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Minutes for the
Burton Charitable Foundation Board Meeting
Annual General Meeting
held Tuesday November 9, 7 p.m. via Zoom

Present

Stephanie Smith (Chair)
Chris Longair (Vice-President)
John Longair (Secretary-Treasurer)

Leslie Smith (Director)
Hugh Kendall (Director)
James Kendall (Director)

Lynn Bennett
Greg Burton
Valerie Burton
Joan Honsberger
Graham Longair
Connor MacDonald
Peter Ross

Graham Ross
Al Stuart
Clayton Stuart Scott
Ian Scott
Callaway Scott
Al Stuart
Julie Wells

Voting Proxies Received from

David Bennett
Lynn Bennett
Greg Burton
Terri Burton
Pauline Burton
James Burton
Lyndsay Burton
Charlie Burton
David Burton
Islay Burton
Charles R. Burton
Megan Smith-Harris
James Kendall
Christopher Longair
Graham Longair
John Longair
Katy Longair
Connor MacDonald
Peter Ross

Graham Ross
Brian Santic
Hilary Santic
Clayton Stuart Scott
Ian Scott
Harry Scott
Heather Smith
Stephanie Smith
Leslie Smith
Will Stuart
Glenn Sutherland
Kaley Tallon
D'Arcy Thompson
Julia Welsh
Cassia Welsh
Whitney Welsh
Victoria Welsh
Sacha Welsh
Owen Welsh

Declaration of Meeting Properly Constituted

Stephanie Smith called the meeting to order at 7:05 p.m. Quorum was declared.

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Approval of Agenda

Al Stuart moved that the agenda be approved as presented. Joan Honsberger seconded the motion.

CARRIED

Approval of the Minutes from the 2020 Annual General Meeting

Graham Longair moved that the minutes from the 2020 Annual General Meeting be approved as presented. James Kendall seconded the motion.

CARRIED

Special Business

Update on Dissolution Resolution from 2020 AGM

Stephanie explained that this agenda item is for the information of all members. At the 2020 Annual General Meeting, a motion was put forward by Hugh Kendall to dissolve the foundation. The motion was passed by those present at the meeting. However, some concerns were expressed at the time as to the legality of the process surrounding the motion.

Subsequent to the AGM, legal advice was sought from a reputable law firm specializing in not-for-profit law and governance issues. The option expressed by the firm, Carters, was that the motion, and therefore the resolution to dissolve the foundation, was invalid on three counts:

- The motion was not discussed by or recommended by the Board of Directors
- The full membership was not informed of the resolution. The exact wording of the resolution was not shared in advance, nor was there sufficient notice given to the members in order for them to decide whether to attend or send a proxy vote
- There was a lack of clarity as to who was actually a member since the by-laws had never been updated to reflect the change in membership fees effected by the board of directors two years previously. So it was unclear who could actually vote on the dissolution resolution.

Stephanie reported that the Board met on this subject in April 2021 to determine a way forward. It was decided unanimously by the Board at that time that the necessary changes to the by-laws would be introduced at the 2021 Annual General Meeting, that the foundation would continue to operate normally for a full business cycle following the 2021 AGM and then would bring a clear choice back to the membership for the 2022 AGM for a duly-constituted vote on the subject.

This approach is considered by your Board of Directors to be a fair and balanced avenue under the circumstances, one that respects the rights of those members who did not receive notice of the resolution, clarifies the issue of who can legally vote on such a resolution and, at the same time, respects the expressed wishes of those members who voted for the resolution at the 2020 AGM.

Voting for Special Business and Regular Business Items at this Meeting

John Longair then outlined the foundation's approach to member voting at this meeting. Given the confusion about who is a voting member, necessary revisions to the by-laws and letters patent will be next on the agenda. Since legally, only those who have donated \$100 or more can vote to approve the proposed new by-laws and to direct the Board to make application for changes to the letters patent, voting will be restricted to those members for these two agenda items. John explained that he had a record of which members were in that category and would track the necessary votes.

Following the passage of these following two items, all individuals who have made a donation of \$1 or more to the foundation will be recognized as holding legitimate votes for the remainder of the meeting.

