



Wednesday, May 23, 2018
Budapest, Hungary

MINUTES

In attendance:

Name	Attending on behalf of the following:
Regulatory Members	
Lisa Richard	Federation of Canadian Chiropractic
Kristin Grace	New Zealand Chiropractic Board
Penny Bance	General Chiropractic Council (UK)
Wayne Minter	Chiropractic Board of Australia
Partner Members	
Jean Moss	Councils on Chiropractic Education International
Michael Shobbrook	Councils on Chiropractic Education International
Staff	
Donna (Liewer) Cohen ICRS Executive Director	International Chiropractic Regulatory Society
Guests	
Charlotte Cailliau	World Congress of Chiropractic Students
Maggie Colucci	FCLB President (not officially representing FCLB)

1. Call to order, roll call, and declaration of quorum

As ICRS Chair, Dr Lisa Richard called the first Annual General Meeting of the ICRS to order at approximately 1:30 PM. As recording secretary, Donna Cohen called the roll, noting that Partner Member Canadian Chiropractic Examining Board was not able to attend. Dr Richard declared a quorum present.

2. Approval of agenda

ORDINARY RESOLUTION

M/S Grace/Bance **To approve the agenda as presented. Passed, unanimous**

3. Financial Report

Ms Cohen presented the financial report.

The December 31, 2017, EOY amount held in trust by the Federation of Canadian Chiropractic totalled \$4,265.21 USD. This was transferred to the ICRS Keybank account in March 2018.

The ICRS now has its own PayPal account. Transaction fees for income collection average 4.5%. Members were provided with a complete printout of all PayPal transactions to date.

Invoices have been designed and implemented for payment of dues or other accounts receivable. All income transactions for ICRS have now been programmed by Ms Cohen to take place via PayPal's secure website as accessed through the ICRS website.

Members were also given detailed spreadsheets with every expense and income item detailed. The officers were provided with the actual receipts, which were also available to any member upon request.

*Please see attached **May 18, 2018: Financial Report** as part of these Minutes.*

Since the Forum expenses were relatively fixed and attendance was somewhat lower than expected, the dues are subsidizing this year's overall Forum costs. The projection for December 2018 EOY is approximately \$6,600 net revenues over expenses.

By consensus, the group agreed it would be prudent to move toward an independent review when warranted. Presently, the limited number of transactions enables the members to have complete and detailed oversight.

UNANIMOUS RESOLUTION

M/S Grace/Minter **For 2018, because of the limited funds and transactions, the membership agrees to accept the financial data in the reports as presented in lieu of appointing a public accountant.**
Passed, unanimous

4. ICRS Progress Report: Review of Organizing Resolutions

Ms. Cohen distributed reference copies of the ICRS Organizing Resolutions that had been adopted by the initial three-member board of directors in March 2018. This report had also been posted previously to the Steering Group's password-protected section of the ICRS website and emailed to the stakeholders.

5. Articles of Incorporation: Amendment

The proposed amendment to the Articles of Incorporation was reviewed in light of the change in Federation of Canadian Chiropractic management. The FCC has graciously agreed to host the corporate records for the ICRS. It was noted that a 2/3 vote of approval was required.

SPECIAL RESOLUTION

M/S Grace/Bance **To amend the ICRS Articles of Incorporation to change the registered office location from Ontario to Nova Scotia.** *Passed, unanimous*

6. Bylaws: Vote to "confirm, modify, or reject" the Bylaws as presented

The members discussed the lengthy, thorough, and inclusive process by which these initial bylaws had been developed in conjunction with Canadian non-profit law and regulations. It was also noted that the members' boards and various legal advisors had been provided with multiple opportunities for input and the chance to review the final document prior to joining the ICRS.

ORDINARY RESOLUTION

M/S Minter/Grace **To confirm the Bylaws as presented.** *Passed, unanimous*

7. Election of officers – initial two year terms (eligible for second term in 2020)

The chair opened the nominations for officers, beginning with the Secretary-Treasurer. She asked that the minutes record the ICRS' appreciation to Dr Phillip Donato for outstanding service as initial Secretary-Treasurer while the organization was being launched.

