



Friends of the Brockville Museum

Notice of Annual General Meeting for the Fiscal Year of January 1st - December 31st, 2023 Saturday, May 4th, 2024, 10:00 a.m. Brockville Museum, Annex, 5 Henry Street

This letter provides you with a notice of the Annual General Meeting of the Friends of the Brockville Museum and an invitation to attend this meeting. Attached, you will find an information package containing an agenda, report on the activities of the Friends, details of the financial status of the Friends for 2023 and a copy of By-Law #2 as ratified at the 2023 AGM. Please note that the package will also be on the Friends' page of the Brockville Museum's website.

You are invited to this Annual General Meeting and to vote on the matters to be dealt with at the Meeting. This AGM will be an in-person meeting in the annex at the Brockville Museum. You can attend in two ways, i.e. in person, or by proxy. We urge you to attend in at least one of these ways so that you can participate in the governance of the Friends.

Furthermore, a quorum is needed in order to transact the business of the Friends, and we would urge you to attend for that reason too. You can send a proxy form and attend the in-person meeting, but you cannot vote twice, and you will only count as one toward our quorum. Family members are reminded that they are entitled to only one vote per family. Sending a proxy form is a good idea if you have any doubts about your ability to attend the actual meeting.

The instructions for submitting the proxy are on the proxy form. You may submit questions to the Friends Board by writing them on the proxy form and they will be answered at the Meeting.

You can email me at nancy.vanulden@bell.net or call me at 613-498-9758 if you have questions about any of this.

Reminder: Tax receipts for memberships dues and donations will be mailed out in the fall of 2024.

Thank you.
Nancy Van Ulden
President, Friends of the Brockville Museum Board

**Friends of the Brockville Museum
Agenda of Annual General Meeting
(January 1, 2023 – December 31st, 2023)**

**Saturday, May 4th, 2024 2:00 p.m.
Brockville Museum, Annex**

1. Call to order (quorum)

2. Agenda and Minutes:

- **Approval of the agenda**
- **Approval of the AGM of Minutes of February 25th, 2023**

3. Reports/Greetings from:

- **Curator** **Natalie Wood**
- **Friends Treasurer** **Gill Hodge**
(Waive appointment of Auditor)
- **Friends Annual Report** **Nancy Van Ulden**

4. a) Nominations and Election of Friends Directors: **Nancy Van Ulden**

Carol Jagers	1 year term 2024-2025
Cathy TeKamp	2 year term 2024-2026
Deborah Dunleavy	3 year term 2024-2027
Nancy Van Ulden	3 year term 2024-2027

(current 3 year term is up)

b) Current Slate of Directors:

Carole Joling	AGM 2022- AGM 2025
Gill Hodge	AGM 2023- AGM 2026

Ralph Newson (Ralph is stepping down as he has completed his final term)

5. Other Business

Nancy Van Ulden

6. Adjournment

FRIENDS OF THE BROCKVILLE MUSEUM

Minutes of the Annual General Meeting Saturday, February 25, 2023

PRESENT: 9 Members of the Friends were present – D. Buck, G. Hodge, M. Kerfoot, C. Kidd, J. Mather, P. Naylor, R. Newson, B. Porter, and N. Van Ulden as well as 10 proxies.

1. Call to order:

At 10:00 a.m. President Van Ulden called the meeting to order, welcomed all in attendance, and declared a quorum.

2. Approval of the Agenda:

The President presented the agenda for the meeting and asked for additional items. **MOVED** by Gill Hodge and seconded by Brian Porter that the Agenda for today's Annual General Meeting of February 25, 2023, be approved. **Carried.**

3. Approval of the AGM Minutes of March 17, 2022

MOVED by Gill hodge and seconded by Paul Naylor, that the Minutes of the Annual General Meeting held on March 17, 2022, be approved as written. **Carried.**

4. Reports/Greetings:

Friends Annual Report

Nancy Van Ulden presented the Annual Report of the Friends of the Brockville Museum for the 15-month period October 1, 2021, to December 31, 2022, summarized as follows:

- the Board met 9 times
- new Director Gill Hodge joined the Board in May 2022
- Darlene Albers resigned as Director in October 2022
- Gill Hodge took over the Treasurer's duties in November, and Ralph became Vice President
- Membership dues now qualify for a tax receipt
- we will discontinue providing membership cards
- a 5-year membership is an option
- year end is changed from September 30th, to December 31st, with CRA's approval
- switched from accrual to cash basis for financial reporting
- changed the Membership Forms and developed a handout – members can now pay by e-transfer
- provided financial support for necessary landscaping around the Museum