Revised By-Laws

Stephanie informed the members that the by-law they are voting upon (By-Law #7) is a complete rewrite of the foundation's by-laws and repeals all other by-laws passed in our 60-year history. The changes are the result of a new law for not-for-profits in Ontario (Ontario Not-for-Profit Corporations Act – ONCA), the need to update the by-laws for the changes discussed above, and in general, to make the by-laws easier to understand and administer.

Resolution (Special Business) Concerning the adoption of revised by-laws

Graham Ross moved:

That By-Law #7, articulated in the document entitled Proposed BCF By-Laws November 2021 FINAL, being a by-law relating generally to the transaction of the affairs of the foundation be approved and further, that By-Laws #1 through #6 be repealed.

Clayton Scott seconded the motion.

In discussion, Greg Burton asked whether the by-law should not be numbered By-Law #1 since it will be the only by-law once passed. Stephanie responded that it isn't standard practice owing to the potential confusion as to which By-Law #1 is extant, for example. She agreed to ask the board to consider the change after the next AGM.

She also mentioned that there are 25 proxy votes in favour of this resolution and then called the vote.

CARRIED

Revised Letters Patent

Chris Longair asked the members to consider a motion related to suggested changes to the foundation's Letters Patent. He explained that Letters Patent are a vehicle of the Government of Ontario to establish and recognize a corporation so that our membership cannot revise them, only recommend that the Board request necessary changes from the government. He did clarify that the changes suggested by the board are few and are being undertaken in order to harmonize with the ones suggested by the Government of Ontario as part of the

changes under ONCA. We are, however, also suggesting that we generalize the Head Office of the foundation to “Ontario” rather than a specific municipality given that we have no physical office. So the motion requested is one that directs the Board to make application to the Government of Ontario to change the Letters Patent as suggested in the document provided to members.

Resolution (Special Business) Concerning direction to the Board of Directors to apply for a revision to the Letters Patent for The Burton Charitable Foundation.

Greg Burton moved:

That the Board of Directors be directed to make application to the Government of Ontario to revise the Letters Patent with respect to the Objectives, the Location and the Dissolution of the Corporation and with respect to Directors Compensation in accordance with the document entitled Proposed Contents of Revised Letters Patent November 2021 FINAL .

Connor MacDonald seconded the motion.

There being no further discussion, a vote was called.

CARRIED

Regular Business

Stephanie thanked the members for their patience in getting through these complex items and declared that the special business segment of the meeting was now concluded. She also reminded members that from this point forward, all members who have donated \$1 or more to the foundation since 1 January 2020 are entitled to vote.

She declared that the board is holding 38 proxies for the remaining resolutions for the regular business of the foundation.

2020 Financial Statements

John presented the financial statements for the year ending December 31, 2020. He mentioned a few highlights such as the growth in unrestricted net assets (\$65K -- just over 10%) and establishment of a member nomination process for distribution of supplementary funds). He then moved that the 2020 financial statements be approved. Ian Scott seconded the motion.

CARRIED

Presidents' Report

Stephanie explained that she was speaking for both Hugh Kendall, Past President, and herself in describing the progress of the foundation over the past 18 months. She thanked Hugh for his five years as President as well as Leslie Smith, resigning after 20 years as a director. The foundation has tripled its membership recently, thanks to the Rejuvenation Project headed up by Chris Longair. Our investments and donations are also rising. John already mentioned the introduction of our new program to invite nominations for supplementary distributions of funds.

Val Burton moved that the Presidents' Report be accepted. Julie Wells seconded the motion.

CARRIED

Appointment of Accountants for 2022

John informed the members that the board feels it would be prudent to undertake a financial review for 2021 results rather than just a compilation if members are being asked to make a decision about the future of the foundation. He proposed that Ritchie, Shortt & Tully be retained for 2022 and moved that they be asked to perform an accounting review in addition to compiling 2021 financial results. Chris Longair seconded the motion

CARRIED

Election of Directors

Chris Longair announced that the election of directors would be undertaken in two parts since this is the transition year to the new protocol in the by-laws electing half the directors each year for two-year terms.

