

AGENDA: ANNUAL GENERAL MEETING
Monday, July 31, 2023 – 6:00-7:15 PM
Ministers Island Events Tent

#	Item	Presenter
1	Call to Order / Chair's Remarks	Gordon Gilman
2	Confirmation of Quorum	Gordon Gilman
3	Chair's Opening Remarks	Gordon Gilman
4	Approval of Agenda	Gordon Gilman
5	Approval of AGM Minutes July 18, 2022	Gordon Gilman
6	Business Arising	Gordon Gilman
7	Executive Director's 2022-23 Report	Andrew Cook
8	2022-23 Annual Financial Report	Andrew Cook, Andrew Logan
9	Ratification of New Corporate By-Laws	John Kershaw
10	Appointment of Accountants	Andrew Cook
11	Election of Directors and Officers	Mary-Lynne Borsella
12	New Business; Q&A from the floor	Gordon Gilman
13	Adjournment	

VHEMI ANNUAL GENERAL MEETING

MINUTES

July 18, 2022

Zoom Meeting

BOARD ATTENDEES		STAFF ATTENDEES
Gord Gilman (Chair) Steve Pierce Jay Remer Andrew Cook Allan Fiander Jamie Carr	Michael Phelan John Kelly	Brian Usher (Executive Director) Lucinda Armstrong Susan Goertzen

AGEND ITEM	TOPIC	DISCUSSION
1	Call to Order	The Chair called the meeting to order at approximately 6:00 pm
2	Confirmation of Quorum	The Chair confirmed quorum was attained.
3	Chairs Opening Remarks	The Chair thanked the Board members and the staff for their work over the previous year and provided a preview of the meeting.
4	Approval of Agenda	The Chair called for a motion to approve the Agenda of the July 18, 2022 AGM meeting. Moved By: Steve Pierce <i>That the proposed Agenda of the July 18, 2022 AGM meeting be approved.</i> Seconded By: Jay Remer Carried
5	Approval of AGM Minutes July 12, 2021	The Chair called for a motion to approve the Minutes of the July 12, 2021 AGM meeting. Moved By: Andrew Cook <i>That the draft Minutes of the July 12th, 2021 AGM be approved.</i> Seconded by: Jay Remer

		Carried
6	Business Arising	There was no Business Arising from the 2021 AGM
7	Executive Director's 2021-22 Report	<p>The VHEMI Executive Director, Brian Usher, presented his report for the 2021-22 fiscal year. The report was previously circulated.</p> <p><u>Report Highlights</u></p> <ul style="list-style-type: none"> - Some staff added to improve experiential tourism experiences - Under forecasted budget by year end - Concerts a key focus - Increase presence in social media - Visitation related revenue down due to Covid - Changes in THC leadership for the island means increased focus on heritage and conservation - Over the Tide Access project will over increased opportunity for tourism offerings - The four key challenges were 1) staffing availability; 2) impacts of Covid pandemic; 3) inability to offer sustained food and beverage services; and 4) shortage of funding sources to support expanded programming. <p>The Executive Directors Report was accepted. No motion required.</p>
8	2021-22 Annual Financial Report	<p>Andrew Cook presented the 2021-22 Financial Report with the support of Andrew Logan from the accounting firm of Teed, Saunders, and Doyle.</p> <p><u>Report Highlights</u></p> <ul style="list-style-type: none"> - The Financial Report was previously circulated. - The "Review Engagement Report" process conducted by the accounting firm this year offers a higher level of assurance than the "Notice to Reader" process conducted in previous years. - The "Review Engagement Report" process is less costly than a full audit but offers a higher degree of analysis than the "Notice to Reader" process. - Key role of accounting firm is twofold: 1) to ensure the numbers are accurate; and 2) to ensure the proper process is followed. - The overfall review showed the numbers to be accurate and that VHEMI followed the proper procedures in the preparation of its report. - The specific financial details may be found in the circulated report.

		<p>Moved By: Andrew Cook <i>That the 2021-22 Annual Financial Report for VHEMI be approved.</i> Seconded By: Jamie Carr Carried</p>
9	Appointment of Accountants	<p>Moved By: Andrew Cook <i>That the accounting firm of Teed, Saunders and Doyle be retained to conduct a Review Engagement Report process for VHEMI in 2022-23.</i></p>
10	Election of Board Members	<p>The Nominating Committee of Jay Remer and Steve Pierce noted the departures of Robert Neil, John Kershaw and Karen Ludwig from the Board of Directors and thanked them for their service. They subsequently presented their recommended slate of VHEMI board members as follows:</p> <p>Individuals offering for a One-Year Term Michael Phelan John Kelly</p> <p>Individuals Returning for the Second Year of their Two-Year Term Jamie Carr Andrew Cook Gord Gilman</p> <p>Individuals offering for a New Second Year Terms Jay Remer Steve Pierce Allan Fiander</p> <p>There were no further nominations from the floor.</p> <p>Moved By: Jay Remer <i>That the new slate of Board of Directors for VHEMI be approved.</i> Discussion: Steve pierce noted that Mary Lynne Borsella of NBCC in Moncton may be interested in joining the Board of Directors and will follow up with her in the days ahead. Seconded By: Jamie Carr Carried</p>
11	Ratification of By-Law Change	<p>The Executive Director, Brian Usher, presented a by law amendment, previously approved by the Board of Directors, for ratification at the AGM. The amendment was to clause 46 of the bylaws.</p>

Van Horne Estate on Ministers Island

Executive Director's Report 2022/23

This report is, of necessity, not as fulsome as in previous years. I took over as Acting Executive Director on June 5, 2023 on the resignation of the second Executive Director to occupy the position during 2022/23. The following are the highlights of the 2022/23 year based on my perspective as an external board member and a review of reports of the Executive Director to the Board during the year.

- The Board approved a breakeven budget for the 2022/23 fiscal year. Actual financial results will be discussed more fully in the presentation on the Annual Financial Statements, but the organization had a deficit of \$157,843 compared to a deficit of \$173,210 in 2021/22.
- Despite two years of losses, the organization's financial position remains sound at the end of the year.
- Significant contributors to the deficit position included:
 1. A further decline of 1% in the number of park admissions, following a 4% decline in 2021/22, and significantly lower than the budget projections of a 20% increase.
 2. Significant losses on food and beverage operations, which will be discussed further below.
 3. The cost of severance payments to the former Executive Director and the Marketing Manager.
 4. The cost of the executive search firm engaged to hire a new Executive Director.
 5. The cost of hiring a marketing consultant in the interim period to advise the Board on required changes to marketing and promotion in order to improve attendance in the future.
 6. The cost of re-designing and modernizing the organization's website.
- Offsetting these items were an increase in operating grants, including an increase of \$25,000 from the provincial government and a grant of \$42,000 from the federal government for Covid-19 transitional relief. In addition, gift shop sales increased significantly and remain profitable.
- The staff complement remained consistent with the previous year except for the hiring of food service operatives, including a full-time chef, during the season, and the termination of the previous year's hires of a Program Coordinator and Museum Intern due to inability to renew grants covering their employment costs.
- The Board approved a collaboration with the Algonquin Hotel for the provision of food and beverage operations throughout the season. The Hotel loaned the organization a full-time chef at our cost and provided its resources to assist in running the food operations. A series of railway dinners were run throughout the summer and though the concept was good, marketing and promotion of the events was poor, and the dinners were not well attended, leading to significant losses.
- Despite this, the collaboration arrangement was planned to continue for 2023/24, with more focus on marketing and promotion expected to improve participation. However, the Hotel withdrew from the agreement prior to the 2023 season because of an inability to engage

sufficient staff, leaving the organization with an inability to operate food and beverage services in the 2023 season.

- The concert series was run throughout the season. However once again poor marketing and promotion resulted in fewer attendees than planned and the resulting lack of anticipated profits.
- Membership numbers had declined from the previous year until a major promotion late in the fiscal year resulted in an increase in membership from 277 to just over 300 at year end. Current membership is 328.
- As a result of the declining attendance numbers, strict control of operating expenses was maintained throughout the year and most expense categories, other than those mentioned above, were lower than budget.
- The organization has acquired the rights to the children's ABC book "Trunks all Aboard" which features drawings by Sir William van Horne. Over the winter, the book was republished and is selling well in the island gift shop and elsewhere. A book launch was held in June 2023 and attended by approximately 50 people.
- A decision was made to convert the organization's office on Water St. into a store-front information office and gift shop in order to take advantage of the many visitors passing along the street and improve visibility for the island.
- Ministers Island was awarded Trip Advisor's coveted Travelers Choice award in 2022. This is awarded to establishments that consistently earn great reviews from travellers and are ranked within the top 10% of properties on Trip Advisor. This recognition indicates that our product offering remains strong among visitors, despite our financial woes.
- In January, the Board approved a breakeven budget for 2023/24. However, since then, a number of factors have caused uncertainty to the fiscal outlook. These include the inability to run food and beverage services, the resignation of the new Executive Director and significant reductions in anticipated grant funding. It will also be necessary to close the mansion in October to complete the refurbishment of the heating system, supported by contributions from the Federal and Provincial Governments.

