



# 2020 ANNUAL MEETING

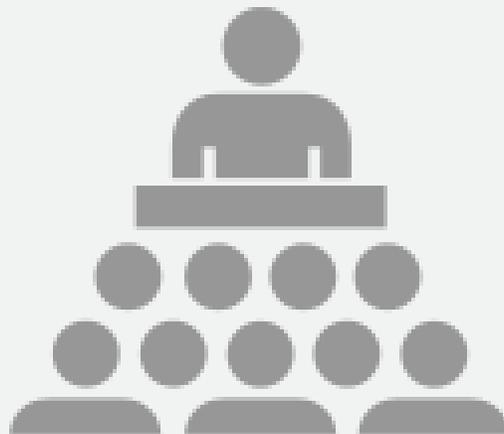
October 01, 2020

1. Verification of quorum and call to order
2. Explain purpose, nature and process for AGM
3. Work through agenda



# Verification of Quorum & Call to Order

- The Chair of the meeting verifies that there is a valid quorum for the meeting and, if so, calls the meeting to order



# Purpose of the AGM

- Review past performance
- Receive (not approve) the 2019 financial statements of VANIX
- Ensure that a board of directors and public accountant acceptable to the members are in place going forward, according to law and the articles and by-law of VANIX
- Conduct any special business (e.g., ratification of by-law changes made by the board since the 2019 AGM)

# What Does Not Happen at the formal part of the AGM?

- Not a management meeting
- A session will be held immediately following the conclusion of the formal part of the AGM, for:
  - A discussion of the future plans of VANIX
  - A report from the Operations Committee
  - A review of the progress of implementing our Strategic Plan
  - Seeking input from the VANIX Community

# Who Can Attend the AGM?

- Members' Designated Member Representatives ("DMRs") or their Proxyholders
  - Members are those corporate entities that participate in the VANIX exchange and have chosen to apply for and been accepted as corporate members and remain in good standing
  - Members participate in member meetings, such as the AGM, through their DMRs, as recorded with the Corporation
  - DMRs who could not attend in person had the option to appoint proxyholders to act in their stead within an accepted timeline
- VANIX Directors



# Who Can Attend the AGM? (continued)

- VANIX Public Accountant
- VANIX Counsel
- Individuals from member and participant organizations, as well as individuals interested in the affairs of VANIX or peering in Greater Vancouver
- Anyone that the chair of the meeting or the members admit to the meeting

# Who Can Present, Discuss Motions & Vote?

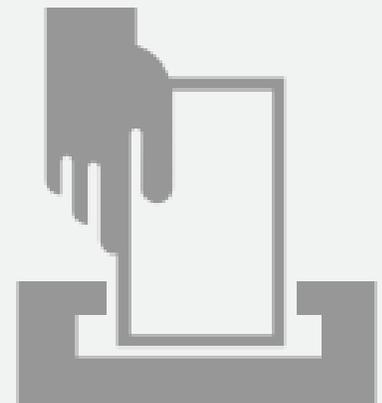
- One designated individual (DMR or Proxyholder) from each member
- That individual must have signed in as such for the meeting
- Directors, the public accountant and counsel can also take part in the discussions in order to discharge their duties

# Voting Procedure

- A DMR or proxyholder from each member must move each proposed motion and another must second it – **please use the "raise hand" function in Zoom to move or second a motion.**
- Discussion of the motion – **please use the "raise hand" function in Zoom and the host will call your name to speak.**
- The DMR or proxyholder votes– **please use the "raise hand" function when voting for, against or withholding until asked to lower it.**

# Voting Procedure (continued)

- Voting will take place by a Zoom “show of hands” unless a ballot is requested
- Motions will pass or fail based on a majority of votes cast (i.e., 50% plus one), except in the case of special resolutions which require a two-thirds majority to pass
- Voting for ballot if requested will take place using the Big Pulse platform



# Proposed Agenda

1. Adoption of agenda
2. Approval of minutes of the 2019 Annual Meeting
3. Chair's Report to the Members
4. Receipt of Review Engagement Financial Statements for 2019  
(following treasurer and public accountant reports)
5. Appointment of Public Accountant
6. Election of Directors
7. Replacement of By-law 1 with of By-law 1A
8. Ratification of Director and Officer Actions
9. Adjournment

- Proposed motions will be shown – they were prepared ahead of time to help the members ensure that motions are clear, achieve desired purpose and facilitate the recording of accurate minutes of the meeting
- As each proposed motion is displayed, member representatives will be invited to move and second them
- Discussions and votes will follow

# Adoption of Agenda

- **PROPOSED RESOLUTION:**
  - **BE IT RESOLVED THAT** the agenda for the 2020 annual meeting of members is hereby approved.
    - The motion carried.

