



THE CANADIAN CANOE MUSEUM
LE MUSÉE CANADIEN DU CANOT

UPDATED AGENDA Annual & General Meeting

Wednesday April 19th, 2023

6:00pm EDT

[via Zoom webinar \(click to register\)](#)

1. Call to Order
2. Report of Quorum, Count of Proxies
3. Minutes from Previous Meeting
 - a. Minutes of the Annual Meeting of Wednesday June 15, 2022: For Approval (attached)
4. Receipt of the Audited Financial Statements for 2022 (attached)
5. Appointment of Auditors
6. Election of Board of Directors
7. Updated Purpose of Incorporation
8. Bylaw Amendments
9. Motion for Federal Continuance
10. Annual Report Overview
11. Consideration of any other business as may come before the meeting
12. Adjournment

The formal meeting will be followed by brief remarks by Victoria Grant, Chair, Board of Directors and Kevin Malone, Incoming Chair, Board of Directors, as well as a presentation by Carolyn Hyslop, Executive Director, reflecting back on 2022 and providing an overview of the exciting year ahead.

Members who have been members in good standing for a period of at least 30 days immediately preceding the meeting shall have one vote. Members may vote in person at the meeting or by proxy. **Proxy is attached.**

By Order of the Board of Directors

Tim Rutherford, Secretary

Dated at Peterborough, Ontario, this 14th day of April, 2023



THE CANADIAN CANOE MUSEUM
LE MUSÉE CANADIEN DU CANOT

Annual and General Meeting Proxy

The undersigned _____, a Member

of The Canadian Canoe Museum (the Museum) hereby appoints

or, failing him/her, Tim Rutherford, the Secretary of the Museum, to attend, vote and act for and on behalf of the undersigned at the Annual and General Meeting of the members of the Museum, to be held on Wednesday April 19th, 2023 (the meeting).

This appointment may be revoked by the undersigned at any time prior to the commencement of the meeting and will be deemed to have been revoked by a subsequent completed proxy or if the undersigned attends the meeting.

This proxy must be signed and dated by the Member, or, if the Member is a corporation, the form of proxy must be executed under its corporate seal, or by an officer or attorney thereof duly authorized.

Dated this _____ day of _____, 2023.

Name of Member (Please Print)

Signature of Member

Please return the completed proxy by email (info@canoemuseum.ca), fax (705-748-0616) or by mail to:

The Canadian Canoe Museum
ATTN: Tim Rutherford, Secretary
910 Monaghan Road
Peterborough ON K9J 5K4



The Canadian Canoe Museum Annual & General Meeting
Meeting Minutes
Wednesday June 15th, 2022 5:00pm
Held via Zoom

-DRAFT-

1. Call to Order, Report of Quorum, Count of Proxies

- The Chair, Victoria Grant, called the meeting to order at 5:12 pm. Quorum was confirmed (46 registered voters, 1 proxy).

2. Approval of the AGM Agenda

- A motion to approve the AGM Agenda was moved by Val McRae and seconded by Jocelyn Brown. The motion carried.

3. Minutes from Previous meeting

- Minutes of the Annual Meeting of Wednesday June 16th, 2021: Motion to approve the minutes from 2021 moved by Bryan Buttigieg and seconded by Kevin Malone. The motion carried.

4. Audited Financial Statements

- The 2021 Audited Financial Statements were received. Kevin Malone, Treasurer, reported that while 2021 continued to be impacted by closures due to the pandemic, the Museum ended the year in healthy financial standing for both operations and the new museum campaign.
- A motion to approve The Canadian Canoe Museum's 2021 Audited Financial Statements was moved by Kevin Malone and seconded by Tim Rutherford. The motion carried.

5. Appointment of Auditors

- A motion to re-appoint Grant Thornton LLP as the audit firm for 2022 was moved by Kevin Malone and seconded by Tim Rutherford. The motion carried.

6. Board of Directors

- The Chair, Victoria Grant read the nominations for directors, commencing as of today's date, to hold office until the expiry of their respective terms or until their successors are elected or appointed:
 - Doris Stamml, Garth Wallbridge, and Phyllis Williams for a first term of two years;
 - Victoria Grant, Jenny Ingram, Kevin Malone, and Raif Richardson for a third term;
 - Deborah Jacobs, and John Ronson for a fourth term.



- The Chair, Victoria Grant, declared the nominated to be duly elected directors of the Museum by acclamation.

7. Annual Report

- The Chair, Victoria Grant, explained that the 2021 Annual Report will be available and circulated at a later date.

8. No other business was brought forward.

9. Motion to adjourn the meeting was made by Phyllis Williams; seconded by Doris Stamml. The motion carried, and the meeting adjourned at 5:33 pm.



THE CANADIAN CANOE MUSEUM
LE MUSÉE CANADIEN DU CANOT

Nominees to the Board of Directors 2023

Nominees for re-election as a Director:

<u>Name</u>	<u>Term</u>	<u>Position</u>
Bryan Buttigieg	Year 1 of second term	Director and Building Committee Chair
Kate Farnell	Year 1 of second term	Director
Tim Rutherford	Year 1 of second term	Secretary-Treasurer and Finance & Audit Committee Chair
Meredith Brown	Year 1 of third term	Director and Philanthropy Committee Chair
Brian Groves	Year 1 of third term	Director and Collections Committee Chair
Jocelyn Brown	Year 1 of fourth term	Director

CCM Directors continuing in 2023:

<u>Name</u>	<u>Position</u>
Victoria Grant	Past Chair and Governance & Nominating Committee Chair
Jenny Ingram	Director
Deborah Jacobs	Director
Kevin Malone	Chair
Raif Richardson	Director
John Ronson	Director
Doris Stamml	Director
Garth Wallbridge	Director
Phyllis Williams	Director

Financial Statements

The Canadian Canoe Museum

December 31, 2022

Draft - April 11, 2023

Contents

	Page
Independent Auditor's Report	1 - 2
Statement of Financial Position	3
Statement of Changes in Fund Balances	4
Statement of Operations	5
Statement of Cash Flows	6
Notes to the Financial Statements	7 - 16

Independent Auditor's Report

Grant Thornton LLP
362 Queen Street
Peterborough, ON
K9H 3J6

T +1 705 743 5020
F +1 705 743 5081
www.GrantThornton.ca

To the Members of
The Canadian Canoe Museum

Opinion

We have audited the financial statements of The Canadian Canoe Museum (the "Museum"), which comprise the statement of financial position as at December 31, 2022, and the statements of operations, changes in fund balances and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Museum as at December 31, 2022, and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Museum in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Museum's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Museum or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Museum's financial reporting process.