Poor weather in the early part of the summer resulted in a slow start to the season and also made the parking lot at Covenhoven unusable for a period of time, during which a bus had to be rented to ferry visitors from the Barn to the Mansion. The first half of July showed marked improvement with admissions up by close to 30% over the previous July, resulting in admissions for the year to date being up by close to 15% over the previous year to date. Our improved marketing and promotional activities have also resulted in a substantial increase in attendance at our three concerts held to date. We have entered into an arrangement with Char & Chowder to cater food and beverage service at our concert events and this will provide us with a modest income and guarantee no financial loss. We have also partnered with Huntsman and Kingsbrae in a revamped Explore St Andrews coupon program which has resulted in a significant take-up by visitors, evident in our strong July admissions. A new partnership has been struck with CHCO TV and will result in three TV interviews on their program Fundy Tidings, and we plan to run a province wide 50-50 raffle in each of the months of August and September. We have recently been advised that we have been re-awarded Trip Advisor's Travelers Award for 2023, and Ministers Island remains the #2 rated attraction for St Andrews, with only Kingsbrae being rated higher.

The organization, however, continues to live hand to mouth with ever-stretched financial resources. Following the resignation of the Executive Director in June, the Board decided that it would be imprudent to re-hire at this time given the financial uncertainties and in view of ongoing operating agreement discussions with the provincial government. The search firm involved in the recruitment of the Executive Director has agreed to extend its re-hire guarantee from 90 days to a full year from the departure of the recruit. However, the Board will be unable to re-hire until the uncertainties surrounding the provincial government operating agreement are resolved. It is evident that in order for the island to remain attractive to repeat visitors, the facilities and visitor experience needs to be continuously upgraded and the organization currently does not have the financial or human resources to accomplish this. The resolution of the provincial negotiations will therefore need to recognize a requirement for increased government funding in order to assist in upgrading the facility.

Respectfully submitted.

Andrew Cook

Acting Executive Director

THE VAN HORNE ESTATE ON MINISTERS ISLAND INC.

Financial Statements

Year Ended March 31, 2023

Draft #3 - for review purposes only

THE VAN HORNE ESTATE ON MINISTERS ISLAND INC.

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Year Ended March 31, 2023

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INDEPENDENT PRACTITIONERS' REVIEW ENGAGEMENT REPORT

To the Board of Directors of The Van Horne Estate on Ministers Island Inc.

We have reviewed the accompanying financial statements of The Van Horne Estate on Ministers Island Inc. (the organization) that comprise the statement of financial position as at March 31, 2023, and the statements of operations, changes in net assets and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian accounting standards for not-for-profit organizations (ASNPO), and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Practitioners' Responsibility

Our responsibility is to express a conclusion on the accompanying financial statements based on our review. We conducted our review in accordance with Canadian generally accepted standards for review engagements, which require us to comply with relevant ethical requirements.

A review of financial statements in accordance with Canadian generally accepted standards for review engagements is a limited assurance engagement. The practitioner performs procedures, primarily consisting of making inquiries of management and others within the entity, as appropriate, and applying analytical procedures, and evaluates the evidence obtained.

The procedures performed in a review are substantially less in extent than, and vary in nature from, those performed in an audit conducted in accordance with Canadian generally accepted auditing standards. Accordingly, we do not express an audit opinion on these financial statements.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the financial statements do not present fairly, in all material respects, the financial position of The Van Horne Estate on Ministers Island Inc. as at March 31, 2023, and the results of its operations and its cash flows for the year then ended in accordance with ASNPO.

Saint John, New Brunswick
July 18, 2023

CHARTERED PROFESSIONAL ACCOUNTANTS

THE VAN HORNE ESTATE ON MINISTERS ISLAND INC.

Statement of Financial Position

March 31, 2023

	2023	2022
		<i>Revised - Note 7</i>
ASSETS		
CURRENT		
Cash	\$ 215,865	\$ 473,104
Accounts receivable	-	29,093
Harmonized sales tax recoverable	6,394	3,501
Inventory	4,297	6,228
Prepaid expenses	10,353	8,694
	<hr/>	<hr/>
	236,909	520,620
CAPITAL ASSETS (Notes 4, 7)	1,900,266	2,070,886
ANTIQUE FURNITURE AND ARTIFACTS	115,409	109,359
	<hr/>	<hr/>
	\$ 2,252,584	\$ 2,700,865
LIABILITIES		
CURRENT		
Accounts payable	\$ 17,349	\$ 63,465
Employee deductions payable	6,513	7,570
Deferred revenue	237,574	332,776
Current portion of long term debt (Note 5)	42,365	14,185
	<hr/>	<hr/>
	303,801	417,996
LONG TERM DEBT (Note 5)	-	42,365
DEFERRED CONTRIBUTIONS RELATED TO CAPITAL ASSETS (Note 6)	1,736,147	1,870,025
	<hr/>	<hr/>
	2,039,948	2,330,386
NET ASSETS		
GENERAL FUND	212,636	370,479
	<hr/>	<hr/>
	\$ 2,252,584	\$ 2,700,865

ON BEHALF OF THE BOARD

_____ Director

_____ Director

THE VAN HORNE ESTATE ON MINISTERS ISLAND INC.

**Statement of Operations
Year Ended March 31, 2023**

	2023	2022 <i>Revised - Note 7</i>
REVENUE		
Admissions, tours and other	\$ 294,523	\$ 300,721
Operating grants	213,219	153,431
Food and beverage service	59,798	23,949
Gift shop sales	30,214	24,496
Memberships	25,243	26,032
Donations	16,558	13,678
Interest Income	1,748	55
	<u>641,303</u>	<u>542,362</u>
EXPENSES		
Salaries and wages	540,926	534,266
Advertising and promotion	38,369	16,050
Office	33,519	22,614
Organizational development	32,576	2,328
Food and beverage supplies	31,953	18,957
Repairs and maintenance	20,012	21,155
Insurance	12,922	11,897
Functions	11,975	12,629
Gift shop purchases	11,436	16,162
Utilities	10,120	10,664
Vehicle and travel	9,668	12,584
Interest and bank charges	9,010	9,264
Professional fees	5,750	6,101
Uniforms	1,817	463
Licenses and memberships	1,578	813
Interest on long term debt	6	15
	<u>771,637</u>	<u>695,962</u>
DEFICIENCY OF REVENUE OVER EXPENSES FROM OPERATIONS	<u>(130,334)</u>	<u>(153,600)</u>
OTHER INCOME (EXPENDITURES)		
Amortization of deferred capital contributions	196,560	165,413
Other revenue	5,792	-
Canada Emergency wage subsidies	-	12,787
Losses on disposal of assets	(3,957)	-
Amortization of capital assets	(225,904)	(197,810)
	<u>(27,509)</u>	<u>(19,610)</u>
DEFICIENCY OF REVENUE OVER EXPENSES	<u>\$ (157,843)</u>	<u>\$ (173,210)</u>

THE VAN HORNE ESTATE ON MINISTERS ISLAND INC.

Statement of Changes in Net Assets

Year Ended March 31, 2023

	2023	2022
		<i>Revised - Note 7</i>
NET ASSETS - BEGINNING OF YEAR	\$ 370,479	\$ 543,689
DEFICIENCY OF REVENUE OVER EXPENSES	(157,843)	(173,210)
NET ASSETS - END OF YEAR	\$ 212,636	\$ 370,479

THE VAN HORNE ESTATE ON MINISTERS ISLAND INC.

**Statement of Cash Flows
Year Ended March 31, 2023**

	2023	2022 <i>Revised - Note 7</i>
OPERATING ACTIVITIES		
Deficiency of revenue over expenses	\$ (157,843)	\$ (173,210)
Items not affecting cash:		
Amortization of capital assets	225,904	197,810
Amortization of deferred contributions related to capital assets	(196,560)	(165,413)
Loss on disposal of capital assets	3,957	-
	<u>(124,542)</u>	<u>(140,813)</u>
Changes in non-cash working capital:		
Accounts receivable	29,093	(27,657)
Inventory	1,931	4,499
Harmonized sales tax payable	(2,893)	206
Prepaid expenses	(1,659)	1,178
Employee deductions payable	(1,057)	2,341
Accounts payable	(46,116)	41,194
Deferred revenue	(95,202)	78,271
	<u>(115,903)</u>	<u>100,032</u>
Cash flow used by operating activities	<u>(240,445)</u>	<u>(40,781)</u>
INVESTING ACTIVITIES		
Purchase of capital assets	(62,682)	(631,496)
Gifts In Kind	(6,050)	(1,450)
Proceeds on disposal of capital assets	3,441	-
Contributions related to purchase of capital assets	62,682	615,081
	<u>(2,609)</u>	<u>(17,865)</u>
Cash flow used by investing activities	<u>(2,609)</u>	<u>(17,865)</u>
FINANCING ACTIVITY		
Repayment of long term debt	(14,185)	(14,176)
	<u>(14,185)</u>	<u>(14,176)</u>
DECREASE IN CASH FLOW	(257,239)	(72,822)
CASH - BEGINNING OF YEAR	473,104	545,926
CASH - END OF YEAR	\$ 215,865	\$ 473,104

THE VAN HORNE ESTATE ON MINISTERS ISLAND INC.

