# 2026 ANNUAL MEETING OF THE MEMBERS

Mohawk Students' Association

ANNUAL MEETING | OCTOBER 7, 2026

# ANNUAL MEETING AGENDA

| TIME/ DURATION | ITEM | TOPIC | LEAD | INFORMATION | DISCUSSION | DECISION |
|---|---|---|---|---|---|---|
| 4:30pm | | **Part I – Welcome** | | | | |
| 30 min | | Open Doors & Registration<br>• MSA Members sign in<br>• Meeting MSA Board of Directors and Student Executive Team (SET) | MSA Staff / Board | X | X | |
| 5:00pm | | **Part II – Open Session** | | | | |
| | **1.0** | **INTRODUCTION** | | | | |
| 5 min | 1.1 | Land Acknowledgement | C. Yendt | X | | |
| | 1.2 | Opening Remarks & Call to Order | C. Yendt | X | | |
| | 1.3 | Attendance and Quorum Call | C. Yendt | X | | |
| | 1.4 | Declarations – Conflict(s) of Interest | C. Yendt | X | | |
| 5:05pm | **2.0** | **ITEMS FOR APPROVAL** | | | | |
| 5 min | 2.1 | Agenda of Annual Meeting – October 7, 2026 | C. Yendt | | X | X |
| | 2.2 | Minutes of Previous Special Meeting – March 24, 2026 | C. Yendt | | X | X |
| 5:10pm | **3.0** | **OLD BUSINESS** | | | | |
| 5 min | 3.1 | Business Arising from the Minutes | C. Yendt | | | |
| 5:15pm | **4.0** | **NEW BUSINESS** | | | | |
| 60 min | 4.1<br>(15 min) | MSA – Who, What, Where, Why & How<br>• Association Overview<br>• 2026-2030 Strategic Plan | M. Filax-Orr / M. Iturriaga | X | X | |
| | 4.2<br>(10 min) | Directors-at-Large Appointment<br>• Motion to approve the slate of Directors at Large for the 2026-2027 term | C. Yendt | X | X | X |
| | 4.3<br>(5 min) | Proposed Amendments to the MSA Articles and By-Laws<br>• Overview of Bylaw Changes<br>• Motion to approve the amendments of the MSA By-Laws | C. Yendt | X | X | X |
| | 4.4<br>(10 min) | 2025-2026 MSA Audited Financial Statement & Report<br>• Overview of report<br>• Overview of financials<br>• Motion to accept the 2025-2026 Audited Financial Statements | C. Yendt | X | X | X |
| | 4.5<br>(5 min) | Appointment of Auditors for the 2026-2027 Fiscal Year | C. Yendt | X | X | X |
| | 4.6<br>(15 min) | 2026-2027 MSA Advocacy Priorities | SET | X | X | |
| 6:15pm | **5.0** | **CONCLUSION** | | | | |
| 5 min | 5.1 | Concluding Statements and Appreciation | C. Yendt | X | | |
| | 5.2 | Adjournment | C. Yendt | | | X |
| 6:20pm | | **Part III – Townhall** | | | | |
| | 1.0 | **OPEN FORUM SESSION FOR STUDENTS** | | | | |
| 40 min | 1.2 | Townhall<br>• Questions and concerns submitted by students<br>• Interactive session with your Student Executive Team and Board of Directors | C. Yendt | **X** | **X** | |
| 7:00pm | 2.0 | **CONCLUSION** | | | | |
| 5 min | 2.1 | Concluding Statements | C. Yendt | **X** | | |

**Item 4.2 – Directors-at-Large Appointment**

**Background**

Following an open recruitment and interview process, the Governance & Strategy Committee recommended a slate of candidates to fill the available Director-at-Large positions on the MSA Board of Directors.

The MSA Board of Directors subsequently endorsed the following candidates for consideration by the membership:

- Peter Igbinaoba
- Leah Cooks
- Ken Seville
- Nathan Rous

In accordance with the MSA's governance framework, the appointment of Directors-at-Large is subject to approval by the membership. The recommended slate is therefore being presented to the membership at for formal appointment.