Independent Auditor's Report (continued)

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ♦ Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ♦ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Museum's internal control.
- ♦ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ♦ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Museum's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Museum to cease to continue as a going concern.
- ♦ Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Peterborough, Canada
April 19, 2023

Chartered Professional Accountants
Licensed Public Accountants

The Canadian Canoe Museum

Statement of Financial Position

December 31	Operating Fund	Capital Asset Fund	New Museum Fund	Total 2022	Total 2021
Assets					
Current					
Cash	\$ 709,211	\$ -	\$ 5,045,130	\$ 5,754,341	\$ 5,607,421
Interfund loans (Note 4)	552,375	-	(552,375)	-	-
Investments (Note 5)	-	-	4,500,000	4,500,000	1,249,167
Accounts receivable	7,031	-	595,197	602,228	257,803
Grants receivable	-	-	2,634,976	2,634,976	1,841,311
Inventory	55,010	-	-	55,010	60,490
Prepaid expenses	7,100	-	313,287	320,387	72,733
	<u>1,330,727</u>	<u>-</u>	<u>12,536,215</u>	<u>13,866,942</u>	<u>9,088,925</u>
Capital assets (Note 6)	-	1,941,486	-	1,941,486	2,062,814
Capital assets - new museum development costs (Note 6)	-	16,365,461	-	16,365,461	3,026,088
Artifacts	-	1,329,301	-	1,329,301	1,329,301
	<u>\$ 1,330,727</u>	<u>\$ 19,636,248</u>	<u>\$ 12,536,215</u>	<u>\$ 33,503,190</u>	<u>\$ 15,507,128</u>
Liabilities					
Current					
Accounts payable and accrued liabilities	\$ 39,782	\$ -	\$ 3,655,030	\$ 3,694,812	\$ 1,417,669
Deferred revenue (Note 7)	520,396	-	-	520,396	93,760
Loan payable (Note 8)	40,000	-	-	40,000	40,000
	<u>600,178</u>	<u>-</u>	<u>3,655,030</u>	<u>4,255,208</u>	<u>1,551,429</u>
Fund balances					
Unrestricted	730,549	-	-	730,549	1,000,754
Internally restricted - invested in capital assets	-	19,636,248	-	19,636,248	6,437,384
Internally restricted - other	-	-	610,229	610,229	591,806
Externally restricted	-	-	8,270,956	8,270,956	5,925,755
	<u>730,549</u>	<u>19,636,248</u>	<u>8,881,185</u>	<u>29,247,982</u>	<u>13,955,699</u>
	<u>\$ 1,330,727</u>	<u>\$ 19,636,248</u>	<u>\$ 12,536,215</u>	<u>\$ 33,503,190</u>	<u>\$ 15,507,128</u>

Commitments and contingencies (Note 11)

The Canadian Canoe Museum

Statement of Changes in Fund Balances

Year ended December 31	Operating Fund	Internally Restricted - Invested in Capital Assets	Internally Restricted - Other	Externally Restricted	Total 2022	Total 2021
Balance, beginning of year	\$ 1,000,754	\$ 6,437,384	\$ 591,806	\$ 5,925,755	\$ 13,955,699	\$ 6,387,394
Excess (deficiency) of revenues over expenditures	(248,690)	(91,120)	-	15,632,093	15,292,283	7,568,305
Interfund transfers (Note 4)	(21,515)	13,289,984	18,423	(13,286,892)	-	-
Balance, end of year	<u>\$ 730,549</u>	<u>\$ 19,636,248</u>	<u>\$ 610,229</u>	<u>\$ 8,270,956</u>	<u>\$ 29,247,982</u>	<u>\$ 13,955,699</u>

The Canadian Canoe Museum

Statement of Operations

Year ended December 31	Operating Fund	Capital Asset Fund	New Museum Fund	Total 2022	Total 2021
Revenues					
Grants	\$ 183,166	\$ -	\$ 11,776,398	\$ 11,959,564	\$ 3,852,271
Donations and fundraising	114,680	33,300	4,340,454	4,488,434	5,412,484
Retail sales	102,194	-	-	102,194	103,756
Admissions	62,656	-	-	62,656	28,832
Interest income	22,185	-	-	22,185	7,225
Membership	17,416	-	-	17,416	26,659
Courses	4,564	-	-	4,564	13,400
Rentals and events	4,177	-	-	4,177	3,230
	<u>511,038</u>	<u>33,300</u>	<u>16,116,852</u>	<u>16,661,190</u>	<u>9,447,857</u>
Expenditures					
Wages and contract staff (Note 10)	606,474	-	-	606,474	696,135
Operating and administration (Note 10)	99,028	-	151,034	250,062	328,399
Facilities	201,760	-	-	201,760	176,970
Exhibition development (Note 10)	-	-	189,963	189,963	-
Transitional costs (Note 10)	-	-	112,667	112,667	-
Retail cost of sales	57,735	-	-	57,735	59,381
Fundraising	987	-	31,095	32,082	15,976
Pre-construction costs	-	-	-	-	1,485,660
Amortization	-	85,869	-	85,869	96,452
	<u>965,984</u>	<u>85,869</u>	<u>484,759</u>	<u>1,536,612</u>	<u>2,858,973</u>
Excess (deficiency) of revenues over expenditures before the undernoted	(454,946)	(52,569)	15,632,093	15,124,578	6,588,884
Other income (expenses)					
Government assistance - COVID-19 (Note 9)	206,256	-	-	206,256	568,613
Recovery of pre-construction costs	-	-	-	-	410,808
Write-off of capital assets no longer in use (Note 6)	-	(38,551)	-	(38,551)	-
	<u>(248,690)</u>	<u>(91,120)</u>	<u>15,632,093</u>	<u>15,292,283</u>	<u>7,568,305</u>
Excess (deficiency) of revenues over expenditures	<u>\$ (248,690)</u>	<u>\$ (91,120)</u>	<u>\$ 15,632,093</u>	<u>\$ 15,292,283</u>	<u>\$ 7,568,305</u>

