



Annual and Special Meeting

MINUTES

Tuesday, June 6, 2023

7:30 PM – 9:00 PM

VIRTUAL MEETING

Minutes of the Annual and Special Meeting of the members of The Mississauga Figure Skating Club Inc. (“the Corporation”), held virtually on June 6, 2023, starting at 7:30 p.m.

Call to Order and Welcome

Sandra Leluk, President of the Corporation [Chair] called the meeting to order, welcoming members and advising this meeting would be recorded.

Notice of Calling

On Monday, May 22, 2023, the notice of meeting, together with copies of the draft Articles of Amendment, By-law No.1 -2023, proxy, slate of members up for election, agenda, a link to the minutes of the Annual Meeting held June 13, 2022 were distributed to all members of record as of the close of business on May 22, 2023, the record date for receiving notice of the meeting.

The President read the Notice of Calling verifying the emailing of the Notice package to members, directors, and the Auditor a full 10 days prior to the AGM as per MFSC By-law No. 1.

Procedures for transacting the business of the meeting

The Secretary, Vivian Tsapas read the procedures for transacting the business of the meeting, requesting that certain people make and second the formal motions and the Chair will call on these people at the appropriate time.

Introduction of Current Board Members and Guests

The President introduced the 2022-2023 Board of Directors:

1. Vivian Tsapas, Secretary
2. Kavitha Shenthil, Treasurer
3. Desiree Ashton, Director
4. Patrizia Cafaro, Director
5. Ermelinda Kapo, Director
6. Cia Karahalios, Director
7. Kathleen Kardasz, Director
8. Leanne Pilon, Director

The President acknowledged the invaluable contributions of the Board in volunteering their time for the continuing success of MFSC.

The President introduces two guests who will address the membership, John Nunnikhoven, from Glenn Graydon Wright LLP (our auditors) and Aryana Shanab, the Club's Technical Director and this evening's IT support person.

Verification of Delegates and Proxies to establish Quorum

The Secretary reported that 517 members of the Club registered in the 2022-2023 season.

The Secretary reported that 53 voting members were registered for the meeting, represented in person (27) and by Proxy (26), all being members of the Corporation, and entitled to vote.



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The Secretary reported that 0 observers in person and not entitled to vote.

The Secretary reported that 2 guests being present and not entitled to vote.

The Secretary advised that a quorum of a minimum of 10% membership, eligible to vote, was present, either in person or by proxy and thereby declared the meeting to have been regularly called and properly constituted for the transaction of business.

Explanation of Voting Process

The President, explained the voting process with polling and use of 'raise your hand' feature for questions/ comments.

Permission of Guests/Observers to Address the AM

Motion to allow for 2 guests to be permitted to address the membership, motioned by Kavitha Shenthil and seconded by Kendra Boshkov, the following resolution was passed, **motion carried**.

BE IT RESOLVED that 2 guests will be permitted to address the membership.

Adoption of the Agenda

No additional items were added to the Agenda.

Motion to adopt the agenda, motioned by Patrizia Cafaro and seconded by Ermelinda Kapo, the following resolution was passed, **motion carried**.

BE IT RESOLVED that the Agenda is adopted.

Auditor's Report on Audited Financial Statements

MFSC's audited financial statements were presented to the members by John Nunnikhoven, from Glenn Graydon Wright LLP and questions were entertained.

Approval of the Minutes of the Virtual Special Meeting of Members and General Meeting held on June 13, 2022

No objections/ additions were made to the Minutes as written and posted on the website.

Upon motion made by Kelly Taylor and seconded by Patrizia Cafaro, the following resolution was passed, **motion carried**

BE IT RESOLVED the Minutes of the Special Meeting of Members and Annual General Meeting held on June 13, 2022 as written are adopted.

Approval of Articles of Amendment

Approval of the Articles of Amendment to bring our Club's Letters Patent dated May 10, 1990 into conformity with the Ontario Not-for-Profit Corporations Act which came into effect on October 19, 2021 and now governs the Club.

Upon motion made by Ermelinda Kapo and seconded by Julie Grinbergs, the following resolution was passed, **motion carried**.



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BE IT RESOLVED AS SPECIAL RESOLUTIONS THAT the draft Articles of Amendment in the form submitted to the members of the Club, which are to be annexed to the minutes of this meeting as Schedule "A", are hereby approved. The directors are hereby authorized to make such changes or additions to the Articles of Amendment if required to do so by the Ontario Ministry of Public and Business Service Delivery or by any other government body, provided that any such changes are in keeping with the spirit and intent of the Articles of Amendment.