He also took a moment to introduce Connor MacDonald, a nominee for a two-year term on the board replacing Leslie Smith.

Election for a one-year term

Leslie Smith moved that the following individuals be elected for a one-year term:

Stephanie Smith – current President

John Longair – current Secretary-Treasurer

James Kendall – current Director

Callaway Scott seconded the motion.

CARRIED

Election for a two-year term

Christopher Longair moved that the following individuals be elected for a two-year term:

Hugh Kendall – current Past President

Chris Longair – current Vice-President

Connor MacDonald – nominee for Director

Joan Honsberger seconded the motion.

CARRIED

Other Business

Rod Wessels

Stephanie announced the passing of Rod Wessels, son of Blanche and Bob Wessels, on October 23rd. Rod's daughter, Heather, has suggested that those wishing to honour Rod can make a donation to the Sunnybrook Health Sciences Centre in Toronto.

Nominations now open for Supplementary Funds

She also mentioned that nominations are now open for supplementary distribution of funds. Don't be shy – find the nomination form on the web-site.

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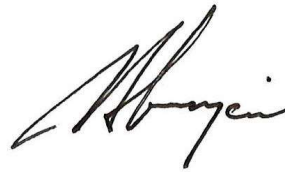
BCF would be grateful for any offers of help from family members wishing to volunteer with the foundation. Many hands make light work.

Honouring Veterans

Joan Honsberger moved that, it being only two days before Remembrance Day, we formally thank members who have served in the armed forces. Chris Longair seconded the motion.

CARRIED

Certified Copy

A handwritten signature in black ink, appearing to read "H. Honsberger", written in a cursive style.

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PROPOSED BCF BY-LAWS NOVEMBER 2021 FINAL

WHEREAS there are several by-laws enacted throughout the sixty-year history of the Foundation that have varied the original By-Law No 1, many of which superseded parts of other by-laws to the point where it is difficult to understand the Foundation's by-laws; and

WHEREAS there are several resolutions of the board of directors passed over the years that require but have not yet attained member ratification; and

WHEREAS the Ontario Not-for-Profit Corporation Act ("ONCA"), was enacted on October 19, 2021 and contains a number of requirements not articulated by the Foundation's current by-law,

NOW THEREFORE the membership of The Burton Charitable Foundation do hereby repeal all by-laws dated previous to the year 2021 and replace them with this new general by-law No 7.

IT IS HEREBY ENACTED as a by-law of The Burton Charitable foundation (hereinafter called the "Foundation") as follows:

HEAD OFFICE

1. The head office of the Foundation shall be in a municipality or county of Ontario as determined from time to time by the Board of Directors and communicated to the members via the Foundation's web-site.

SEAL

2. The corporate seal of the Foundation shall be in the form impressed in the margin hereof.

BOARD OF DIRECTORS

3. Powers of the Board of Directors

The Board of Directors of the Foundation shall collectively administer the affairs of the Foundation in all things as the Foundation is by its charter authorized to do.

4. Number and Quorum

There shall be a minimum of three directors of the Foundation and up to a maximum of six. Quorum for the Board of Directors shall be three. If the number of directors falls below three at any time, a Special General Meeting will be called to repopulate the Board.

5. Qualification of Directors

Directors shall be elected by the members of the Foundation. The qualification of a director shall be membership in the foundation either at the time of his/her election or appointment or within ten days thereafter. Qualified nominees shall be selected from as broad a base of family branch representatives as may be possible. An individual who is not eligible to become a member of the foundation as stated above but who has skills and experience required by the

Board of Directors may be nominated by resolution of the Board of Directors and elected by resolution of the members.

6. Ex Officio Directors

Ex-Officio Directors of the Board may be appointed from time to time by the Board but will be non-voting directors unless otherwise directed by the Membership.

7. Term of Directors

The term of Directors shall be two years with half of the director positions open for election each year. Interim vacancies on the Board may be filled by a quorum of directors Pro Tem until their position comes due for re-election by the members.

