

MINUTES OF THE FIRST ANNUAL MEETING OF THE MEMBERS (the “Meeting”) of Toronto Harriers (the “Corporation) held at 194 Hudson Drive, Toronto, Ontario M4T 2K8 on November 4, 2020 at 7 p.m. (Toronto time).

PRESENT: There were 40 members present.

Opening Remarks

In order to minimize the exposure to the ongoing COVID-19 pandemic and practice safe social distancing, the meeting was held electronically by Zoom.

The Chair stated that to facilitate the handling of the business of the Meeting, the Chair and the Secretary will make the motions at the Meeting. The Chair urged members to postpone questions of a general nature until after the formal business of the Meeting had been completed.

Call to Order and Introduction

Ms. Carrie Scace, President of the Corporation, took the Chair and the Secretary of the Corporation, Ms. Christa Plumley, acted as Secretary of the Meeting. The Chair welcomed members to the Meeting and called the Meeting to order.

Appointment of Scrutineer

The Chair appointed Sarah Stern to act as Scrutineer for the Meeting.

Notice of Meeting

The Chair stated that the notice calling the Meeting and the accompanying financial statements were distributed and made available on October 12, 2020 to members of record at the close of business on October 12, 2020. With the consent of the Meeting, the Chair dispensed with the reading of the Notice and directed that a copy of the Notice to be kept by the Secretary with the records of the Meeting.

Establishment of Quorum

The Chair stated that she had been provided with a copy of the Scrutineer’s preliminary report on attendance at the Meeting and that it confirmed that a quorum was present.

Voting Procedures

The Chair stated that votes on all resolutions will be by online vote through a poll on Zoom where each member will either vote for or against the motion. Only registered members present on the Zoom meeting are entitled to vote. The only persons who may move motions, ask questions, speak, vote or take any other action at this Meeting are registered members. No motion need be seconded.

Constitution of Meeting

The Chair stated that as notice had been duly provided and a quorum of the shareholders of the Corporation being present either in person or by proxy, the Meeting was declared to be properly constituted for the transaction of business.

Financial Statements

The Chair indicated that the first item of business was to receive and consider the financial statements of the Corporation for the year ended December 31, 2019. With the consent of the meeting, the Chair proposed that the reading of such financial statements be dispensed with.

The Chair stated that copies of the financial statements were made available to members on the Corporation's website in advance of the Meeting. The Chair stated that she would be pleased to answer any questions concerning the financial statements after the Meeting.

Appointment of Auditors

The Chair stated that the next item of business was the appointment of accountants for the current year. The Chair asked for a motion.

Upon a motion duly made and carried, it was

RESOLVED THAT:

Applebaum, Commisso LLP, be hereby appointed as accountants of the Corporation to hold office until the close of the next annual meeting or until a successor is appointed, and that the directors are hereby authorized to fix their remuneration.

Waiver of Audit Requirement

The next item of business is to waive the preparation of audited financial statements for the financial year ending December 31, 2020. The Chair asked for a motion.

Upon a motion duly made and carried, it was

RESOLVED THAT:

The preparation of audited financial statements for the year ended December 31, 2020 is not required.

Fixing Number of Directors

The next item of business is to fix the number of directors to be elected at this Meeting. The Chair proposed that the number of directors be maintained at eight. The Chair asked for a motion in this regard.

Upon a motion duly made and carried, it was

RESOLVED THAT

The number of directors to be elected at this Meeting be fixed at eight (8).

Election of Directors

The Chair stated that it was in order to proceed with the election of directors and declared the Meeting open for nominations for the election of directors. The following persons were nominated as directors of the Corporation for the ensuing year or until their successors are duly elected or appointed:

Andy Blackwell
Ian Kinsella
Alistair Munro
Gila Ossip
Christa Plumley
Carrie Scace
Sarah Stern
Suzanne Zelazo

The Chair asked if there were further nominations and there were not. There being no further nominations, the Chair declared nominations closed and asked for any discussion on the nomination. There being no discussion, the Chair asked for a motion to elect those nominated as directors of the Corporation for the ensuing year.

Upon motion duly made, seconded and carried, it was

RESOLVED THAT:

Those persons nominated be duly elected as directors of the Corporation to hold office for the ensuing year or until their successors are duly elected or appointed.

Termination of Meeting

The Chair asked if there was any other business or any questions arising out of the proceedings.

There being no further business, a motion was duly made and seconded to terminate the Meeting. The Chair declared the motion carried and the Meeting thereby terminated.

Carrie Scace

Carrie Scace

Chair of the Meeting

C Plumley

Christa Plumley

Secretary of the Meeting