary Scott
14. Meara House
15. Micaela Crighton
16. Molly Karp
17. Samantha Therrien
18. Sarah Bonner-Proulx
19. Teruni Walaliyadde
20. Elise Thorlacius (Proxy)
21. Shayne Wong (Proxy)
22. Karen McDivitt (Proxy)
23. Katie Campbell (Proxy)
24. Nav Brar (Proxy)
25. Natalie Pegus
26. Renee Yetman
27. Sandy Chahal
28. Vivienne Ho
29. Savannah Hyra
30. Joëlle Pastora Sala (Speaker)
31. Debbie Yeborah (Lawyer)