



CENTENNIAL COLLEGE ALUMNI ASSOCIATION

SPECIAL GENERAL MEETING

MINUTES OF THE SPECIAL GENERAL MEETING OF the Centennial College Alumni Association held via Zoom teleconference/webinar on Tuesday, April 22, 2025 at 6:30 p.m.

With the consent of all in attendance and no objections noted, Jason E. Robinson, Solicitor with Sport Law & Strategy Group, presided as the Chair of the meeting. All present were welcomed and the head table was introduced as follows:

Directors:	Justin Paolo Lim	-	President/Chair
	Amy Sit	-	Vice President Internal Affairs/Vice Chair
	Alex Taraiev	-	Vice President Finance and Partnerships
	Frincess Arbour	-	Vice President External Affairs
	Krystelle Kaye Dabi	-	Director of Administration and Services
	TJ Taylor	-	Director of Marketing and Communications
	Ronak Nagda	-	Director of Special Events and Alumni Engagements
	Deepika Gangwani	-	Director at Large
	Miguel Meneses	-	Director at Large
	Brandon Ramdial	-	Director at Large

Staff:	Connie Beatley	-	Office Administrator
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By Invitation:	Jason E. Robinson	-	Associate, Sport Law & Strategy Group
	Matthew Armindo Joseph	-	Partner, Arbique & Ahde Assoc. Lawyers
	Chiamaka Ugwu	-	Recording Secretary, MinuteTakers Inc.

Regrets:	Laura Morra	-	Director at Large
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1. WELCOME

Justin Paolo Lim welcomed all in attendance to this Special General Meeting and thanked everyone for taking the time to come to the meeting.

2. NOTICE OF MEETING

It was confirmed that notice of this Special General Meeting was delivered to all registered Members of the Centennial College Alumni Association in accordance with the By-Laws of the Association and in accordance with the Not-for-Profit Corporations Act, as amended.

3. **DECLARATION OF CONFLICT OF INTEREST**

No conflicts of interest were declared.

4. **ANNOUNCEMENT OF QUORUM and CALL TO ORDER**

J. Lim read out the roll call. It was confirmed that a quorum was present and that the meeting could therefore be properly constituted for the transaction of business. The meeting was duly called to order at 6:33 p.m.

5. **APPOINTMENT OF SCRUTINEER**

With the consent of all in attendance and no objections noted, Jason E. Robinson, Solicitor with Sport Law & Strategy Group was appointed as scrutineer for the meeting.

6. **CODE OF CONDUCT**

The Chair reminded all those present that the meeting cannot be audio or video recorded and all in attendance must be courteous to one another. Meeting participants will have the opportunity to discuss the proposed bylaw revisions.

7. **APPROVAL OF THE AGENDA**

The Chair advised the Members of the agenda for the meeting and requested any errors or omissions from the agenda. None were raised.

8. **PROPOSED BYLAW REVISIONS**

The Chair explained that the Board of Directors has amended the Articles and Bylaws to bring them into compliance with applicable legislation and the proposed changes were recommended by the legal team. Highlights were noted as follows:

- (a) *Articles of Amendment* – Amendments are proposed to Director terms, vacation of Director office, and filling of Director vacancies, as outlined in Sections 4.15, 4. 20, and 4.22 of the Centennial College Alumni Association (CCAA) bylaws.
 - (b) *Bylaws* – The proposed changes to the Association's bylaws were previously sent out to the CCAA membership for review. Matthew Armindo Joseph provided an overview of the changes that are proposed and being presented for approval.
 - (c) *Bylaw Amendment Approval Process* – The Chair recommended that the bylaw amendments be approved and adopted as a single Motion.
- 8.1 **Consent Agenda** – The Chair proposed to present the proposed amendments as one consent agenda item and one objection was noted as follows:
- (a) *Separate Bylaw Voting* – Jason Moseley inquired on whether there can be separate votes for each bylaw revision. **Response:** The vote can proceed with separate Motions for each Motion.

