

Landscape Manitoba Horticultural Foundation

AGM Minutes

Thursday, November 28nd, 2019

De Luca's Portage Ave

Winnipeg, MB

I. Start Time – 6 pm

At 6:09 p.m. Guy provided an introduction to the meeting and introduced the board.

At 6:30 Guy called the meeting to order

II. Call to Order & Welcome

i. Rob Officer to record minutes

ii. Industry Members in Attendance;

Rob Officer	Matt Kellas	Guy Dowhy	John Szuck	Aaron Szuck
Casey Norman	Nathan Szuck	Chris Spicer	Konrad Zinn	Konrad Zinn
Keith Lemkey	Doug Ketler	Scott Peter	Jared Aubin	Pierre Oulette
Derek Dexter	Ryan Kindret	Andrew Ronald	Kurtis Johnson	Ian Webster
Scott Brown	Jeff Vermette	Calvin Eisner	Matt Bell	Jeff Southam
Johannes Zinn	Stephanie Moskal			

CNLA Representatives:

Victor Santacruz	Rebecca Doutre	Cheryl Gall	Phil Paxton
Bruce Hunter	Gerald Boot	Anthony O'Neill	Bill Hardy

III. Welcome

i. Guy welcomes everyone to the meeting, Introduces the ED, guests from CNLA, Koats for Kids and Thanks De Luca's for hosting.

ii. Guy calls on Phil Paxton from CNLA to bring greetings from CNLA and Scott Brown from Hort Protect to say a few words as the wine sponsor.

IV. Quorum

i. Guy verifies with Rob that there is a Quorum that meets the constitutional requirements

V. Agenda

i. Approval of Agenda (Motion) – Scott Peter

ii. Second the Motion (Secunder) – Keith Lemkey
Approved

VI. Minutes

- i. Approval of 2018 Minutes (Motion) – Scott P
- ii. Second the Motion (Second) – Stephanie Moskal
Approved

VII. Reports from Directors

- i. No report

VIII. Financial Report

- i. Matt Kellas provides update on the financial reports
- ii. Approval of Minutes (Motion) – Chris Spicer
- iii. Second the Motion (Second) – Derek Dexter
Approved

IX. Constitution and By-Law changes- see attached addendum at the end of the minutes

X. New Business

- i. No new business

XI. Presentation of the Slate

- i. Guy requested a motion to delay the presentation of the slate to the MBNLA portion of the meeting as the same board represents both entities.

Motion made by Brian McGee to delay appointment of board

Seconded: Ryan Kindret

Carried

XII. Directors elected by Acclamation

- i. No Election Required
- ii. New directors are as followed
 - Matt Kellas, Guy Dowhy, Scott Peter, Chris Spicer, Chris Griffin, Nathan Szuck
- iii. Approval of New Board (Motion) – Jeff Vermette
- iv. Second the Motion (Second) – Stephanie Walker
Approved

XIII. Thank you to leaving board members

- i. Guy thanked Scott Peter, Chris Griffin and Matt Kellas for their time on the board.

XIV. Adjournment

- i. Motion to adjourn Meeting (Mover) – Kurtis Johnson
- ii. Second to the motion (Second) – Derek Dexter
- iii. Meeting closed – 6:10 pm

XV. Guy requested a motion that the meeting be adjourned at 6:40

Motion: Scott Peter

Second: Chris Spicer

**Addendum
Constitution and By Law Changes**

LANDSCAPE MANITOBA HORTICULTURAL FOUNDATION

OBJECTIVE:

To promote horticultural education by means of scholarships at horticultural institutions and to promote progress in horticultural research at universities, colleges, government institutions and nurseries.

