

Luscinia Enterprises Assn. Annual General Meeting

21-08-2020
6:00 PM PST
Microsoft Teams

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|---------------------------|---|-------------------------|------------------------|
| Meeting called by: | Varun Patel | Type of meeting: | Annual General Meeting |
| Facilitator: | Varun Patel | Note taker: | Brandon Krezeski |
| Timekeeper: | Brandon Krezeski | | |
| Attendees: | Milan Bumbulovic, Varun Patel, Jacob Chun, Brandon Krezeski, Adam Garay, Alexa Gogoescu, Andrew Huang, Richard Zhang, Jerry Xu | | |
| Please read: | By-Laws (https://luscinia.ca/2020AGM/Luscinia%20New%20By-Laws%20Proposal.pdf) Timeline (https://luscinia.ca/2020AGM/Aristotle%20Project%20Description.pdf) | | |

Agenda

Revising By-Laws

- Change of voting structure
- Board positions changing
- How Meetings are held
- Membership classes and privileges

Directors Election

- A nomination will be made during the meeting and be sent to a members' vote

Aristotle Release Timeline

- We will review an overview of the remaining tasks of the project and determine appropriate timeframes for their completions.

Transfer of License

- In order to limit liability and manage financial risk, Jacob has created a numbered company to act as an IP holding called 1261612 B.C. LTD. Which will be the holder of copyright for the Aristotle Platform and it's supporting services, the board will need a majority vote to pass any existing copyright claims to the new entity
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Minutes

Agenda item: Revising By-Laws

Presenter: Milan Bumbulovic

Discussion:

Changing voting structure, Board vote distribution changes. Holding of meetings and classes of membership.

- Revising the bylaws – 4 laws to go over: change of structure, board positions, change in meetings times, and membership classes and privileges
- Voting structure changes: currently, Milan 2 votes, Jacob + Varun have 1, Brandon Adam Jack has 1/3 each
 - New structure has each board member with 1 vote, will be voted on
- At the moment, votes are tied to position on the board; these positions are subject to change and will be voted on
- We will be hold meeting digitally from now on without any legal consequence.
- Membership classes and privileges: we have a class A and a class B membership
 - Class A is a paying membership: if someone wants to sponsor us, they can apply for a paid membership, and approval is up to decision of board
 - Class A members can vote and class B cannot, this is on motions brought up at AGM
 - Board can approve any class of membership or set up a policy to do this
 - Significant financial contributions will have Class A, whether individual or corporation
 - As a member-funded society, we must have a membership structure

Conclusions:

All Board members excluding Jack McColl (absent) vote for these new resolutions

| Action items | Person responsible | Deadline |
|--|---------------------------------|-----------------|
| ✓ Filing annual report with B.C registry | Executive (Milan, Jacob, Varun) | August 22. 2020 |

Agenda item: Director Elections

Presenter: Varun Patel

Discussion:

Election of new members of the board of directors, nominated and voted for during the meeting.

- Andrew has helped Luscinia progress in terms of web development greatly, and we see him as valuable member as of the company, thus we are putting forward a motion for Andrew to become a member of the board.

Conclusions:

All members of Luscinia supported Andrew's nomination and has been elected as a new member of the board of Directors (excluding absentees)

| Action items | Person responsible | Deadline |
|--|---------------------------------|------------------|
| ✓ Filing annual report to B.C registry | Executive (Milan, Varun, Jacob) | August. 22, 2020 |

Agenda item: Aristotle Pre-Alpha Timeline

Presenter: Milan Bumbulovic

Discussion:

Review Aristotle Education Platform project descriptions and discuss a reasonable timeline for its completion and steps along the way.

- Referring to the timeline above, we are attempting to put together a realistic timeline for the coming months to achieve a Pre-Alpha release for Aristotle (see timeline listed for details)
- We are hoping for a January release
- Resource: By September 1st, we aim to 300 resources data
- Development: student portable by September 15th; basic, not very linked in with resources
 - API endpoint by end of September, without any machine learning
- Vote to adopt as an unbinding motion: goals are reasonable

Conclusions:

- All members affirm the above motion (excluding absentees)

| Action items | Person responsible | Deadline |
|--------------------------------|--------------------|---------------------------------|
| ✓ End of August, 300 resources | Resource Team | September 1 st 2020 |
| ✓ Basic student portal | Development Team | September 15 th 2020 |
| ✓ API endpoint | Development Team | September 30 2020 |

Agenda item: Transfer of License **Presenter:** Milan Bumbulovic

Discussion:

Work through any questions, comments and concerns in relation to a transfer of software license from Luscinia Enterprises Assn. to 1261612 B.C. Ltd. B.C business #: 717879332 BC 0001

- In the current state with Luscinia, although there is much to complete, we want to secure our position for the future by protecting our liability
- Jacob is incorporating a formal legal company to transfer our software license to a new company
- Under this new structure, company will reserve all rights to Aristotle platforms: possession of associated risk, financial ownership and centralized intellectual property rights
- Will allow us to have a dynamic business model, that will flow through limited liability company; more simplistic
- It operates separate from Luscinia, but the company will hire Luscinia to provide services for Aristotle.
- The motion is to transfer our license to 1261612 B.C Ltd.

Conclusions:

All board members voted to pass the motion (excluding absentees).

| Action items | Person responsible | Deadline |
|-------------------------------------|--------------------|-----------------|
| ✓ Development transferring licenses | Development Team | August. 22 2020 |

Other Information

Observers:

(n/a)

Resources:

(see above)

Special notes:

n/a

X



Milan Bumbulovic

X

Varun Patel

X



Jacob Chun

X



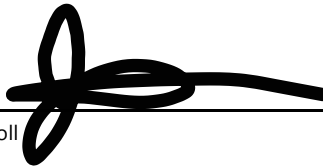
Brandon Krezeski

X



Adam Garay

X



Jack McColl

X



Andrew Huang