8. Director Vacancies

The office of a Director shall be vacated immediately 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;
- the Director dies;
- the Director becomes bankrupt;
- the Director is found to be incapable of managing property by a court or under Ontario law;
- at a meeting of the members, a resolution is passed by at least a majority of the votes cast removing the Director before the expiration of the Director's term of office.

9. Regular Meetings of the Board

Meetings of the Directors may be called by the President or any two Directors so long as a minimum of five days' notice is given to all Directors. The Board may fix the place and time of regular Board meetings by consensus or by resolution giving not less than five days' notice to each Director. Meetings may be held in person or electronically. Directors participating electronically are deemed to be present for the meeting. Notice may be given electronically.

10. Board Meeting immediately following the Annual General Meeting

A Directors' meeting may also be held, without notice, immediately following the Annual General Meeting of the Foundation.

11. Voting by Board of Directors

Each Director shall have one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In the case of a tie, the President shall not have a casting vote.

12. Remuneration of Directors

The Directors of the Foundation shall serve without compensation. Directors may, at the discretion of the Board of Directors, be reimbursed for reasonable expenses incurred in the performance of their duties. A Director may also be reimbursed for services provided and/or expenses incurred while performing in a role for the Foundation other than as a Director provided that it is preapproved by the Board, considered reasonable by the Board and in compliance with conflict of interest provisions of the act and Foundation policy.

13. Committees of the Board

The Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board will establish the composition and terms of reference for any such committee. Committees operate under delegated responsibility but the Board retains accountability to the membership. Committees should therefore report back to the Board through a liaison Director named by the Board so that its actions may be approved by the Board on behalf of the members.

14. Executive Committee

A standing Executive Committee comprised of the officers of the Foundation may hold delegated responsibility for day-to-day operations of the Foundation or any of the powers of the Directors as may be delegated to them by the Board excepting those powers reserved to the membership, such as appointment of auditors, amendment or repeal of by-laws, approval of the financial statements and appointment of directors. Proceedings for the Executive Committee will be kept and presented to the Board for approval.

OFFICERS

15. Officers of the Foundation

There shall be a President, and Vice-President, a Secretary and a Treasurer and such other officers as the Board of Directors may from time to time determine. One person may hold more than one office except the offices of President and Vice-President. The officers shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of the directors except that the Secretary and Treasurer or Secretary/Treasurer may be either elected from their number or employed by the Board to perform the duties of those offices.

16. Duties of the Officers of the Foundation

The President shall, when present, preside at all meetings of the members of the foundation and of the Board of Directors. The President shall also be charged with accountability for the general management and supervision of the affairs and operations of the Foundation.

The Vice-President exercises the duties and powers of the President in the absence of the President.

Collectively, the President, Vice-President, Secretary and Treasurer shall be accountable to the membership for the following duties and will perform, allocate or delegate responsibilities for them in a manner appropriate to their skills and availability:

- Call periodic meetings of the Board, record minutes and obtain approval for minutes, sign the official minutes of the Board;
- Call periodic meetings of the Executive Committee, record minutes and obtain Board approval for those minutes, sign the official minutes of the Executive Committee;
- Where *in camera* meetings of the Board or Executive Committee are required, record in camera minutes and provide these to succeeding Presidents of the Board, sign the *in camera* minutes of the Board or Executive Committee;
- Present candidates for membership to the Board for approval and maintain a membership roster;
- Maintain a roster of directors and officers.
- Act as custodian of all official records, books, correspondence, contracts and other paperwork or electronic records belonging to the foundation and act as the custodian of the corporate seal;
- Manage bank accounts and investment accounts, establishes banking and investment policies, reports to the Board of Directors quarterly on the financial position of the Foundation.
- Keep full and accurate accounts, financial records, recording income and disbursements, assets and liabilities and retain these as required by law;
- Issue and keep records of all charitable receipts;
- Make and keep records of all charitable donations to other charities;
- Enter into contracts on behalf of the Foundation;
- Fulfil legal obligations including submission of charitable information returns, corporate profiles and any other government requirement.
- Call Annual General Meetings and Special General Meetings as appropriate, providing appropriate notice to all members of the particulars of such meetings;
- Recommend accountants/auditors, financial statements and a slate of nominees for board positions to the membership;
- Report to the membership annually on the affairs of the Foundation
- Perform business and succession planning as required.

