



Mississauga Figure Skating Club

NOTICE OF ANNUAL AND SPECIAL MEETING OF MEMBERS (this “Notice”)

TAKE NOTICE that a meeting of the members of The Mississauga Figure Skating Club Inc., a corporation incorporated under the laws of the Province of Ontario (the “Corporation”) will be held as follows:

DATE: Tuesday June 6, 2023
TIME: 7:30 pm.
PLACE: Virtual Online Meeting (Zoom)

For the purposes of:

1. Approval of Articles of Amendment and new By-law
2. Receiving the Annual Financial Statements and Auditor’s Report
3. Electing Directors and Officers (see attached slate of members standing for election)
4. Reappointment of Auditor
5. Receiving the Annual Reports of the Directors

1. Amendment to Letter’s Patent (now referred to as Articles of Amendment)

Nature of Special Business:

The new Ontario *Not-for-Profit Corporations Act, 2010* (the “ONCA”) was proclaimed into force effective October 19, 2021. The ONCA replaced the Ontario *Corporations Act*, the corporate legislation which previously applied to Ontario corporations without share capital such as the Corporation. The Corporation has until October 19th, 2024 to transition under the ONCA. After this transition period has expired, all non-conforming provisions in the Corporation’s governing documents, including its by-laws and its Letters Patent, will be deemed to have been amended to conform with the ONCA. Although there is no formal requirement to amend by-laws or file Articles of Amendment under the ONCA, if the Corporation does not do so, its governing documents may not reflect the actual rules of governance that apply to it.

The board of directors (“Board”) recommends amendments to the Corporation’s Letters Patent and attached to this Notice is draft Articles of Amendment for approval by the members.

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Club Mailing Address: P.O. Box 41017, Rockwood Postal Outlet, 4141 Dixie Road, Mississauga, Ontario, L4W 5C9
Club Website: www.mississaugafsc.com



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Text of Special Resolution: See Special Resolutions attached to this Notice.

2. Repeal of By-law No. 1 and Confirmation of new By-law No. 1 - 2023

Nature of Special Business:

The coming into force of the ONCA also necessitates amendments to By-law No. 1 of the Corporation so that it reflects the actual rules of governance that apply to it. The Board have approved a new By-law to achieve compliance with the ONCA as well as modernize many other provisions of the current By-law No.1 to better align them with the Corporation's practices. For example, redundant membership classes for which memberships have not been recently issued have been removed. The proposed changes are intended to make the Corporation's by-laws easier to understand and follow, while being guided by the language of the ONCA and streamline the Corporation's governance processes and procedures.

The Board recommends amendments to the existing By-law No. 1 and attached to this Notice is the draft new By-law No. 1-2023 for confirmation by the members.

Text of Special Resolution: See Special Resolutions attached to this Notice.

You are entitled to notice of and to attend and vote at this important meeting. If you are unable to attend, as a substantial representation of membership is required for quorum, please complete, sign, date and return the proxy form accompanying this Notice by email to President@mississaugafsc.com or in person to a Board member, Director Coach Leanne Pilon or Technical Director Coach Aryana Shanab. Proxies must be received by Sunday June 4, 2023 at 7:30 pm. to be valid.

DATED in the City of Mississauga, this 19th day of May, 2023 BY ORDER OF THE BOARD

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