The Canadian Canoe Museum

Statement of Cash Flows

Year ended December 31	Operating Fund	Capital Asset Fund	New Museum Fund	Total 2022	Total 2021
Increase (decrease) in cash					
Operating					
Excess (deficiency) of revenues over expenditures	\$ (248,690)	\$ (91,120)	\$ 15,632,093	\$ 15,292,283	\$ 7,568,305
Item not affecting cash					
Amortization	-	85,869	-	85,869	96,452
Gifts-in-kind	-	(33,300)	-	(33,300)	(23,100)
Recovery of pre-construction costs	-	-	-	-	(410,808)
Pre-construction costs	-	-	-	-	142,599
Interfund transfers	(18,423)	-	18,423	-	-
Write-off of capital assets	-	38,551	-	38,551	-
	(267,113)	-	15,650,516	15,383,403	7,373,448
Change in non-cash working capital items					
Accounts receivable	17,001	-	(361,417)	(344,416)	(158,426)
Grants receivable	15,000	-	(808,665)	(793,665)	(1,841,311)
Inventory	5,480	-	-	5,480	(5,434)
Prepaid expenses	3,703	-	(270,538)	(266,835)	(42,367)
Accounts payable and accrued liabilities	(15,313)	-	2,292,447	2,277,134	1,088,417
Deferred revenue	426,636	-	-	426,636	69,501
Loan payable	-	-	-	-	10,000
	185,394	-	16,502,343	16,687,737	6,493,828
Investing					
Purchase of capital assets	(3,092)	-	(13,286,892)	(13,289,984)	(2,875,410)
Purchase of investments	-	-	(4,500,000)	(4,500,000)	-
Redemption of investments	286,657	-	962,510	1,249,167	1,183,624
	283,565	-	(16,824,382)	(16,540,817)	(1,691,786)
Financing					
Interfund loan issuance (repayment)	(537,719)	-	537,719	-	-
Increase (decrease) in cash	(68,760)	-	215,680	146,920	4,802,042
Cash, beginning of year	777,971	-	4,829,450	5,607,421	805,379
Cash, end of year	\$ 709,211	\$ -	\$ 5,045,130	\$ 5,754,341	\$ 5,607,421

The Canadian Canoe Museum

Notes to the Financial Statements

December 31, 2022

1. Nature of entity

The Canadian Canoe Museum (the "Museum") is a registered charity serving the people of Canada and visitors from around the world. Its mission is to explore the canoe in its historical and cultural contexts.

The Museum was incorporated without share capital on February 22, 1991 and as such is prohibited from distributing any of its funds to, or for personal benefit of, its members. The Museum is registered as a charitable organization under the Federal and Ontario Income Tax Act (Canada) and, as such, is exempt from income taxes and is able to issue donation receipts for income tax purposes.

2. Summary of significant accounting policies

These financial statements are prepared in accordance with Canadian accounting standards for not-for-profit organizations. The significant policies are detailed as follows:

Fund accounting

The operating fund accounts for the Museum's ongoing operating and administrative activities. This fund reports unrestricted resources and restricted operating grants.

The new museum fund reports the assets, liabilities, revenues and expenditures related to the new museum development project, other than capital assets, which are recorded in the capital asset fund.

The capital asset fund reports the assets, liabilities, revenues and expenditures related to the Museum's capital assets.

Cash

Cash consists of bank balances, petty cash and term deposits with a maturity period of three months or less from the date of acquisition.

Investments

Investments which mature within twelve months of the fiscal year end are classified as short-term. The remainder of the investments are classified as long term.

Inventory

Inventory is valued at the lower of cost and net realizable value. Cost is determined using the first-in, first-out method.

The Canadian Canoe Museum

Notes to the Financial Statements

December 31, 2022

2. Summary of significant accounting policies (continued)

Capital assets

Capital assets are recorded at cost. Contributed capital assets are recorded at fair value at the date of contribution. The Museum provides for amortization using the straight-line method at rates designed to amortize the cost of the capital assets over their estimated useful lives. The annual amortization rates are as follows:

Buildings	10-40 years
Museum exhibits	10 years
Equipment and exhibit studio	10 years
Computer equipment	5 years
Vehicles	5 years

Capital assets are reviewed for impairment whenever events or changes in the circumstances indicate that the carrying value may not be recoverable. If the total of the estimated undiscounted future cash flows is less than the carrying value of the asset, an impairment loss is recognized for the excess of the carrying value over the fair value of the asset during the year the impairment occurs.

Artifacts

The Museum currently holds more than 600 canoes, kayaks and paddled watercraft. Items purchased for the collection are recorded at cost, while contributed items are recorded at fair value. Due to the nature of the artifacts, and the Museum's obligation to preserve these assets in perpetuity, they are not subject to amortization.

The Museum received \$Nil (2021 - \$21,100) in contributed artifacts during the year.

The Canadian Canoe Museum

Notes to the Financial Statements

December 31, 2022

2. Summary of significant accounting policies (continued)

Revenue and expenditure recognition

Revenues and expenditures are recorded on an accrual basis.

The Museum follows the restricted fund method of accounting for contributions. Restricted donations and grants are recognized as revenue when received or receivable, if the amount to be received can be reasonably estimated and collection is reasonably assured, when there is a separate related restricted fund. If there is not a separate related restricted fund, amounts are deferred and recognized as revenue in the operating fund in the year in which related expenditures are incurred. Unrestricted donations are recognized as revenue in the operating fund when received. Other operating revenues are recognized when received or receivable if the product has been provided or the service has been rendered, the amount to be received can be reasonably estimated and collection is reasonably assured.