17. Execution of Documents

Deeds, transfers, licenses, contracts and engagements on behalf of the Foundation shall be signed by either the President or the Vice-President and by the Secretary or the Treasurer or any other director. In circumstances where these signatures cannot be obtained, they may be signed by any two directors as authorized by the Board of Directors.

18. Protection of Directors and Officers

No director or officer shall be liable for the acts or default of any other director, officer or employee related to insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Foundation shall be placed out or invested.

Directors may rely upon the accuracy of any statement or report prepared by the foundation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such a statement.

Directors and officers are indemnified by the foundation for all acts performed in the execution of their duties except as occasioned by their own wilful neglect or default provided that they have complied with the law and the Foundation's articles and by-laws and exercised their powers and discharged their duties in accordance with the law.

MEMBERS

19. Qualification of Members

Membership in the foundation is available to all descendants of Charles Luther Burton, their partners and children, including all varieties of life partners, adoptive children and children of a life partner from a previous marriage. Individuals who qualify must apply to the Board of Directors for approval of their membership and within 3 months of obtaining approval, make a donation to a registered Canadian charity through the Foundation.

20. Membership Fees

To maintain their membership, members must make annual donations through the Foundation of \$1 or more to a registered Canadian charity of their choice or to the Foundation itself.

21. Termination of Membership

A person's status as a member terminates automatically on January 1st of the year following the calendar year in which the member does not pay their membership fees. Membership also terminates when a member dies or resigns in writing. The Board of Directors may terminate the membership of an individual member upon criminal conviction or behaviour which may threaten the reputation or status of the Foundation; such termination may only be effected by

unanimous vote and the member must be informed electronically or in writing within 15 days of such decision.

22. Members' Meetings – Annual General Meeting

The annual meeting of members shall be held on a day and at a place fixed by the Board of Directors. Notice of the annual meeting shall be provided not less than 21 days before the meeting to all members of record as of the day before the Notice is given.

The business transacted at the Annual General Meeting shall include:

- Receipt of the agenda
- Receipt of the minutes of the previous annual and subsequent special meetings
- Consideration of the Financial statements
- Report of the auditor or person who has been appointed to conduct a review engagement
- Appointment of the Auditor or person to conduct a review engagement for the coming year
- Election of Directors
- Such other or special business as may be set out in the notice of meeting

No other item of business shall be included on the agenda for the annual meeting.

23. Members' Meetings – Special Business Raised by a Member

A Member may make a proposal to be dealt with at the Annual General Meeting providing that the proposal has been given to the Secretary prior to the giving of notice of the Annual Meeting so that such item of new business may be included in the Notice of Annual Meeting. The Notice must contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken.

A Special Meeting of the Members may be convened by the Board at any time provided that the members be given 28 days' notice of such a meeting together with any materials pertinent to the agenda items on the Notice of Special General Meeting. If the item of business is considered urgent by the Board, a resolution to that effect will be passed by the Board and entered into the minutes of the Board of Directors, whereupon Notice may be reduced to 10 days.

24. Members' Meetings – Quorum

A quorum for the transaction of business at a Member's Meeting shall be 12 or 50% of the membership entitled to vote, whether present in person or by proxy, whichever is less. 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.

25. Members' Meetings – Voting

Each member of record is entitled to one vote and may vote by specific proxy, providing that the proxy has been deposited with the Secretary no less than 24 hours prior to the meeting.

Every question shall be decided by a majority of the votes of the members present (including proxy-holders). Voting will be by a show of hands unless a poll is demanded. Unless a poll is demanded, a declaration of the Chair that a resolution has been carried or not carried, together with an entry to that effect in the minutes will be considered sufficient proof of the results of the vote.

A resolution signed by a majority of members entitled to vote on that resolution at a meeting of the members is as valid as if it had been passed at a meeting of the members.

In the case of an equality of votes for and against, the President shall be entitled to a casting vote.