9. **BY-LAW No. 4.15 – DIRECTOR TERMS**

- 9.1 **Consent Agenda #1** – On a Motion by Miguel Meneses and seconded by Justin Lim, it was:

“Proposed that the proposed Article and By-Law of Amendment for Centennial College Alumni Association Inc. By-Law 4.15 be duly presented as Consent Agenda Item #1 to the members at this meeting.”

- 9.2 **Discussion** – The floor was then opened for discussion.

- (a) *By-Law Revision Rationale* – Jason Moseley queried the reason why the by-law revision was required, and whether there was any past issues in filling director positions. **Response:** The revision is meant to facilitate a greater variety of director candidates. There have been no issues filling the director and officer positions in the last few years.
- (b) *Revision Presentation* – TJ queried whether the proposed revisions to by-law 4.15 can be posted for the attendees to view during the meeting. **Response:** The revised Motion can be posted in the chat, and attendees are directed to the CCAA website to review and compare the proposed and previous by-law.
- (c) *Past Director Re-Election* – Jecema inquired on whether the proposed by-law revision would prevent a past director from running for re-election. **Response:** The revised by-law would allow a maximum of five terms or 10 years for a director, which can be served consecutively or be spread out over time.
- (d) *Director Term Limits* – Jason Moseley expressed disagreement with limiting the director term length, suggesting that committed directors should be able to contribute over a longer period of time if desired, and that the proposed by-law revision may create Board vacancies. Quincy wondered why the Board would want to limit term length for committed directors. Miguel Meneses noted their support of the director term length limits, noting that it would prevent stagnation and group-think, by stopping one person or group from dominating the discourse and activities of the CCAA. Jecema inquired on the reason a 10-year cumulative maximum was proposed. **Response:** The rationale is to allow for new people to join the Board for new ideas to contribute to the CCAA. Directors wishing to contribute beyond the proposed term length can participate via committees and other CCAA initiatives.
- (e) *Director Vacancy Communications* – Jason Moseley recommended that greater promotion and communication of director vacancies during elections may be a more effective method for encouraging new members. Odessa Austin also agreed that director vacancies could be better communicated to members, citing past issues in receiving CCAA communications.

- (f) *By-Law Revision Amendments* – Lovey Reid queried whether the proposed revision can be amended to extend the director term length limit beyond five years, and also outline the execution of director vacancy communications. **Response:** The proposed by-law revision is being presented for approval as written.
 - (g) *Director Confidence Nominations* – Quincy inquired on whether nominations by the membership can be considered a factor in favour of a director's confidence for an extended term instead of the proposed bylaw. **Response:** All director positions are elected by the membership, though the elections are specified to the Board position.
 - (h) *Director Elections* – Jason Mosely noted that the current election process is adequate enough to encourage new membership to the Board, noting their past loss of a director position via election as proof.
 - (i) *Effective Date* – Jecema inquired on whether, if approved, this bylaw would be effective immediately, and how that will affect the current election process. Odessa Austin also expressed their concern that the proposed bylaw would affect the current directors. **Response:** If adopted, the Motion would be effective immediately and would impact the director election at the Annual General Meeting this June 2025. The proposed by-law would not affect the current election process, though it may prevent some of the current Board members from seeking re-election.
 - (j) *Director Re-election Possibilities* – Jason Moseley inquired about which Board members would be prevented from running for re-election if the Motion passes. **Response:** Amy Sit will not be eligible to run for re-election if the Motion passes.
- 9.3 **Vote** – The list of members in attendance and proxies were presented for review, and the virtual voting process was explained. Having been duly moved and seconded, the Chair presented the following Motion for a vote:

“Resolved that the proposed Article and By-Law of Amendment for Centennial College Alumni Association Inc. By-Law no. 4.15 be duly adopted as presented as Consent Agenda Item #1 to the members at this meeting, with immediate effect.” Motion carried by a virtual show of hands (with 24 in favour and 10 against).