Notes to Financial Statements

Year Ended March 31, 2023

1. PURPOSE OF THE ORGANIZATION

The Van Horne Estate on Ministers Island Inc. (the "organization") is an incorporated body representing the local communities who believe strongly in the provincial and national importance of the island. The organization exists for the purpose of protecting, preserving, developing and promoting the legacy of Minister's Island and ensuring the environmental and economic sustainability of the island. The organization operates under a lease agreement with the Province of New Brunswick which expires in 2033 and receives annual operating grants to assist in fulfilling its mandate. Under that agreement, each party has a right to terminate the lease on the provision of six months notice. The organization is incorporated under the Companies Act of New Brunswick as a not-for-profit organization and is a registered charity. Consequently, the organization is exempt from income tax.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The financial statements were prepared in accordance with Canadian accounting standards for not-for-profit organizations ("ASNFPO").

Cash and Cash Equivalents

The organization considers cash on hand, balance with banks and investments in guaranteed investment certificates that have maturities with less than one year, net of overdrafts as cash and cash equivalents. Bank borrowings are considered to be financing activities.

Capital Assets

Capital assets, other than leasehold improvements, are stated at cost or deemed cost less accumulated amortization and are amortized over their estimated useful lives on a declining balance basis at the following rates:

Building	4%
Road upgrades	20%
Signage	20%
Furniture and fixtures	10%, 20%
Computer equipment	30%, 55%
Heavy equipment	20%
Motor vehicles	30%, 55%
Tall Ship display cases	20%
Mobile kitchen	20%

Leasehold improvements are amortized on a straight line basis over the remaining term of the lease.

The organization regularly reviews its capital assets to eliminate obsolete items.

Capital assets acquired during the year but not placed into use are not amortized until they are placed into use.

In the year of acquisition, one half of the applicable rate is applied.

(continues)

THE VAN HORNE ESTATE ON MINISTERS ISLAND INC.

Notes to Financial Statements

Year Ended March 31, 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue Recognition

The organization follows the deferral method of accounting for contributions.

Operating grants are recorded as revenue in the period in which the related expenses are incurred. Where grants relate to future periods, they are deferred and recognized in the subsequent period.

Donations are recorded as revenue when received or receivable except when the donor has specified that they are intended for a specific purpose or for use in a future period, in which case they are initially deferred and recognized as revenue when the expenses are incurred or the restrictions are met. Restricted contributions related to the purchase of capital assets are deferred and amortized into revenue on the same basis as the related amortization of capital assets.

Unrestricted contributions are recognized when received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured, since pledges are not a legally enforceable claim.

Revenue from admissions, tours, sales and memberships are recognized when the services are provided or the goods are sold and collection is reasonably assured.

Contributed Services

The operations of the organization depend on the contribution of time by volunteers. The fair value of donated services cannot be reasonably determined and is therefore not reflected in these financial statements.

Measurement Uncertainty

The preparation of financial statements in conformity with Canadian accounting standards for not-for-profit organizations requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenditures during the period. Such estimates are periodically reviewed and any adjustments necessary are reported in excess (deficiency) of revenue over expenditures in the period in which they become known. Actual results could differ from these estimates.

Examples of significant estimates include:

- the allowance for doubtful accounts;
- the allowance for inventory obsolescence;
- providing for amortization of capital assets;
- the estimated useful lives of assets; and
- the recoverability of tangible assets.

Inventory

Inventory is valued at the lower of cost and net realizable value with the cost being determined on a first-in, first-out basis.

THE VAN HORNE ESTATE ON MINISTERS ISLAND INC.

Notes to Financial Statements

Year Ended March 31, 2023

3. FINANCIAL INSTRUMENTS

The organization is exposed to various risks through its financial instruments and has a comprehensive risk management framework to monitor, evaluate and manage these risks. The following analysis provides information about the organization's risk exposure and concentration as of March 31, 2023.

Credit Risk

Credit risk arises from the potential that a counter party will fail to perform its obligations. It is management's opinion that the organization is not significantly exposed to credit risk as the majority of accounts receivable are for approved grants from government organizations.

Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The organization is exposed to this risk mainly in respect of accounts payable, employee deductions payable, long term debt and other obligations.

Currency Risk

Currency risk is the risk to the company's earnings that arise from fluctuations of foreign exchange rates and the degree of volatility of these rates. The organization is not exposed to foreign currency exchange risk as they do not hold or transact in foreign currencies.

Interest Rate Risk

Interest rate risk is the risk that the value of a financial instrument might be adversely affected by a change in the interest rates. In seeking to minimize the risk from interest rate fluctuations, the organization manages exposure through its normal operating and finance activities. The organization is not exposed to interest rate risk as it does not hold any variable interest rate debt or marketable securities at year end.

4. CAPITAL ASSETS

	Cost	Accumulated amortization	2023 Net book value	2022 Net book value
Building	\$ 1,600	\$ 816	\$ 784	\$ 817
Road upgrades	2,402	2,237	165	206
Leasehold improvements	2,256,571	641,015	1,615,556	1,746,559
Signage	94,982	62,576	32,406	36,245
Furniture and fixtures	150,482	46,960	103,522	90,575
Computer equipment	13,074	8,654	4,420	8,664
Heavy equipment	60,039	44,875	15,164	34,780
Motor vehicles	51,296	39,886	11,410	19,446
Tall Ship display cases	43,479	16,197	27,282	34,103
Mobile kitchen	163,930	74,373	89,557	99,491
	<u>\$ 2,837,855</u>	<u>\$ 937,589</u>	<u>\$ 1,900,266</u>	<u>\$ 2,070,886</u>

THE VAN HORNE ESTATE ON MINISTERS ISLAND INC.

Notes to Financial Statements

Year Ended March 31, 2023

5. LONG TERM DEBT

	<u>2023</u>	<u>2022</u>
Canada Emergency Business Account non-interest bearing loan matures on December 31, 2023 and if repaid, \$20,000 of the \$60,000 loan is forgivable. If the loan is not repaid on or before December 31, 2023, it is extended to a three year loan bearing interest at 5%.	\$ 40,000	\$ 40,000
John Deere Financial Inc. non interest bearing loan, repayable in monthly principal payments of \$1,183. The loan matures on April 30, 2023 and is secured by equipment with a carrying value of \$16,916.	<u>2,365</u>	<u>16,550</u>
	42,365	56,550
Amounts payable within one year	<u>(42,365)</u>	<u>(14,185)</u>
	\$ -	\$ 42,365

6. DEFERRED CONTRIBUTIONS RELATED TO CAPITAL ASSETS

	<u>2023</u>	<u>2022</u>
Total capital contributions received	\$ 2,469,767	\$ 2,407,085
Less: amounts amortized to revenue	<u>(733,620)</u>	<u>(537,060)</u>
Balance end of year	<u>\$ 1,736,147</u>	<u>\$ 1,870,025</u>

7. PRIOR PERIOD ADJUSTMENT

During the year it was determined that certain expenses incurred in the previous fiscal year were incorrectly recorded as additions to capital assets. This error has been retroactively corrected and has resulted in an increase of the Deficiency of Revenue over Expenditures of \$8,698, a decrease in Net Assets of \$8,698 and a decrease in Capital Assets of \$8,698, all for the fiscal year ended March 31, 2022.

THE VAN HORNE ESTATE ON MINISTERS ISLAND INC.

VHEMI GENERAL BY-LAWS

Approved by the Board of Directors of the Van Horne Estate on
Ministers Island Inc. on May 15, 2015

Approved by the Membership on June 17, 2015

Amended by the Board of Directors on January 27, 2023

Amendments Approved by the General Membership on (Insert date)

THE VAN HORNE ESTATE ON MINISTERS ISLAND INC.

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THE VAN HORNE ESTATE ON MINISTERS ISLAND INC.

Name of the Organization

1. The organization described by these By-laws shall be called THE VAN HORNE ESTATE ON MINISTERS ISLAND INC. hereafter referred to as “the Corporation” or “VHEMI”. The Board of Directors at its discretion may elect to register such business name and style as is permissible.

Purpose

2. The Corporation exists for the purpose of protecting, preserving, developing and promoting the legacy of Ministers Island; ensuring the public ownership of and accessibility to the island; and ensuring the environmental and economic sustainability of the island.
3. Consistent with the objects for which it is incorporated, the Corporation may solicit, receive, hold, and transfer all manner of public and private contributions of real and personal property, including money, as may be expedient for its objects and in the course of so doing may endorse or otherwise permit reference to its name or otherwise promote the marketing of services or products in connection with fund raising activities consistent with its objects.

