

Big Brothers Big Sisters Ajax-Pickering Special General Membership Meeting – Feb 16, 2016

1. Call to Order (7:00 p.m.)

Tracy called the meeting to order. The Chair determined that a quorum was present.

2. Opening Remarks

Tracey Axford, Board Chair, made opening remarks, noting that the main purpose of the Special Meeting is to consider and vote upon a resolution previously approved by the Board of Directors, to authorize an amalgamation of BBBS-AP with Northumberland Big Sisters Big Brothers and Big Brother Big Sisters of Oshawa-Whitby. The proposed resolution was circulated with the notice for the general membership meeting. Tracey spoke to the expected benefits of the merger such as achieving economies of scale and enhanced quality of services.

3. Special Resolution

Moved by: N. Wellsbury

Seconded by: C. Miller

BE IT RESOLVED THAT:

1. The amalgamation of the Corporation NORTHUMBERLAND BIG SISTERS BIG BROTHERS and BIG BROTHERS BIG SISTERS OF OSHAWA-WHITBY, is approved in accordance with the terms of a Memorandum of Understanding, approved by the Board of Directors on February 16, 2016, among the Corporation, NORTHUMBERLAND BIG SISTERS BIG BROTHERS, and BIG BROTHERS BIG SISTERS OF OSHAWA-WHITBY (the "Amalgamation"); and
2. The said Memorandum of Understanding, is approved substantially in the form provided to the members, together with such changes as may be required by the Office of the Public Guardian and Trustee (Ontario), the Canada Revenue Agency, and/or the Minister of Government Services; and
3. The Corporation is authorized to enter into and adopt such other documents as are necessary to effect the Amalgamation; and
4. The Officers of the Corporation are authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the Amalgamation.

CARRIED

4. Directors for Board of Merged Agency

Melanie noted that the proposed slate of directors would sit on the new Board once the 'effective date' occurs, expected to be in July 2016. Corette provided comments in

respect to the nominations report. There were no proposals to amend the nominations report as presented to the membership.

Moved by: C. Miller
Seconded by: S. Harris

That the Nominations Report dated February 16, 2016 be approved.

CARRIED

5. Discussion re: Merger

Opportunity was given for questions and comments regarding the merger. The following items were discussed:

- Outstanding debts of the dissolving agencies;
- 2015 budget surplus of Northumberland agency due to grants;
- Reduced admin costs for Northumberland agency due to Melanie's 'dual' role as ED for both agencies in 2015;
- Integrated Operations to take effect March 1, 2016;
- Official merger is hoped to take effect on July 1, 2016;
- Next steps include applications for supplementary letters patent and applications for dissolution of dissolving agencies.

6. Adjournment (7:20 p.m.)

With the consent of all members present, the meeting was adjourned.

Secretary

Chair