MOVED by Nancy Van Ulden, seconded by Colin Kidd, that the Annual Report of the Friends of the Brockville Museum for the period October 1, 2021, to December 31, 2022, be accepted as presented. **Carried.**

Treasurer's Report for the 12-month period October 1, 2021, to September 30, 2022

Ralph Newson, former Treasurer, presented his Treasurer's Report, summarized as follows:

Major items of income:

Dividends on shares	\$4,976
Memberships	\$1,980
Donations	\$2,458

Operating expenses:

\$660 which included bank charges, office expenses, and an overview of the financial books.

Major items of support:

French translation of the museum display cards	\$305
Contribution to the Museum's Operating Account	\$1,190
Miscellaneous items for the Brockville Museum	\$559

Net result is a gain of \$6,698.

Total Assets at fiscal year end \$166,680.

A copy of the Statement of Income & Expenses, and the Statement of Operations and Assets is appended to these minutes.

MOVED by Ralph Newson, seconded by Paul Naylor, that the reviewed financial statements for the year ended September 30, 2022, be accepted as presented.

Carried.

Treasurer's Report for the 3-month period October 1, 2022, to December 31, 2022

Gill Hodge, current Treasurer, presented her Treasurer's Report, which is summarized as follows:

Major items of income:

Dividends on shares	\$1,343
Memberships	\$890
Donations	\$4,010
Gift Shop	\$259

Operating expenses:

Bank Charges	\$9
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Major items of support:

Contribution to the Museum's Operating Account	\$1,760
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Net results is an excess in revenue of \$4,977

Total Assets at fiscal year end \$173,984

A copy of the Treasurer's Executive Summary is appended to these minutes.

MOVED by Gill Hodge, seconded by Brian Porter, that the reviewed financial statements for the 3-month period ended December 31, 2022, be accepted as presented. **Carried.**

MOVED by Gill Hodge, seconded by Ralph Newson, that a formal audit be dispensed with for the fiscal year 2023, and that an informal review be carried out instead.

Carried.

Curator's Report

Natalie Wood, Curator of the Brockville Museum, reported on the activities of the Museum during this time, summarized as follows:

As a recovery year, 2022 did see a steady stream of visitors (a 275% increase over 2021), more regular programming, and the return of museum volunteers, but was

hampered by unexpected staffing vacancies, changes, and challenges. At the same time the city hired a Cultural Services Manager that propelled the museum into a period of governance transition, from a Board of Management to an Advisory Committee. Notable changes within the walls of the museum included the renovation and transformation of the Upper Gallery exhibit space as an art gallery to provide space dedicated to changing exhibits of historic art, of which the museum has over 200 framed pieces.

The museum's mission statement has been updated to more fully embrace community service: "The Brockville Museum preserves and utilizes an evolving collection of objects and stories representing Brockville's past and present to provide inspiring, inclusive, and collaborative experiences that enhance well-being and strengthen the community's social and human capital in the service of Brockville's future".

In conclusion, thanks to the Friends initial contribution to our Open Drawer Project and countless volunteer hours over the last eight years, over 18,000 museum objects are now searchable on our online collection database, with over 11,000 images.

She also provided an update regarding the 2032 Project, suggesting that members review the information available on the museum's website.

5. Nominations and Election of Friends Directors:

Gill Hodge is presented for election for a three-year term.

MOVED by Nancy Van Ulden, seconded by Colin Kidd, that Gill Hodge be elected to the Board of Directors of Friends of the Brockville Museum for a term of 3 years. **Carried**

It was duly noted that Carole Joling was elected to a three-year term at the 2022 AGM, Nancy Van Ulden was elected to a three-year term at the 2021 AGM, and Ralph Newson was elected to a three-year term at the 2021 AGM.

6. Other Business:

By-Law # 2 was amended by the Directors at their meeting on January 19, 2023 to reflect the necessary changes that had been implemented throughout the year, which affected the following clauses:

4.2 – (Conditions of Membership) Removal of the last section of the clause "Each member shall be issued a membership certificate upon payment of said dues. Said certificate shall set out the term of the membership."

