



**Island Nature Trust (INT or the Trust)  
Annual General Meeting  
MINUTES  
September 22, 2021  
6:00pm | Florence Simmons Performance Hall, Charlottetown**

Chair, Jan Matejcek	Secretary, Bianca McGregor	Scrutineer, Janell Smith
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**CALL TO ORDER & WELCOME**

1. President June Jenkins Sanderson was unable to attend and chair the meeting. Vice-President Jan Matejcek chaired the meeting.
2. Bianca McGregor was appointed as Secretary.
3. Janell Smith was appointed as Scrutineer and reported that a quorum was present.
4. Provisions of by-laws dealing with voting rights were read and explained and voting cards were presented.
5. New applicants for membership who were not yet approved by the General Council were not entitled to vote under the by-laws, but were permitted by the Chair to remain and attend the meeting.
6. The Chair stated that notice of the meeting was duly given by:
  - a. Paid publication in The Guardian on September 4, 2021,
  - b. Email notification sent to all members (active and lapsed) on September 16, 2021 pursuant to arrangements available to INT members for electronic communication with INT. The email contained two documents:
    - i. Existing by-Laws – last updated in September 2018
    - ii. Proposed changes to the existing by-laws
  - c. A social media (SM) post was also published on INT's SM channels on September 16, 2021.

A member raised an objection to the manner in which notice was given, stating that clause 12.03 of the by-laws requires notice be given by mail. The Chair noted that INT took reasonable steps to notify the members of the Annual General Meeting using several communication channels, followed the agreed upon means of communication with those who agreed to use email as means of communication with the Trust, quorum was present and clause 12.03 of the by-laws states that inadvertent technical defects do not invalidate proceedings, and as such declared the meeting duly constituted, but took the objection under advisement.

Notice having been duly given and quorum being present, the Chair declared the meeting open for transaction of business at 6:17pm.

### **INTRODUCTION OF BOARD MEMBERS**

The Chair introduced the 2020/21 INT Board of Directors – Members at Large: Mary Acorn, Marie-Ann Bowden, Lindsey Burke, Patricia Caporaso, Joyce Dewar, Roger E. Coffin, Stéphane LeBlanc, Gordon MacKay, Keila Miller, and Kevin Teather. Executive: June Jenkins Sanderson (President), Jan Matejcek (Vice-President), Bruce Craig (Secretary), Rob MacKay (Treasurer).

### **APPROVAL OF MINUTES -2020 Annual General Meeting**

The minutes from the 2020 Annual General Meeting were presented.

***AGM Motion 09-21.01: Be it moved that the minutes of 2020 Island Nature Trust Annual General Meeting be approved as presented. Moved by Roger Coffin; seconded by Caroline Cox. Motion carried.***

### **PROPOSED CHANGES TO EXISTING BY-LAWS**

The Chair introduced David Webster to present the proposed by-law changes.

Mr. Webster has more than 30 years working with and for non profit organizations and their boards of directors, with much of that experience involving restructuring and integrations. Examining and re-writing by-laws has been a part of much of that work.

Mr. Webster has been invited by the INT General Council to support their work in reviewing and updating their by-laws, which are currently more than 40 years old.

The Chair and David Webster proposed a process whereby the key amendments to the by-laws would be reviewed by David Webster and voted upon en mass.

Several members objected to the proposed process, requesting instead that each amendment be reviewed individually. The Chair accepted the process change request and David Webster proceeded accordingly. Each amendment was reviewed, and discussion was held as requested by members.

### **Objects**

***AGM Motion 09-21.02: Be it moved that 2.01F of the proposed by-law changes to protect viewscapes and protect sites having natural and cultural heritage and archeological importance be removed. Moved by Dan McAskill; seconded by Dianne Griffin. Motion tied. Chair cast a deciding vote. Motion denied.***

### **Membership**

***AGM Motion 09-21.03: Be it moved that 3.03 of the proposed new by-laws be reverted back to its original wording giving members, not the General Council, the authority to change membership fees at the Annual General Meeting. Moved by Dan McAskill; seconded by***

Rosemary Curley. Motion denied.