Head Office

4. The registered office of the Corporation shall be in the Town of St. Andrews in the County of Charlotte in the Province of New Brunswick or at such other place within the Province of New Brunswick as the Board of Directors shall decide.

Corporate Seal

5. The seal of the Corporation shall be in such form as shall be prescribed by the Board of Directors, and be kept in the care of the Secretary at the head office.

Affiliations

6. The Corporation may be affiliated with government agencies, corporations and institutions as determined by the Board of Directors.

Membership

7. Members are those persons or organizations who have paid the annual membership fee and are thus deemed to be in good standing.
8. The Directors, at their discretion, may grant membership, including but not limited to life membership, in the Corporation.
9. Every member must comply with these Bylaws.
10. The Directors shall determine the amount of annual membership dues and any variation in membership classifications.

THE VAN HORNE ESTATE ON MINISTERS ISLAND INC.

11. Annual dues are payable with application for membership and are valid for one year.
12. A person ceases to be a member of the Corporation:
 - a) By delivering or mailing, including e-mailing, a letter of resignation to the Secretary of the Corporation at the address of the Corporation;
 - b) On death or, in the case of a corporation or organization, on dissolution;
 - c) On being expelled; or
 - d) On having been a member not in good standing for thirty (30) days.
13. Members in good standing may attend as observers all regular meetings of the Board of Directors.
14. Members shall be responsible for ensuring that the corporate office has their correct contact information.

Members' Meetings

15. An annual general meeting must be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last annual general meeting.
16. A written notice of the annual general meeting shall be forwarded by ordinary mail or by electronic means to each member at the address appearing in the membership registry of the Corporation at least thirty (30) days prior to such meeting. Such notice shall include the nature of business to be transacted, elections to be held and a call for nominations to fill existing and anticipated vacancies on the Board of Directors. Notice of such meeting shall be published at least seven (7) days in advance in any appropriate media outlets and/or by other electronic means.
17. At every annual general meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement, the report of the external accountants, and the Nominating Committee report shall be presented, and an external accountant appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Board of Directors or the Chair or Vice-Chair shall have power to call, at any time, a general meeting of the members of the Corporation.
18. A quorum for an annual general meeting is ten (10) members.
19. For the annual general meeting the members of the corporation may meet by teleconference or other electronic means. A member participating in the annual general meeting by teleconference or other electronic means in accordance with the foregoing shall be deemed to be present at the meeting.
20. All those who wish to vote at general meetings must be in good standing and present in person at the meeting.
21. A member who holds an individual membership is entitled to one vote.

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22. Any two members of a household that holds a family membership may each cast a vote at a general meeting.
23. A member corporation or organization may cast one vote by its authorized representative.
24. Voting is by show of hands.
25. Voting by proxy is not permitted.
26. A majority of the votes cast by the members present shall determine the question in meetings.
27. Motions that direct or require the expenditure of funds shall not be accepted from the floor at meetings of the general membership.
28. The Board of Directors shall call a special general meeting of members on written request from not less than ten (10) per cent of members in good standing. Business at such special meetings will be limited to the specific items for which the meeting has been called. Written notice thereof shall be forwarded by ordinary mail or by electronic means to each member at the address appearing in the membership registry at least fourteen (14) days in advance. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.
29. The quorum for transaction of business at any meeting of members called under Section 27 shall be ten (10) percent of members.
30. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

Board of Directors

31. The property and business of the Corporation shall be managed by a Board of Directors, comprised of a minimum of eight (8) and a maximum of twelve (12) voting Directors elected at the annual general meeting. The Board of Directors, at their discretion, may appoint up to four (4) ex officio non-voting Directors, to include but not limited to: an Honorary Chair, Provincial Government Representative, Federal Government Representative and the VHEMI Executive Director.
32. Directors shall be elected at the annual general meeting by the general membership for a two (2) year term. Each Director shall be eligible for re-election for two additional two (2) year terms.
33. The office of Director shall be automatically vacated:
 - a) if a resolution is passed by a simple majority of the members of the Board present at a duly constituted meeting that he or she be removed from office, given that written notice has specified the intent to consider such removal;

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- b) if a Director has resigned his office by delivering a written resignation to the Chair of the Corporation;
 - c) if he or she is found by a court to be of unsound mind;
 - d) if he or she becomes bankrupt or suspends payment or compounds with his creditors;
 - e) if he or she misses three (3) consecutive board meetings without explanation;
 - f) on death.
34. Directors shall serve as such without remuneration. No director shall directly or indirectly receive any profit from his position as such; provided that a Director may be reimbursed for reasonable expenses incurred in performing his duties. A director may not be prohibited from receiving compensation for services provided to the corporation in another capacity.
35. The Board or its Chair shall appoint a Nominating Committee prior to the annual general meeting to carry out the following tasks:
- a) determine the vacancies on the Board to be filled at the annual general meeting;
 - b) to issue a call for nominations to all the Corporation members; and
 - c) to propose a slate of nominations for Directors, the Executive Committee and Officers of the Corporation.
36. The Call for Nominations will be issued to all members in good standing thirty (30) days prior to the annual general meeting, and will accompany the notice of such meeting. Such Call shall indicate:
- a) the names of elected Directors who will continue to serve out their term;
 - b) the number of vacancies to be filled;
 - c) any director nominated by the Board of Directors to have their term extended beyond the norm;
 - d) any and all information required to support the nomination(s);
 - e) the deadline for receipt of nominations.
37. A slate of nominations for directors and officers shall be presented for election at the annual general meeting by the Nominating Committee. Additional nominations may be made from the floor at the annual general meeting. In the event no additional nominations are received from the floor the slate of nominees shall be automatically elected. Otherwise, there shall be a vote.
38. All nominations must be received and approved by the nominating committee seven (7) days in advance of the annual general meeting. All nominees must be a member in good standing prior to the annual general meeting.
39. An election may be by acclamation, show of hands or by ballot at the discretion of the Chair.
40. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted.

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41. Vacancies following the annual general meeting or arising during the course of the year may be filled by the Board of Directors by appointment for the period of time from appointment to the next annual general meeting. At that time, the position will become vacant and eligible for election.

Duties of Directors

42. Directors shall assume the following responsibilities:
- a) attend and actively participate in meetings of the Board of Directors;
 - b) be knowledgeable of the Corporation's activities and programs;
 - c) support and contribute to the achievement of the goals and purposes of the Corporation;
 - d) communicate faithfully and accurately the goals, purposes and activities of the Corporation within the broader community;
 - e) provide strategic direction to and oversight of the development, operations and programming of the Corporation; and
 - f) support and abide by the governance and conflict of interest guidelines as established by the Board of Directors.

Powers of the Board

43. The Board of Directors of the Corporation shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
44. The Board of Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the Corporation in accordance with such terms as the Board of Directors may prescribe.
45. The Board of Directors may, from time to time:
- a) borrow money upon the credit of the Corporation;
 - b) limit or increase the amount to be borrowed;
 - c) issue bonds, debentures, debenture stock or other security of the Corporation and pledge or sell the same for such sums and at such prices as may be deemed expedient;
 - d) hypothecate, mortgage or pledge the real and personal property or both, including book debts and unpaid calls, rights, paths, undertakings and franchises of the Corporation to secure any such bonds, debentures, debenture stock or other securities, and any money borrowed or any other liability of the Corporation;
 - e) authorize any Director or Directors, or Officer or Officers, of the Corporation to make arrangements with reference to money borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof and as to the security to be given therefore, with

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the power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Directors of the Corporation may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

46. The Board of Directors shall have the power to sign, make, draw, accept, endorse, execute, and deliver on behalf of and in the name of the Corporation all such cheques, promissory notes, bills of exchange, drafts, acceptances, orders for the payment of money, bills of lading, agreements to give security, assignments, transfers, conveyances, hypothecs, mortgages, pledges, securities, and other agreements, documents and instruments as may be necessary or useful in connection with the borrowing of money by any other banking business of the Corporation.
47. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
48. The Board of Directors may appoint an Executive Director to manage the day-to-day operations of the Corporation;
49. The Board of Directors shall appoint the Executive Director as an ex-officio member of the board.
50. The Directors may authorize any one or more Directors, officers, employees or agents of the Company to exercise any of the rights, powers and authorities conferred by this By-law upon the Directors, and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

Board Meetings

51. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that forty-eight (48) hours notice of such meeting shall be given to each Director. There shall be at least four (4) meetings per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meetings of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
52. A quorum for any meeting of the Board of Directors shall be fifty (50%) of the total number of Directors plus one (1).
53. The directors of the corporation may meet by teleconference or other electronic means. A Director participating by teleconference or other electronic means in accordance with the foregoing shall be deemed to be present at the meeting.