15.1 – (Financial Year) Remove "30th day of September" and replace with "31st of December".

22.1 – (Repeal of Prior By-Laws) – Replace the clause as follows: "By-Law # 1, enacted April 19, 1993, was repealed on January 29, 2019, when By-Law # 2 was enacted. By-Law # 2 was amended on March 17, 2022, and further amended on January 19, 2023."

23.1 – (Effective Date) – Final statement to read as follows: "Enacted as amended By-Law # 2 by the directors of the Corporation at a meeting duly called and regularly held and at which a quorum was present on the 19th day of January 2023, and ratified by members at the Annual General Meeting on February 25, 2023."

MOVED by David Buck, seconded by Paul Naylor, that By-Law # 2 as amended by the Board of Directors on January 19, 2023, be ratified. **Carried** (All in attendance voted in favour of this motion – there were no votes against this motion).

Actions of the Board

MOVED by Paul Naylor, seconded by Colin Kidd, that the actions of the Board during the period October 1, 2021 to December 31, 2022 be approved. **Carried.**

7. Adjournment

As all business on the agenda had been dealt with, President Van Ulden adjourned the meeting at 10:55 a.m.

DRAFT

FRIENDS OF THE BROCKVILLE MUSEUM
TREASURER'S REPORT
For the fiscal year January 1, 2023, to December 31, 2023

The Treasurer's Executive Summary shows the income and expenditures for the year.

The major items of net income were:

- \$370.00 from sales of memberships.
\$10,043.07 from donations (includes \$6,618.18 from the defunct Brockville Historical Society, and a \$2,000.00 grant from the McNeil Foundation).
- \$5,605.35 dividends from shares we hold.
\$159.00 from our gift shop.

It should be noted that previously members paid membership fees from Oct 1 to Sept 30th. With the change in our fiscal year end last year, we determined that most members had paid their annual membership fee in October 2022, and therefore we would honor that fee as paid up until December 31, 2023, therefore our primary focus was to seek membership renewals from lapsed members only. As at December 31, 2023 we had a total membership of 79, 27 of whom were life members, and 11 of whom were 5-year members.

Operating expenses include:

- \$36.56 in bank charges,
\$205.66 for the post office box
\$139.54 for office expenses
\$228.13 for the 30th Anniversary celebration
\$300 for the year end review of the financial statements

The major items of support were:

- \$228.26 to the Museum for the printing of visitor guides
\$370.00 to the Museum's Operating Account

The net result is an excess revenue of \$14,483.27 for the fiscal year.

The Treasurer's Executive Summary identifies the above noted Revenue and Expenses for the period in question, and the cash position of the Friends. The total assets of the Friends were \$195,502.51 as at December 31, 2023, compared with \$173,984.96 as at December 31, 2022. These assets include a bank account with a balance of \$63,112.09 and an investment portfolio of shares valued at \$132,390.42 that pay us quarterly dividends. We are in a very healthy financial position because many people have contributed to the success of our operation. We encourage all donations to be directed to the 2032 Fund, but all members who make a donation can select where they want to direct their donation to.