The chair noted that Mrs Penny Bance was willing to stand for election to Secretary-Treasurer. Having called for additional nominations and hearing none, **the chair declared Mrs Penny Bance Secretary-Treasurer for a two year term commencing at the end of the ICRS Annual General Meeting.**

The chair observed that, in the interest of continuity at this early stage of the ICRS existence, Dr Kristin Grace was willing to serve an initial full term as Vice Chair if so elected. Having called for additional nominations and hearing none, **the chair declared Dr Kristin Grace Vice Chair for a two year term commencing at the end of the ICRS Annual General Meeting.**

Similarly, the chair reported that, if elected, Dr Lisa Richard was willing to serve an initial term as Chair to assist with continuity. Having called for additional nominations and hearing none, **the chair declared Dr Lisa Richard Chair for a two year term commencing at the end of the ICRS Annual General Meeting.**

8. Authorization of officers to sign on ICRS Keybank bank accounts

The members studied the Keybank resolutions that had been adopted by the initial board of directors in March 2018. It was agreed by consensus that one officer's written approval would be sufficient to pay any expense up to and including \$1,000 USD, with two officers' written approval required for amounts in excess of \$1,000 USD.

Ms. Cohen reported that she would continue her current practice of providing detailed receipts and seeking written approval from all three officers for any reimbursements payable to herself.

It was further agreed that Penny Bance and Donna Cohen would research other organizations to propose financial policies that may be suitable for a small organization where the leadership is spread out worldwide.

ORDINARY RESOLUTION

M/S Grace/Minter **To authorize the ICRS Officers, to include Lisa Richard, Kristin Grace, and Penny Bance in addition to executive director Donna Cohen to sign on ICRS financial accounts with Keybank. *Passed, unanimous***

9. Presentation of Founding Member Certificates

Ms Cohen presented founding member certificates to the Regulatory and Partner members in attendance. She confirmed that the CCEB's certificate would be sent to them via mail, as will certificates for any organizations that join before the board determines the "founding member period" is concluded.

Ms. Cohen was thanked for her design work in creating a professional image for the ICRS.

10. ICRS 2019 AGM: March 20, 2019

UNANIMOUS RESOLUTION

M/S Bance/Grace **To confirm the date for the 11th Annual Forum and second ICRS AGM to be March 20, 2019, in Berlin, in conjunction with the WFC and ECU 2019 conventions. *Passed, unanimous***

11. New Business / Open discussion

By consensus, the members asked Ms. Cohen to develop a policy on observers and also the right of the members at the AGM to meet in closed session.

12. Announcements

On behalf of the ICRS, Dr Grace presented Ms Cohen with a stunning floral arrangement in appreciation for her volunteer efforts to date.

13. Motion to Adjourn

ORDINARY RESOLUTION

M/S Grace/Bance **To adjourn the ICRS 2018 Annual Business Meeting.**
Passed, unanimous

The chair declared the meeting adjourned at 2:40 PM.

Respectfully submitted,



Donna M. Cohen
ICRS Recording Secretary

Attached **May 18, 2018: Financial Report**



ATTACHMENT TO ICRS 2018 AGM MINUTES

2018 Year to Date: 5/18/2018

Note: ICRS Fiscal Year is Calendar Year

END 2017

\$4,265.21 Funds held in Trust by Canadian Federation of Chiropractic (FCC)

2018

Income	Detail	Pending
\$300.00	Loan to open bank account (Cohen)	
\$4,265.21	Transfer from FCC	
\$3,822.50	Dues	\$1,000.00
\$1007.08	Forum registration fees	\$420.04
\$9,394.79	TOTAL	\$1,420.04

Expenses	Detail	Pending
\$300.00	Repay loan (Cohen)	
\$225.01	Office supplies / software	\$150.00
\$58.16	Website (2 years)	
\$28.63	Postage / Shipping	100.00
\$859.71	Staff transportation	100.00
\$150.00	PR/Communication (brochures)	
\$15.33	Government fees	\$180.00
	Forum expenses (estimate)	\$2,000.00
\$1,636.84	TOTAL	\$2,530.00

Actual Revenue over Expenses YTD: **\$7,757.95**After Forum: estimate Revenues over Expenses: **\$6,650.00**