Interest income is recognized as revenue of the appropriate fund, based on any donor restrictions, in the year in which it is earned.

Pledges are not recognized as revenue.

Contributed materials and services

Contributions of materials are recognized in the financial statements at fair value at the date of contribution, but only when a fair value can be reasonably estimated and when the materials are used in the normal course of operations, and would otherwise have been purchased. During the year, the Museum received \$33,300 (2021 - \$Nil) in contributed materials which have been recorded as capital assets, and \$Nil (2021 - \$21,100) in contributed artifacts.

Some members and supporters of the Museum have donated significant amounts of time in furthering the Museum's programs and objectives. Because of the difficulty in determining their fair value, these contributed services are not recognized in the financial statements.

Use of estimates

Management reviews the carrying value of items in the financial statements at each reporting date to assess the need for revisions or any possibility of impairment. Management determines estimates based on assumptions that reflect the most probable set of economic conditions and planned courses of action. Estimates are reviewed periodically and adjustments are made to revenues and expenditures, as appropriate, in the year they become known. The most significant items that involve the use of estimates are inventory valuation and the useful life of capital assets.

The Canadian Canoe Museum

Notes to the Financial Statements

December 31, 2022

2. Summary of significant accounting policies (continued)

Government assistance

Government assistance received is recorded as other income in the statement of operations when related expenditures are incurred.

Financial instruments

The Museum considers any contract creating a financial asset, liability or equity instrument as a financial instrument, except in certain limited circumstances. The Museum accounts for the following as financial instruments:

- cash
- investments
- accounts receivable
- grants receivable
- accounts payable
- loan payable

A financial asset or liability is recognized when the Museum becomes a party to contractual provision of the instrument.

The Museum initially measures its financial assets and financial liabilities at fair value. The Museum subsequently measures all of its financial assets and financial liabilities at amortized cost, except for investments that are quoted in an active market, which are measured at fair value. Changes in fair value are recognized in net income.

Financial assets and financial liabilities in related party transactions are initially measured at cost, with the exception of certain instruments which are initially measured at fair value. The Museum does not have any financial assets or financial liabilities in related party transactions which are initially measured at fair value.

Gains or losses arising on initial measurement differences are generally recognized in net income when the transaction is in the normal course of operations, and in equity when the transaction is not in the normal course of operations, subject to certain exceptions.

The Museum removes financial liabilities, or a portion of, when the obligation is discharged, cancelled or expires.

Financial assets measured at cost are tested for impairment when there are indicators of impairment. Previously recognized impairment losses are reversed to the extent of the improvement provided the asset is not carried at an amount, at the date of reversal, greater than the amount that would have been the carrying amount had no impairment loss been recognized previously. The amounts of any write-downs or reversals are recognized in net income.

The Canadian Canoe Museum

Notes to the Financial Statements

December 31, 2022

3. Financial instruments risks

The Museum is exposed to various risks associated with its financial instruments as described below. Unless otherwise noted, there has been no change in risk exposure from the prior year.

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Museum is exposed to credit risk on the accounts receivable from its customers. The maximum exposure to credit risk is the carrying value of accounts receivable. The allowance for doubtful accounts is \$Nil (2021 - \$Nil).

(b) Liquidity risk

Liquidity risk is the risk that the Museum will not be able to meet its obligations associated with financial liabilities. Cash flow from operations provides a substantial portion of the Museum's cash requirements. Additional cash requirements are met with the use of investments.

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market interest rates. The Museum is subject to interest rate risk on its investment with a floating interest rate. Changes in interest rates may cause fluctuations in the value of investments and future cash flows.

The Canadian Canoe Museum

Notes to the Financial Statements

December 31, 2022

4. Interfund loans and transfers

Interfund loans are non-interest bearing with no set terms of repayment.

Interfund transfers during the year were as follows:

	<u>Operating</u>	<u>Capital</u>	<u>Internally Restricted</u>	<u>Externally Restricted</u>
Capital asset purchases	\$ (3,092)	\$ 13,289,984	\$ -	\$ (13,286,892)
Internal allocations - interest income	(18,423)	-	18,423	-
	<u>\$ (21,515)</u>	<u>\$ 13,289,984</u>	<u>\$ 18,423</u>	<u>\$ (13,286,892)</u>

5. Investments

Investments consist of two guaranteed investment certificates, maturing on January 19, 2023 and October 21, 2023. The interest rate on the investment maturing in January 2023 is 3.85% per annum, and the interest rate on the investment maturing in October 2023 is prime minus 2.00% per annum. Prior year investments consisted of investment savings mutual funds.

The Canadian Canoe Museum

Notes to the Financial Statements

December 31, 2022

6. Capital assets

	2022 Cost	2022 Accumulated Amortization	2021 Cost	2021 Accumulated Amortization
Land	\$ 898,567	\$ -	\$ 898,567	\$ -
Buildings	2,722,954	1,721,333	2,722,954	1,657,616
Equipment	65,955	35,750	316,488	255,012
Museum exhibits	10,300	5,665	2,214,572	2,198,349
Vehicles	45,668	45,518	45,668	45,020
Computer equipment	96,656	90,348	94,913	85,754
Exhibit Studio	-	-	33,336	21,933
	3,840,100	1,898,614	6,326,498	4,263,684
Net book value	\$ 1,941,486		\$ 2,062,814	

New museum development costs consists of construction in progress and other assets purchased for future use at the new museum location. No amortization has been recorded on these assets as they are not yet in use.

Assets at the existing museum location which have no current or future use were written-off during the year. These assets had a net book value of \$38,551 which has been recognized as an expense on the statement of operations.