Respectfully submitted,
Gill Hodge, Treasurer
April 14, 2024

**Friends of the Brockville Museum
TREASURER'S EXECUTIVE SUMMARY**

Revenue & Expenses		Jan 01/23 to Dec 31/23		as of		Dec 31/23
Revenues		Expenses		Balance		
Memberships req receipt	\$ 370.00	Memberships Pd back to Museum	\$ 370.00	Bank Acct beg of fiscal year		\$48,628.82
Donations req receipt	\$ 775.00	Donations Pd to Museum	\$ 228.26	Revenue fiscal year to date	\$	16,177.42
Donations no receipt req	\$ 9,268.07	P.O. Box	\$ 205.66	Expenses fiscal year to date	\$	1,694.15
Dividends on Shares	\$ 5,605.35	Office Expenses	\$ 139.54	Bank Acct end of reporting period	\$	63,112.09
Bank Interest	\$ -	Bank Charges	\$ 36.56			
Gift Shop excl books	\$ 14.00	Gift Shop Purchases for Resale Other	\$ -			
Gift Shop books	\$ 145.00	Gift Shop Purchases for Resale Books	\$ 186.00			
		Year End Review	\$ 300.00			
		30th Anniversary	\$ 228.13			
				Bank Account Balance as per bank statement		
				As at Dec 31/23	\$	63,482.09
General Revenue	\$ 16,177.42	General Expenses	\$ 1,694.15	Less O/S Cheques		
Revenue Donations Assigned		Expense Donations Assigned		# 136 Brockville Museum	370.00	
General	\$ 1,426.89	General	\$ 598.26			
2032 Fund	\$ 6,616.18	2032 Fund	\$ -		370.00	\$ 370.00
Discover Pack Program	\$ 2,000.00	Discover Pack Program	\$ -			
Special 4	\$ -	Special 4	\$ -	Adjusted Bank Account Balance		
	\$ 10,043.07		\$ 598.26	As at Dec 29/23	\$	63,112.09
Revenue Sources		General Donations Include		Includes the following committed funds not yet paid out:		
Chqs fr Members	\$ 520.00	French Translation		2032 Fund	\$ 6,616.18	
Chqs fr Non Members	\$ 325.00			Discover Pack Program	\$ 2,000.00	
Cash fr Museum	\$ 122.00				\$ 8,616.18	
Chqs fr City	\$ 337.00					
Bequests	\$ -			Assets as Dec 31/23		
Canada Helps	\$ -			Bank account	\$	63,112.09
Canada Online Giving Fund	\$ 581.89			Share value		
Pay Pal Giving Fund	\$ 95.00			460 shares BMO @	\$ 131.11	\$ 60,310.60
Brockville Historical Society	\$ 6,591.18			520 shares RY @	\$ 134.00	\$ 69,680.00
McNeil Foundation Grant	\$ 2,000.00			46 shares BCE @	\$ 52.17	\$ 2,399.82
BMO Dividends	\$ 2,668.00					\$ 132,390.42
RY Dividends	\$ 2,776.80			Total Assets (bank + shares)		\$ 195,502.51
BCE Dividends	\$ 160.55					
	\$ 16,177.42					

Friends of the Brockville Museum

Annual General Meeting

May 4th, 2024, 2:00 p.m.

Brockville Museum

Annex

Annual Report

for January 1st, 2023 – December 31st, 2023

The Friends Board of Directors met 8 times during the period listed above. We were able to meet in person for all of them.

At these meetings the following major items were carried out:

- E Blast was sent out by Museum staff to all Friends members
- Early 2023, letters were sent out to former members to renew their memberships
- Plans were started for 30th Anniversary of the Friends
- May 18th (National Museum Day) was chosen as the date and invitations went to the mayor, former directors, media etc.
- Approximately 30 people attended--good media coverage and meaningful speeches.
- Update on 2032 committee -- now a subcommittee of the City of Brockville Advisory Committee (formerly the Museum's Board of Management)
- In the fall, a letter went out to all members about the Board being at a "crossroads"
- Changes to our web page--donations policy, "How you can help" flyer
- Presentation from former members of the Brockville and district Historical Society (defunct since 2017) re: financial contribution from Society to the Friends and approx. \$6,000 received with more to come in 2024
- Revised membership renewal letters developed for mailing at the end of 2023

A serious concern in 2023 was how to increase the number of Directors on the Board, as there were now 4 Directors, instead of the maximum of 8 allowed under our By Laws. Appeals were sent out to former members, early in 2023. Then, in the fall, another letter went to the Friends, indicating that the Board was at a crossroads and asking for volunteers to the board. So far, we have not had any favorable responses.

BY-LAW NUMBER 2

Relating to the conduct of the affairs of *FRIENDS OF THE BROCKVILLE MUSEUM*.

BE IT ENACTED AS BY-LAW # 2 of FRIENDS OF THE BROCKVILLE MUSEUM, hereinafter referred to as the "Friends" as follows:

1.0 DEFINITIONS

In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires:

- a) "Act" means the Corporations Act
- b) "Corporations Act" means the Corporations Act, R.S.O. 1990, c. 89, the Not for Profit Corporations Act, 2017. Cutting the Unnecessary Red Tape Act, 2017, and any statute amending or enacted in substitution therefore, from time to time;
- c) "Corporation" means **Friends of the Brockville Museum**
- d) "Board" means the board of directors of the Corporation;
- e) "Member" shall mean anyone approved for membership who is interested in furthering the objectives of the Corporation, and is in good standing;
- f) "Documents" includes deeds, mortgages, hypothecs, charges, conveyances, transfers, and assignments of property, real or personal, immovable, or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- g) "Vouchers" shall include receipts and any items approved for payment by resolution;
- h) the singular includes the plural, and vice-versa;
- i) the masculine gender includes the feminine and vice-versa;

1.1 All terms defined in the Corporations Act have the same meanings in this by-law and all other by-laws and resolutions of the Corporation.