OTHER PROVISIONS

26. Manner of Notices

Notice of a Board meeting or a members' meeting may be given by any method reasonably intended to give actual notice.

Notice of each Members' meeting must remind the member of the right to vote by proxy and should be given no less than 10 days before the meeting and no more than 50 days before the meeting

Any member may waive notice of a members' meeting. Any Director may waive notice of a Board meeting.

27. Banking, Borrowing and Pledging

Should the Foundation require it, the Board of Directors of the Foundation may from time to time borrow money upon the credit of the Foundation up to \$10,000 by obtaining loans or arranging for overdrafts for such purpose. They may use the assets of the Foundation as security for such borrowing and may give security, agreements or documents in any manner or form under the Bank Act.

Any of the powers contemplated by this clause may from time to time be delegated by the Board of Directors to any one or more of the Directors or Officers of the Foundation.

28. Assurance on Financial Results

For years in which the income of the Foundation is less than \$100,000, a financial review or audit will only be conducted if required by a resolution of the members.

For years in which the income of the Foundation is between \$100,000 and \$500,000, the board will recommend to the membership a certified accountant to perform a review engagement on the financial results of the Foundation.

For years in which the income of the Foundation is greater than \$500,000, the board will recommend to the membership a certified accountant to perform an audit engagement on the financial results of the Foundation.

At any time, the Board may recommend to the members a review or audit of the financial results of the foundation.

29. Amendment to the By-Laws

By-laws may be changed by resolution of the board of directors except those clauses pertaining to:

- Adding, changing or removing a provision related to the transfer of membership
- Changing the manner of giving notice to members for meetings
- Changing the method of voting for members not in attendance

Those which may be changed by the Board are effective from the date of the board resolution and stay in effect until ratified or rejected by the members at the next Annual General Meeting.

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PROPOSED CONTENTS OF REVISED LETTERS PATENT NOVEMBER 2021 FINAL

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Proposed Contents of Revised Letters Patent

Letters Patent and Supplementary Letters Patent	
Objectives of the Corporation	To receive and maintain a fund or funds and to apply all or part of the principle and income therefrom, from time to time, to charitable organizations that are also registered charities under the <i>Income Tax Act</i> (Canada).
Location of the Corporation	Ontario
Dissolution of the Corporation	To distribute net assets in a manner consistent with the objectives of the corporation.
Directors Compensation	Serve without compensation but may be reimbursed for expenses and may also provide services to the organization other than acting as a director for which they may be compensated if approved by the board.

PRESIDENTS' REPORT FOR 2021 AGM

THE BURTON CHARITABLE FOUNDATION ANNUAL GENERAL MEETING 2021
PRESIDENT'S REPORT 2020 and 2021

Greetings to all members of The Burton Charitable Foundation, both old and new. We continue to be proud to be part of a family that has expressed itself through charitable giving for more than 60 years in the tradition of our ancestor, Charles Luther Burton and his descendants.

It has been an eventful couple of years for the foundation. Having completed on our five-year commitment to the Women's College Hospital in Toronto, we entered into a rebuilding phase to establish a level of investment base that could sustain the organization and to that end, temporarily suspended distributions to charities making unsolicited requests for donations from us. Our investments continued to grow. Starting in 2020, having passed the half-million mark, we commenced a process to invite nominations from our membership for charities that should be considered for supplementary funding. In 2021, we began again to also consider unsolicited requests for funds, albeit on a small scale.

We also launched the two-year Rejuvenation Project that many of you participated in by agreeing to be interviewed or by filling out our survey. The research phase completed in November 2020 and the results were touched on at our last AGM. In 2021, we have been busy some of the recommendations arising from the project including infrequent but regular communications with members of our family, extending the mechanisms by which members can donate and strengthening the foundation as a means for parents to use to teach their children about giving. Our ambitions for this project were initially low, growing the membership by just a handful of new members. By the end of the research phase in the first year, we could already point to fourteen new members that had joined as a result of the project. However, the second year has been far more rewarding and we can now boast of the largest membership base in the history of The Burton Charitable Foundation, nearly tripling the number of members on our roster at the beginning of the project.

