

**MINUTES OF THE ANNUAL AND SPECIAL MEETING OF MEMBERS OF
MISSISSIPPI GOLF CLUB**

Held at 341 Wilson Street, Almonte, Ontario

on Wednesday, June 5, 2024 at 7 p.m.

The President, John Stanton, took the Chair and called the meeting to order at 7:02 p.m.

Appointment of Secretary of the Meeting

The Chairman, with the approval of the meeting without objection, appointed Chris Valentine, to act as secretary of the meeting.

Appointment of Scrutineers

The Chairman then, with the approval of the meeting without objection, appointed Dianne Illingworth, Susan Kolar and Joanne Kolar, members of the Club, to act as scrutineers of the meeting.

Introduction of Shane Kelford, Legal Counsel

The Chairman then introduced Shane Kelford, the Corporation's legal counsel, and advised the meeting that Mr. Kelford had provided legal advice to the Corporation with respect to the new Ontario *Not-for-Profit Corporations Act, 2010*, and the legal requirements applicable to the Corporation under the Act. The Chairman advised the meeting that Mr. Kelford would be available to address any questions of a legal nature relating to the business of the meeting.

Opening Remarks of the Chair

The Chairman then made opening remarks, thanking Club staff for a successful start to the golf season.

Notice of Meeting

The Chairman reported that the Meeting had been called by the President in accordance with the Club's By-law and confirmed that Notice of the Meeting had been sent to each member in accordance with the By-Law and the Act.

Scrutineers' Report as to Quorum

Under the Club's new By-Law, in order to have a quorum, we need to have at least 25 Class A Voting Members present in person or represented by proxy.

The president announced that the Scrutineer's Report made clear that a quorum of members is present in accordance with the Club's By-Law. There were 48 members present and 19 proxies.

The President then declared that the meeting was properly called and duly constituted for the transaction of the business set out in the Notice of Meeting.

2023 Financial Statements

The Act requires that the Club's financial statements be placed before the members at each Annual Meeting. The financial statements have been approved by the Board of Directors.

Chris St. Germain, the Club's Treasurer, commented briefly on the 2023 financial statements and then opened the floor to questions.

Procedural Matters

As this was the first meeting of Members under the new Act there were a number of procedural resolutions to be put before the members.

Extraordinary Resolution to Permit Review Engagement

An Extraordinary Resolution is required to permit the Club's financial statements to be prepared on a review engagement basis rather than on an audited basis.

Chris Valentine read the following resolution.

RESOLVED AS AN EXTRAORDINARY RESOLUTION THAT:

Pursuant to s. 76 (2) (a) of the *Not-for-Profit Corporations Act, 2010* (Ontario) the Club be authorized to have a review engagement instead of an audit in respect of the Club's upcoming financial year.

Mike Corbin moved the motion and Bob Bryan seconded the motion.

Historically, the Mississippi Golf Club has had its financial statements prepared on a review engagement basis – and it can continue to do so, but only if the members approve it each year by Extraordinary Resolution. An Extraordinary Resolution requires approval by 80% or more of the votes cast.

A written question was submitted prior to the meeting asking why an audit is not needed.

Chris St Germain responded saying a review is sufficient for the banks etc. and we feel reviews will best serve the club moving forward.

Ben Mc Neely also spoke and agreed with Chris that audits are not needed and are much more costly to the Club.

Shane also added that audits are roughly twice as costly as doing reviews

There was then a vote on the resolution and the scrutineers advised there were 67 votes for and none against. The resolution was carried.

Special Resolution to Fix the Number of Directors

The President then explained the next resolution.

Under the Club's new Articles of Continuance, the Club now has a flexible number of directors, with a minimum of three (3) and a maximum of 15. The Act provides that the Members can set the initial number of directors and can authorize the Board to determine the number of directors in the future within the minimum and maximum numbers permitted by the Articles. This requires approval by Special Resolution of the Members – which means that it must be approved by at least two-thirds of the votes cast.

The Board is recommending that the number of directors be set at seven (7).

The president then asked Chris Valentine to read the next resolution.

RESOLVED AS A SPECIAL RESOLUTION OF THE CLUB THAT:

- (a) The number of directors shall be fixed at SEVEN (7); and
- (b) The Board shall be authorized to determine the number of directors from time to time, in accordance with the Act and within the minimum and maximum number of directors permitted by the Club's Articles, by resolution of the Board.

Bob Bryan moved the motion and Fred Quig seconded the motion.

A discussion followed. Grant Reader proposed a motion to increase the number of directors to eight (8) with the additional director being a Ladies' Representative. The motion was seconded by Laurel Onfrichuck. The motion was discussed and tabled to be brought forward at the next members' meeting.

There was then a vote on the original resolution and the scrutineers advised there were 67 votes for and none against. The resolution was carried.