2.0 HEAD OFFICE

The head office of the Corporation shall be in the city of Brockville, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

3.0 SEAL

The seal which is impressed hereon shall be the corporate seal of the Corporation.

4.0 CONDITIONS OF MEMBERSHIP

- 4.1 Membership of the Friends shall be persons interested in furthering the objectives of the Friends and shall consist of anyone who has made application for admission and has paid their fee.
- 4.2 Categories and terms of membership, and membership dues, shall be as fixed from time to time by the board of directors.
- 4.3 Members eighteen (18) or more years of age shall be entitled to vote on each question arising at any meeting of members and shall have the right to hold office in the Friends.

5.0 BOARD OF DIRECTORS

- 5.1 There shall be a maximum of eight (8) and a minimum of three (3) directors.
- 5.2 The property and business of the Friends, shall be managed by a board of directors of whom a minimum of one half (1/2) of those elected shall constitute a quorum.
- 5.3 After the coming into effect of these bylaws, directors shall be elected proportionally to one-, two- and three-year terms. After this time, newly elected directors shall be elected for a three-year term.
- 5.4 No director shall serve more than three (3) successive three-year terms.
- 5.5 A director shall be eighteen (18) or more years of age and shall be a member in good standing of the Friends at the time of election and throughout his term of office.
- 5.6 If a position on the Board is vacated or if a position remains vacant following an annual general meeting, that position may be filled by a motion of the Board, and the director so appointed may hold office until the end of the next annual general meeting and may stand for re-election at that annual meeting.
- 5.7 Meetings of the board of directors may be held at any time and place to be determined by the directors provided that seven (7) clear days' notice of such meeting shall be sent in writing to each director, provided that there shall be at least one (1) meeting 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 Friends 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. Each director is authorized to exercise one (1) vote.

- 5.8 No director or officer of the Friends, as such, shall receive any remuneration or profit for their services, provided that a director or officer may be paid reasonable expenses incurred by him in the performance of his duties as an officer and director.
- 5.9 A director or officer who is in any way directly or indirectly interested in a contract or transaction, or a proposed contract or transaction, with the Friends, or with the Brockville Museum, shall make the disclosure required by the Act. Except as provided by the Act, no such director shall attend any part of a meeting of directors or vote on any resolution to approve any such contract or transaction.
- 5.10 If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a director is not permitted to be present at the meeting by reason of subsection 5.9, the remaining directors are deemed to constitute a quorum for the purposes of voting on the resolution.
- 5.11 No director shall, directly or indirectly or through an associate, receive financial benefit, through a contract or otherwise, from the Friends unless the provisions of the Act and the law applicable to charitable corporations are complied with.
- 5.12 Every director and officer, in exercising his powers and discharging his duties to the corporation shall:
- a) act honestly and in good faith with a view to the best interest of the corporation; and
 - b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances; and
 - c) comply with the Corporation's articles and by-laws, and all acts governing the Corporation.
- 5.13 The office of a director shall be vacated immediately:
- a) If the director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later; or
 - b) if the director dies; or
 - c) if the director becomes bankrupt; or
 - d) if the director is found to be incapable by a court or under Ontario Law; or
 - e) if, at a meeting of Members, a resolution is passed by a majority of votes cast by Members removing the director before the expiration of the director's term of office; or

f) if a director fails to attend five (5) consecutive meetings, the director is deemed to have resigned.

5.14 The board of directors may appoint such agent and engage such employees as it shall deem necessary from time to time, 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.

5.15 The remuneration of any agents and employees shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members; or in the absence of such confirmation by the members, then the remuneration to such agents or employees shall cease to be payable from the date of such meeting of members.

5.16 A director who is present at a meeting of the directors or of a committee of directors is deemed to have consented to any resolution passed or action taken at the meeting, unless:

- a) the director's dissent is entered in the minutes of the meeting; or
- b) the director requests that his dissent be entered in the minutes of the meeting; or
- c) the director gives his dissent to the secretary of the meeting before the meeting is terminated; or
- d) the director submits his dissent to the corporation immediately after the meeting is terminated.