- PROPOSED RESOLUTION:
  - BE IT RESOLVED THAT the minutes of the 2019 annual meeting of members of the Corporation are hereby approved.
    - The motion carried.

# Chair's Report to Members

- In 2019, we continued to focus on streamlining the business operations of the IX and creating additional value for peers
- Some of the past year's achievements include:
  - Implementation of new switches (more on this later from Tom)
  - Revised pricing schedule (with price reductions)
  - Sponsored a booth at iTech 2019 and participated at 2019 ISP Summit and 2019 CA-IX meeting
  - Implementation of new software to manage our participant onboarding process (almost complete).
  - New by-law and Connection and Peering Policy
  - Revised Service Form and Service Terms

- Some of the past year's achievements include:
  - Filed a trademark application for "VANIX"
  - Signed sponsorship agreements with a number of sponsors
  - Started working on Board Manual and new Corporate Policies

# Chair's Report to Members (continued)

- Total of 58 Participants in 2019, including 6 new since May 2019.
- Additionally, a number of participants have upgraded to larger ports or purchased additional ports.

- A **BIG** thank you for the ongoing support to:
  - Skyway West for providing rack space, power, cross-connects, Internet, and remote-hands support
  - Cologix for providing rack space, power and cross-connects
  - BCNET for providing rack space, power and cross-connects
  - Aptum Technologies for providing rack space, power and cross-connects

# Chair's Report to Members (continued)

- A **BIG** thank you for new sponsorships from:
  - Arista for sponsorship of two new switches, and a one year support contract on four switches
  - CIRA and ISOC for sponsorship funding towards our new switch platform implementation
  - Polaris Realty (Harbour Centre) for providing rack space, power and connectivity
  - Columbia Networks for the sponsorship of a 100 Mbps Internet connection at VAN3 for use by VANIX for out-of-band management

# Chair's Report to Members (continued)

- Also, a **BIG** thank you to:
  - Ripan Gill for her process development work and serving as the Administrative Officer for VANIX
  - All of our volunteers, including my fellow directors and officers, Operations Committee members, Marketing Committee members and others, without whom we could not operate the exchange as well as we do

# Chair's Report to Members (continued)

- A bit about our Marketing Committee:
  - Chaired by Marilyn Hay, with Mike Dalhstedt, Scott Jamieson, Dan Rink and Chris Tacit as members
  - Works on event planning, general marketing and CRM for the organization, including through outreach to participants and the broader community (e.g., through our email lists, website and social media), VANIX participation at other events (iTech, NANOG, ISP Summit, CAIX)
  - Well supported by Ripan Gill, our Administrative Officer



# Receipt of 2019 Financial Statements

- Receipt of Review Engagement Financial Statements for 2019
  - Report of Treasurer on Financial Statements (John Stonier)
  - Report of Public Accountant of Corporation (Robert W.R. Bishop, CPA)

## PROPOSED RESOLUTION

(VOTING MAY ONLY BE “FOR” OR “WITHHOLD”):

- BE IT RESOLVED THAT the 2019 financial statements of the Corporation are hereby received by the voting members of the Corporation.
  - The motion carried.

# Appointment of Public Accountant (John Stonier)

## PROPOSED RESOLUTION

- BE IT RESOLVED THAT Robert W. R. Bishop, CPA be and is hereby appointed as the public accountant of the Corporation to hold office until the close of the next annual meeting of the Corporation and the directors be and are hereby authorized to fix the remuneration of the public accountant.
  - The motion carried.

# Election of Directors (continued - Chris Tacit)

The following individuals have each been nominated to stand for election as directors at this year's annual meeting of members for two -year terms:

- Julia Aspinall (Treasurer Candidate)
- **Mike Dahlstedt (current Director - withdrew his nomination)**
- Tom Samplonius (presently Chair of Operations Committee)
- Darin Young



## Election of Directors (continued - Chris Tacit)

Since Julia and Darin are new to our Community, I will ask each of them to take two minutes to introduce themselves to all of us.



