

THE GEORGIAN YACHT CLUB
P.O. Box 382,
Owen Sound, Ontario, Canada
N4K 5P5

NOTICE OF ANNUAL GENERAL MEETING AND NOTICE OF SPECIAL MEETING OF
THE GEORGIAN YACHT CLUB

TAKE NOTICE that the Annual General Meeting of the Georgian Yacht Club will be held in the Clubhouse on Wednesday, April 8, 2026, at 1900 H.

Order of Business:

- 1) Order of Business: Call to order, welcome and O' Canada.
- 2) Introduction of Board.
- 3) Reading of the notice calling the meeting and proof of notice and quorum.
- 4) Approving the minutes of the previous AGM, Special General Meeting & business arising out of the minutes.
- 5) Reading of communications regarding the AGM.
- 6) Report of the Commodore.
- 7) Reports of the Standing Committee Chairs.
- 8) Presentation of the Financial Statement.
- 9) Voting on motions regularly presented.
 - a. Motion to replace Audit with review engagement
 - b. Motion to ratify Acts of Board of Directors
 - c. Election of Officers and Directors.
- 10) Special Resolution to increase number of board directors
- 11) New Business.
- 12) Adjournment.

The Permanent Nominating Committee has presented a slate of Officers and Directors for the year 2022. As per Article 2.02 of the By Laws. - Nominations for the board may also be received from members provided the name or names are submitted to the secretary in writing, at least seven clear days prior to the Annual General Meeting and shall be posted on the bulletin board for at least three clear days prior to the Annual General Meeting.)

For authenticity, the nomination shall be signed by the nominee and 2 nominators.

DATED AT OWEN SOUND THIS 16th DAY OF MARCH 2026.

Secretary, Vice-Commodore
Chris Haslam

THE GEORGIAN YACHT CLUB
P.O. Box 382, Owen Sound, Ontario, Canada N4K 5P5
ANNUAL GENERAL MEETING
Wednesday, April 8, 2026, at 1900h
Voting on Motions Regularly Presented

Notice of Motion

Motion 1: Be it resolved that the GYC audit shall replace the Audit of the year end financial statement with a review engagement.

MOVED BY:

SECONDED BY:

CARRIED:

Motion 2: As per the GYC By-laws, Article 6.03 Section 6.03 Indemnity of the Directors and Officers Subject to the Act, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity if:

(i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and

(ii) in the case of a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

MOVED BY:

SECONDED BY:

CARRIED:

Notice of Special Resolution

Notice of Motion: The following motion is presented by the Board of Directors for voting by the membership at the Annual general Meeting to be held April 8, 2026.

MOVED BY: Mike Forcier

SECONDED BY: Randy Wright

CARRIED: Unanimously

Motion: Be it resolved that the Georgian Yacht Club amend the current by-laws by the following:

- Delete 2.01 Elections and Term: *“The Articles of the Corporation provide for a minimum of eight (8) and a maximum of fifteen (15) Directors. The number of Directors of the Corporation shall be twelve (12) but may be otherwise determined from time to time by Special Resolution or, if a Special Resolution empowers the Directors to determine the number, by Board resolution. No decrease in the number of Directors shall shorten the term of an incumbent Director.”*
- Insert 2.01 Election and Term: *“The Articles of the Corporation provide for a minimum of eight (8) and a maximum of fifteen (15) Directors. The number of Directors of the Corporation shall be thirteen (13) but may be otherwise determined from time to time by Special Resolution or, if a*

Special Resolution empowers the Directors to determine the number, by Board resolution. No decrease in the number of Directors shall shorten the term of an incumbent Director.”

Notice of Motion Summary

1. Permanent Nominating Committee
2. Special Resolution to lead with number of Board Members
1. **Notice of Motion:** As per the Permanent Nominating committee report of March 23, 2022, the following motion has been presented for consideration and voting by the membership at the Annual General Meeting to be held in April 2022.