5.17 A director who votes for or consents to a resolution is not entitled to dissent.

5.18 A director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the director

- a) causes his dissent to be placed with the minutes of the meeting; or
- b) submits a notice of dissent to the corporation.

6.0 INDEMNITIES TO DIRECTORS AND OTHERS / INSURANCE

6.1 No director or committee member of the Corporation is liable for the acts, neglects or defaults of any other director, committee member or employee of the Corporation, or for joining in any receipt, or for any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board, or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money belonging to the Corporation shall be placed out or invested, or for any loss or damage arising from the bankruptcy,

insolvency or tortious act of any person, firm or corporation with whom any moneys, securities or effects shall be lodged or deposited, or for any other loss, damage or misfortune whatever that may happen in the execution of the duties of his respective office or trust; provided that they have:

- a) complied with the Act and the Corporation's articles and By-laws; and
- b) exercised their powers and discharged their duties in accordance with the Act.

6.2 Every director or officer of the Friends or other person who has undertaken or is about to undertake any liability on behalf of the Friends and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time, and at all times, be indemnified and saved harmless out of the funds of the Friends, from and against:

- a) all costs, charges and expenses which such director, or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
- b) all other costs, charges and expense which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

6.3 The Corporation shall from time to time purchase such directors' and officers' insurance as may be appropriate to give effect to the indemnities provided in this section 6.00 relating to Indemnities. The Corporation shall also purchase such commercial and other insurance as may be necessary for the reasonable commercial operations of the Friends.

6.4 Such others as the Board may from time to time by resolution determine shall be entitled, in the same manner and to the same extent as a director, to notice of, and personally or by his delegate to attend, and to speak at, meetings of Board, but shall not be entitled to vote thereat.

6.5 Nothing in this provision shall relieve a director or officer from the duty to exercise due care and diligence as required by the Corporations and Trustees' Acts.

7.0 POWERS OF DIRECTORS

7.1 The directors of the Friends may administer the affairs of the Friends in all things, and make or cause to be made for the Friends, in its name, any kind of contract which the Friends 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 Friends are by their charter or otherwise authorized to exercise and do.

7.2 The directors shall have power to authorize expenditures on behalf of the Friends from time to time

and may delegate by resolution to an officer or officers of the Friends 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 to create a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Friends of the Brockville Museum in accordance with such terms as the board of directors may prescribe.

7.3 The board of directors shall take such steps as they may deem requisite to enable the Friends 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 Friends.

8.00 OFFICERS

8.1 The officers of the Friends shall be a President, Chairperson, Vice-President, Secretary and Treasurer and any such other officers as the board of directors may by by-law determine. The same person may hold two offices.

8.2 The President and members of the board of directors shall be elected at the annual meeting of the members. Officers other than President of the Friends shall be appointed by resolution of the board of directors at the first meeting of the board of directors immediately following each annual meeting of the members.

8.3 The officers of the Friends shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead.

8.4 All officers shall be directors of the Friends and they shall cease to be officers if they cease to be directors or if they are removed by a majority of the board of directors.

9.0 DUTIES OF OFFICERS

9.1 The President shall be the chief executive of the Friends. He shall have the general and active management of the affairs of the Friends. He shall see that all orders and resolutions of the board of directors are carried into effect. The President shall represent the Friends in all matters between the Friends and the Brockville Museum. The President shall be a co-signor of cheques issued by the Treasurer of the Friends,

9.2 The Chairperson shall preside at all meetings of the Friends and of the board of directors,

9.3 The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him/her by the board of directors.

9.4 The Secretary may be empowered by the board of directors to carry on the affairs of the Friends generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give, or cause to be given, notice of all meetings of the members and of the board of directors and

shall perform such other duties as may be prescribed by the board of directors or President, under whose supervision he/she shall be.

9.5 The Treasurer shall have the custody of the funds and securities of the Friends and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Friends in the books belonging to the Friends and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Friends in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He shall distribute the funds of the Friends as may be directed by the board of directors, taking proper vouchers for such disbursements. All cheques issued by the Treasurer shall be co-signed by the President or Vice-President, or Secretary of the Friends. The Treasurer shall render to the President and directors at the regular meetings 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 Friends. He shall also perform such other duties as may from time to time be directed by the board of directors.

