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**Explorers' Edge Annual General Meeting Draft Minutes
Wednesday September 20, 2023
Muskoka Discovery Centre, Gravenhurst, Ontario**

Present Members: Pine Grove Resort, Four Seasons Algonquin Cabins, Lake of Bays Brewery, Four Corners Algonquin Camping and Glamping, Ontario Learn to Kayak Inc., Algonquin Outfitters, Lost Fox B&B, Deerhurst Resort, Kee to Bala, Sawdust City, Bondi Resort, Muskoka Discovery Centre, Blue Spruce Resort, Muskoka Chautauqua, Humble Pie, Jolly Roger Parry Sound, North Ridge Ranch, Sawdust City Brewing Co., Camp Bongo Pix, Muskoka Brewery, Muskoka Arts and Crafts

Regrets: Muskoka Highlands, Festival of the Sound, 30,000 Island Cruise

Staff: James Murphy, Kate Monk, Luke Preston, Jake Good, Erin Smit

Chair and Secretary

Hilary Chambers acted as Chair of the meeting and Darren Smith acted as Secretary of the meeting.

Meeting Properly Constituted

A quorum of the Members was present in person and since notice was given in accordance with the By-laws of the Corporation, the meeting was declared regularly constituted.

Approval of Agenda – June 22, 2022

Motion: Darren Smith, Lake of Bays Brewery

Seconded: Gabriela Hairabedian, Four Seasons Algonquin Cabins

Discussion: N/A

Carried.

Approval of 2022 Annual General Meeting

The Chair presented to the meeting the minutes of the last meeting of Members.

BE IT RESOLVED THAT the Minutes of the meeting of the Members held on June 22, 2022 be taken as tabled and approved.

Approval of 2022 AGM Minutes – June 22, 2022

Motion: James Roberts, Ontario Learn to Kayak Inc.

Seconded: Anne Curley, Muskoka Discovery Centre

Discussion: N/A

Carried.

Financial Statements

The Chair then presented a draft of the audited financial statements for the year ended March 31, 2023.

UPON MOTION DULY MADE, SECONDED AND CARRIED:

BE IT RESOLVED THAT the draft audited financial statements of the Corporation for the fiscal period ending March 31, 2023 be approved.

Treasurer noted:

- Two Significant Funding Streams
- All members will be emailed a copy of March 31, 2023 statements
- Financials always available at www.explorersedge.ca
- Income Statement or Statement of Operations best reflects our activities.
- Major Source of income, transfer payment from Ministry of Tourism, Culture and Sport
- Other income includes Partnership & FedNor
- Prepared by Gingrich Harris Copeland Chartered Professional Accountants

Approval of 2022 Audited Financial Statements

Motion: Colline Bruce, Algonquin Outfitters

Seconded: Bill Chambers, Pine Grove Resort

Discussion: N/A

Carried.

Appointment of Public Accountants

The Chair indicated it was necessary to appoint public accountants for the next fiscal year.

UPON MOTION DULY MADE, SECONDED AND CARRIED:

BE IT RESOLVED THAT Gingrich Harris Copeland Chartered Professional Accountants be and is hereby appointed the public accountants of the Corporation for the ensuing fiscal year or until its successor is appointed, with the Board of Directors being hereby authorized to fix such remuneration.

Approval of Appointment of Auditor for 2023 - Gingrich & Harris, Chartered Professional Accountants

Motion: Gabriela Hairabedian, Four Seasons Algonquin Cabins

Seconded: Nicole Kitchen, Muskoka Arts and Crafts

Discussion: N/A

Carried.

Confirmation / Election of Board of Directors

The Chair then presented a draft slate of incoming directors to be elected to the Board.

UPON MOTION DULY MADE, SECONDED AND CARRIED:

BE IT RESOLVED THAT the following persons be and they are hereby elected and confirmed to serve on the Board of Directors in the capacity and for the term listed below or until their successors are elected:

- Angela Pollack
- Anubandh Lakhera
- Darren Smith
- Dave Anderson
- Didier Dolivet
- Gabriela Hairabedian
- Hilary Chambers
- Jackie Leung
- James Roberts
- Michael Martyn

Approval of Appointment Slate of Incoming Directors

Motion: Darren Smith, Lake of Bays Brewery

Seconded: Mike Strong, Kee to Bala

Discussion: N/A

Carried.

Articles of Amendment

The Chair advised the meeting that in order for the Corporation to comply with the requirements necessary to transition into the new Ontario Not-for-Profit Corporations Act, 2010 (the "ONCA"), it was necessary to file Articles of Amendment with the Ontario Ministry;

THEREFORE BE IT RESOLVED BY SPECIAL RESOLUTION THAT:

1. The Articles of Amendment in accordance with the provisions of the Ontario Not-for-Profit Corporations Act, 2010 (the “ONCA”) attached hereto as Schedule “A” are approved;
2. In the event that it is necessary to make any minor amendments to the Articles of Amendment, any two Directors or Officers of the Corporation are hereby authorized to make such minor amendments subject to first obtaining advice from legal counsel for the Corporation; and
3. Any two Directors or Officers of the Corporation are hereby authorized to sign the Articles of Amendment on the Corporation’s behalf, and to submit the same to the Ontario Ministry of Public and Business Service Delivery and such other governmental authorities as may be necessary for approval.

Approval of Articles of Amendment

Motion: Hilary Chambers, Lost Fox B&B

Seconded: Darren Smith, Lake of Bays Brewery

Discussion: N/A

Carried.

ADOPTION OF GENERAL OPERATING BY-LAW NO. 2

The Chair also presented to the meeting a draft of General Operating By-Law No. 2, being a law relating generally to the conduct of the affairs of the Corporation.

BE IT RESOLVED THAT:

1. The General Operating By-law No. 2 in the form circulated to the Members as Schedule “B” attached, is hereby approved;
2. In the event that minor amendments are required to be made to the provisions contained within General Operating By-law No. 2 as set out above, subject to first obtaining advice from legal counsel for the Corporation, any two directors and officers of the Corporation are hereby authorized to make such minor amendments as may be necessary to General Operating By-law No. 2; and
3. General By-law No. 2 be presented to the directors of the Corporation for approval and upon such approval, the Chair of the Board and Secretary of the Corporation are hereby authorized to sign the said General Operating By-law No. 2 on behalf of the Corporation and to submit the same to such governmental authorities as may be necessary for filing.

Approval and Adoption of General Operating By-Law

Motion: Hilary Chambers, Lost Fox B&B

Seconded: James Roberts, Ontario Learn to Kayak Inc.

Discussion: N/A

Carried.

Motion to Adjourn

Motion: James Roberts, Ontario Learn to Kayak Inc.

Discussion: n/a

Carried