MOTION: BE IT RESOLVED THAT THE NOMINATING COMMITTEE SUBMIT TO THE GYC BOARD OF DIRECTORS, A SLATE OF NOMINATIONS FOR DIRECTORS, OFFICERS, ACCOUNTING FIRM, AND HISTORIAN AS PROPOSED.

MOVED BY: Paul King **SECONDED BY:** Tom Chambers **CARRIED:** Unanimously

NOMINATED TO SERVE A NEW TWO-YEAR TERM

Chris Haslam	Director / Commodore
Jason Lehtovaara	Director / Secretary/Vice Commodore
Peter Struthers	Director / Treasurer / Social
John Gilbert	Director / Rear Commodore
Kurtis Mink	Director
Murray Arnold	Director
Sarah Fenton	Director
Trevor Grasley	Director
Scott Caple	Director
Ralph Suke	Director

WITH ONE YEAR LEFT TO SERVE ON THE BOARD

John Griffith	Director
Randy Wright	Director

APPOINTED FOR A ONE YEAR TERM

King and Associates-Accountant	Adam Walton -Historian
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ALL NOMINEES HAVE BEEN CONTACTED AND HAVE CONFIRMED TO THE CHAIR THEIR WILLINGNESS TO STAND FOR ELECTION, AND SERVE.

THEY HAVE ALSO CONFIRMED TO BE QUALIFIED TO SERVE ON THE BOARD AS PER THE ONCA.

PROXY
THE GEORGIAN YACHT CLUB
(the "Corporation")
ANNUAL AND SPECIAL MEETING OF MEMBERS April 9, 2025
THIS PROXY WILL BE USED AT THE ANNUAL MEETING OF MEMBERS OF THE
CORPORATION TO BE HELD ON APRIL 8, 2026, AT 7:00 P.M.

The undersigned member of the Corporation hereby appoints Jason Lehtovaara, Vice Commodore, or failing him, Rear Commodore, John Gilbert, of the Corporation, or _____, as the proxyholder(s) of the undersigned to attend and act at the meeting of members of the said Corporation to be held on the 8th day of April, 2026 and at any adjournment or adjournments thereof in the same manner, to the same extent, and with the same power as if the undersigned were personally present at the said meeting or such adjournment or adjournments thereof. The undersigned hereby revokes any proxy previously given with reference to the said meeting and adjournment(s) thereof. Without limiting the generality of the power hereby conferred, the proxyholder(s) designated above are specifically directed:

To vote or withhold from voting the membership registered in the name of the undersigned as specified below (Please check one of the choices for each item below): [See Note 3 below]:

1. Vote ___ or withhold from voting ___ in the election of directors
2. Vote ___ or withhold from voting ___ in the appointment and remuneration of an auditor or person to conduct a review engagement

DATED _____ (insert date)

Name of Member [please print]

Signature of Member [please sign]

******NOTES**

1. Each member of the Corporation has the right to vote at the meeting either in person or by proxy. If a member is unable to be present at the meeting, the member has the right to appoint a person, who is a Member, to be the member's proxyholder to attend and act on his/her behalf at the meeting other than the person designated in the Proxy. Such right may be exercised by striking out the names of the designated person and by inserting in the space provided the name of the person to be appointed.
2. The membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice with respect to any matter to be acted on, the membership is to be voted accordingly.
3. If no specification has been made with respect to voting for, voting against, or withholding from voting these matters, this proxy will confer discretionary authority on the proxyholder to vote and otherwise act thereat for and on behalf of the undersigned with respect to these matters in accordance with the best judgment of the proxyholder.
4. The person named in this proxy (unless the name is struck out in accordance with Note 1 above) intends to vote for the resolutions set forth above, and where specified above shall be voted as instructed.
5. This proxy confers authority to the proxyholder to vote in his or her discretion in respect of any amendments or variations to the matters listed in this proxy or other matters that may properly come before the meeting and any adjournment or adjournments.
6. This proxy form must be signed and dated by the member or attorney authorized in writing, or, if the member is a corporation, by any officer or attorney thereof duly authorized. If the proxy form is executed by an attorney, the authority of the attorney to so act must accompany the proxy form.