

## **Agenda Special Meeting – Thornhill Baseball Club (“The Club”) - April 27th, 2023**

### **#1) Introductions & Background**

On October 19<sup>th</sup>, 2021 the Ontario Government passed “The Ontario Not-for-Profit Corporations Act” (for short – “ONCA”).

This new legislation provides Ontario Not-for-Profit corporations with updated requirements in terms of how they are governed.

Thornhill Baseball (the “Club”), being a Not-for-Profit Corporation will need to comply with this new legislation.

To comply, Thornhill Baseball has received legal advice from Sport Law (<https://sportlaw.ca/>), a legal firm recommended by the Ontario Baseball Association, about specific governance changes which are required within our constitution (our bi-laws and governing document) which was last updated November 15<sup>th</sup>, 2018.

A special sub-committee established by the Board Directors, has reviewed the proposed changes by Sport Law and recommends that the Club adopt these changes.

To formally review and adopt these changes, the President of Thornhill Baseball is calling a Special Meeting of Members. This meeting will be held on April 27<sup>th</sup> at 7:30 pm.

This meeting is open to all Club members including the Board of Directors; registered coaches; assistant coaches; team managers; sponsors; umpires; registered players and/or parents and legal guardians of registered players.

### **Specific Details:**

- Our current set of By-laws (historically referred to as our constitution which was last updated on November 15<sup>th</sup>, 2018) is proposed to be obsoleted.
- In its place, 3 documents, which cover the key topics within the historic constitution will be proposed for acceptance by the members:
  - An updated set of By-Laws which are compliant with ONCA legislation.
  - A short-term By-Law to address the transition period to enable the new By-Laws to come into affect.
  - A set of policies and procedures which were in the historic constitution but technically are not By-laws as such will be passed separately.
- Currently from a reporting perspective, the Club produces and shares annual financial statements. A second vote is requested to continue this level of financial reporting.
- Finally, a vote is requested to update our articles of incorporation for them to be consistent with the updated By-laws which are proposed.

### **#2) Member Vote - #1**

Motion: By Tony Selina.

Type: Ordinary Resolution (a resolution passed by a majority of the votes cast on that resolution)

Seconded: By Jon Rogers

- To obsolete the current set of By-laws (historically referred to as our constitution last updated November 15th, 2018) - on October 31<sup>st</sup>, 2023
- To adopt the presented and updated set of By-laws - on October 31<sup>st</sup>, 2023
- To adopt the presented By-law #2 (in relation to By-law transition) – On October 31<sup>st</sup>, 2023
- To adopt the presented “Policies and Procedures” document – On October 31<sup>st</sup>, 2023

**#3) Member Vote - #2**

Motion: By Tony Selina.

Type: Extraordinary Resolution (a resolution passed by not less than eighty (80) percent of the votes cast on that resolution).

Seconded: By Jon Rogers

- The Member agree to waive the requirement for an auditor, an audit and a review engagement, unless required by law

**#4) Member Vote - #3**

Motion: By Tony Selina.

Type: Special Resolution (a resolution passed by not less than 2/3 of the votes cast on that resolution).

Seconded: By Jon Rogers

- To adopt the presented “Articles of Amendment” which are an update to our “Articles of Incorporation” – On October 31<sup>st</sup>, 2023

**END MEETING**