Minutes from AGM – Tamahaac Club – June 21, 2023

President's Remarks

President Smith opened the meeting with personal remarks. President Smith also advised that, Scott Wooder, as Secretary of the Meeting, will make all motions and that the president will call on proprietors to second each one before we put them to a vote. As Secretary of the Board, Scott will now read the Notice.

Item 1: Notice of Meeting

The secretary read the notice of the annual and special meeting of the proprietors of the Tamahaac Club, along with statements showing revenue and expenditures and the balance sheet was mailed to all proprietors of record June 1, 2023.

The secretary went over the purpose of the meeting which is to receive the Report of the Governors for the fiscal year ending March 31, 2023, Approve the articles of Amendment, Fix the number of Governors, Approve the Modernized By-laws, elect, as Governors, those proposed and to appoint auditors. As the notice was sent to each Proprietary Members 10 days in advance of the Meeting, the meeting is properly called for the transaction of the Club business.

As there was at least 12 proprietors present, President Smith declared the meeting has been called and properly constituted.

Item 2: Approval of AGM minutes from 2022

President Smith asked the secretary for a motion to approval of the Minutes from last years AGM. The Secretary **Moved** that the minutes from the AGM dated June 22, 2022 be accepted. **Seconded** by R. Stewart **Carried**

Item 3: Presentation of Financial Statements

President Smith advised the next item for business is the approval of the Financial Statements, which were mailed along with a copy of the auditor's opinion to all members. President Smith asked that the Club Treasurer, Chris Coons, present the financial slides. As there were no questions in regards to the financials, President Smith asked the secretary for a motion to accept the financial statements. The Secretary **Moved** that the financial statements for the year end March 31, 2023 be accepted as presented. **Seconded** by R. Stewart **Carried**

Item 4: Special Business as it relates to our Bylaws

President Smith advised the membership that there are special items of business to address today and for background, asked Ernie Stapleton, Chair of the Board's nominating committee, to speak on the matters. Ernie Stapleton advised that In October 2021, the Ontario Government passed the Not-for-Profit Corporations Act to provide a modern legal framework for how organizations, including the Tamahaac, are created, governed and dissolved. The Act became law at that time but organizations covered by it were given a three-year transition period to make necessary changes to their incorporating and other documents to conform with ONCA. Knowing this, the Board formed a bylaw committee comprised of its most experienced Governors to explore the act, assess the club's original Letters Patent and current bylaws, and recommend changes and updates to both to conform with the ONCA. The bylaw committee asked David Howell, a proprietor, long-time member of the club and Partner at the law firm Gowling WLG to join the committee as a non-Board participant to assist in our efforts. David's first recommendation was to engage independent legal counsel with specialist knowledge of ONCA rules. The committee followed that recommendation to ensure we updated all fundamental documents properly in accordance with the new law, and protected the rights and privileges of members. After conducting a competitive search, the committee chose Ross & McBride LLP based on their experience, and through the process, discovered that Sam Ross, one of the firm's founders, did legal work for the Tamahaac decades ago. After digging into the Tamahaac's historical records and reviewing the actual text of our 1912 Letters Patent, the committee asked Ross & McBride to conduct a search of the government's database of Tamahaac filings and review the submissions that the members received in the mail. Jarrett Putt, an Associate with Ross & McBride was at this evening's AGM. While it's fair to say the legal and incorporation systems are markedly different than they were a century ago, and the ONCA makes them different again, the 1912 Letters Patent expressly state the intention of the founders of the Club was to create a "Corporation without share capital," one with a maximum of 75 proprietors, the right of the board to determine the terms and conditions upon which subsequent proprietors can be admitted, a prohibition on the transfer of a proprietor's interest without Board consent and the power for the Board to create bylaws and rules to bind the organization and the proprietors. Based on well-established history and with legal advice in hand, the committee asked Ross & McBride to prepare Articles of Amendment which the membership received, dated June 1st. There are two reasons for the Articles of Amendment. The first is to comply with the new Act. For example, the two Proprietors and Associate member categories must be contained in the Articles. The second is to clean-up and update the Club's constitution by removing provisions in the original Letters Patent from 1912 that are no longer relevant or are included in the by-laws. The Board has approved those Articles and recommends that the membership vote in favour of the related motions that will come before the meeting. As some of these motions constitute special business, they require that 2/3rds approval of the proprietors in attendance to pass.

Item 4a: Approve Articles of Amendment (Special Resolution)

Before making a motion, Ernie Stapleton asked if there were any questions about the Articles of Amendment. There not being any, Ernie Stapleton asked President

Smith for permission to make a Motion. Permission was granted. Ernie Stapleton **Moved** that the Articles of the Tamahaac Club be amended in accordance with the Articles of Amendment in the form submitted to the meeting with such alterations, additions, amendments and deletions as may be approved by the Board. **Seconded** Gord Davidson **Carried**

Item 4b: Fix the number of Governors to 10 (Special Resolution)

Ernie Stapleton advised the membership that the next special motion deals with the size of the Board. The current Board believes that the optimal board size is slightly smaller than what the members have been accustomed to. Accordingly, the new articles envision a board of 8 to 12 (versus 12 today) so there is flexibility to increase or decrease the size of the board within those ranges in future, if necessary or appropriate, which the board believes is a positive. The Board recommends that the membership votes in favour of the special motion that will come before the meeting and once again, this resolution must receive 2/3rds approval of the proprietors to pass. Before making the motion, Ernie Stapleton asked if there were any questions about the size of the Board? As there were none, Ernie Stapleton **Moved** that the number of Governors of the Tamahaac Club shall be set at ten (10), being a number within the range prescribed within the Articles of Amendment. **Seconded** B. Wilkins **Carried**