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54. Each Director is authorized to exercise one (1) vote.
55. Voting results at meetings of the Board of Directors shall be determined by a simple majority of Directors present.
56. All regular meetings of the Board shall be open to the general membership as observers. It is incumbent upon the member to find out the time and location of meetings.
57. The following minimum order of business shall be observed at regular meetings of the Board of Directors:
 1. Review of the agenda for additions, deletions, or modifications;
 2. Review and approval of minutes of the previous meeting;
 3. Reports of Standing Committees;
 4. Report of the Treasurer;
 5. Report of the Executive Director;
 6. Unfinished business from minutes and business arising out of the reports;
 7. New business; and
 8. Adjournment.
58. Members may request items to be added to the agenda by notifying the Chair in advance of the meeting. At the discretion of the Chair, the business can be dealt with at that meeting or merely tabled and placed on the agenda of the next meeting.
59. Special meetings of the Board of Directors shall be called at the discretion of the Executive or on written request to the Chair by one third (1/3) of currently sitting Directors. The business of such meetings shall be restricted to the purpose for which the meeting was called or requested. Notice of such meeting shall be given to Directors at least seven (7) days in advance.

Insurance for Directors and Officers

60. The Corporation shall purchase and maintain insurance to the benefit of any director or officer against liabilities, costs, charges and expenses sustained or incurred by such Director or officer for failure to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Officers

61. The Officers of the Corporation shall be the Chair of the Board, Vice Chair, Secretary, and Treasurer and the Executive Director. As determined by the Board of Directors, the positions of Secretary and Treasurer may be combined. In the event the Secretary is a Recording Secretary a fifth member of the Board will be appointed by the Directors.

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62. Any officer may be removed by a vote of at least two-thirds (2/3) of the members of the Board of Directors present at a meeting of the Board of Directors for which written notice has specified the intent to consider such removal.

Duties of Officers

63. The Chair shall be the chief governance officer of the Corporation. The duties of the Chair shall include:

- a) Planning and presiding at all meetings of the Corporation and of the Board of Directors;
- b) Ensuring that all orders and resolutions of the Board of Directors are carried into effect.
- c) upholding and enforcing the by-laws of the organization and ensuring that the Board's mission, vision and value statements form the basis for all of its actions;
- d) Ensuring the preparation of corporate reports and other documents;
- e) Providing general guidance and direction to the Executive Director or in their absence assigning other staff in concert with the Board; and
- f) Representing, or designating an alternative to represent, the Corporation to the media and general public.
- g) Providing leadership, acting as a liaison with stakeholders, and being responsible for guiding, directing, and motivating the organization.

64. The Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be delegated by the Board of Directors.

65. The Treasurer shall:

- a) have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation;
- b) deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, with such registered dealer in securities as may be designated by the Board of Directors from time to time;
- c) ensure that the Corporation remains in compliance with all financial or governmental regulations;
- d) disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the chair and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation;
- e) ensure that annual returns or reports are filed with appropriate agencies.

66. The Treasurer may delegate any of the above to the Executive Director.

67. The Secretary shall:

- a) attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books kept for that purpose;

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- b) give, or cause to be given, notice of all meetings of the members and of the Board of Directors;
- c) be custodian of the seal of the Corporation, which he or she shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

68. The Executive Director shall manage the day-to-day operations of the Corporation and carry out such other duties as assigned by the Board of Directors, including presenting an annual work plan and budget for the Corporation to be approved by the Board of Directors.

Standing Committees

69. The Board of Directors shall appoint Standing Committees as follows:

- a. Sustainable Development
- b. Audit and Finance
- c. Governance and Human Resources
- d. Fund Raising
- e. Nominations

70. The duties of each Standing Committee shall be as determined by the Board of Directors;

71. The Board of Directors may appoint ad hoc committees whose duties and terms of office shall be at the will of the Board of Directors.

Executive Committee.

72. There shall be an Executive Committee of the Board of Directors composed of the Chair, Vice Chair, Treasurer and Secretary. The Chair of the Board of Directors shall be the Chair of the Executive Committee. The Executive Committee will provide direction to and receive direction from the Board of Directors, and will report to the Board at each regular Board meeting on matters dealt with at their meetings.

73. The duties of the Executive shall be:

- a) Ensuring that the Corporation's programs are being adequately delivered and that the mission, vision and values of the organization are being maintained; and
- b) Facilitating coordination and cooperation among committees as established by the Board of Directors.

Meetings of the Executive

74. Meetings of the Executive may be called at the Chair's discretion or upon request of any three (3) members of the Executive. Such regular and special meetings shall be open to all Directors as observers.

75. A quorum at Executive meetings shall be a simple majority of Executive members.

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76. A simple majority vote will determine recommendations to be made to the Board.

Execution of Documents

77. Contracts, documents or any instruments in writing requiring the signatures of the Corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Corporation. The seal of the Corporation when required shall be affixed to contracts, documents, and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

Minutes

78. Members in good standing shall have reasonable access to all minutes of meetings of the Board of Directors, and all official financial reports of the Corporation at the head office of the organization only.

Annual Report to the Membership

79. The Chair is responsible for directing the preparation of the Annual Report to the Membership.

80. The Annual Report shall include a review of the past year's business and a financial statement. The Annual Report will be presented to the membership for acceptance at its annual general meeting.

Financial Year

81. Unless otherwise ordered by the Board of Directors, the fiscal year end of the Corporation shall be March 31.

Amendment of By-Laws

82. The by-laws of the Corporation may be repealed or amended by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members present at an annual general meeting duly called.

External Accountant

83. The members shall, at each annual general meeting, appoint a chartered professional accountant or other person qualified to review the accounts and annual financial statements of the Corporation for report to the members at the next annual general meeting. The person so appointed shall hold office until the next annual general meeting and their remuneration shall be fixed by the Board of Directors. The Board of Directors may fill any casual vacancy in this office by appointment.

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Books and Records

84. The Board of Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept. The Corporation may make its books and accounts accessible to officials of appropriate agencies for periodic verification of expenditures at its offices.

Rules and Regulations

85. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual general meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual general meeting of members, shall at and from that time cease to have any force and effect.

Governing Law

86. The business and affairs of the Corporation shall be governed according to the laws of the Province of New Brunswick.

THE VAN HORNE ESTATE ON MINISTERS ISLAND INC.

VHEMI GENERAL BY-LAWS

Approved by the Board of Directors of the Van Horne Estate on
Ministers Island Inc. on May 15, 2015

Approved by the Membership on June 17, 2015

Amended by the Board of Directors on (insert date)

Amendments Approved by the Membership on (Insert date)

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THE VAN HORNE ESTATE ON MINISTERS ISLAND INC.

Name of the Organization

1. The organization described by these By-laws shall be called THE VAN HORNE ESTATE ON MINISTERS ISLAND INC. hereafter referred to as “the Corporation” or “VHEMI”. The Board of Directors at its discretion may elect to register such business name and style as is permissible.

Purpose

2. The Corporation exists for the purpose of protecting, preserving, developing and promoting the legacy of Ministers Island; ensuring the public ownership of and accessibility to the island; and ensuring the environmental and economic sustainability of the island.
3. Consistent with the objects for which it is incorporated, the Corporation may solicit, receive, hold, and transfer all manner of public and private contributions of real and personal property, including money, as may be expedient for its objects and in the course of so doing may endorse or otherwise permit reference to its name or otherwise promote the marketing of services or products in connection with fund raising activities consistent with its objects.

Head Office

4. The registered office of the Corporation shall be in the Town of St. Andrews in the County of Charlotte in the Province of New Brunswick or at such other place within the Province of New Brunswick as the Board of Directors shall decide.

Corporate Seal

5. The seal of the Corporation shall be in such form as shall be prescribed by the Board of Directors, and be kept in the care of the Secretary at the head office.

Affiliations

6. The Corporation may be affiliated with government agencies, corporations and institutions as determined by the Board of Directors.

Membership

7. Members are those persons or organizations who have paid the annual membership fee and are thus deemed to be in good standing.
8. The Directors, at their discretion, may grant membership, including but not limited to life membership, in the Corporation.
9. Every member must comply with these Bylaws.
10. The Directors shall determine the amount of annual membership dues and any variation in membership classifications.

THE VAN HORNE ESTATE ON MINISTERS ISLAND INC.

11. Annual dues are payable with application for membership and are valid for one year.
12. A person ceases to be a member of the Corporation:
 - a) By delivering or mailing, including e-mailing, a letter of resignation to the Secretary of the Corporation at the address of the Corporation;
 - b) On death or, in the case of a corporation or organization, on dissolution;
 - c) On being expelled; or
 - d) On having been a member not in good standing for thirty (30) days.
13. Members in good standing may attend as observers all regular meetings of the Board of Directors.
14. Members shall be responsible for ensuring that the corporate office has their correct contact information.