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

The President presented for member approval the following 'to repeal the Club's current By-law No. 1 and to replace it with By-law No.1 -2023 to bring the Club into conformity with the Ontario Not-for-Profit Corporations Act.

By-law No. 1 of the Club was initially adopted on May 10, 1990, having small revisions over the years and is the current general operating By-law of the Club.

Upon motion made by Megan Marchand and seconded by Kavitha Shenthil, the following resolution was passed, **motion carried**.

BE IT RESOLVED AS SPECIAL RESOLUTIONS THAT By-law No.1-2023 in the form submitted to the members, which is to be annexed to the minutes of this meeting as Schedule "B", are hereby approved and shall take effect. By-law No.1 shall be repealed and replaced by By-law No.1-2023 as of the date that the Certificate of Amendment for the Articles of Amendment is issued to the Club by the Ontario Ministry of Public and Business Service Delivery.

Approval of Honourary Members

The President addressed the meeting requesting to appoint the following Honourary Members for the 2023-2024 skating season:

1. Sandy Leluk
2. Shelley Ellis - Delta Bingo Coordinator
3. Sarah Ellis – Delta Bingo Backup

Upon motion made by Patrizia Cafaro, seconded by Megan Marchand, the following resolution was passed, **motion carried**.

BE IT RESOLVED that Sandy Leluk, Shelly Ellis, and Sarah Ellis are approved as the Honourary Members of the Corporation for the 2023-2024 season.

Retirement of the Board of Directors

The Secretary made a presentation to the members of the Board of Directors who are stepping down from their positions and will not be returning to the Board next year:

1. Desiree Ashton
2. Patrizia Cafaro
3. Leanne Pilon
4. Kavitha Shenthil
5. Vivian Tsapas



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Election of New Directors

The President spoke of the need of the Board volunteers to transition to parents from the ranks of senior skaters to those of intermediate and junior skaters.

The President introduced the candidates who have been nominated to serve as directors for the 2023-2024 season by the Club's Board of Directors, they are:

1. Svitlana Frunchak
2. Ermelinda Kapo
3. Cia Karahalios
4. Kathleen Kardasz
5. Sandy Leluk
6. Megan Marchand
7. Yeh Ching Seto
8. Kelly Taylor

Upon motion made by Kendra Boshkov, seconded by Patrizia Cafaro, the following resolution was passed, **motion carried**.

BE IT RESOLVED that the eight listed candidates have been elected to the Board of Directors.

Election of New Officers of MFSC Board 2023-2024

The candidates who have been nominated to serve as the Club's officers and their respective positions for the 2023-2024 season are:

1. Sandy Leluk – President
2. Ermelinda Kapo - Vice-President
3. Megan Marchand - Secretary
4. Yeh Ching Seto - Treasurer

Upon motion made by Cia Karahalios, seconded by Kendra Boshkov, the following resolution was passed, **motion carried**.

BE IT RESOLVED that the 4 board members declared above are elected to their stated offices until the next annual meeting or until their successor is elected or appointed.

Appointment of Independent Auditors

The President requested a motion to re-appoint Glenn Graydon Wright LLP as the Club's auditor until the next annual meeting of members or until a successor is appointed and to authorize the Board of Directors to fix the auditor's remuneration.

Motion made by Cia Karahalios, seconded by Kelly Taylor, the following resolution was passed, **motion carried**.

BE IT RESOLVED that Glenn Graydon Wright LLP are approved to prepare MFSC's financial statements for 2023-2024.



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Presentation of Reports

President's Report presented by Sandy Leluk highlighted the Board's achievements, thanking them for their assistance and support and spoke to the strength of MFSC's continuation. Highlights were the By-law changes required of ONCA, organization rebranding, management repositioning, reviews of employment agreements and coach contracts, fundraising initiatives, and the success of the Holiday Gala.

Technical Director's Annual Report presented by Aryana Shanab via a PowerPoint presentation highlighting the Club's program performance and accomplishments.

Ice Precise Annual Report presented by Cia Karahalios via a PowerPoint presentation sharing information on their membership and season's accomplishments.

Transaction of Other Business that may Properly Come Before the Meeting

No further items of business were brought forward to discuss.

Termination of Meeting

There being no further business to discuss, the President thanked the assistance of those supporting the AGM preparation to make the evening a success and the membership for their participation.

The President asked if there was any objection from the membership to terminate this meeting and hearing none, called out for the termination of this Annual General Meeting of the Mississauga Figure Skating Club by General Consent at approximately 9:00 pm.

Upon motion by Peter Cai and seconded by Cia Karahalios, the following resolution was passed, **motion carried.**

BE IT RESOLVED the Annual and Special Meeting of The Mississauga Figure Skating Club Inc. for the 2022-2023 season is hereby terminated.