Item 4c: Determine the size of the Board from time to time (Special Resolution)

Ernie Stapleton advised that the final special motion empowers the directors of the Club – otherwise known as Governors – to determine the number of Governors within the prescribed 8 to 12 range going forward simply by way of a resolution of the Board. This empowerment creates time-saving efficiency that is standard housekeeping practice for other organizations. The Board recommended that the membership approve the motion, which again must pass with 2/3rds approval of the proprietors in attendance. Before making the motion, Ernie Stapleton asked if there were any questions. As there were no questions, Ernie Stapleton **Moved** that the directors of the Tamahaac Club are empowered to determine the number of Governors of the Club within the prescribed range hereafter from time to time by resolution of the Board. **Seconded** P. Jackson **Carried**

Item 4d: Approve Modernized Bylaws (Ordinary Resolution)

Ernie Stapleton asked the membership to consider approve the modernized Bylaws as a replacement for our old bylaws. This is considered ordinary rather than special business and must only receive a simple majority to pass.

The new bylaws more clearly define membership categories, the duties of the officers of the club, the logistics around offering notice of proprietor meetings and removes elements from the old bylaws that are in direct conflict with the Ontario Not-for-Profit Corporations Act.

Before making the motion, Ernie Stapleton asked if there were any questions. As there were no questions, Ernie Stapleton **Moved** that the ordinary resolution of the Board repealing the existing by-laws of the Club and replacing them with the Bylaws in the form contained in the Information Sheet sent to all members is ratified and confirmed. **Seconded** G. Davidson **Carried**

Ernie Stapleton then thanked the members of the bylaw committee, Gord Davidson, Bob Hill, David Hamber and David Howell for their work on the bylaws and also thanked Wayne Maybee, our Club's Archivist for helping with the historical club documents for the bylaw project.

Item 5: Election of Governors -Ernie Stapleton

Ernie Stapleton asked the membership for consideration for the election of three new Governors and the reappointment of David Smith to a three-year term. Nominated for the Governors were **Rives Dalley-Barbour**, **David Howell** and **Pat McKay**. Ernie Stapleton **Moved** that David Howell, Pat McKay and Rives Dalley-Barbour be elected as Governors and that David Smith be re-elected as a Governor, each for a three-year term ending June 2026 or until their successors are appointed or elected **Seconded** B. Wilkens **Carried**

Item 6: Auditor's Re-Appointment

President Smith advised the next item of business is the re-appointment of Brownlow & Associates as Club auditors for the 2024 fiscal year. The Secretary **Moved** that Brownlow & Associates be appointed as Club auditors for the 2024 fiscal year at a fee to be fixed by the Governors. **Seconded** by H. Gibson **Carried**.

Item 7: Report of the Membership Committee

President Smith asked that the Chair of the membership committee provide a report on the year of membership. After the report, The Secretary **Moved** that a special vote of thanks go to the members of the Membership Committee for their efforts and commitment to the Tamahaac Club. **Seconded** R. Hill **Carried**.

Item 8: Report of the House Committee

President Smith asked that the Chair of the House committee, Jennifer Taylor, provide a report on the social events of the year. After the report, The Secretary **Moved** that a special vote of thanks go to the members of the House Committee for their efforts and commitment to the Tamahaac Club. **Seconded** J. Tinsley **Carried**.

Item 9: Report of the Ground's Committee

President Smith asked that the Chair of the Grounds committee, Libby Simpson-Gibson, provide a report (Attached). After the report, The Secretary **Moved** that a special vote of thanks go to the members of the Grounds Committee for their efforts and commitment to the Tamahaac Club. **Seconded** B. Hill **Carried**

Item 10: Report from Sections

President Smith advised the next items of business were the reports from the **Tennis & Pickle Ball Sections, Women's Shooting Section, Men's Shooting Section, Archives, Croquet Section and The Bridge Section.**

President Smith asked the membership for a round of applause to acknowledge all hard work of the heads, John Hedden, Michael Rathbone, Jennifer Taylor/ Margie Davidson, Ross Wigle/Ron Stewart, Wayne Maybee, Peter McNabb and Gail Hassell

Item 11: Recognition of the General Manager and Staff

President Smith acknowledged – General Manager, Chris Hugill, Executive Chef Bruce Morris, Catering and Events Manager Carlos Leite, Membership and Events Coordinator Martha Bagchus, Groundskeeper Tim Enticott, Bookkeeper Diane Cranston, Housekeeper Helen Cranston and Joe Rodriquez, and all the staff

The Secretary **Moved** to recognize the efforts of the Tamahaac team over the past year. **Seconded** E. Stapleton **Carried**

Item 12: Actions of the Board

As a standard operation, President Smith requested a motion regarding the actions of the Board. The Secretary **Moved** that all acts and proceedings of the Board of Governors during the past year be approved**. Seconded** E. Stapleton **Carried**

Item 13: Address by incoming President – Glenn Taylor

Mr. Taylor addressed the membership

Item 14: Other Business

There was no business tabled from the floor

Item 15: Termination

President Smith asked for a motion to terminate the meeting. The Secretary **Moved** to terminate the 2023 annual meeting. **Seconded** R. Stewart **Carried**