Members' Meetings

15. An annual general meeting must be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last annual general meeting.
16. A written notice of the annual general meeting shall be forwarded by ordinary mail or by electronic means to each member at the address appearing in the membership registry of the Corporation at least thirty (30) days prior to such meeting. Such notice shall include the nature of business to be transacted, elections to be held and a call for nominations to fill existing and anticipated vacancies on the Board of Directors. Notice of such meeting shall be published at least seven (7) days in advance in any appropriate media outlets and/or by other electronic means.
17. At every annual general meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement, ~~and the report of the external accountants, and the Nominating Committee report auditors~~ shall be presented, and ~~an external accountant auditors~~ appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Board of Directors or the Chair or Vice-Chair shall have power to call, at any time, a general meeting of the members of the Corporation.

18. A quorum for an annual general meeting is ten (10) members.

19. For the annual general meeting the members of the corporation may meet by teleconference or other electronic means. A member participating in the annual general meeting by teleconference or other electronic means in accordance with the foregoing shall be deemed to be present at the meeting.

~~17.-~~

~~18. The Board of Directors shall call a special general meeting of members on written request from not less than ten (10) per cent of members in good standing. Business at such special meetings will be limited to the specific items for which the meeting has been called. Written notice thereof shall be forwarded by ordinary mail or by electronic means to each member at the address appearing in the~~

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~~membership registry at least fourteen (14) days in advance. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.~~

~~19. A quorum for transaction of business at any meeting of members called under Section 18 shall be ten (10) percent of members.~~

20. All those who wish to vote at general meetings must be in good standing and present in person at the meeting.

21. A member who holds an individual membership is entitled to one vote.

22. Any two members of a household that holds a family membership may each cast a vote at a general meeting.

23. A member corporation or organization may cast one vote by its authorized representative.

24. Voting is by show of hands.

25. Voting by proxy is not permitted.

26. A majority of the votes cast by the members present shall determine the question in meetings.

27. Motions that direct or require the expenditure of funds shall not be accepted from the floor at meetings of the general membership.

28. The Board of Directors shall call a special general meeting of members on written request from not less than ten (10) per cent of members in good standing. Business at such special meetings will be limited to the specific items for which the meeting has been called. Written notice thereof shall be forwarded by ordinary mail or by electronic means to each member at the address appearing in the membership registry at least fourteen (14) days in advance. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

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Board of Directors

~~29-31.~~ The property and business of the Corporation shall be managed by a Board of Directors, comprised of a minimum of eight (8) and a maximum of twelve (12) voting Directors elected at the

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annual general meeting. The Board of Directors, at their discretion, may appoint up to four (4) ex officio non-voting Directors, to include but not limited to: an Honorary Chair, Provincial Government Representative, Federal Government Representative and the VHEMI Executive Director.

~~30-32.~~ Directors shall be elected at the annual general meeting by the general membership for a two (2) year term. Each Director shall be eligible for re-election for two additional two (2) year terms. Upon completion of the three, two-year terms, this six-year maximum term limit may be extended by two additional years upon two thirds vote of the existing directors and subsequent approval by a majority of the general membership at the annual general meeting. The term extension beyond the initial six years may occur a maximum of two times. The maximum term for any director is ten years.

~~31-33.~~ The office of Director shall be automatically vacated:

- a) if a resolution is passed by a simple majority of the members of the Board present at a duly constituted meeting that he or she be removed from office, given that written notice has specified the intent to consider such removal;
- b) if a Director has resigned his office by delivering a written resignation to the Chair of the Corporation;
- c) if he or she is found by a court to be of unsound mind;
- d) if he or she becomes bankrupt or suspends payment or compounds with his creditors;
- e) if he or she misses three (3) consecutive board meetings without explanation;
- f) on death.

~~32-33.~~ Directors shall serve as such without remuneration. No director shall directly or indirectly receive any profit from his position as such; provided that a Director may be reimbursed for reasonable expenses incurred in performing his duties. A director may not be prohibited from receiving compensation for services provided to the corporation in another capacity.

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~~33-34.~~ The Board or its Chair shall appoint a Nominating Committee prior to the annual general meeting to carry out the following tasks:

- a) determine the vacancies on the Board to be filled at the annual general meeting; ~~and~~
- ~~b)~~ to issue a call for nominations to all the Corporation members; and-
- ~~b)c)~~ to propose a slate of nominations for Directors, the Executive Committee and Officers of the Corporation.

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35. The Call for Nominations will be issued to all members in good standing thirty (30) days prior to the annual general meeting, and will accompany the notice of such meeting. Such Call shall indicate:

- a) the names of elected Directors who will continue to serve out their term;
- ~~b)~~ the number of vacancies to be filled;
- ~~b)-~~
- ~~c)~~ any director nominated by the Board of Directors to have their term extended beyond the norm;
- ~~d)~~ any and all information required to support the nomination(s);
- ~~e)~~ the deadline for receipt of nominations.

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36. A slate of nominations for directors and officers shall be presented for election at the annual general meeting by the Nominating Committee. Additional nominations may be made from the floor at the annual general meeting. In the event no additional nominations are received from the floor the slate of nominees shall be automatically elected. Otherwise, there shall be a vote.

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37-37. All nominations must be received and approved by the nominating committee seven (7) days in advance of the annual general meeting. All nominees must be a member in good standing prior to the annual general meeting.

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37-38. An election may be by acclamation, show of hands or by ballot at the discretion of the Chair.

38-39. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted.

39-40. Vacancies following the annual general meeting or arising during the course of the year may be filled by the Board of Directors by appointment for the period of time from appointment to the next annual general meeting. At that time, the position will become vacant and eligible for election.

Duties of Directors

40-41. Directors shall assume the following responsibilities:

- a) attend and actively participate in meetings of the Board of Directors;
- b) be knowledgeable of the Corporation's activities and programs;
- c) support and contribute to the achievement of the goals and purposes of the Corporation;
- d) communicate faithfully and accurately the goals, purposes and activities of the Corporation within the broader community;
- e) ~~provide strategic direction to and oversight of~~ ~~oversee and give direction to~~ the development, operations and programming of the Corporation; and
- f) support and abide by the governance and -conflict of interest guidelines as established by the Board of Directors.

Powers of the Board

40-42. The Board of Directors of the Corporation shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

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41-43. The Board of Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and

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interest may be made available for the benefit of promoting the interests of the Corporation in accordance with such terms as the Board of Directors may prescribe.

42-44. The Board of Directors may, from time to time:

- a) borrow money upon the credit of the Corporation;
- b) limit or increase the amount to be borrowed;
- c) issue bonds, debentures, debenture stock or other security of the Corporation and pledge or sell the same for such sums and at such prices as may be deemed expedient;
- d) hypothecate, mortgage or pledge the real and personal property or both, including book debts and unpaid calls, rights, paths, undertakings and franchises of the Corporation to secure any such bonds, debentures, debenture stock or other securities, and any money borrowed or any other liability of the Corporation;
- e) authorize any Director or Directors, or Officer or Officers, of the Corporation to make arrangements with reference to money borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof and as to the security to be given therefore, with the power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Directors of the Corporation may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

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43-45. The Board of Directors shall have the power to sign, make, draw, accept, endorse, execute, and deliver on behalf of and in the name of the Corporation all such cheques, promissory notes, bills of exchange, drafts, acceptances, orders for the payment of money, bills of lading, agreements to give security, assignments, transfers, conveyances, hypothecs, mortgages, pledges, securities, and other agreements, documents and instruments as may be necessary or useful in connection with the borrowing of money by any other banking business of the Corporation.

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44-46. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

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47. The Board of Directors may appoint an Executive Director to manage the day-to-day operations of the Corporation;

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48. The Board of Directors shall appoint the Executive Director as an ex-officio member of the board.

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45-49. The Directors may authorize any one or more Directors, officers, employees or agents of the Company to exercise any of the rights, powers and authorities conferred by this By-law upon the Directors, and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

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Board Meetings

~~42-50.~~ Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that forty-eight (48) hours notice of such meeting shall be given to each Director. There shall be at least four (4) meetings per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meetings of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

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~~46-51.~~ A quorum for any meeting of the Board of Directors shall be fifty (50%) of the total number of Directors plus one (1).

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~~47-52.~~ The directors of the corporation may meet by teleconference or other electronic means. A Director participating by teleconference or other electronic means in accordance with the foregoing shall be deemed to be present at the meeting.

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~~48-53.~~ Each Director is authorized to exercise one (1) vote.

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~~49-54.~~ Voting results at meetings of the Board of Directors shall be determined by a simple majority of Directors present.

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~~50-55.~~ All regular meetings of the Board shall be open to the general membership as observers. It is incumbent upon the member to find out the time and location of meetings.

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~~54-56.~~ The following minimum order of business shall be observed at regular meetings of the Board of Directors:

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1. Review of the agenda for additions, deletions, or modifications;
2. Review and approval of minutes of the previous meeting;
- ~~3.~~ Reports of Standing Committees;
- ~~4.~~ Report of and the Treasurer;
- ~~3-5.~~ Report of the Executive Director;
- ~~4-6.~~ Unfinished business from minutes and business arising out of the reports;
- ~~5-7.~~ New business; and
- ~~6-8.~~ Adjournment.

