



CHARTERED PROFESSIONAL ACCOUNTANTS OF ONTARIO

Minutes of the **2021–2022 Annual General Meeting of the Members of Chartered Professional Accountants of Ontario** (“CPA Ontario”), held electronically and broadcast at the studios of our webcast providers in Etobicoke, Ontario, on Friday, **September 24, 2021**, at 4 p.m.

CHAired BY: A. Ferrari (Chair)

COUNCIL MEMBERS

J. Beck (Public Representative)
D. Carcasole (Secretary)
J. Desgagné (Vice Chair)
G. Dybenko (Public Representative)
I. Jeffreys
S. McCaughey
P. Molnar (Treasurer)
G. Parsons (Public Representative)
T. Pedari
J. Roedding
D. Rogozynski
B. Scheschuk
B. Thomas
I. Oris Valiente
M. Witzel (Public Representative)

CPA ONTARIO MANAGEMENT

C. Wilding – President & CEO
J. Gillies - EVP, Regulatory & Standards
T. Smart - EVP, Chief Financial Officer
C. Smith - EVP, Member & Student Services
T. Litzgus – VP, General Counsel
S. Wong – Chief Information Officer

GUESTS

S. McCourt – Partner, RSM Canada (External Auditor)

Other CPA Ontario members in good standing, employees and invited guests were in attendance.

1. CALL TO ORDER AND INTRODUCTION OF PLATFORM PARTY

A. Ferrari called the meeting to order, introduced herself as the Chair of Council, and introduced the following platform party members:

- Carol Wilding, President & CEO;
- Jean Desgagné, Vice-Chair;



- Daniela Carcasole, Secretary and Chair of the Governance & Nominating Committee; and
- Paulina Molnar, Treasurer and Chair of the Finance & Audit Committee.

Quorum was confirmed.

2. WELCOME AND SPEECH FROM PRESIDENT & CEO

C. Wilding reviewed the highlights of the past year.

3. NOTICE OF MEETING

The following resolution was presented:

THAT the meeting dispense with the reading of the notice of the Annual General Meeting, which was posted on CPA Ontario's website and sent to all members in accordance with the By-law.

M (J. Desgagné) / S (D. Carcasole) / C

4. CANDIDATES FOR COUNCIL

A. Ferrari introduced the following seven candidates in the 2021 Council election:

- Adam Aguzzi
- Daniela Carcasole
- Tiffany Cecchetto
- Michael Cherny
- Chester Dawes
- Assad Abbas Khan
- Paulina Molnar

5. CANDIDATES FOR COUNCIL VOTE

A. Ferrari stated that a ballot representing the online proxy votes cast by eligible CPA Ontario members for the Council election prior to the meeting has been lodged with ScytI Canada Inc., our scrutineer for voting, and that any other eligible members of CPA Ontario who did not vote prior to the meeting may now cast their votes by accessing the election poll within the online platform.

6. BY-LAW OF 2021

A. Ferrari called upon D. Carcasole, Secretary of Council and Chair of the Governance & Nominating Committee, to outline the proposed amendments to the By-law of 2021. A summary of the



amendments enacted by Council and a list of the material sections that were changed were made available to all members in an email on August 31, 2021, then subsequently posted to the CPA Ontario corporate website.

7. BY-LAW OF 2021 VOTE

A. Ferrari stated that, as with the Council election, a ballot representing the online proxy votes cast by members for the 2021 By-law amendments prior to the meeting has been lodged with ScytI Canada Inc., our scrutineer for voting, and that any eligible members of CPA Ontario who did not vote prior to the meeting online may now cast their votes for the By-law of 2021 by accessing the 2021 By-law amendments poll within the online platform.

8. MINUTES OF THE ANNUAL GENERAL MEETING HELD SEPTEMBER 25, 2020

The following resolution was presented:

THAT the meeting dispense with the reading of the minutes of the Annual General Meeting held on September 25, 2020, and that they be taken as read.

M (J. Desgagné) / S (D. Carcasole) / C

9. FINANCIAL STATEMENTS FOR FISCAL YEAR ENDED MARCH 31, 2021

The financial statements for the fiscal year ended March 31, 2021, and the report of the auditor thereon were presented by the Treasurer and received by attendees at the Annual General Meeting.

10. APPOINTMENT OF THE AUDITOR FOR 2021–2022 AND AUTHORIZING THE COUNCIL TO FIX THEIR REMUNERATION

The following resolution was presented:

THAT RSM Canada LLP be appointed the auditor until the next Annual General Meeting, at such remuneration as may be fixed by the Council, the Council being hereby authorized to fix such remuneration.

M (J. Desgagné) / S (D. Carcasole) / C

11. CHAIR’S REPORT ON BEHALF OF THE COUNCIL

A. Ferrari reviewed the highlights of the past year.



12. FAREWELL TRIBUTE TO THE CHAIR

C. Wilding, President & CEO, addressed Council, the members and guests with a farewell tribute to the outgoing Chair, Anita Ferrari.

13. MEMBER QUESTIONS & ANSWERS

A. Ferrari read aloud the questions submitted online by members in attendance. C. Wilding responded to the questions or re-directed the questions to members of the Senior Leadership Team, as appropriate.

14. REPORT ON THE RESULTS OF THE BY-LAW OF 2021 VOTE

A. Ferrari announced that the By-law of 2021 amendments were approved.

15. REPORT ON THE RESULTS OF THE COUNCIL ELECTION VOTE

A. Ferrari announced the results of the Council election. The following four newly elected Council members were each elected for three-year terms:

- Daniela Carcasole
- Tiffany Cecchetto
- Chester Dawes
- Paulina Molnar

And the following newly elected Council member was elected for a two-year term:

- Michael Cherny

16. SUCH OTHER BUSINESS AS MAY PROPERLY BE BROUGHT BEFORE THE MEETING

A. Ferrari inquired whether there was any other business that may properly be brought before the meeting. No other business was brought before the meeting.

17. TERMINATION

A. Ferrari moved to terminate the meeting.

Chair

Date confirmed

Secretary