BY-LAWS:

1. The name of this foundation shall be the "Landscape Manitoba Horticultural Foundation, "known hereafter as the "Foundation".
2. A quorum shall consist of four of the seven directors.
3. The directors of the foundation shall include the following representatives, so as to make as wide base of support throughout the industry.
 - Representative of Landscape Manitoba Board of Directors
 - Chairman of Landscape Manitoba Research Committee
 - Landscape Contractor Member of Landscape Manitoba
 - Sod Grower Member of Landscape Manitoba
 - Manitoba Nursery Grower of Member of Landscape Manitoba
 - Retail Garden Center Member of Landscape Manitoba
 - Landscape Maintenance Member of Landscape Manitoba

Proposed amendment: To change to MBNLA Board of Directors

Current By-law statement: The directors of the Foundation shall include the following

representatives, so as to make a wide base of support throughout the industry

**Representative of Landscape Manitoba Board of Directors
Chairman of Landscape Manitoba Research Committee
Landscape Contractor member of Landscape Manitoba**

Sod Grower member of Landscape Manitoba

Nursery Grower member of Landscape Manitoba

Retail Garden Centre member of Landscape

**Manitoba Landscape Maintenance member of
Landscape Manitoba.**

Proposed By-Law Statement: The directors of the Foundation shall consist of the current MBNLA Board of Directors

Rationale: To reflect what is currently happening and what is most effective for the organization.

Motion: Motion made by Kurtis Johnson to accept the proposed wording.

Secunder: Chris Spicer

Carried

4. Advisory individuals, normally from universities, research stations, or from industry may be called upon from time to time to act as advisors in the evaluation of scholarships, research proposals, fundraising proposals and similar questions.
5. Guidelines

- i. General:

The Foundation will seek to raise funds to support its objectives and will operate within the guidelines laid down by Revenue Canada for a charitable foundation.

Proposed amendment: change laid down to established

Current By-law statement: The Foundation will seek to raise funds to support its objectives and will operate within the guidelines laid down by Revenue Canada for a charitable foundation.

Proposed By-Law Statement: The Foundation will seek to raise funds to support its objectives and will operate within the guidelines established by Revenue Canada for a charitable foundation.

Rationale: Remove colloquial language

Motion: Motion made by Kurtis Johnson to accept the proposed wording.

Secunder: Keith Lemkey

Carried

The Foundation will seek applications for project funding on a standardized application and will evaluate the merits of each proposal according to the "Guide for Evaluation of Grant Applications".

Partial or full funding will be given to selected projects deemed worthy of support.

The funds of the foundation will be invested in secure high yielding investment instruments such as Guaranteed Investment Certificates. The funds will be managed in such a way that approved grants represent at

least 80% of the previous year's donations as required by Revenue Canada.

ii. Raising Funds:

The Foundation is expected to use several means of raising funds, including, but not limited to, the following:

1. auctions of donated supplies and services, mostly from Landscape Manitoba members
2. proceeds from raffles and ticket sales
3. individual and company donations
4. bequests and memorial donations

Initially the Foundation will maintain one fund but should a major gift be specified for a special purpose a new fund would be established at the discretion of the directors. Special gifts would normally be considered those at a minimum of \$10,000.00.

The Foundation is able to accept donations from anyone interested in its objectives and will issue tax deductible receipts upon receiving its registration number from Revenue Canada.

iii. Disbursing Funds

As outlined earlier, the directors of the Foundation will evaluate proposals and distribute grants, as able, to worthy projects

As outlined earlier, the directors of the Foundation will evaluate proposals and distribute grants, as able to worthy projects.

None of the funds will be made available for the personal benefit of the Directors.

iv. **Financial Reporting**

Proposed amendment: Add s atatement to address financial reporting

Current By-Law Statement: None

Proposed Article Statement: The finances of the Landscape Manitoba Horticultural Foundation will have review engagement statements completed within 10 years of the most recent review or at the discretion of the board if deemed to be required sooner.

Rationale: The Landscape Manitoba Horticultural Foundation is a registered charity and as such is a separate entity from the Manitoba Nursery Landscape Association. As a result, the Landscape Manitoba Horticultural Foundation should have separate financial reporting requirements that are in line with the volume and type of activity associated with this account.

Motion: Motion made by Kurtis Johnson to accept the proposed wording.

Secunder: Keith Lemkey

Carried