10. **BY-LAW No. 4.20 – AUTOMATIC DIRECTOR VACANCY**

- 10.1 **Consent Agenda #2** – The Chair presented the following Motion for discussion:

“Resolved that the proposed Article and By-Law of Amendment for Centennial College Alumni Association Inc. By-Law No. 4.20 be duly adopted as presented as Consent Agenda Item #2 to the members at this meeting, with immediate effect.”

s10.2 **Discussion** – The floor was then opened for discussion.

- (a) *Directors Versus Officers* – Jason Moseley requested clarification on the difference between directors and officers. **Response:** Article 4 of the bylaws outlines the 12 director positions, while Article 5 outlines the four director positions which are also officers. In the presented revision to by-law 4.20, a current officer would automatically vacate their officer position to run for a different officer position.
- (b) *Officer Appointment Provision* – Jason Moseley inquired on whether an officer position would be need to be vacated if the officer was appointed to another officer position, rather than seeking election. **Response:** Officer appointments are important distinctions to be added to the proposed by-law. The bylaw revision can be amended to specify that the officers must vacate their current officer position to run for another elected or appointed position.

10.3 **By-Law Revision Amendment** – An amendment to the proposed revision of By-Law No. 4.20 Item (e) was provided by the Chair and approved by Matthew Armindo Joseph. The amended by-law revision was presented with no objections as follows:

“The Director has been confirmed by the Association as a candidate for another elected position or appointment to another position.”

- (a) *Clarification* – M.A. Joseph clarified that the revision of the by-law is to be *added* to the automatic resignation terms outlined in by-law 4.20, and is not to be viewed as a replacement for it.

10.4 **Vote** – The Chair presented the following Motion for a vote:

“Resolved that the proposed Article and By-Law of Amendment for Centennial College Alumni Association Inc. By-Law No. 4.20 be duly adopted as amended as Consent Agenda Item #2 to the members at this meeting, with immediate effect.” Motion carried by a virtual show of hands.

11. **BY-LAW No. 4.22 – DIRECTOR VACANCY FILLING**

11.1 **Consent Agenda #3** – On a Motion by Justin Lim and seconded by Amy Sit, it was:

“Proposed that the proposed Article and By-Law of Amendment for Centennial College Alumni Association Inc. By-Law 4.22 be duly adopted as presented as Consent Agenda Item #3 to the members at this meeting, with immediate effect.”

11.2 **Discussion** – The floor was then opened for discussion.

- (a) *Part A Clarification* – Jason Moseley requested clarification of part A of the proposed bylaw. **Response:** Part A is taken from the Act. If increasing or decreasing the Board's membership from its current amount to its minimum or maximum creates a vacancy, the proposed by-law requires that vacancy be filled via election, not appointment. The goal of the proposed revision is to eliminate any discrepancies in the current bylaws that may leave things up for interpretation.

- 11.3 **Vote** – Having been moved and seconded, the Chair presented the following Motion for a vote:

“Resolved that the proposed Article and By-Law of Amendment for Centennial College Alumni Association Inc. By-Law 4.22 be duly adopted as presented as Consent Agenda Item #3 to the members at this meeting, with immediate effect.” Motion carried by a virtual show of hands.

12. **OTHER BUSINESS**

With the formal business concluded, the meeting was opened for questions or other business that could lawfully be brought forward, and the following highlights were noted:

- (a) *Annual General Meeting* – Justin Lim noted that the tentative date for the upcoming Annual General Meeting is for June 28, 2025. The confirmed date will be sent to all members via the newsletter and Centennial communication channels.

13. **ADJOURNMENT OF MEETING**

There being no further business brought before the meeting, it was:

“Resolved that the Special General Meeting of Centennial College Alumni Association be concluded.”

The meeting was concluded at 8:08 p.m.
