

**MINUTES OF MEETING OF THE BOARD OF DIRECTORS OF
THE SMITHS FALLS GOLF AND COUNTRY CLUB, LIMITED**

A meeting of the Board of Directors of The Smiths Falls Golf & Country Club, Limited (“SFGCC”) held at the offices of the SFGCC (125 Golf Club Road, Smiths Falls, ON) on **Monday the 24th day of October, 2022, at 2 p.m.** pursuant to Notice of Meeting sent to all directors on October 21, 2022, at which the following directors were present:

Paul Cadeau	Colin Brown
Bob Mulrooney	Glenda Cooke
Jeff Drummond	Doug Hart
Roy Leach	Rob Dopson
Larry McIntosh	Ron Dolinki
Bev Leach	Chris Pominville

constituting a quorum of the board of directors.

Also present as a guest of the Board was Shane Kelford, legal counsel to the SFGCC.

The President, Paul Cadeau, took Chair, and called the meeting to order. Glenda Cooke, Secretary, acted as secretary of the meeting.

1. Continuance Under the Not-for-Profit Corporations Act, 2010 (Ontario)

Shane Kelford explained to the Board that the Articles of Continuance of the SFGCC under the Not-for-Profit Corporations Act, 2010 must be approved firstly by resolution of the Board of Directors, prior to submission of the Articles of Continuance to the shareholders for approval by Special Resolution.

Following discussion, on motion duly made by Rob Dopson, seconded by Jeff Drummond, and carried unanimously:

RESOLVED THAT:

1. The Corporation apply for a Certificate of Continuance under Section 115 of the *Not-for-Profit Corporations Act, 2010* (Ontario) continuing the Corporation under the Act;
2. Upon the issuance of the Certificate of Continuance:

- (a) the Corporation's charter shall be amended by deleting the provisions of the Corporation's, including any authorized share capital provisions and substituting therefore the provisions set out in the Articles of Continuance attached to this resolution as Appendix I; and
- (b) all issued shares in the capital of the Corporation shall be cancelled; and

any two directors or officers of the Corporation are authorized and directed for and on behalf of the Corporation to do all things and execute and deliver all documents as such director or officer considers necessary, desirable or useful to carry out and give effect to this resolution, including execution and delivery of the Articles of Continuance, with such further amendments as they may determine to be necessary or desirable to comply with the requirements of any governmental authority having jurisdiction in respect of the Act, and at any time prior to the issuance of a Certificate of Continuance

2. By-Law Amendment – By-Law No. 1 – Quorum Requirement for Shareholder Meetings

Shane Kelford explained the desirability of amending Section 8 of the SFGCC's General By-law to clarify the quorum requirement for shareholder meetings.

Following discussion, on motion duly made by Larry McIntosh, seconded by Ron Dolinki, and carried unanimously:

RESOLVED AS A RESOLUTION OF THE BOARD OF DIRECTORS:

Whereas the records of the Corporation indicate that the quorum requirement for meetings of shareholders of the Corporation has always been interpreted as being "not less than twenty-five shareholders present in person or represented by proxy", and further that it appears that the quorum requirement for meetings of shareholders may have been amended as set out below, but the record of such amendment cannot be located:

RESOLVED THAT:

1. Section 8 of By-Law Number One of The Smiths Falls Golf and Country Club, Limited shall be amended to read as follows:

8. Quorum *At any meeting of shareholders, a quorum shall consist of not less than twenty-five shareholders, present in person or represented by proxy. If a quorum is present at the opening of a meeting of the Shareholders, the Shareholders*

present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

There being no further business, on motion, the meeting was then terminated.

DATED at Smiths Falls, Ontario the 24th day of October, 2022.

Glenda Cooke, Secretary

APPENDIX 1

For questions or more information to complete this form, please refer to the instruction page.

Fields marked with an asterisk (*) are mandatory.

1. Corporation Information

Corporation Name *
The Smiths Falls Golf and Country Club, Limited

Has the corporation been assigned an Ontario Corporation Number (OCN) ? * Yes No

Ontario Corporation Number (OCN) *
72872

Company Key *
000000000

2. Contact Information

Please provide the following information for the person we should contact regarding this filing. This person will receive official documents or notices and correspondence related to this filing. By proceeding with this filing, you are confirming that you have been duly authorized to do so.

First Name *	Middle Name	Last Name *
Shane	Aaron	Kelford

Telephone Country Code	Telephone Number *	Extension
1	613-283-6772	241

Email Address *
skelford@valleylaw.ca

3. Current Details

Please provide the name of the jurisdiction where the corporation is currently incorporated or continued and the original date of incorporation or amalgamation of the corporation.