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~~53-57.~~ Members may request items to be added to the agenda by notifying the Chair in advance of the meeting. At the discretion of the Chair, the business can be dealt with at that meeting or merely tabled and placed on the agenda of the next meeting.

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~~54-58.~~ Special meetings of the Board of Directors shall be called at the discretion of the Executive or on written request to the Chair by one third (1/3) of currently sitting Directors. The business of such meetings shall be restricted to the purpose for which the meeting was called or requested. Notice of such meeting shall be given to Directors at least seven (7) days in advance. ~~Such meetings shall be open to members as observers at the discretion of the Board.~~

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Insurance for Directors and Officers

~~55-59.~~ The Corporation shall purchase and maintain insurance to the benefit of any director or officer against liabilities, costs, charges and expenses sustained or incurred by such Director or officer for failure to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

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Officers

~~60.~~ The ~~Officers~~ of the Corporation shall be the Chair of the Board, Vice Chair, Secretary, and Treasurer and ~~the Long Range planning and Fund Raising Committee the Executive Director.~~ As determined by the Board of Directors, the positions of Secretary and Treasurer may be combined. In the event the Secretary is a Recording Secretary a fifth member of the Board will be appointed by the Directors.

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~~57.~~ ~~The Officers of the Corporation shall be appointed by resolution of the Board of Directors at the first meeting of the Board following an annual meeting of members.~~

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~~58-61.~~ Any officer may be removed by a vote of at least two-thirds (2/3) of the members of the Board of Directors present at a meeting of the Board of Directors for which written notice has specified the intent to consider such removal.

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Duties of Officers

~~59-62.~~ The Chair shall be the chief governance officer of the Corporation. The duties of the Chair shall include:

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- a) Planning and presiding at all meetings of the Corporation and of the Board of Directors;
- b) Ensuring that all orders and resolutions of the Board of Directors are carried into effect.
- c) upholding and enforcing the by-laws of the organization and ensuring that the Board's mission, vision and value statements form the basis for all of its actions;
- d) Ensuring the preparation of corporate reports and other documents;
- e) Providing general guidance and direction to the ~~E~~xecutive Director or in their absence assigning other staff in concert with the Board; and

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- f) Representing, or designating an alternative to represent, the Corporation to the media and general public.
- g) Providing leadership, acting as a liaison with stakeholders, and being responsible for guiding, directing, and motivating the organization.

~~60-63.~~ The Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be delegated by the Board of Directors.

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~~61-64.~~ The Treasurer shall:

- a) have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation;
- b) deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, with such registered dealer in securities as may be designated by the Board of Directors from time to time;
- c) ensure that the Corporation remains in compliance with all financial or governmental regulations;
- d) disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the chair and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation;
- e) ensure that annual returns or reports are filed with appropriate agencies.

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~~62-65.~~ The Treasurer may delegate any of the above to the Executive Director.

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~~63-66.~~ The Secretary shall:

- a) attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books kept for that purpose;
- b) give, or cause to be given, notice of all meetings of the members and of the Board of Directors;
- c) be custodian of the seal of the Corporation, which he or she shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

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~~64. The Chair of the Long Range Planning/Fundraising Committee shall: a) Cause to have written and updated a Long Range Plan (Strategic Plan, Business Plan) that will address the vision and sustainability of Ministers Island b) Articulate and uphold the mandate of the corporation. c) Recommend and when approved by the Board, establish relationships and partner ships. d) Manage membership database and relationships. e) When applicable, manage annuities. f) Plan and execute fundraising projects including grants.~~

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~~68. The Executive Director shall manage the day-to-day operations of the Corporation and carry out such other duties as assigned by the Board of Directors, including presenting an annual work plan and budget for the Corporation to be approved by the Board of Directors.~~

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~~65. The duties of all other officers of the Corporation shall be such as determined by the Board of Directors.~~

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Committees

69. The Board of Directors shall appoint Standing Committees as follows:

- a. Long Range Planning
- b. Audit and Finance
- c. Governance and Human Resources
- d. Fund Raising
- e. Nominating
- f. Trails
- g. Environment

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70. The duties of each Standing Committee shall be as determined by the Board of Directors;

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~~66-71. The Board of Directors may appoint ad hoc committees whose duties and terms of office shall be members shall hold their offices at the will of the Board of Directors.~~

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Executive Committee.

~~67-72. There shall be an Executive Committee of the Board of Directors composed of the Chair, Vice Chair, Treasurer and Secretary. Officers of the Corporation. The Chair of the Board of Directors Corporation shall be the Chair of the Executive Committee. The Executive Committee will provide direction to and receive direction from the Board of Directors, and will report to the Board at each regular Board meeting on matters dealt with at their meetings.~~

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~~68-73. The duties of the Executive shall be:~~

- a) Ensuring that the Corporation's programs are being adequately delivered and that the mission, vision and values of the organization are being maintained; and
- b) Facilitating coordination and cooperation among committees as established by the Board of Directors;
- ~~c) Presenting an annual work plan and budget for the Corporation to be approved by the Board of Directors.~~

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Meetings of the Executive

69-74. Meetings of the Executive may be called at the Chair's discretion or upon request of any three (3) members of the Executive. Such regular and special meetings shall be open to all Directors as observers.

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~~70-75.~~ A quorum at Executive meetings shall be a simple majority of Executive members.

~~71-76.~~ A simple majority vote will determine recommendations to be made to the Board.

Execution of Documents

~~72-77.~~ Contracts, documents or any instruments in writing requiring the signatures of the Corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Corporation. The seal of the Corporation when required shall be affixed to contracts, documents, and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

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Minutes

~~73-78.~~ Members in good standing shall have reasonable access to all minutes of meetings of the Board of Directors, and all official financial reports of the Corporation at the head office of the organization only.

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Annual Report to the Membership

~~74-79.~~ The Chair is responsible for directing the preparation of the Annual Report to the Membership.

~~75-80.~~ The Annual Report shall include a review of the past year's business and a financial statement. The Annual Report will be presented to the membership for acceptance at its ~~annual general meeting.~~

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Financial Year

~~76-81.~~ Unless otherwise ordered by the Board of Directors, the fiscal year end of the Corporation shall be March 31.

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Amendment of By-Laws

~~77-82.~~ The by-laws of the Corporation may be repealed or amended by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members present at ~~an annual general meeting~~ duly called.

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~~Auditor-External Accountant~~

~~78-83.~~ The members shall, at each annual ~~general~~ meeting, appoint a chartered ~~professional~~ accountant or other person qualified to review the accounts and annual financial statements of the Corporation for report to the members at the next annual ~~general~~ meeting. The person so appointed shall hold office until the next annual ~~general~~ meeting and ~~their~~his remuneration shall be fixed by the Board of Directors. The Board of Directors may fill any casual vacancy in this office by appointment.

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Books and Records

~~79-84.~~ The Board of Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept. The Corporation may make its books and accounts accessible to officials of appropriate agencies for periodic verification of expenditures at its offices.

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Rules and Regulations

~~80-85.~~ The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual general meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual general meeting of members, shall at and from that time cease to have any force and effect.

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Governing Law

~~81-86.~~ The business and affairs of the Corporation shall be governed according to the laws of the Province of New Brunswick.

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Interpretation

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~~82.~~ In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be and vice versa and references to persons shall include firms and Corporations.

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VHEMI – AGM Nomination Committee
Presentation of Slate of Officers – Monday, July 31, 2023
Mary Lynne Borsella, Jay Remer & Steve Pierce

Directors offering for a first year of term:

Stephen Dodwell

Stephen is the General Manager of the Algonquin Hotel and Resort in St. Andrews, NB. Stephen holds a Degree, Hotel & Catering Management Studies (with distinction): The University of Kirklees, Huddersfield, UK.

Stephen started his career at The Savoy Hotel, the Strand, London England in 1976 and moved around the UK earning his stripes in progressive management positions with Holiday Inn and Marriot Hotels. In 1994, Stephen moved on to become the proprietor of the Castle Hill House Hotel, Lynton Devon, in 1997, The Old Schoolhouse Hotel, Berkley, Gloucestershire and in 2001, Rustlers Guest Lodge, Sundre. In 2007, Stephen ventured to British Columbia where he became the proprietor of Café Coffee in Kelowna BC. He has been in Canada in various positions managing hotels, with a brief three-year reprieve in Yucatan, Mexico, for the past fifteen years.

Stephen has always been community minded, serving on Municipal Councils, District Chambers of Commerce, Municipal Tourism Teams, Hotelier Associations, Quality Steering groups and Theatre groups. He has received awards for communications, quality and human resources to name a few.

Stephen looks forward to being a part of the Board of Directors at VEMI and establishing local contacts and partnerships in his new role.

