



## **MINUTES OF THE VIRTUAL ANNUAL AND SPECIAL MEETING OF MEMBERS OF JAZZ.FM91 INC., HELD ON THURSDAY, FEBRUARY 3, 2022 AT 3:00 PM**

In accordance with the By-Laws of the Corporation, Brian Hemming, Chair of JAZZ.FM91, acted as Chair of the Meeting. Chris Churchill acted as Secretary. The Chair confirmed that proper notice of the meeting had been given and that a quorum was present.

The Chair noted that the meeting was convened in accordance with the Not-for-Profit Corporations Act, 2010 (Ontario).

### **1. APPROVAL OF MINUTES OF THE 2021 ANNUAL GENERAL MEETING**

The Minutes of the February 3, 2021 Annual General Meeting were previously made available to members for review. It was moved by Sandra Caswell that the Minutes for the 2021 annual meeting be approved as presented; seconded by Cathy Mitro. **Carried.**

### **2. DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

The Chair noted that the Report of Directors and Audited Financial Statements of the Corporation for the year ended August 31, 2021, and the Auditors' Report thereon had been made available to members prior to the meeting. Cathy Alexander, Chair of the Audit Committee, summarized the financial results.

With no further questions or discussion, the Chair noted the Directors' Report and Audited Financial Statements as received.

### **3. APPOINTMENT OF AUDITORS**

It was moved by Sandra Caswell that KPMG be appointed auditors to hold office until the next annual meeting and that the Board be authorized to fix their remuneration; seconded by Cathy Mitro. **Carried.**

### **4. ARTICLES OF AMENDMENT AND BY-LAW NO. 4**

The Chair reviewed two items that are the subject of special resolutions and require a two-thirds majority of members voting online or by proxy to pass.

The Not-For-Profit Corporations Act, 2010 (Ontario) that came into effect in October 2021 requires JAZZ.FM91 to have new articles, known as Articles of Amendment, and new By-laws which conform with the new Act. Both the Articles of Amendment and By-law No. 4 were developed with legal counsel from Gardiner Roberts LLP. The new Articles of Amendment provided the opportunity for the Corporation to update and modernize its purposes. Additionally, the new Act allows the Corporation to establish a range of directors. The Articles of Amendment presented to Members for approval provided for a minimum of three to a maximum of thirteen Board members. An important aspect of By-law No. 4 is the introduction of tenure limits for directors. By-law No. 4 provides that directors cannot stand for re-election beyond six years with specific limited exceptions.

It was moved by Sandra Caswell that:

1. The Articles of Amendment as presented to this meeting, be approved;
2. By-law No. 4 be approved and confirmed as a By-law of the Corporation and all previous By-laws of the Corporation be hereby repealed; and
3. The Corporation is authorized to take all necessary steps, including the filing of Articles of

Amendment, to bring effect to the approvals granted by this special resolution.

Seconded by Cathy Mitro. **Carried.**

In addition to empowering the Board to establish the range in the number of directors, By-law No. 4 allows for the Board to determine how many directors are elected at each annual meeting, thereby enabling the Board to stagger terms.

It was moved by Sandra Caswell that the Board be empowered to determine the number of directors, and the number of directors to be elected at the annual meeting of the Members from time to time, by resolution of the directors. Seconded by Cathy Mitro. **Carried.**

## 5. ELECTION OF DIRECTORS

To effect an orderly reset of staggered three-year terms and the tenure limits provided for in By-law No. 4, the Governance and Nominating Committee recommended that two directors, Cathy Alexander and Marc Paris, whose terms were expiring at the Meeting, be nominated for re-election. The Committee further recommended that the other ten current directors resign before the Election of Directors and stand for re-election at the Meeting. These directors submitted resignations to be effective at the meeting.

It was moved by Sandra Caswell that the 12 nominees be elected to fill vacancies on the Board of JAZZ.FM91 for the terms indicated on the form of proxy and in the Report of the Nominating Committee. Seconded by Cathy Mitro. **Carried.**

## 6. ADJOURNMENT

With no further business brought forward, the meeting was adjourned at 3:42 p.m.

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Brian Hemming, Chair

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Christopher Churchill, Secretary