The Canadian Canoe Museum

Notes to the Financial Statements

December 31, 2022

7. Deferred revenue

Deferred revenue includes amounts for memberships, other services to be provided in a future period and unspent donations and grants to be used for certain aspects of the Museum's operations. The continuity of this funding is summarized as follows:

	Program Fund	Ontario Trillium Foundation	Memberships and other	Total 2022	Total 2021
Balance - beginning of year	\$ -	\$ 71,256	\$ 22,504	\$ 93,760	\$ 24,259
Contributions and funds received	500,000	110,349	23,856	634,205	166,748
Funding spent and revenue recognized	-	(181,605)	(25,964)	(207,569)	(97,247)
Balance - end of year	\$ 500,000	\$ -	\$ 20,396	\$ 520,396	\$ 93,760

8. Loan payable

The loan payable balance consists of the Canada Emergency Business Account (CEBA) loan from the Government of Canada which was available to assist with covering operating costs during the COVID-19 pandemic. The loan is interest-free until December 31, 2023, and principal payments are not required until that time. The total loan was \$60,000 with \$20,000 to be forgiven if the loan is repaid by December 31, 2023. As the loan is intended to be repaid by this date, the forgivable portion was recognized in revenue in prior years when the funds were received as other income under government assistance. The remaining \$40,000 is recognized as a liability until paid.

After December 31, 2023, if the loan is outstanding, an annual interest rate of 5% will be applied to the outstanding balance. The loan is due in full on December 31, 2025.

The Canadian Canoe Museum

Notes to the Financial Statements

December 31, 2022

9. Government assistance - COVID-19

The Museum received the following COVID-19 pandemic funding from government sources and programs, both to support adaptation to changing circumstances, and to allow museum operations to continue and advance in new directions. These funding items have been recorded as other income in the statement of operations.

	<u>2022</u>	<u>2021</u>
Ontario Trillium Foundation - Community Building Fund	\$ 196,256	\$ 53,744
Ontario Small Business Support	10,000	40,000
Canada Emergency Wage Subsidy and Temporary Wage Subsidy	-	210,389
Ontario Trillium Foundation - Resilient Communities Fund	-	150,000
MAP - COVID-19 Emergency Support Fund for Heritage Organizations	-	100,000
Forgivable portion of CEBA loan and extension (Note 8)	-	10,000
Greater Peterborough Business Development Centre	-	3,480
Ontario Main Street Relief Grant	-	1,000
	<u>\$ 206,256</u>	<u>\$ 568,613</u>

10. Allocated expenses

The Museum employs individuals that perform work that is directly attributable for both general operations and the development of the new museum. Wages and benefits for these individuals are allocated to the operating fund and the new museum fund based on a direct proportion of the time spent on the aforementioned activities. The wages and benefits allocated to the new museum fund during the year were \$243,780 (2021 - \$75,805), allocated as \$57,557 to operating and administration, \$108,062 to exhibition development, and \$78,161 to transitional costs. These costs have been allocated to the expenditure line related to the type of work performed rather than to the wages and contract staff, which is consistent with the prior year. The prior year amount of \$75,805 was allocated to pre-construction costs.

The Canadian Canoe Museum

Notes to the Financial Statements

December 31, 2022

11. Commitments and contingencies

- (a) The Museum has entered into a contract for the construction of the new museum at an amount of \$27.3 million (2021 - \$27.2 million). The change from the prior period represents amendments to the original contract. The outstanding commitment as at December 31, 2022 is \$12.4 million (2021 - \$24.7 million).
- (b) Due to the activities of the former owner of the Museum's property, located at 910 Monaghan Road, a portion of the property is considered contaminated by the Ministry of the Environment and Climate Change. The Ministry has determined that the remediation efforts that are currently being undertaken are sufficient. The value of the property may be impaired; as the amount of the impairment cannot be reasonably estimated and, therefore, no accrual has been made in these statements.
- (c) The Museum has signed two unsecured promissory notes in relation to loans from individual lenders for a total value of \$7 million. The loans can be drawn on in increments of \$500,000 and the loans bear interest of 2.5% per annum. Both loan agreements mature on December 31, 2023 and any outstanding balances on the loans are due in full at that time. No draws have been made on these loans as at December 31, 2022.

12. Subsequent event

On January 13, 2023, the Museum entered into a contract for equipment to be installed on the site of the new museum in the amount of \$575,153.



Federal Continuance Overview

The Members agreed to move forward with federal continuance at our 2019 Annual and General Meeting. For a variety of reasons, this was delayed. The Canadian Canoe Museum is recommitting to moving forward with the federal continuance process, which would allow the corporation to be re-incorporated under the *Canada Not-for-Profit Corporations Act*.

While delayed, the reasons for this continuance are even more valid today than in 2019 as we continue to grow onto the national stage and steward a world-class collection of canoes and other watercraft and artifacts declared a cultural asset of national significance.

The continuance process involves filing articles of continuance and other forms with the federal government and receiving a certificate of continuance upon approval. The Canadian Canoe Museum will remain a not-for-profit organization and retain its charitable registration status.

The following are being brought forward before the Members for consideration and approval to allow this process to proceed:

- An updated Purpose of Incorporation to align with our current work and language.
- Updated By-laws to reflect requirements of the *Canada Not-for-Profit Corporations Act* and minor amendments to ensure good governance practices.
- A special resolution of the members to proceed with the above amendments and authorize Directors to apply for federal continuance.



THE CANADIAN CANOE MUSEUM
LE MUSÉE CANADIEN DU CANOT

Purpose of Incorporation

The main change in the articles is a restatement of The Canadian Canoe Museum Purpose of Incorporation, which updates the objects of the Museum that were set out in the Letters Patent filed in 1974, which have become outdated.

