

MINUTES | 2022 AGM

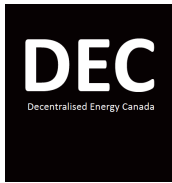
2022 AGM

MINUTES

Tuesday, May 31, 2022 2:30 pm – 3:00 pm
Third Floor Tenant Lounge, The Edison
150 9 Avenue SW | Calgary, AB T2P 3H9

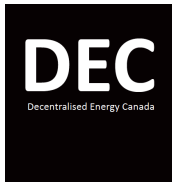
CONTENTS

- 1:00 PRELIMINARIES
 - Call the AGM to Order
 - Determine Quorum
 - Who may vote?
 - What am I voting on?
- 1:05 AGENDA AND MINUTES
 - Approve Agenda
 - Approve Minutes to 2020 AGM
- 1:10 INFORMATION ABOUT THE BOARD
 - About the Board
 - Board Meetings
 - Standing Committees
- 1:20 CORPORATE GOVERNANCE
 - Audit Committee Report (Ian Mitchell, Treasurer)
 - Proposal No. 1: 2020 Financial Report
 - Proposal No. 2: 2021 Audit Requirements
- 1:25 OTHER
 - Proposal No. 3: Membership Rates
- 1:30 PRESIDENT'S REPORT
- 1:45 STRATEGY SESSION REPORT
- 2:30 ADJOURN



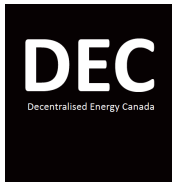
ATTENDEES

ATTENDANCE IN PERSON			25 voting members attending
			Voting Member?
Abdulla	Assaf	Valhalla Private Capital	0
Alicia	Couto	DEC	0
Amna	Adnan	Student	1
Anouk	Kendall	DEC	0
Barbara	Baker		0
Bob	Hawkesworth	Hawkesworth Strategies	1
Brad	Murray	EnerMerge	1
Bradley	Maynes	City of Medicine Hat	1
Bradley	Nickel	EQUUS	1
Brandy	Kinkaid	Ayrton Energy	0
Brent	Harris	Eguana	1
Charlene	Beckie	Clem-Geo Power Corp.	0
Cor	Coster	MiEnergy	1
Cor	Coster	Guest - Ironcor Solar Structures	1
Craig	Dunn	WellDunn	0
Crystal	Thomson-Dick	DEC	0
Dan	Erhardt	Arcus	1
Dawn	Fiander-McCann	DEC	0
Derek	Carpentier	Flex Energy Solutions	1
Don	Morgan	DMorgan	1
Elliot	Cudmore	CoPoint	1



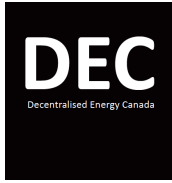
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Glen	Gordon	Unico Power	1
Hannah	Hemphill	Valhalla Private Capital	0
Ian	Gill		0
Ian	Mitchell	Nutana Power	1
Jan	Buick	AB Energy	0
Janice	Redmond		0
Jeremy	Johnson	Modern Huts	1
Jim	Gilliand	Williams Engineering	1
John	Rilett	JCor Energy	1
John	MacInnes	Valhalla Private Capital	0
Joshua	Daniel		0
Kim	Worthington	CAEP Alberta	0
Layne	Johnson	County of Newell	1
Marc	Godin	Portfire Associates	1
Mark	Chidwick	eDecisions	1
Mark	Proud		0
Matt	Keay		0
Matt	Keay	Guest	0
Michael	Ede	iCan	0
Mike	Smith	Denvr Dataworks	0
Mykaela	Horrigan	Valhalla Private Capital	0
Natasha	Kostenuk	Ayrton Energy	1
Paul	Caicedo	Internat Energy	0
Peter	Ratzlaff	E3Metals	1
Rachael	Gradeen	DEC	0
Randy	Thompson	Valhalla Private Capital	0



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Raymond	McKay	RVM Developers	1
Rhonda	Jewett	Arcus Power	0
Rod	Brown	Valhalla Private Capital	0
Ron	Quick	NRC IRAP	0
Sam	Scherwitz	Genoptic LED Inc.	0
Sam	Scherwitz	Guest - Genoptic LED Inc.	0
Sharleen	Gatcha	Women + Power	0
Spencer	Pollack	Student	1
Steven	Campbell	CanasGas Inc.	0
Teurel	Carrasco	Valhalla Private Capital	0
Vicki	Zinyk	North Parkland Power	1
William	Overend	Overview Business Consulting	0
PROXY VOTES		11 Proxies Submitted	
Bill	Overend	Overview Business Consulting	1
Dale	Tardiff	Innovative Power Solutions	1
Elizabeth	McInnes	McInnes Cooper	1
Gordon	Howell	Howell Mayhew Engineering	1
Jan	Buijk	AB Energy	1
Les	Quinton	Black Diamond	1
Livio	Nichilo	Internat Energy Solutions	1
Mal	Dissanyakae	Mal Dissanyakae	1
Myrna	Bittner	RWI Synthetics	1
Vanessa	White	Alberta Innovates	1
Zongyi	Quan	Egrids Solutions	1
Quorum = 24		Total Votes =36	36