2020 marked the culmination of Hugh Kendall's five-year term as President of the Foundation. During his tenure, we managed to adjust Foundation operations to a virtual footing. Hugh single-handedly developed the Foundation's first web-site and donations portal, enabling members to donate electronically for the first time. He worked hard to bring Burton family history and news to our members through the site. We would like to thank him for his insight and extraordinary contribution which we hope he will continue to make into 2022 as our Past President, supporting our younger generation nominees to the Board of Directors.

At the AGM in December 2020, the membership was asked to vote on a motion tabled by the President to dissolve the Foundation. This motion, while passed by those present at the AGM, could not be executed because the motion itself had not been considered by the Board of Directors and had not been provided to all foundation members with sufficient notice and background information to make an informed decision. In addition, while the board had passed a resolution in 2019 changing the membership fees to \$1, the change had been communicated to family members but had never been presented to the membership for a formal vote to adjust the fee structure, so there was confusion as to who exactly *was* a member. Your Board of Directors had a full debate on the subject in April 2021 and agreed unanimously that, since the dissolution motion was invalid and the membership unclear, we would bring adjusted by-laws to the membership at the 2021 AGM and wait a full business cycle under the clarified membership qualifications before reconsidering such a motion.

In the end, since the Government of Ontario has introduced a new law for Ontario Not-for-Profit Corporations (ONCA) in 2021, a revisit of the by-laws would have been necessitated in any event, so the board spent a good

piece of the year researching, debating and rewriting the Foundation's by-laws. The new by-laws, unanimously recommended by your Board of Directors, are being presented for your approval this year.

In the meantime, we have not been idle! January 2021 saw the implementation of a web-site 2.0 for the Foundation, one that is easier to update and maintain. We commenced quarterly notes out to Burton Family members and aimed for regular bi-monthly updates to the web-site as well. We're always looking for new content, so don't hesitate to contact us with your web-content ideas. If you haven't taken the time to check out the profiles of C.L. Burton, Bev Cram, Mary-Alice Stuart and G. Allan Burton, have a look, and if you have a relative that you would like to profile for our family corner, we're interested.

The new web-site also allowed for members to easily nominate a deserving charity for consideration in the supplementary distribution of funds in February 2021. Most of those who took the time to nominate a charity for extra funding were not disappointed.

In the Spring, we consulted with our Investment Management Firm, Fiera Capital, and adjusted our investments to align with a new investment policy developed in 2020. Our investments have continued to flourish and are bidding fair to pass the \$800K mark by the end of the year, a satisfying 30% increase.

Donations this year are also up – at time of writing, a substantial increased year over year, although December is the month to watch for our Foundation, so the final effect remains to be seen. Suffice it to say, we are very pleased with the renewed level of support from our family.

In the coming months, we have further ambitions for the Foundation. We will begin by trying to find a more elegant and user-friendly way to be able to accept e-transfers and make electronic donations for member-directed funds, lightening the load on our volunteer board of directors and reducing the lag time for member-directed donations. We hope to have one younger-generation member of the board elected at the 2021 AGM and a second one elected at the 2022 AGM, bringing the generational mix on the Board to 50-50 – a good combination of experience and energy! We will also be undertaking a third annual supplementary distribution of funds, so if you have a favourite deserving charity, get to the web-site and nominate it – just a few keystrokes on an electronic form are all it takes. In 2022, while we are committed to revisiting the member resolution about the future of the foundation, we will continue to operate it as a going concern. To that end, we will be undertaking a major initiative to understand how we might wish to put the foundation on a more sustainable footing, and what it will take to get there.

Before closing, on the occasion of her last official act for us, I would like to personally thank Leslie Smith for her almost-twenty years of service on the Foundation's Board of Directors. This is a commitment level we can all appreciate and admire. Thanks, Leslie.

In closing, with memberships, donations and investments all on the rise, we can report on a very successful couple of years at your charitable foundation.

A handwritten signature in black ink, appearing to read 'Stephanie Smith', with a stylized, cursive script.

Stephanie Smith, President