

## Annual General Meeting (“AGM”)

### MINUTES

Fiscal Year 2022

(from April 1, 2022 to December 31, 2022)

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Date: June 15, 2023 (6:30 pm)

Location: Amsterdam Barrel House,  
87 Laird Dr, (Leaside)  
Toronto ON M4G 3T7

Directors Present: Total 9

Dorian Dwyer  
Penny Hill  
Kyle Kanstein  
Andrew Kautz (by FaceTime)  
Jordan McManus  
Mark McManus  
Astra Williamson  
Julian Wong  
Justin Yantha

Directors Absent: Elodie Goncalves (sent proxy)  
Tim Zimmerman

Non-Director Members Present: Total 18

Andre Abayof	Valerie Howes	Judy Sue
Corrine Bredin	Kostas Krissilas	Ryan Watt
Jag Budwal	Allan Laaksonen	Lauren Wharton
Louise Clouâtre	Cameron McCaw	Amanda Whitney
Lawrence D’Souza	Antony McManus	Mandy Yousif
Susan Higham	Cassene Stephens-Morgan	Stephanie Greewald

Total Members Present: 27

1. Dorian Dwyer called the meeting to order at 6:35 pm and welcomed everyone. **Quorum was confirmed.** The By-laws require a quorum of 5% of the eligible (paid-up, in good standing) Members of the Corporation (Chapter). There were 133 eligible Members as at May 1, 2023 (45 days prior to the AGM) as per the By-laws. Seven (7) Members will constitute quorum for the AGM; 27 were in attendance.
2. Receipt of Agenda. **The motion before the Members to accept the Agenda for Annual General Meeting for Fiscal 2022 was motioned by Mark McManus and seconded by Jordan McManus. All in favour. None opposed. Carried.**

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3. Receipt of Minutes of September 8, 2022 Annual General Meeting. **The motion before the Members to accept and approve the Fiscal 2021 Annual General Meeting minutes, which were not read out-loud, was motioned by Jordan McManus, and seconded by Julian Wong. All in favour. None opposed. Carried.**
4. Consideration of Fiscal 2022 Financial Statements. The Fiscal 2022 Financial Statements have been approved by the Board and **NO motion required**. Dorian stated that a copy of the F/S will be provided to any paid-up Chapter Member who requests them either by email to the Chapter admin email address or by leaving their email address at the AGM registration desk.
5. It was noted that although at the time this was not a legal requirement or a requirement of the Chapter By-laws, the Board in early calendar year 2022 decided to have an independent review of the Fiscal 2022 Financial Statements and appointed Justin Yantha, CPA, CMA, CFE to complete this review (as Chair of the Audit Committee and ex-officio member of the Board). The attestation of Justin Yantha is included in the Fiscal 2022 Financial Statements. **NO motion required**.
6. The ONCA (2010) classifies not-for-profit corporations as either public benefit corporations (PBCs) or non-public benefit corporations (Non-PBCs). The Chapter is a Non-PBC with gross annual revenues of \$500,000 or less.

Under these classifications, the explanation of the requirements for an audit or review engagement is provided on the website of our accountants, RLB, Guelph, Ontario (<https://www.rlb.ca/finally-onca-comes-into-force/>). It states that *“the Members of the corporation may elect by extraordinary resolution (2/3 majority of the Members present at a meeting) not to appoint a licensed public accountant at all, and also by extraordinary resolution, not to have an audit or a review engagement performed.*

**The motion before the Members to approve the Special Resolution (by 2/3 majority vote of the Members present) (a) NOT to appoint a Licensed Public Accountant; (b) NOT to have an “audit;” (c) NOT to have a “review engagement;” (d) to have a “regular review” of the Fiscal 2023 Financial Statements by an independent Chartered Professional Accountant; and (e) to appoint Jag Budwal, CPA, CFE, CFI, Q. Med., to act as the person to conduct this review was proposed by Julian Wong and seconded by Louise Clouâtre. All in favour. None opposed. Carried. **Due to the new ONCA (2010), this Special Resolution will need to be further approved by an Extraordinary Resolution (80% of Members present at a meeting with quorum). More details will be sent to Members shortly.****

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7. Approval of new Chapter Bylaws which were, in conjunction with SV Law (Guelph, Ontario), revised to align with the Ontario Not-For-Profit Act (ONCA) 2010 which was proclaimed on October 19, 2021. **The motion before the Members to accept and approve the new Corporation By-laws of the ACFE (Association of Certified Fraud Examiners) Greater Toronto Area (GTA) Chapter Inc. was proposed by Astra Williamson and seconded by Joe D’Ambrosio. All in favour. None opposed. Carried.**
  
  8. Approval of Special Resolution Authorizing Articles of Amendment, which is a requirement that is a result of the ONCA (2010) and was prepared with the assistance of SV Law (Guelph, Ontario). **The motion before the Members to accept and approve the Special Resolution (by a 2/3 vote of the Members present) was proposed by Louise Clouâtre and seconded by Allan Laaksonen. All in favour. None opposed. Carried.**
  
  9. Election/Confirmation of the 11 Nominees as the 11 Directors of the Corporation. Since there were eleven Members nominated for the eleven open board positions, no formal election is required. **The motion before the Members to approve and appoint the eleven Members nominated to be the Directors of the Corporation; those Members being: Dorian Dwyer, Elodie Goncalves, Stephanie Greenwald, Penny Hill, Kyle Kanstein, Andrew Kautz, Mark McManus, Astra Williamson, Julian Wong, Justin Yantha, and Mandy Yousif was proposed by Antony McManus and seconded by Louise Clouâtre. All in favour. None opposed. Carried.**
  
  10. Prior to concluding the meeting, the retiring directors, Tim Zimmerman and Jordan McManus were thanked for their contribution to the Chapter over the last four years. The two new directors, Stephanie Greenwald and Mandy Yousif were welcomed. Then, all the eleven directors were briefly re-introduced to the Members.
  
  11. At 7:15 pm, Dorian Dwyer closed the meeting. **NO motion required.**



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Dorian Dwyer - President & CEO



Digital Signature

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Andrew Kautz - Secretary to the Board