9.6 The duties of all other officers of the Friends shall be such as the terms of their engagement call for or the board of directors requires of them.

10.0 EXECUTION OF DOCUMENTS

10.1 Contracts, documents, or any instruments in writing requiring the signature of the Friends, shall be signed by two officers, and all contracts, documents and instruments in writing so signed shall be binding upon the Friends without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers to sign specific contracts, documents, and instruments in writing on behalf of the Friends.

11.0 MEETINGS

11.1 The annual or any other general meeting of the members shall be held at the head office of the Friends, or at any place as the board of directors may determine in Ontario and on such day as the said directors shall appoint.

11.2 At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors, accountants / bookkeeper may be presented, and a board of directors elected as set out in section 5.0 above, and auditors or accountant / bookkeeper appointed for the ensuing year. Provided that, in any year the members of the Friends of the Brockville Museum may waive the appointment of an auditor. The members may consider and transact any business, either special or general, at any meeting of the members. The board of directors or the President or Vice-president shall have power to call, at any time, a general meeting of the members of the Friends.

11.3 Publication of notice of the Annual or Special General meeting of members, by E-mail, or by

conventional mail to the last address provided by the member if no E-mail is available, and on the Friends page on the Brockville Museum Website fourteen (14) days prior to any such meeting shall be deemed sufficient notice for this section. Each member eighteen (18) or more years of age present at a meeting shall have the right to exercise one vote.

11.4 A quorum for the transaction of business at a Members' meeting is ten (10) percent of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is lost during the meeting of Members, the business of the meeting may proceed.

11.5 If ten (10) percent of the members of the Friends of the Brockville Museum wish to call a Special Meeting of the Members, they must give the Secretary of the Friends of the Brockville Museum a detailed Notice setting out the purpose of said meeting, together with a schedule setting out the signatures of ten (10) percent of the Members eligible to vote. Thereafter, the Secretary shall cause notice to be given in accordance with sections 11.3 and 11.5. The Notice of the Special Meeting shall set out the agenda for said meeting. The agenda must include a copy of the proposal of the Member requesting the Special Meeting of Members.

11.6 No error or omission in giving notice of any annual or general meeting, or any adjourned meeting, whether annual or general, of the members of the Friends, shall invalidate such meeting or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting and may ratify, approve, and confirm any or all proceedings taken or had thereat.

11.7 The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 14 days before the annual meeting, with a copy of the approved financial statements, auditor / accountant / bookkeeper report or review engagement report and other financial information required by the By-laws or articles. The business transacted at the annual meeting shall include:

- a) the agenda; and
- b) minutes of the previous annual and subsequent special meetings; and
- c) consideration of the financial statements; and
- d) report of the auditor or person who has been appointed to conduct a review engagement.

No other item of business shall be included on the agenda for the Annual Meeting unless a Member's proposal has been given to the Secretary 7 days before the annual meeting. Such notice shall be included in the Agenda or added to the Agenda at the Annual Meeting.

12.0 MINUTES OF MEETINGS

12.1 The minutes of meetings of the board of directors shall be available to the general membership of the Friends upon request.

12.2 The minutes of the Annual and any General meetings of the members of the Friends shall be available to the membership, each of whom shall receive a copy of such minutes at the meeting, and shall be available upon request.

13.0 VOTING BY MEMBERS

13.1 At all meetings of members of the Friends every question shall be determined by a majority of votes unless otherwise specifically provided by Statute or by these by-laws.

13.2 Each membership shall have one vote. Family Memberships are entitled to one (1) vote per family.

13.3 Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a) the President shall chair the meeting, and
- b) votes shall be taken by a show of hands among all Members present and the chair of the meeting shall have a vote only to break a tie, and
- c) an abstention shall not be considered a vote cast, and
- d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct, and
- e) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has carried or failed shall be deemed evidence of the result.

14.0 PROXIES

14.1 Every Member entitled to vote at meetings of members may by means of a proxy appoint a person who is a member as his nominee, to attend and act at the meeting in the manner, to the extent, and with the power conferred by the proxy. A proxy shall be in writing and shall be executed by the member entitled to vote, or his attorney authorized in writing, or by an officer or attorney thereof duly authorized, and ceases to be valid one year from its date. Subject to the requirements of the Corporations Act, a proxy may be in such form as the Board from time to time prescribes, or in such other form as the Chair of the meeting may accept as sufficient and shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time, and in such manner, as the Board may prescribe. Writing shall include posting, scanning and emailing, provided that the email address is from the email address associated with the member appointing the proxy. Proxies will be E-mailed to Members with E-mail addresses and mailed to Members who do not have E-mails.