**AGM Motion 09-21.04:** *Be it moved to add a clause to the by-laws stating that members have to be given one-month notification prior to membership lapsing. This new by-law 3.04 would read “The annual membership term will be one year from when the membership was initiated. The Trust will provide notice to members one month prior to the end of their membership term”. Moved by Dan McAskill; seconded by Roger Coffin. Motion carried.*

**AGM Motion 09-21.05:** *Be it moved that the proposed clause 3.06 be amended to acknowledge that membership can't be revoked by the General Council, but by unanimous vote of the membership. The new by-law would revert back to its original form and would read “membership in the Trust shall cease if the membership votes unanimously to terminate the membership”. Moved by Dan McAskill; seconded by Dianne Griffin. Motion carried.*

### **Amendments**

**AGM Motion 09-21.06:** *Be it moved that proposed by-law 10.01 be amended to reflect that General Council must call a special meeting of the membership within 60 days of any enacted by-law changes. The newly amended by-law would read “these by-laws may be amended, repealed, or new by-laws may be enacted by the General Council, and these enactments will be considered valid until a vote by the membership is held within 60 days, at either the next Annual General Meeting or a Special General Meeting”. Moved by Mary MacLean; seconded by Dianne Griffin. Motion carried*

### **Signing Authority**

**AGM Motion 09-21.07:** *Be it moved to retain by-law 11.01, now 9.01, about signing authority and have it amended to increase the number of people with signing authority from 2 to “at least 3”. Moved by Dan McAskill; seconded by Dianne Griffin. Motion carried.*

### **Board of Directors**

**AGM Motion 09-21.08:** *Be it moved that PEI Wildlife Federation and Natural History Society of PEI (Nature PEI) retain their two appointed positions, as per original by-laws 4.02-1, on the Board of Directors of Island Nature Trust as founding members. Moved by Keila Miller; seconded by Rosemary Curley. Motion carried.*

### **Mass Motion**

**AGM Motion 09-21.09:** *Be it moved that the proposed by-law changes, with amendments carried at the Island Nature Trust Annual General Meeting held on September 22, 2021 be approved and adopted as presented and will replace the by-laws previously in effect. Moved by David Webster; seconded by Diane Griffin. Motion carried.*

### **OPERATIONS REPORT**

Tabled due to time constraints.

## **PRESENTATION OF HON. J. ANGUS MACLEAN NATURAL AREAS AWARD**

This line item was moved up the agenda because of time. The MacLean Natural Areas Awards is presented annually by INT to honour a group, individual or agency that has made a significant contribution to the protection of natural areas in Prince Edward Island. An Awards Committee reviews nominations.

This year the Hon. J. Angus MacLean Award was presented to Dr. John & Dr. Christine Andrew of Charlottetown for their donation of a 6.6 acre piece of land located in East Royalty to the City of Charlottetown in 2019 to conserve in perpetuity for future Islanders and wildlife to enjoy. This nomination was put forth by Diane Griffin.

## **TREASURER'S REPORT**

### **Presentation of Audited Financial Statements**

Rob MacKay (Treasurer) presented the audited financial statements for 2020/21. They were prepared by Fitzpatrick and Company. A high level overview was presented, revenue had increased compared to the previous year and that administrative costs were up largely due to new contribution agreements.

***AGM Motion 09-21.10: Be it moved that the Treasurer's Report be accepted as presented. Moved by Rob MacKay; seconded by Roger Coffin. Motion carried.***

### **Appointment of Auditors for 2021/22**

***AGM Motion 09-21.11: Be it moved that Fitzpatrick and Company Chartered Professional Accountants be appointed as the auditor for Island Nature Trust for the fiscal year ending March 31, 2022. Moved by Rob MacKay; seconded by Keila Miller. Motion carried.***

## **RECOGNITION OF OUTGOING MEMBERS**

The Chair thanked Mary Acorn, Tyler Coady, Stéphane LeBlanc and Rob MacKay for their service on the INT board of directors, and noted that they will not be continuing on the General Council.

## **NOMINATING COMMITTEE REPORT**

The Chair presented the Nominating Committee's report noting three nominees for the Board of Directors:

1. Kim Horrelt
2. George Mason
3. Andrea McManus

A call for nominations from the floor was made three times with no further nominations put forward.

***AGM Motion 09-21.12: Be it moved that Kim Horrelt, George Mason and Andrea McManus be elected to the Island Nature Trust Board of Directors. Moved by Dan McAskill; seconded by Roger Coffin. Motion carried.***

**VISION FOR THE FUTURE AND CLOSING REMARKS**

Tabled due to time constraints. The 2020-2021 Impact Report was circulated to all in attendance.

**ADJOURNMENT**

The Chair adjourned the meeting at 9:26pm.

Drafted by: Bianca McGregor, Jordan Smith, Janell Smith

Approved for circulation by: Jan Matejcek