

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

Held at 341 Wilson Street, Almonte, Ontario

on Wednesday, June 4, 2025 at 7 p.m.

The President, John Stanton, took the Chair and called the meeting to order at 7:00 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 Joanne Kolar, Susan Kolar and Suzanne Turner, members of the Club, to act as scrutineers of the meeting.

Opening Remarks of the Chair

The Chairman then made opening remarks, and called for a moment of silence for the members who had passed away since the last Annual Meeting: Jan Jones, Doug Specht and David Lytle.

Notice of Meeting

The Chairman reported that the Meeting had been called by the Chairman 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 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 Chairman 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 51 members present and 90 proxies.

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

Minutes of the June 5, 2024 Annual and Special Meeting

The Chairman stated that members were advised in the Notice of this meeting that the Minutes of the June 5, 2024 Annual and Special Meeting had been posted on the Club's website and that in accordance with the Club's By-law, the members have now received the Minutes of the June 5, 2024 Meeting.

2024 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, presented the 2024 financial statements. In response to a question submitted prior to the meeting, Chris explained that wages had increased by \$87,000 over the previous year for the following reasons: there were staff compensation increases; the course opened earlier and closed later, for a total of 25 extra days; and a number of large course-improvement projects were carried out which required additional staff time.

Procedural Matters

There were several 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.

John Footitt moved the motion and Grant Reader seconded the motion.

The Chairman reminded the members that an Extraordinary Resolution requires

approval by 80% or more of the votes cast.

There was then a vote on the resolution and the scrutineers advised there were 129 votes for and 5 against. The resolution was carried.

Appointment of Accountants

The next resolution was to approve the accountants for the upcoming year, and the Chairman 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.

Ron Mathews moved the motion and Paul Virgin seconded the motion.

There was then a vote on the resolution and the scrutineers advised that the resolution was carried.

Course Update

Don McLeay gave a Greens update.

Election of Directors

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

Vice-President/Secretary, Treasurer, Membership and Greens.

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

Chris St. Germain nominated:

Laurel Onfrichuk as Director and Vice-President/Secretary
Robert Scott as Director and Treasurer, and
Dianne Illingworth as Director and Head of
Membership

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

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

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

The Chairman then declared Laurel Onfrichuk, Robert Scott and Dianne Illingworth duly elected as Directors of the Club to hold office for a term of two years or until their successors are elected.

The Chairman then called for a secret ballot for the election for the position of Director and Head of Greens. He stated that Don McLeay and Todd Harding had been nominated to that position. He then asked each of the candidates to say a few words.

The Chairman then asked the scrutineers to distribute the ballots and instructed members to mark their ballot for the candidate of their choice, fold it and pass it back to a scrutineer.

The scrutineers collected the ballots and tabulated the votes, including the proxies submitted prior to the meeting.

Upon receipt of the results from the scrutineers, the Chairman declared that Don McLeay was duly elected as a Director and Head of Greens for a term of two years or until his successor is elected.

The Chairman thanked the outgoing Directors, Chris St. Germain, Chris Valentine and Mike Clarkson, for their hours of hard work and their commitment to the Club over the past four and a half years.

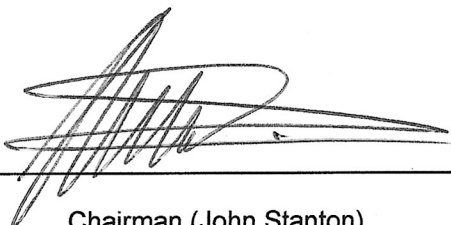

The Chairman then invited each of the new Directors to say a few words.

Other Business

There being no further business to be considered, the Chairman moved that the meeting be terminated. Mike Corbin seconded the motion.

The meeting was terminated at 7:45 p.m.

June 4, 2025


Chairman (John Stanton)
Secretary (Chris Valentine)