Current Corporation Name *
The Smiths Falls Golf and Country Club, Limited

Governing Jurisdiction *
Canada

Province *
Ontario

Original Date of Incorporation/Amalgamation *
April 29, 1954

The following supporting documents are required. Please attach these documents with your application:

- Incorporating documents or continuance documents if applicable, and all amendments, certified by the officer of the incorporating jurisdiction who is authorized to do so
- Letter of Satisfaction/Authorization to Continue issued by the proper officer of the jurisdiction the corporation is leaving

4. Corporation Name

Every corporation must have a name. You need a Nuans report for the proposed name.

The corporation will have: *

- an English name (example: "Green Institute Inc.")
- a French name (example: "Institut Green Inc.")
- a combination of English and French name (example: "Institut Green Institute Inc.")
- an English and French name that are equivalent but used separately (example: "Green Institute Inc./Institut Green Inc.")

Nuans Report

New Corporation Name (Proposed) *
Smiths Falls Golf & Country Club

Nuans Report Reference Number * 121705364	Nuans Report Date * September 27, 2022
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5. General Details

Requested Date for Continuance * October 27, 2022	<i>To be updated before filing</i>	Primary Activity Code * 713910
Official Email Address * info@smithsfallsgolf.com		

An official email address is required for administrative purposes and must be kept current. All official documents or notices and correspondence to the corporation will be sent to this email address.

6. Address

Every corporation is required to have a registered office address in Ontario. This address must be set out in full. A post office box alone is not an acceptable address.

Registered Office Address *

- Standard Address Lot/Concession Address

Street Number * 125	Street Name * Golf Club Road	Unit Number
City/Town * Smiths Falls	Province Ontario	Postal Code * K7A 4S9
Country Canada		

7. Directors

A minimum of three (3) directors are required. **Please specify the number of directors for your Corporation ***

- Fixed Number Minimum/Maximum

Minimum Number of Directors * 3	Maximum Number of Directors * 15
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Director 1

First Name * Colin	Middle Name	Last Name * Brown
Email Address colin.ashton-brown@outlook.com		

Address for Service * Canada U.S.A. International

Street Number * 8185	Street Name * Jock Trail	Unit Number
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City/Town * Richmond	Province * Ontario	Postal Code * K0A 2Z0
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Country
Canada

Director 2

First Name * Mark	Middle Name	Last Name * Brus
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Email Address
brusky97@hotmail.com

Address for Service * Canada U.S.A. International

Street Number * 13	Street Name * Leeland Drive	Unit Number
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City/Town * Smiths Falls	Province * Ontario	Postal Code * K7A 4S5
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Country
Canada

Director 3

First Name * Paul	Middle Name	Last Name * Cadeau
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Email Address
paulcadeau@hotmail.com

Address for Service * Canada U.S.A. International

Street Number * 12	Street Name * Heritage Blvd.	Unit Number
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City/Town * Kemptville	Province * Ontario	Postal Code * K0G 1J0
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Country
Canada

Director 4

First Name * Christine	Middle Name	Last Name * Chambers
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Email Address
ccbs.482@gmail.com

Address for Service * Canada U.S.A. International

Street Number * 482	Street Name * Donaghue Rd.	Unit Number
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City/Town * Oxford Mills	Province * Ontario	Postal Code * K0G 1S0
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Country
Canada

Director 5

First Name * Glenda	Middle Name	Last Name * Cooke
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Email Address
ghcooke@cogeco.ca

Address for Service * Canada U.S.A. International

Street Number * 78	Street Name * Sherbrooke St. East	Unit Number
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City/Town * Perth	Province * Ontario	Postal Code * K7H 1A4
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Country Canada

Director 6

First Name * Ron	Middle Name	Last Name * Dolinki
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Email Address rondolinki@yahoo.ca

Address for Service * <input checked="" type="checkbox"/> Canada <input type="checkbox"/> U.S.A. <input type="checkbox"/> International

Street Number * 129	Street Name * Wild Grape Lane	Unit Number
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City/Town * Perth	Province * Ontario	Postal Code * K7H 3C7
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Country Canada

Director 7

First Name * Rob	Middle Name	Last Name * Dopson
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Email Address rdopson@huntanddopson.com
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Address for Service * <input checked="" type="checkbox"/> Canada <input type="checkbox"/> U.S.A. <input type="checkbox"/> International

Street Number * 48	Street Name * Autumn Dr.	Unit Number
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City/Town * Smiths Falls	Province * Ontario	Postal Code * K7A 4S5
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Country Canada

Director 8

First Name * Jeff	Middle Name	Last Name * Drummond
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Email Address drumy9@yahoo.com

Address for Service * <input checked="" type="checkbox"/> Canada <input type="checkbox"/> U.S.A. <input type="checkbox"/> International

Street Number * 87	Street Name * Eric Hutchinson Rd.	Unit Number
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City/Town * Smiths Falls	Province * Ontario	Postal Code * K7A 4S5
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Country Canada

Director 9

First Name * Chris	Middle Name	Last Name * Gray
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Email Address 4evergray@cogeco.ca