**Motion to Consider**

**Be it resolved that (BIRT)** the Membership of the Mohawk Students' Association appoint Peter Igbinaoba, Leah Cooks, Ken Seville, and Nathan Rous as Directors-at-Large of the Mohawk Students' Association Board of Directors, effective October 7, 2026, until April 30, 2027.

<u>**Item 4.3 – Proposed Amendments to the MSA Articles and By-Laws**</u>

**Purpose**

The Members of the Mohawk Students' Association are being asked to approve amendments to the Association's corporate objects and By-Laws at the Annual Meeting on October 7, 2026.

The MSA Board of Directors has reviewed and endorsed the proposed amendments. They are intended to update the Association's governing documents, reflect MSA's current student-centred mandate and align its governance practices with Ontario's *Not-for-Profit Corporations Act, 2010.*

**Revised Corporate Objects**

The Association's existing corporate objects were established through its original Letters Patent and no longer fully describe the work undertaken by MSA.

The Board has approved revised objects that recognize MSA's current responsibilities for:

- Representing, advocating for and advancing the interests of Mohawk College students;
- Supporting student success, well-being, belonging and personal development;
- Operating student-centred facilities and providing services;
- Stewarding resources and assets for the benefit of Mohawk College students; and
- Collaborating with Mohawk College and external partners to improve student opportunities and the quality of student life.

Members are being asked to approve these revised objects by Special Resolution. Following Member approval, MSA will file Articles of Amendment through the Ontario Business Registry. The revised objects will become part of the Association's formal Articles once the amendment is accepted.

**Bylaw Amendments**

The proposed bylaw amendments include the following:

| Section | Current provision or issue | Board-endorsed amendment | Rationale for change |
|---|---|---|---|
| **Section 1.01(a) — Definition of Act** | The current definition uses the incorrect title "Non-Profit Corporations Act of Ontario." | Replace it with the formal title: *Not-for-Profit Corporations Act, 2010* (Ontario), including its regulations and any subsequent amendments or replacement legislation. | Ensures the By-Laws accurately identify the legislation governing the Association. |
| **Section 2.01 — Articles and Objects** | The current objects come from MSA's historical Letters Patent and focus heavily on facilities, property, fundraising and services for | Replace the historical objects with the Board-endorsed objects addressing student representation and advocacy; student success, well-being and belonging; | Updates MSA's legal objects to reflect its current student-centred mandate and operations. Subject to Member approval, MSA will file Articles of |

| Section | Current provision or issue | Board-endorsed amendment | Rationale for change |
| --- | --- | --- | --- |
| | students, faculty, staff and alumni. | student-centred facilities and services; stewardship of assets; and collaboration with Mohawk College and external partners. | Amendment so the revised objects become part of its formal Articles. |
| **Section 4.06(a) — Resignation** | The current provision says the Board must vote to accept a resignation, even though the resignation is effective immediately or on the date specified by the individual. | State that a resignation will be reported to the Board and recorded in the minutes. No Board acceptance is required for the resignation to become effective. | Removes an unnecessary approval step and clarifies the effective date and administrative treatment of a resignation. |
| **Section 7.07 — Compliance with the Act** | The existing indemnification and liability provisions could be read without an express reference to the statutory duties and limitations imposed by ONCA. | Add a provision confirming that indemnification, insurance and liability protections are available only to the extent permitted by ONCA and do not relieve Directors or Officers from their statutory duties. | Preserves the legal duties of Directors and Officers and ensures the By-Laws do not appear to provide protections beyond those permitted by legislation. |
| **Section 8.01 — Membership Classes** | The By-Laws establish Full and Associate membership without expressly stating that these classes are subject to the Articles. | State that, subject to the Articles, MSA has two membership classes: Full Members and Associate Members. | Connects the membership structure in the By-Laws to the Association's formal Articles and establishes the proper hierarchy between the governing documents. |
| **Section 8.06(a) — Membership Discipline and Termination** | The current provision permits suspension of membership privileges but provides limited detail regarding notice, reasons, the Member's response and the final decision. | Require the Board to act in good faith and in a fair and reasonable manner; provide at least 15 days' written notice and reasons; permit the Member to respond; consider the response; and communicate the final decision in writing. | Establishes a transparent and procedurally fair process consistent with ONCA before membership privileges are suspended or membership is terminated. |