Mary Lynne Borsella, B. Sc., MBA

Mary Lynne Borsella was born and raised in Saint Andrews NB and continues to be involved in the community through her position with New Brunswick Community College (NBCC). An experienced academic leader with twenty years of diverse progressive administrative experience, Mary Lynne has been a senior leader with NBCC holding many positions within the organization from Department Head, Campus Dean, Provincial Dean and Academic Chair. Throughout her career in post-secondary education, Mary Lynne has had the opportunity to lead diverse groups of educators and learners and to connect with industry members, organizations, and business owners with respect to the education and training required for their employees. Mary Lynne has been involved in many industry sectors throughout her career and is currently responsible for NBCC's Hospitality and Tourism Management and Post-Graduate Business programs. Prior to entering the world of post-secondary education, Mary Lynne held several positions in the Recreation and Tourism industry with private

wellness centers, ParticiPaction Canada, CP Hotels and Resorts and Fairmont Hotels and Resorts where she was the Director of Spa and Recreation services at the Algonquin Hotel in St. Andrews. Mary Lynne graduated from Dalhousie University in 1989 and earned a Master of Business Administration from the New York Institute of Technology in 2006. She is excited to bring her experience in education and tourism to her role as a member of the Board.

John Kershaw

John, our current Secretary, is presently a private consultant in Education Leadership and Workforce Development. Previously, he worked with New Brunswick's CyberNB's Cybersmart, leading the development of a talent pipeline for the cybersecurity sector in the province. He is a past president of C21 Canada: Canadians for 21st Century Learning and Innovation (2011-2014). He is the former Deputy Minister of New Brunswick Education (Anglophone Sector) 2003-2010; and was the Deputy Minister of New Brunswick Intergovernmental Affairs between 2001-2003. Previously he worked for the government helping to develop the province's aquaculture sector. John graduated from the University of Western Ontario in 1978 and earned a master's degree in urban and regional planning at the University of Waterloo in 1982. He lives in Fredericton with his wife and has three children and eight grandchildren.

Directors returning for a second year of term:

John G. Kelly - B.Com., LL.B., M.Sc. (international relations) **M.A.** (Jud. Admin) **F.CIS.** John has roots as a "Bay of Fundy" boy. He was born and raised in Saint John. His parents made frequent family trips to Saint Andrews during his youth. Those sojourns to this wonderful historic tourist haven imparted an indelible memory with him on the importance of heritage and preserving and enhancing its legacy. His recently published book "**Meaningful Memories**" (www.johngkelly.ca) recounts how growing up in a vibrant historic east coast community exposed him to learning experiences that were instrumental in developing an appreciation for the role that heritage and heritage preservation plays in creating the foundation for innovative intergenerational active community living. He left Saint John as an adult to pursue a professional career as a law professor in Toronto. He and his wife Susan, a Torontonionian, resided in the heart of downtown Toronto in the historic St. Lawrence Market neighborhood. John took on an active role as co-chair of the St. Lawrence Market in developing a framework for innovation by local vendors and community stakeholders in the modernization of the legacy of one of North America's landmark historic food markets. John and Susan have decided to return to his roots to be close to their family. Small town living in historic Saint Andrews by the Sea on the shores of the Bay of Fundy has always been on the top of their agenda when the talk was about "coming home". John has not come home

to retire but to engage in an “encore career” and is wanting to make Ministers Island board membership an important part of this mission.

Hon. Michael Phelan

The Honourable Michael L. Phelan, recently retired judge of the Federal Court, is a lifetime part-time resident of Charlotte County with a home in Breadalbane with a perfect sightline to Minister’s Island. His family (Gillmor’s of St. George) has roots in the county and long-time connections to Passamaquoddy Bay. His home is on family land and with his grandchildren, there have been six generations on that property. He practiced law in Ottawa with two national law firms before his appointment to the Bench. Michael has a keen interest in history and a lifelong passion for and commitment to the area. He sees the Island as one of the understated gems in the area steeped in pre- and post-colonial history.

Director’s re-offering for a two-year term:

J. Andrew Cook, FCPA, FCA

Andrew Cook, our current Board Treasurer, Audit and Finance Committee and Acting Executive Director, is a resident of St Andrews, and a retired audit partner of public accounting firm Deloitte. During his career with the firm, Andrew 3 worked in offices in Saint John, Fredericton, Mississauga, and Toronto. He concluded his career as National Professional Practice Director, with national responsibility for risk management and quality control. Andrew is a life-long volunteer, serving community and national organizations. He has been President of Golf Canada, New Brunswick Golf Association, Fredericton North Rotary Club, New Brunswick Institute of Chartered Accountants and United Way of Fredericton. He also served as Campaign Chair for United Way of Fredericton and was a member of the Executive Committees of United Way of Canada and Canadian Institute of Chartered Accountants. Following his retirement, he served as Area Representative for Toronto West region of the Opimian Society before moving back to New Brunswick and St Andrews in 2017.

Gordon Gilman

Gordon Gilman, our current Chair, is originally from St. Andrews and has acquired over four decades of experience in public service, private business and crown corporations across the province and, upon retirement, recently returned to enjoy life by the sea. He began his career with the Royal Bank of Canada, gained experience in private sector property and restaurant management and rose through the provincial public service to leadership positions including Vice President of New Brunswick’s Regional Development Corporation, Assistant Deputy Minister, Department of Health and President and Chief Operating Officer of FacilicorpNB where he led the organization’s design, implementation, and operations of selected non-clinical services for the New Brunswick provincial health system.

Upon becoming Deputy Minister of Government Services, President and CEO of Service New Brunswick and the New Brunswick Internal Services Agency, he oversaw the merging of four government organizations to create a new Service New Brunswick and in 2015 became its first Chief Executive Officer. He was instrumental as Deputy Minister of the departments of Finance and Human Resources in creating the new Treasury Department and Secretary to Treasury Board Cabinet Committee. Gordon has maintained a commitment to community service throughout his career. Along with holding positions on many public sector boards including Algonquin Properties Limited, he has also served on the boards of Theatre New Brunswick, Medbuy, and Partners for Youth. As a proud Charlotte County native, Gordon is pleased to contribute to the VHEMI's work on Minister's Island.

Steve Pierce

Steve Pierce, our current Vice-Chair, has been an educator for more than 35 years. Steve's experiences include extensive travel and cross-cultural work in education. He taught school in Papua New Guinea, in Nunavut and in New Brunswick. Now semi-retired and living in St. Andrews, he had been a school principal in four different schools for more than twenty-eight years. Steve's experience also includes more than fifteen years of teaching part-time at the University of New Brunswick, Faculty of Education. Steve is currently teaching graduate students online in educational leadership. University teaching also includes instructing lead-teachers in Bhutan, school principals in St. Lucia and teachers in Trinidad and Tobago. In addition, Steve served as Director of the New Brunswick Centre for Educational Administration at University of New Brunswick, for two years, promoting leadership development regionally.

Jay Remer

Jay's background includes careers in the worlds of fine arts, philanthropy, hospitality and travel. After spending 25 years in the world of fine arts and antiques, Jay has shifted focus and now writes a weekly etiquette column for the Telegraph Journal; produces two local television shows on CHCO TV. Jay's community involvement includes previous board roles at Sunbury Shores Arts and Nature Center, the Ross Memorial Museum, past chair Friends of the Ross, the John Howard Society, Charlotte County Reads, Past president BIA, chair CHCO TV, Kingsbrae Garden and Passamaquoddy Lodge. Jay has extensive experience in restoring old buildings and communities.

Allan Fiander

After completing postgraduate studies in England, Allan was a member of the Civil Engineering faculty at the University of New Brunswick for seven years. In 1976 he started his career as a private sector consultant. Since 1983 he has been Owner/President of two Consulting Engineering firms undertaking feasibility studies, planning, design and construction engineering services for a broad range of

Transportation and Tourism projects throughout Atlantic Canada (including the 30 km linear Fundy Trail Parkway facilities along the Bay of Fundy coast east of St. Martins). Allan has participated at the Fredericton Branch level and as a Counselor for the Association of Professional Engineers and Geoscientists of New Brunswick. He has also held executive roles including terms as President on Boards of the Institute of Transportation Engineers (Atlantic Provinces Section) and the Association of Consulting Engineering Companies - New Brunswick. His local community involvement includes membership on the Van Horne Heritage Trail Committee and he was a founding Board member of Charlotte Dial-a-Ride. Allan served as President of Saint Andrews Civic Trust Inc. during the period when the Trust's focus was restoring the once derelict Pendlebury Lighthouse.

Current Board Executive:

Chair:	Gordon Gilman
Vice-Chair:	Steve Pierce
Treasurer:	Andrew Cook
Secretary:	John Kershaw

Incoming Board Executive:

Chair:	John Kershaw
Vice Chair:	Gordon Gilman
Treasurer:	Andrew Cook
Secretary:	Alan Fiander

Directors Resigning from the Board:

The Board wants to thank Nicolas Messian and Jamie Carr for their dedication and service to the Board.

