

Special Members Meeting
Thursday June 13, 2024 (6:45 pm)

AGENDA

Date: Thursday June 13, 2024 (6:45 pm)
Location: Amsterdam Barrel House, 87 Laird Dr, (Leaside) Toronto, ON M4G 3T7

Background

Ontario Not for Profit Corporation Act (ONCA (2010) Proclaimed October 19, 2021:

Appointment of auditor

68 (1) Subject to section 76, at each annual meeting, members of a corporation shall by ordinary resolution appoint,

- (a) an auditor to hold office until the close of the next annual meeting; or
- (b) a person to conduct a review engagement of the corporation.

Dispensing with audits, etc.

Other corporations

(2) Members of a corporation other than a public benefit corporation may pass an extraordinary resolution,

- (a) to have a review engagement instead of an audit in respect of the corporation's financial year if the corporation had annual revenue in that financial year of more than \$500,000 or such other prescribed amount; or
- (b) to not appoint an auditor and to not have an audit or a review engagement in respect of the corporation's financial year if the corporation had annual revenue in that financial year of \$500,000 or less or such other prescribed amount.**

Validity of resolution

(3) An extraordinary resolution passed under this section is valid until the next annual meeting of the members.

Definition

(4) In this section, "extraordinary resolution" means a resolution that is,

- (a) submitted to a special meeting of the members of a corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 80 per cent of the votes cast, or
- (b) consented to by each member of the corporation entitled to vote at a meeting of the members or the member's attorney.

1. Meeting Opening and Quorum Confirmation. The By-laws require a quorum of 5% of the eligible Members (paid-up, in good standing Members of the Corporation (i.e., Chapter)). There were 164 eligible Members as at April 28, 2024 (45 prior to the AGM). Quorum is **Nine Members (including those attending In-Person as well as all proxies received)**. **The Secretary to the Board or designate will confirm quorum, including any proxies received. No motion by the Members is required. A reminder that only Paid-Up Members in Good Standing (with a red dot on their name tags) may vote at the AGM and at the Special Members Meeting.**
2. The motion before the Members is to approve the extraordinary resolution, by at least eighty percent (80%) majority vote of the Members present, given the corporation is not a public benefit corporation "to not appoint an auditor and to not have an audit or a review engagement in respect of the corporation's 2024 financial year if the corporation had annual revenue in that financial year of \$500,000 or less."
3. Meeting conclusion