Appointment of Accountants

The next resolution was to approve the accountants for the upcoming year and the President again asked Chris Valentine to read the resolution.

RESOLVED AS AN ORDINARY RESOLUTION OF THE CLUB THAT the firm of Kelly Huibers McNeely be appointed as the Club's accountant for purposes of conducting a review engagement of the Club's financial statements, until the next annual meeting of Members or until a successor is validly appointed, at a remuneration to be fixed by the Board of Directors.

Paul Virgin moved the motion and Ian Edwards seconded the motion.

There was then a vote on the resolution and the scrutineers advised there were 67 votes for and none against. The resolution was carried.

Confirmation of By-law No. 1

The President explained the next resolution.

Under the new Act, the Board approved a new General By-Law of the Club on April 2, 2024. The by-law has been in effect since that time, and a copy of the new By-Law has been posted on the member section of the Club's website.

The Act requires the new By-Law to be confirmed by the members by Ordinary Resolution.

The Board would like to thank Don and Elaine McLeay, Dianne Illingworth, Joanne Kolar and Susan Kolar who put in tedious work to develop this new By-law.

The President again asked Chris Valentine to read the resolution.

WHEREAS the Board of Directors, by resolution dated April 2, 2024, approved By-Law No. 1 of the Club, being a new general by-law relating generally to the conduct of the business and affairs of the Club in accordance with the provisions of the new Ontario Not-for-Profit Corporations Act;

NOW THEREFORE BE IT RESOLVED AS AN ORDINARY RESOLUTION OF THE CLUB THAT: By-Law No. 1, in the form referenced in the Notice of Meeting and posted to the Club's website be hereby confirmed.

Grant Reader moved the motion and Bob Duvall seconded the motion.

There was a comment from Stan Loach asking that if at any time during the fiscal year, the club was spending more than 50% of the previous year's annual total revenue, the membership would be informed at that time.

There was then a vote on the resolution and the scrutineers advised there were 66 votes for, none against and 1 abstention. The resolution confirming the by-law was carried with the following amendment to Article 5, Section 4:

The Board of Directors shall also provide notice to the Members by electronic mail if the total value of capital expenditures in one fiscal year collectively exceeds fifty percent (50%) of the previous year's annual total revenue. A capital

expenditure is defined as an asset that exceeds \$2,000 and has a useful life of at least two years.

Election of Directors

The next order of business was the election of directors. There are three director positions to be elected this year:

President, House and Club Captain

The President declared the meeting open for nominations and asked for a motion to nominate directors.

Don McLeay nominated:

John Stanton as Director and President
Kyle Fletcher as Director and Club Captain, and
Rod Ayotte as Director and Head of House

to hold office for a term of two years or until their successors are elected.

The President asked for any further nominations but there were none.

The President declared the nominations closed and directed the Secretary to cast a single ballot for the election of those nominated.

The President then declared that John Stanton, Kyle Fletcher and Rod Ayotte are duly elected as Director of the Club to hold office for a term of two years or until their successors are elected.

Greens Update

Don McLeay then gave a greens update.

Other Business

The President then addressed the questions that had been submitted by members.

The first was on the new scorecard and hole rating system that had been changed.

- Why is the scorecard backwards?
 - The backwards card was an error not picked up by us or the printer. It happened when we went from a double card to a single card. It will be fixed during the next printing.
- Why are all hybrids 9 and 9 but the White/Gold is 10 and 8?
 - The White/Gold tees have had 8 gold and 10 white for the past 5 years and there was no compelling reason to change that.
- Why were hole 14 and 7 swapped (14 became white and 7 became gold)?
 - The reason was that only 155 yards separated the gold tees from the white/gold tees and a more equal step down of yardages was achieved with the change
 - Also, it is inconvenient for players to split up on the 14th hole.
 - There is no rule or practice that says you need an equal number of each tee block colour in a hybrid tee setup.
- Why is there only one handicap rating setup for all tee blocks?
 - There is only one rating setup for men and one for women, as per Golf Canada instructions.
 - The committee checked 10 other courses at random and no-one uses different ratings for every set of tees.

The next question was on a dress code for members, and specifically women wearing tank tops on the course. The Board will be updating the dress code and sending it out to the members soon.

Lastly was the Visual reservation booking system.

This was a lively discussion with many members being very frustrated with the system's issues. Some issues we were told by Visual were to be fixed a while ago and members would like other options. Terry Bootsma suggested we have a committee that he would head, look at our system and as well other systems to see what options we have to improve the quality of booking times for everyone.


There was another question about earlier opening times on weekdays, for the first tee time to be 6:30 am and not 7 am. Another complaint was that tees are not cut on Saturday and only cut 3 days a week and members feel they do not get the best of conditions on the weekends.

With no further business to be considered, the President moved that the meeting be terminated. Greg Hillier seconded the motion.

June 5, 2024



Chairman (John Stanton)



Secretary (Chris Valentine)