The proposed new purpose of the corporation is as follows:

The Canadian Canoe Museum exists in order to:

- 1. Steward, promote and facilitate access to the Museum's collection of canoes, kayaks, related artifacts and archival materials in a facility that meets the Canadian Class "A" Museum Environmental Control standards.*
- 2. Provide educational opportunities through the creation and delivery of programming to audiences of all ages.*
- 3. Reflect the wide and diverse perspectives revealed through the Museum's ongoing research, outreach and collaborative relationship development with Indigenous and non-Indigenous knowledge holders.*



THE CANADIAN CANOE MUSEUM
LE MUSÉE CANADIEN DU CANOT

Motion To Amend the Objects/Purpose of the Corporation

SPECIAL RESOLUTION OF THE MEMBERS

OF

THE CANADIAN CANOE MUSEUM/LE MUSÉE CANADIEN DU CANOT (the “Corporation”)

Motion to Amend the Objects/Purposes of the Corporation

WHEREAS the Corporation was incorporated under the Ontario *Corporations Act* by Letters Patent dated the 27th day of June 1975 as “Kanawa International Museum”;

AND WHEREAS those Letters Patent were amended by Supplementary Letters Patent dated the 2nd day of February 1991 change the name to “The Canadian Canoe Museum.”;

AND WHEREAS it is considered to be in the best interests of the Corporation that the Corporation amend its Objects and Purposes so that they read as follows:

“Statement of the Purpose of the Corporation:

1. Steward, promote and facilitate access to the Museum’s collection of canoes, kayaks, related artifacts and archival materials in a facility that meets the Canadian Class “A” Museum Environmental Control standards.
2. Provide educational opportunities through the creation and delivery of programming to audiences of all ages.
3. Reflect the wide and diverse perspectives revealed through the Museum’s ongoing research, outreach and collaborative relationship development with Indigenous and non-Indigenous knowledge holders.” (the “Amended Purposes”)

AND WHEREAS the Corporation is a Registered Charity pursuant to the *Income Tax Act* (Canada);

AND WHEREAS it is considered to be in the best interests of the Corporation that the Charities Directorate of the Canada Revenue Agency approve the Amended Purposes prior to amending the Objects and Purposes to ensure that the amendment does not compromise the Corporation’s status as a Registered Charity.



BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

- A. The Directors of the Corporation are hereby directed to take all steps necessary seek the approval of the Amended Purposes by the Charities Directorate of the Canada Revenue Agency.
- B. Upon receipt of approval of the Amended Purposes from the Charities Directorate of the Canada Revenue Agency, the Purposes of the Corporation shall be the Amended Purposes.
- C. Upon approval of the Amended Purposes from the Charities Directorate Canada Revenue Agency, the Articles of the Corporation shall be amended as follows:

“Statement of the Purpose of the Corporation:

- 1. Steward, promote and facilitate access to the Museum’s collection of canoes, kayaks, related artifacts and archival materials in a facility that meets the Canadian Class "A" Museum Environmental Control standards.
- 2. Provide educational opportunities through the creation and delivery of programming to audiences of all ages.
- 3. Reflect the wide and diverse perspectives revealed through the Museum’s ongoing research, outreach and collaborative relationship development with Indigenous and non-Indigenous knowledge holders.”

- D. 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. The Directors are further authorized to make minor changes to the Amended Purposes,

This Special Resolution has been approved by 2/3s of the Members attending a meeting of the Members of the Corporation.

This Special Resolution has been consented to by all Members of the Corporation as of the Day of _____, 2023.



Bylaw Amendments

The Governance and Nominating Committee has recommended these revisions to ensure good governance practices and to be in accordance with federal continuance non-profit legislation.

The changes include:

- **2.05:** The Finance Committee has been renamed the Finance and Audit Committee. The Philanthropy Committee has been added as a standing committee.
- **3.04:** Clarification of term extension for the Chair of the Board.
- **8.01 and 8.02:** Addition of approval for membership applications. Corporate memberships will no longer be offered. Language has been updated to reflect this.
- **9.01:** Clarification of the process for a Member to submit a proposal for inclusion in the AGM agenda and Notice of Meeting package.
- **9.06:** Expansion of Member voting options to include by proxy, mail-in ballot, and electronic voting with meetings to be held in person, virtually or a hybrid of the two.
- **11.01:** Clarification of the process of Member approval of Board changes to the By-law.
- **11.02:** Amendments to the By-law to be confirmed by an ordinary resolution as opposed to a special resolution in accordance with the federal Act.

THE CANADIAN CANOE MUSEUM

Mission: With our world-class collection as a catalyst, The Canadian Canoe Museum inspires connection, curiosity and new understanding.

The organization's vision speaks to its aspiration to contribute to Canada — from a perspective that is uniquely its own, as the stewards of a world-class collection and national cultural asset.

Vision: Canadian heritage connecting all peoples to the land and to each other.

**GENERAL OPERATING BY-LAW
OF
THE CANADIAN CANOE MUSEUM**

(DRAFT VERSION April 2023)

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of

THE CANADIAN CANOE MUSEUM

(the "Corporation")

Section 1 – General

1.01 Definitions

In this by-law, unless the context otherwise requires:

1. "Act" means the Corporations Act (Ontario) until such time as the Ontario Not-for-Profit Corporations Act becomes effective and the Ontario Not for Profit Corporations Act, 2010, when effective, and where the context requires, includes the regulations made under it, as amended or re-enacted from time to time. In the event the Corporation is continued under the Canada Not of Profit Corporations Act S. C. 2009, c. 23 then "Act" shall mean the Canada Not of Profit Corporations Act S. C. 2009, c. 23 and shall include the regulations made under it, as amended or re-enacted from time to time;
2. "Ancillary Matters" means minor governance or procedural issues, which for greater certainty, shall not include any financial matter;
3. "Articles" means the letters patent of the Corporation, the articles, or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
4. "Board" means the board of directors of the Corporation;
5. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
6. "Chair" means the chair of the Board;

7. "Corporation" means The Canadian Canoe Museum;
8. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
9. "Excluded Person" means any employee of the Corporation;
10. "Member" means a member of the Corporation;
11. "Members" means the collective membership of the Corporation;
12. "Officer" means an officer of the Corporation.
13. "Resolution" means a resolution passed by a majority of those entitled to vote at a Meeting of the Members or Meeting of the Directors, as the case may be.
14. "Tele-Conference" means the use of the telephone, the internet or other communication facilities to enable participants in a meeting to participate simultaneously and instantaneously with those physically present at a meeting;
15. "Special Resolution" means a resolution passed by a two-thirds majority of those entitled to vote at a Meeting of the Members or Meeting of the Directors, as the case may be; and
16. "Video-Conference" means the use of communications facilities which enables participants in a meeting to participate simultaneously and instantaneously with those physically present at a meeting with sound and vision.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.04 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.05 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Section 2 – Directors

2.01 Election and Term and Number

The Directors shall be elected by the Members. The term of office of the Directors (subject to the provisions, if any, of the Articles) shall be from the date of the meeting at which they are elected or appointed until the **second** anniversary of their election, or until their successors are elected or appointed. No Director shall serve for more than four (4) consecutive terms except that a Director may serve a fifth two-year term in the event the individual is assuming the office of Past Chair.