# Election of Directors (continued - Chris Tacit)

I HEREBY DECLARE that the following individuals are elected by acclamation to hold office as directors of the Corporation, with each such nominee to hold office as a director until the close of the 2022 meeting of members of the corporation, subject to provisions of the General By-law of the Corporation:

- Julia Aspinall
- Tom Samplonius
- Darin Young



# Thank you to Retiring Directors (Chris Tacit)

The following two directors' are leaving the board at the close of this meeting

- **Mike Dahlstedt (also served on the Marketing Committee)**
- **John Stonier (also served as Treasurer)**



# 2020 Board of Directors and Related Post-AGM Appointments

The Vancouver Internet Exchange Board of Directors is, as follows:

- Marilyn Hay (Chair)
- Scott Jamieson (Vice Chair)
- Julia Aspinall (Treasurer)
- Christian Tacit (Secretary)
- Tom Samplonius (Operations Committee Chair)
- Dan Rink (Marketing Committee Chair)
- Chris Murray (former Chair)
- Darin Young

# Repeal of By-law #1 and Confirmation/ Approval of By-law #1A (Chris Tacit)

**197** (1) A special resolution of the members — or, if section 199 applies, of each applicable class or group of members — is required to make any amendment to the articles or the by-laws of a corporation to

- (a) change the corporation's name;
- (b) change the province in which the corporation's registered office is situated;
- (c) add, change or remove any restriction on the activities that the corporation may carry on;
- (d) create a new class or group of members;
- (e) change a condition required for being a member;
- (f) change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) subject to section 133, increase or decrease the number of — or the minimum or maximum number of — directors fixed by the articles;
- (j) change the statement of the purpose of the corporation;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the corporation;
- (l) change the manner of giving notice to members entitled to vote at a meeting of members;
- (m) change the method of voting by members not in attendance at a meeting of members; or
- (n) add, change or remove any other provision that is permitted by this Act to be set out in the articles.

# Repeal of By-law #1 and Confirmation/ Approval of By-law #1A (continued - Chris Tacit)

## PROPOSED RESOLUTION

- BE IT RESOLVED THAT except for the provisions that must be amended by special resolution of the members pursuant to subsection 197(1) of the *Act*, the repeal of By-law number 1 of the Corporation by the directors of the Corporation on September 9, 2020 is hereby confirmed, without amendment.
  - The motion carried.

# Repeal of By-law #1 and Confirmation/ Approval of By-law #1A (continued - Chris Tacit)

## PROPOSED SPECIAL RESOLUTION

- BE IT RESOLVED THAT those provisions of By-law number 1 of the Corporation that must be amended by special resolution of the members pursuant to subsection 197(1) of the *Act*, are hereby repealed in their entirety.
  - The motion carried.

# Repeal of By-law #1 and Confirmation/ Approval of By-law #1A (continued - Chris Tacit)

## PROPOSED RESOLUTION

- BE IT RESOLVED THAT except for those provisions that must be approved by special resolution of the members pursuant to subsection 197(1) of the *Act*, By-law 1A of the Corporation enacted by the directors of the Corporation on September 9, 2020 is hereby confirmed, without amendment.
  - The motion carried.

# Repeal of By-law #1 and Confirmation/ Approval of By-law #1A (continued - Chris Tacit)

## PROPOSED SPECIAL RESOLUTION

- BE IT RESOLVED THAT those provisions of By-law 1A of the corporation that must be amended by special resolution of the members pursuant to subsection 197(1) of the *Act*, are hereby approved and enacted.
  - The motion carried.

# Ratification of Director and Officer Actions

## PROPOSED RESOLUTION:

- BE IT RESOLVED THAT all contracts, acts and proceedings of the directors made since the 2019 annual meeting of the Corporation are approved and confirmed.
  - The motion carried.

## PROPOSED RESOLUTION:

- BE IT RESOLVED THAT the 2020 annual meeting of members of the Corporation is hereby adjourned.
  - The motion carried.





**Thank You**  
**for attending and participating**  
**in the continuing success of**  
**VANIX !**