Address for Service * <input checked="" type="checkbox"/> Canada <input type="checkbox"/> U.S.A. <input type="checkbox"/> International

Street Number * 4	Street Name * Park Ave.	Unit Number
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City/Town * Smiths Falls	Province * Ontario	Postal Code * K7A 1X3
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Country
Canada

Director 10

First Name * Doug	Middle Name	Last Name * Hart
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Email Address
doug_habs@sympatico.ca

Address for Service * Canada U.S.A. International

Street Number * 353	Street Name * County Rd 17	Unit Number
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City/Town * Smiths Falls	Province * Ontario	Postal Code * K7A 4S5
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Country
Canada

Director 11

First Name * Roy	Middle Name	Last Name * Leach
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Email Address
royandbev@sympatico.ca

Address for Service * Canada U.S.A. International

Street Number * 35	Street Name * Beech Street	Unit Number
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City/Town * Smiths Falls	Province * Ontario	Postal Code * K7A 3V7
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Country
Canada

Director 12

First Name * Larry	Middle Name	Last Name * McIntosh
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Email Address
Ltmcintosh@bell.net

Address for Service * Canada U.S.A. International

Street Number * 80R12	Street Name * R.R. #1	Unit Number
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City/Town * Lombardy	Province * Ontario	Postal Code * K0G 1L0
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Country
Canada

Director 13

First Name * Bob	Middle Name	Last Name * Mulrooney
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Email Address
rpmulrooneyjr@gmail.com

Address for Service * Canada U.S.A. International

Street Number * 16	Street Name * Davis Lane	Unit Number
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City/Town * Smiths Falls		Province * Ontario	Postal Code * K7A 4S5
Country Canada			
Director 14			
First Name * Lynn	Middle Name	Last Name * Pominville	
Email Address lynnnpominville@gmail.com			
Address for Service * <input checked="" type="checkbox"/> Canada <input type="checkbox"/> U.S.A. <input type="checkbox"/> International			
Street Number * 1798	Street Name * Beddell Rd		Unit Number
City/Town * Kemptville		Province * Ontario	Postal Code * K0G 1J0
Country Canada			

8. Purposes and Provisions (Maximum limit is 100,000 characters per text box)

Is the corporation a charity, or does it intend to operate as a charity? * Yes No

Purposes

Please set out the purposes of the corporation in the space provided below.

The primary purpose of the corporation listed in the articles must be not-for-profit and should be the first purpose.

You may set out additional purposes, but if any purposes are of a commercial nature, the articles must state that the commercial purpose is to advance or support one or more of the not-for-profit purposes of the corporation.

The purposes of the corporation are *

The operation of a golf and social club for the purposes of promoting interest and participation in the sport of golfing and providing dining, meeting, changing and equipment rooms and other ancillary facilities for members and their guests.

Special Provisions

Please refer to the "[Not-for-Profit Corporation Handbook](#)" for items that may be included in the special provisions section. For example, any restrictions on the activities that the corporation may carry on, or on powers that the corporation may exercise, should be set out here.

The following special provision will be included in the articles.

In addition to the required special provision below, you may add additional special provisions in the space provided.

The special provision(s) are

Commercial purposes, if any, included in the articles are intended only to advance or support one or more of the non-profit purposes of the corporation. No part of a corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the corporation except in furtherance of its activities or as otherwise permitted by this Act.

If the corporation will have additional special provisions, enter them in the space below

1. Commercial purposes, if any, included in the articles are intended only to advance or support one or more of the non-profit purposes of the corporation. No part of a corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the corporation except in furtherance of its activities or as otherwise permitted by this Act.

2. The Corporation is authorized to establish two (2) classes of members, Class A Voting Members and Class B Non-Voting Members. Except as otherwise provided by the Not-for-Profit Corporations Act, 2010, S.O. 2010, c.15:

(i) the Class A Voting Members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Class A Voting Member shall have one (1) vote at each such meeting;

(ii) the Class B Non-Voting Members shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

9. Required Statements

Required Statements

- The corporation is to be continued under the *Not-for-Profit Corporations Act, 2010* to the same extent as if it had been incorporated under this Act. *
- The corporation has complied with subsection 114(2) or 115(4), as applicable, of the *Not-for-Profit Corporations Act, 2010*. *

Authorization Date

- The continuation of the corporation under the laws of the Province of Ontario has been properly authorized under the laws of the jurisdiction currently governing the corporation, on the following date: *

Authorization Date *
September 27, 2022

10. Authorization

- * I, Shane Aaron Kelford

confirm that this form has been signed by all the required persons.

Caution - The Act sets out penalties, including fines, for submitting false or misleading information.

Required Signatures

Name	Position	Signature
Paul Cadeau	Director	
Name	Position	Signature
Robert Mulrooney	Director	