If permitted by the Act, the number of Directors shall be determined from time-to-time by a special resolution of the Members. If permitted by the Act, the Members may pass a special resolution to permit the Directors to determine the number of Directors. In the absence of a special resolution by the Members, the number of Directors shall be at least sixteen (16) and no more than eighteen (18).

Every individual who is elected to be a Director shall become a Member within ten (10) days of becoming a Director.

2.02 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable of managing property by a court or under Ontario law;
4. if the Director becomes an Excluded Person; or
5. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

2.03 Filling Vacancies

A vacancy on the Board shall be filled as follows:

1. a quorum of Directors may fill a vacancy among the Directors;
2. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors in accordance with section 2.01 above, or as set out in the Articles, if applicable, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
3. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
4. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

2.04 Committees

Committees may be established by the Board as follows:

1. The Board may establish an Executive Committee comprised only of persons who are members of the Board. The Executive Committee shall have the delegated authority on an ad hoc basis to exercise all of the powers of the Board to the extent permitted by applicable law provided that, at all times, it is subject in its entirety to the control and supervision of the Board. The Executive Committee, if established, shall consist of a minimum of five (5) Directors as determined by the Board from time to time, including the current Chair of the Board who shall also be the chair of the Executive Committee.
2. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
3. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.05 Standing Committees

The following Committees shall be Standing Committees of the Corporation and shall be constituted and maintained unless the Members pass a resolution to dissolve the Committee:

Governance and Nominating Committee:

The Governance and Nominating Committee shall be composed of at least three members, two of whom shall be Directors. The Governance and Nominating Committee shall be charged with preparing a slate of recommended nominees for director positions that become vacant at the next annual meeting of the Corporation. The Governance and Nominating Committee shall also be charged with recommending to the Directors appropriate individuals to be appointed as members of the Committees. The Governance and Nominating Committee shall meet as often

as required to fulfill its mandate. The Chair of the Governance and Nominating Committee shall be a Director.

Finance and Audit Committee

The Finance and Audit Committee shall be comprised of at least three members, three of whom shall be Directors, a majority of whom are not employees or officers of the corporation. The Finance and Audit Committee shall be charged with assisting the financial oversight responsibilities of the Board. The Finance and Audit Committee shall meet as often as required to fulfill its mandate. The Chair of the Finance and Audit Committee shall be a Director.

Collections Committee

The Collections Committee shall be composed of at least three members, two of whom shall be Directors. The Collections Committee shall be charged with the responsibility for making determinations on new acquisitions, recommending deaccessions to the Board, collections planning and other activities related to the museum's Collection. The Collections Committee shall meet as often as required to fulfill its mandate. The Chair of the Collections Committee shall be a Director.

Philanthropy Committee

The Philanthropy Committee shall be composed of at least three members, two of whom shall be Directors. The Philanthropy Committee shall be charged with developing and implementing policies and plans and providing strategic guidance and support to ensure the fiscal health of the organization and create a culture of philanthropy within the organization. The Philanthropy Committee shall meet as often as required to fulfill its mandate. The Chair of the Philanthropy Committee shall be a Director.

2.06 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that Directors shall be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;

2.07 Duties & Responsibilities of Directors

1. Every Director of the Corporation in exercising their powers and discharging their duties shall:

(a) act honestly and in good faith with a view to the best interests of the Corporation; and

(b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

2. Every Director shall abide by the by-laws, policies, procedures and decisions that the Board has adopted.

3. Every Director shall respect and maintain the confidentiality of all matters brought before the Board or before any Committee.

Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, president or any two Directors at any time and any place on notice as required by section 3.03.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.04 Chair

The Chair shall preside at Board meetings in person, or by way of Tele-conference or Video-conference. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair. The Chair shall be appointed by the Board from among the Directors for, subject as hereinafter set out, one two-year term, provided, however, that after a person not serving as Chair for a minimum of two years, such person may again serve as the Chair of the Board for a further two-year term. Notwithstanding the foregoing, the person who has served as Chair of the Board for a two-year term, may serve as Chair for additional one-year consecutive terms provided that prior to the beginning of each additional consecutive term, the Board has authorized same by a resolution passed by a minimum of three quarters of the votes cast at a meeting of Directors.

3.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. The Chair shall be entitled to participate and vote at the meetings of the Board. In case of an equality of votes, the motion shall be deemed not to have passed and the Chair shall not have a second or casting vote.

At any meeting unless a poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be prima facie evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

3.06 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by Teleconference and/or Videoconference. A Director participating by such means is deemed to be present at that meeting.

3.07 Quorum

Quorum for the transaction of business at a meeting of the Directors shall be a simple majority of the number of members of the Board.

3.08 Error or Omission in Giving Notice

No error or accidental omission, which occurs in good faith, in giving notice of any meeting of Directors shall invalidate such meeting or make void any proceeding taken at such meeting.

3.09 Unanimous Resolutions

Any by-law or resolution signed by all the Directors shall be as valid and effective as if passed at a meeting of the Directors duly called, constituted and held for that purpose.

3.10 Adjournment

Any meeting of Directors may be adjourned from time to time by the chair of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Section 4 – Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Corporation ends on December 31st in each year or on such other date as the Board may from time to time by resolution determine.

4.03 Expenditures

The Board shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate, by resolution to an officer or officers of the Corporation, the right to employ and pay salaries to employees. The Board shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The Board shall have the power to enter into a trust arrangement with a trust company or bank for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.