15. FINANCIAL YEAR

15.1 Unless otherwise ordered by the board of directors, the fiscal year-end of the Friends shall be the 31st day of December.

16. COMMITTEES

The board of directors may appoint committees whose members will hold their offices at the will of the board of directors.

17. AUDITORS

17.1 The members shall, at each annual meeting, appoint an auditor to audit the accounts of the Friends, or may appoint a person to conduct a review of the Corporation's books, to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of auditor or reviewer. The remuneration of the auditor or reviewer, if required, shall be fixed by the board of directors. Provided that, in any year the members of the Friends of the Brockville Museum may waive the appointment of an auditor or reviewer.

18. BOOKS AND RECORDS

18.1 The directors shall see that all necessary books and records of the Friends required by the By-laws of the Friends or by any applicable Statute or Law are regularly and properly kept.

19.0 RULES AND REGULATIONS

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

20.0 DISSOLUTION

20.1 In the event of dissolution of the Friends and termination of its activities, all property including, but not limited to, chattels, bank deposits, other Friends revenue and assets shall be disbursed for heritage projects within the City of Brockville to the extent possible, provided that such entities have charitable status. Provided that if no such heritage entity exists in Brockville, to a heritage project in Leeds and Grenville.

21.0 BY-LAWS AND AMENDMENTS, ETC.

21.1 The by-laws of the Friends not embodied in the articles of incorporation may be repealed or

amended by By-law by a majority of the directors at a meeting of the board of directors and ratified by an affirmative vote of at least two-thirds (2/3) of the Members present at a meeting of the members.

22.0. REPEAL OF PRIOR BY-LAWS

22.1 By-law number 1, enacted April 19, 1993, was repealed on January 29, 2019, when By-law number 2 was enacted. By-law number 2 was amended on March 17, 2022, and further amended on January 19, 2023.

22.2 The provisions of Section 22.1 shall not extend to any by-law or resolution heretofore enacted for providing to the Board the power or authority to borrow.

22.3 Provided, however, that the repeal of the prior by-law shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law, resolution, or other enactment.

23.0 EFFECTIVE DATE

23.1 This by-law shall come into force without further formality upon its enactment.

Enacted as amended By-law Number 2 by the directors of the Corporation at a meeting duly called and regularly held and at which a quorum was present on the 19th day of January, 2023, and ratified by members at the Annual General Meeting on February 25, 2023.

Secretary

President

Friends of the Brockville Museum Annual General Meeting

Date: Saturday, May 4, 2024, 10:00 A.M.

Location: Brockville Museum Annex, 5 Henry Street

Proxy

I/ We _____ being a Member of FRIENDS OF THE BROCKVILLE MUSEUM

hereby appoint:

The Secretary of FRIENDS OF THE BROCKVILLE MUSEUM (“FRIENDS”)

OR _____, Member of the FRIENDS

To be my proxy at the Annual General Meeting of the FRIENDS

I hereby instruct my proxy holder as follows: With respect to Motions before the Annual General Meeting:

- a) Approve/Disapprove the minutes of the fiscal 2023 Annual General Meeting;
b) Approve/Disapprove the audited or reviewed financial statement for the year ending Dec. 31, 2023
c) Approve/Disapprove the reports as published or presented;
d) Elect/not elect the slate of Directors;
e) Such other business as may come before the meeting.

OR Proxy holder to use his or her discretion.

You may confirm your proxy choice and validate your proxy form by return E-mail. If the proxy is returned from an address or email not associated with your membership, your proxy may be challenged, and information confirming your identity may be requested. **Alternatively, you may mail this completed form to Friends of the Brockville Museum, P.O. Box 552, Brockville, Ontario, K6V 5V7.** Family Members are reminded that they are entitled to only one vote per family. FRIENDS will not use this personal information for any other purpose, nor will it be retained in any member file. Once the Annual General Meeting is concluded, all ballots and proxies including this personal information will be securely destroyed.

Member Signature _____

Dated this _____ day of _____, 20__