

RTO 9
Annual General Meeting
Friday, June 14, 2024
9:00 am – 10:00 am
Virtual Zoom Meeting

Minutes

Attendees

Executive:

Chair - Cheri Kemp-Long – East

Vice-Chair - Cale Fair – West

Treasurer - Kevin Lajoie - East

Directors:

Rob Plumley - West

Liam Karry – Central

Karen Best – At Large

Krista LeClair – Central

Loren Christie – At Large

Megan Knott – Central

Karina Belanger – East

Brett Christopher – East

Regrets:

Michelle Caron – At Large

RTO 9 Team:

Bonnie Ruddock

Meg Dabros

Steve Weir

Lesley McDougall

1.0) Opening Remarks

Cheri Kemp-Long called the meeting to order at 9:01 am and shared RTO 9's Indigenous land acknowledgement.

2.0) Adoption of Agenda - Presented by Cheri Kemp-Long, Chair

Motion 14-06-2024-01: To adopt the Agenda of June 14, 2024 as presented.

Moved by: Cale Fair

Seconded by: Rob Plumley

Motion Carried

3.0) Adoption of Minutes - Presented by Cheri Kemp-Long

Motion 14-06-2024-02: To adopt the Minutes of the June 9, 2023 AGM as presented.

Moved by: Loren Christie

Seconded by: Cale Fair

Motion Carried

4.0) Updating of Bylaws - Presented by Cale Fair, Vice-Chair

Motion 14-06-2024-03: To accept the changes to the general operating bylaw No.1 as reviewed and approved at the May 14, 2024 Board of Directors meeting.

Moved by: Loren Christie

Seconded by: Karen Best

Motion Carried

Motion 14-06-2024-04: To accept the [special resolution](#) of the Members of Region 9 Regional Tourism Organization (the "Corporation")

WHEREAS the Corporation was incorporated as Region 9 Regional Tourism Organization under the Corporations Act (Ontario) by Letters Patent that were issued on October 28, 2010 (the "Articles");

AND WHEREAS the Corporation is continued under the Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15 ("ONCA");

AND WHEREAS the Members of the Corporation desire to make certain changes to the Articles in order to comply with the provisions of ONCA, specifically to include the classes of Membership of the Corporation in the Articles, to include the range of number of Directors in the Articles (to between 11 and 15);

AND WHEREAS the Members wish to restate the Articles as soon as possible once the amendments have been made (as permitted under ONCA).

THEREFORE, BE IT RESOLVED as follows:

A. Classes of Membership: It is confirmed that the Corporation has one (1) Class of Members. Every Member of shall have the right to receive notice of every Meeting of the Members and to vote at every Meeting of the Members.

B. Number of Directors: The number of Directors of the Corporation shall be a range of between 11 and 15 Directors.

C. Amendment of Articles:

1. The Articles of the Corporation shall be amended by adding the following text: "The Corporation has one (1) Class of Members. Every Member shall have the right to receive notice of every Meeting of the Members and to vote at every Meeting of the Members."

2. The Articles of the Corporation shall be further amended by adding the following text: "The number of Directors of the Corporation shall be a range of between 11 and 15 Directors."

D. Head Office: The Head Office, of the Corporation, until changed, shall be: 829 Norwest Road Suite 403 Kingston ON K7P 2N3.

E. Restatement of Articles: 1. Following the Amendment of the Articles, the Corporation shall restate their Articles pursuant to section 109 of ONCA.

F. The Directors of the Corporation are hereby directed to take all steps necessary and make all filings required to give effect to this Resolution, including amending the Articles and Restating the Articles.

This Special Resolution has been approved by 2/3 of the Members attending the Annual General Meeting on June 14, 2024.

Moved by: Eleanor Cook

Seconded by: Kevin Lajoie

Motion Carried

5.0) 2023/2024 RTO 9 Financial Audit - Presented by Tania Cuerrier of Thorton Grant, LLP.

- Karen requested an overview on the assets of the organization.
 - Tania noted that at March 31, 2024 the organization has \$417,411 of cash at the bank, accounts receivable of \$115,590 (most of this being HST rebates and funds collectable from other RTOs for the Tourism Growth Program), accounts payable and accrued liabilities of \$280,112 (these are payables and accrued wages), deferred contributions of \$53,571 collected from other RTOs for the Tourism Growth Program that has not been spent yet and will be recognized in the future, and a small liability of \$49 repayable to the Ministry.
 - The net assets of the organization are currently \$199,269.
- Karen wanted to know how much of the net assets are in the reserve for the organization.
 - Tania confirmed that there is \$116,602 set aside (as calculated in the past) in the event that the RTO ceased to exist, and the organization would need to pay out severances and other expenses. The remaining \$82,667 is unrestricted.

Motion 14-06-2024-05: To adopt the 2023/2024 Financial Audit as presented.

Moved by: Brett Christopher

Seconded by: Kevin Lajoie

Motion Carried

6.0) Year in Review - Presented by RTO 9 Staff

- RTO 9 staff presented a high-level overview of the 2023/2024 initiatives, as they reflect the five pillars (Product Development, Investment Attraction, Workforce Development, Marketing, Partnerships) from the Ministry of Tourism, Culture and Sport.

7.0) Years of Service – Cheri Kemp-Long recognized and thanked the staff for their years of service.

8.0) 2023/2024 Board of Directors – Cheri Kemp-Long thanked the Board for their continued support and dedication to RTO 9.

9.0) Approval of 2024/2025 Board of Directors Slate - Presented by Cheri Kemp-Long

- The recommendations from the Governance and Nominations Committee for the 2024/2025 slate for the Board of Directors includes:
 - o Cheri Kemp-Long for an East position.
 - o Cale Fair for a West position.
 - o Krista LeClair for a Central position.
 - o Karina Belanger for an East position.

- Eleanor Cook for a West position.
- Liam Karry for a Central position.
- Michelle Caron for an At Large position.
- Karen Best for an At Large position.
- Loren Christie for an At Large position.
- Jacob Murray for a West position.
- Heather Robertson for a Central position.
- Scott Lambert for an East position.

Motion 14-06-2024-06: To accept the recommendations of the Governance and Nominations Committee for the proposed slate of incoming directors to the Board of Directors.

Moved by: Cale Fair

Seconded: Krista LeClair

Motion Carried

10.0) Adjournment

Motion 14-06-2024-07: To adjourn the meeting at 9:37 am.

Moved by: Rob Plumley

Motion Carried

NEXT ANNUAL GENERAL MEETING

At the call of the chair.