

FREDERICTON NORTH HERITAGE ASSOCIATION
ANNUAL GENERAL MEETING OF March 13, 2012
Held at the St. Mary's Church Hall, McEvoy Street,
Fredericton North, @ 3:00 PM

Present were: Ernest MacFadzen, President; Dave Neil, Eric McGarity, Judy Bird, Fred White (Part), Florence Gilby, Marjorie Hughes, George Crawford, Walter Long, Carol Randall, Ian Robertson, Eleanor Stillwell, Ken Minchin, Sharon Hallett, Bob Mabie, Jean Mabie, Mary Murch, Ann Cameron, Ruth Allen, Jill Hargrove, Mark Depow(Part), and Peter Pacey.

1. The standing Agenda was presented without discussion. Ernie MacFadzen, President noted it was the 6th Year of existence.
2. Attendance was taken
3. Minutes of the last Annual General Meeting were presented and it was **Moved by Peter Pacey, and Seconded by Bob Mabie that the minutes be approved as presented. Carried.**
4. There was no business arising from the minutes
5. **Committee Reports:** It was agreed that all Committee Reports would be approved at the end of the meeting by one motion.
 - a. President's Report was submitted by Ernest MacFadzen (Copy Attached.) He noted our accomplishments, such as: Organization incorporated, Journal published, Membership increased, quality Speakers for all sessions, successful Heritage Day with 28 exhibitors and 90+ volunteers,
 - b. Telephone Committee: Chair, Eleanor Stillwell reported that all was well.
 - c. Membership Committee: Co-Chairs, Bob Mabie & Jean Mabie reported (copy attached) that we have 41 members, with 11 new members in 2011-12. There are 2 honorary members and 8 friends.
Bob requested clarification of the term "Friends" as it applies to our organization. **It was agreed that this would be referred to the Board for review and they would report back at the next Regular Meeting.**
 - d. Identification and Recognition Committee: Chair, Ian Robertson reported verbally by giving a history of the organization's first desire to have a physical museum and then or decision to forego that for the present, with the implementation of a virtual museum, and website which was developed. He had circulated a request for nominations of building and had only a minimal feedback and hoped more would be submitted. Ian raised the issue of buildings being demolished and the organization had not taken up a visible opposition to that fact. **Ian then announced his resignation as Chair of the Committee, effective the next meeting.**
 - e. Virtual Museum and Web Site Committee: Chair and Webmaster Bob McNeil was absent due to a medical appointment. Peter Malmberg was also absent, so Fred White noted that Bob had taken over the Web Site from Carol Randall, and when Bob started the site, he was advised that the site was very well done. Fred also noted that there is another Virtual Museum Grant Submission (Community Memories Program) for the end of March. **It was agreed that Fred and Bob**

could review the application guidelines, and if suitable they could apply for the grant on behalf of the Association.

It was requested that the by-laws be placed on the web-site. Also, Eleanor Stillwell would like a hard copy of the by-laws.

f. Treasurer's Report: Treasurer, Shirley Hovey submitted a written report (Copy attached) that stated we have a March 13, 2012 balance of \$1,732.08 after expenses for the month. Fred White read each of the entries for the month, which started with a balance of \$2,408.73 and noted we do our books on a Cash Basis. The largest expenditure was for Incorporation by Bird and Miles of \$1,448.18. The Treasurer also submitted a written Revenue and Expense Report on the Fredericton North Heritage Journal, which had Revenue of \$2,040.00 and Expenses of \$1, 173.52, for a profit of \$866.48. **Mrs. Hovey has resigned, effective this meeting, and her services have been much appreciated.**

Bob Mabie Moved and Sharon Hallett Seconded the Motion that "Thanks to Bird, Myles, Whitehead for incorporating our Association, as other organization have had costs of up to \$5,000 for incorporation." Carried.

f. Nomination Committee: Chair, David Neil reported that the Committee were Nominating the following slate of Officers:

Ernest MacFadzen, Past President; Eric McGarity, President; Fred White, Vice – President; Margery Hughes, Treasurer; Jill Hargrove, Secretary; Bob Mabie, Director; Sharon Hallett, Director; David Neil, Director,

The President called for further nominations from the floor. There being no further nomination from the floor, **The President declared the slate presented by the Nomination Committee as elected.**

Motion by George Crawford, Seconded by Ann Cameron; "That all submitted reports be accepted as submitted." Carried.

6. **New Business:** President, Ernest MacFadzen presented a review and recommendations for three (3) changes to the By-Laws that had been completed by the Board. A written summary was not circulated. The report follows:

Background: Technicality Clauses

1. *The Fredericton Museum had an audit completed in November 2011 by the Canada Revenue Agency and the CRA auditor advised in writing that 'Not-For-Profits' should have the following two clauses in their By-Laws, and Fredericton North Heritage Association does not have these clauses in their by-laws. We are recommending that we add these two clauses to our by-laws to bring them into conformance with the Canada Revenue Agency advice.*

"Member – No Benefit Clause":

'Members will volunteer their own time and will not be financially reimbursed for their services, but may be reimbursed for reasonable expenses incurred for doing business for the Association.'

"Dissolution Clause":

“Upon dissolution of the Fredericton North Heritage Association Ltd., all assets, after payment of legal debts, will be turned over to a qualified donee described in subsection 149.1(a) of the Income Tax Act.”

2. *Background: Financial Control Clauses*

The By-Laws could be strengthened by adding more financial direction in budget preparation and in the operation of Association Committees and Projects. There is no existing By-Law that appears to cover this. The recommended addition has been extracted from another non-profit association’s by-laws, which were prepared by a lawyer.

Budgeting/Finance Committee:

“(a) The Vice-President shall Chair a Finance Committee, with the Treasurer and one other person as members. The Finance Committee shall, prior to the next fiscal year, receive a proposed budget from each standing committee, estimate the potential revenue and prepare a consolidated budget for all activities of the Association, which is to be submitted to the Board for its consideration and approval.

“(b) No person or Committee shall expend funds in excess of that in the approved budget without the approval of the Board.”

Moved by Dave Neil and Seconded by Eleanor Stillwell that the Amendments be Approved as submitted. There was a question by Peter Pacey on the technical validity of making these changes re timing and no copies availability. It was noted by the Chair that the proper procedures had been followed. Therefore, a vote was called. **The Motion was approved** with one Nay by Peter Pacey.

7. **Adjournment.** Mary Murch Moved Adjournment at 4:10 PM.

Submitted by Fred White, Secretary.