PRELIMINARIES

DEC Chair, John Rilett called the AGM to Order

Time: 2:40 pm

Quorum Confirmed

- 106 total members including non-voting
- 47 voting members
- 11 proxy votes
- 25 voting members in attendance
- 36/47 = 77% of voting members

AGENDA AND MINUTES

Approve Agenda

Motion to accept the Agenda for the 2022 AGM

- Moved by Ray McKay
- Seconded – Dan Erhardt
- All in Favour - None Opposed - Carried

Approve Minutes to 2021 AGM

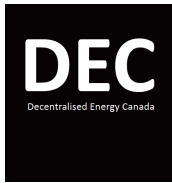
Motion to approve the Minutes from the 2021 AGM

- Moved by Vicky Zinyk
- Seconded – Marc Godin
- All in Favour - None Opposed – Carried

INFORMATION ABOUT THE BOARD

Board Meetings

- Don Morgan replacing Ian Mitchell as Treasurer
- Four board meetings held annually
- Four 2022/23 board meetings are anticipated and the next AGM to be held in spring 2023.



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2022 Standing Committees

Committee	Members	Function
Internal Audit Committee	Don Morgan, Treasurer Brent Harris, Director Ray McKay, Director	To assist the Board with respect to: (i) the annual financial statements; (ii) the system of internal controls that management has established; and (iii) the audit process.
Executive Committee	John Rilett, Chair Brent Harris, Vice-Chair Don Morgan, Treasurer/Secretary	The Committee shall: (i) advise and aid the officers of the Company and the Board in all matters concerning the Company's interests and in the management of its affairs and business; and (ii) generally perform such duties and exercise such powers as may be directed or delegated to the Executive Committee by the Board from time to time.

CORPORATE GOVERNANCE

Discussion led by John Rilett, Chair

- Audit Committee Report
- Proposal No. 1: 2022 Financial Statements and Notes

PROPOSAL NO. 1: 2022 FINANCIAL REPORT

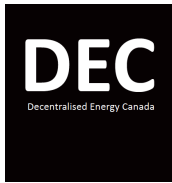
Please see 2022 Financial Statements.

AUDIT COMMITTEE REPORT

The members of the Audit Committee were Don Morgan, Brent Harris and Ray McKay. The President of DEC attended all meetings too.

DEC's Audit Committee is responsible for internal controls and financial reporting including the preparation of DEC's consolidated financial statements and ensuring that the financial statements fairly present DEC's results of operations and financial position.

To fulfill its responsibilities, the Audit Committee did, among other things, the following:



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- reviewed and discussed with DEC’s management the consolidated financial statements for 2022;
- reviewed management’s representations that those consolidated financial statements were prepared in accordance with generally accepted accounting principles and fairly present the results of operations and financial position of the Company.
- ensured that Board recommendations and changes were incorporated into the final statements and financial notes.

Discussion led by John Rilett, Chair

MOTION: In reliance on the reviews and discussions referred to in the Internal Audit Committee Report, the Board recommends that the Members vote FOR approval of the audited financial statements for 2022

- Moved by Brent Harris
- Seconded – Vicky Zinyk
- All in Favour - None Opposed – Carried

PROPOSAL NO. 2: 2022 AUDIT REQUIREMENTS

MOTION: The Audit Committee recommends that the Members continue with the internal audit process Chaired by the Treasurer of DEC until such a time that the transactions in the DEC account warrants an external audit service

- Moved by Natasha Kostenuk
- Seconded – Cor Coster
- All in Favour – None Opposed – Carried

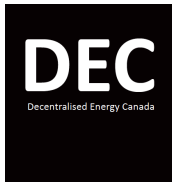
OTHER

PROPOSAL NO. 3: 2022 MEMBERSHIP RATES

All fees are in Canadian \$ (excluding GST)

COMPANY

___ Gross Revenue > \$50 million	\$9,000.00
___ Gross Revenue < \$50 million	\$6,000.00
___ Gross Revenue < \$25 million	\$3,000.00
___ Gross Revenue < \$12 million	\$2,000.00
___ Gross Revenue < \$6 million	\$1,000.00
___ Start-Up/Gross Revenue <\$3 million	\$500.00



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MUNICIPALITIES

___ Population > 500,000	\$6,000.00
___ Population < 500,000	\$5,000.00
___ Population < 200,000	\$3,500.00
___ Population < 100,000	\$2,000.00
___ Population < 50,000	\$1,000.00

NON-PROFIT ORGANISATION

___ Industrialised Countries	\$500.00
___ Developing Countries	\$250.00

OTHER

___ Foundations, Research Institutions & Provincial/Federal government	\$4,000.00
___ Individuals (not employed by a commercial organization)	\$250.00
___ Full time student	\$25.00

MOTION: The Board recommends that the Members approve of DEC's 2022 Membership Rates as proposed

- Moved by Glen Gordon
- Seconded – Dan Erhardt
- All in Favour - None Opposed - Carried

2021 ANNUAL REPORT

Presentation led by Anouk Kendall, President

ADJOURN

MOTION: Move to Adjourn the meeting

- Moved by Ray McKay
- Seconded – Natash Kostenuk
- All in Favour - None Opposed - Carried

Meeting adjourned by John Rilett, Chair of Board
Time: 2:53 pm