4.04 Borrowing Power

The Board of the Corporation may from time to time:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation;
- (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debts or liabilities of the Corporation; and
- (d) delegate the powers conferred on the Board under this paragraph to such officer or officers of the Corporation and to such extent and in such manner as the Directors shall determine

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its Directors or officers independently of this Bylaw.

Section 5 – Officers

5.01 Officers

The Board shall appoint from among the Directors a Chair and may appoint any other person to be president, treasurer and secretary at its first meeting following the annual meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The office of Chair and president may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board.

5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 Duties of the Chair

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

Section 6 - Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation shall be liable for the acts, neglects or defaults of any other Director, Officer, 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 of or 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 or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act, the Articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act.

Section 7 - Conflict of Interest

7.01 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation 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.

Section 8 – Members

8.01 Members

Membership in the Corporation shall be available to those individuals who are interested in furthering the purposes of the Corporation. Directors shall also be Members of the Corporation. Subject to the Articles, there shall be one (1) class of Members in the Corporation which shall consist of such individuals who have attained the age of eighteen (18) years and have completed an application for membership that has been approved and have paid the required fee as determined by the Board from time to time. Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation.

8.02 Membership

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

Unless terminated earlier, the Term of a Membership is one (1) year.

8.03 Dues

The Board of Directors shall set the membership dues, if any, which shall be payable by the Members. Members shall be notified in writing of the membership dues at any time payable by them and if any Member fails to pay the dues owing before the annual Members' Meeting following the receipt of the notice then that Member shall automatically cease to be a Member of the Corporation. Subject to the Act, the Directors may set Membership Dues at different levels according to criteria established by the Directors, including age of Member and/or status as a student.

Section 9 - Members' Meetings

9.01 Annual Meeting

The annual meeting shall be held on a day and at a place fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the Act, By-laws and/or Articles.

The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. consideration of the financial statements;
4. report of the auditor or person who has been appointed to conduct a review engagement;
5. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
6. election of Directors; and
7. such other or special business as may be set out in the notice of meeting.

No other business shall be included on the agenda for an annual meeting except a Member's proposal that complies with the Act and is submitted by a Member to the Secretary of the Corporation prior to the giving of the notice of the annual meeting, so that such item of business can be included in the notice of annual meeting.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

9.03 Notice

Subject to the Act, not less than 10 and not more than 50 days' written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is the lower of 10% of the Members entitled to vote at the meeting or twenty Members, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members

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:

1. each Member shall be entitled to one vote at any meeting;
2. meetings may be held in person, virtually or a hybrid of the two;
3. Members may vote by proxy, mail-in ballot or an electronic vote;
4. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
5. an abstention shall not be considered a vote cast;
6. 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;
7. if there is a tie vote, the chair of the meeting shall require a written ballot and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
8. 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 been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the Articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10 – Notices

10.01 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 11 - Adoption and Amendment of By-laws

11.01 Amendments to By-laws

The Members may from time to time amend this By-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this By-law other than a provision respecting the transfer of a membership or to change the method of voting by Members not in attendance at a meeting of Members. Board changes to this By-law must be confirmed by the Members at the next meeting. If the Members reject the changes to this by-law then the change is not effective.

11.02 Repeal of Prior By-law and Effective Date

This By-law shall come into force when confirmed by the Members of the Corporation by ordinary resolution.

Enacted this day of , 2023.

President

Secretary



THE CANADIAN CANOE MUSEUM
LE MUSÉE CANADIEN DU CANOT

Motion To Proceed With Federal Continuance

SPECIAL RESOLUTION OF THE MEMBERS

OF

THE CANADIAN CANOE MUSEUM/LE MUSÉE CANADIEN DU CANOT (the "Corporation")

Motion to Approve the Continuance of the Corporation under the *Canada Not for Profit Corporations Act*, S.C. 2009, c. 23 and Operational By-laws.

WHEREAS the Corporation was incorporated under the Ontario *Corporations Act* by Letters Patent dated the 27th day of June 1975 as "Kanawa International Museum";

AND WHEREAS those Letters Patent were amended by Supplementary Letters Patent dated the 2nd day of February, 1991 changing the name to "The Canadian Canoe Museum:";

AND WHEREAS it is considered to be in the best interests of the Corporation that the Corporation be continued as a federal not-for-profit corporation, governed by the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23 (the "NFP Act");

AND WHEREAS the Members have resolved, subject to the approval of the Charities Directorate of the Canada Revenue Agency, to amend the Corporation's Objects and Purposes so that they read as follows:

"Statement of the Purpose of the Corporation:

1. Steward, promote and facilitate access to the Museum's collection of canoes, kayaks, related artifacts and archival materials in a facility that meets the Canadian Class "A" Museum Environmental Control standards.
2. Provide educational opportunities through the creation and delivery of programming to audiences of all ages.
3. Reflect the wide and diverse perspectives revealed through the Museum's ongoing research, outreach and collaborative relationship development with Indigenous and non-Indigenous knowledge holders." (the "Amended Purposes")

AND WHEREAS it is considered to be in the best interests of the Corporation that the Operational By-laws of the Corporation be updated to comply with the NFP Act.

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:



1. Upon receiving approval of the Amended Purposes by the Charities Directorate of the Canada Revenue Agency, the Directors of the Corporation are authorized and directed to make an application under Subsection 211(1) of the NFP Act to the Director appointed under the NFP Act for a Certificate of Continuance of the Corporation.
2. The Articles of Continuance (import) of the Corporation, which have been submitted to this meeting and are annexed to these minutes as Annex 1, are approved.
3. The current by-laws of the Corporation are repealed effective on this date and the new general operating By-law No. 1 which has been submitted to this meeting and is annexed to these minutes as Annex 2 is approved and will be effective on the same date.
4. Any one of the officers or directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the annexed Articles of Continuance (import) and the notice of registered office and of directors in the forms fixed by the Director, which are necessary or desirable for the implementation of this resolution.

This Special Resolution has been approved by 2/3 of the Members attending a meeting of the Members of the Corporation.

This Special Resolution has been consented to by all Members of the Corporation as of the Day of _____, 2023.