| Section | Current provision or issue | Board-endorsed amendment | Rationale for change |
|---|---|---|---|
| **Section 8.06(b) — Cessation of Membership** | The current wording says a Member is automatically "removed" when they no longer meet the membership qualifications. | State that an individual automatically ceases to be a Member when they no longer meet the qualifications established in Section 8.01. | Distinguishes the natural end of membership eligibility from disciplinary removal or termination. |
| **Section 9.01 — Annual Meetings** | The current provision allows the Board to determine the timing of the Annual Meeting but does not state the applicable statutory timeline or clearly identify annual business. | Require the Board to call an Annual Meeting within the period required by ONCA and identify the business to be considered, including financial statements, auditor or review-engagement reports, Director elections or appointments, auditor appointment, bylaw amendments and properly submitted Member proposals. | Clarifies the timing, purpose and mandatory business of the Annual Meeting and makes Member decision-making responsibilities more transparent. |
| **Section 9.04 — Notice of Meetings** | The current provision requires notice of the general nature of special business but provides limited detail concerning resolutions and proposed amendments. | Require the notice to describe special business in enough detail for Members to form a reasoned judgment, include the text of any Special Resolution and set out proposed amendments where required. | Ensures Members receive sufficient information before voting on significant governance matters. |
| **Section 9.11 — Votes to Govern** | The current provision requires every matter at a Meeting of Members to be decided by Special Resolution. | Make an Ordinary Resolution the standard threshold unless ONCA, the Articles or a specific bylaw provision requires a Special or Extraordinary Resolution. | Aligns voting thresholds with the nature of the decision and removes the blanket requirement for a two-thirds vote on routine Member business. |
| **Article XII — Article Title** | The current title is "Auditors." | Rename the Article **Financial Review and Public Accountant**. | Reflects that ONCA may require an audit, permit a review engagement or, in limited circumstances, allow Members to dispense with both. |

| Section | Current provision or issue | Board-endorsed amendment | Rationale for change |
|---|---|---|---|
| **Section 12.01 — Board Selection and Recommendation** | The current provision gives the Board authority to appoint the auditor. | Assign the Board, directly or through the Finance and Audit Committee, responsibility for reviewing qualifications, independence, experience, scope, fees, conflicts and procurement requirements and recommending a candidate to Members. | Preserves the Board's oversight and due-diligence responsibilities while recognizing that the formal appointment belongs to the Members. |
| **Section 12.02 — Appointment by Members** | The current By-Laws do not provide Members with the annual appointment authority required under ONCA. | Require Members, by Ordinary Resolution at each Annual Meeting, to appoint an auditor or a person to conduct a review engagement, subject to any permitted exemption under ONCA. | Aligns the appointment process with ONCA and clearly distinguishes Member authority from the Board's recommendation role. |
| **Section 12.03 — Dispensing with an Audit or Review Engagement** | The current By-Laws do not explain when Members may approve a review engagement or dispense with an audit or review engagement. | Permit Members to approve an alternative financial review arrangement only where allowed by ONCA and require the Board to provide information about annual revenue, public-benefit status and the applicable statutory requirements. | Supports informed Member decisions and recognizes that financial review requirements depend on statutory thresholds and organizational status. |
| **Section 12.04 — Failure to Make an Appointment** | The current By-Laws do not clearly explain what happens if Members do not make an appointment. | Provide that the incumbent auditor or review-engagement practitioner continues in office where no successor is appointed and Members have not validly dispensed with the appointment. | Prevents an unintended gap in the Association's financial oversight arrangements. |
| **Section 12.05 — Vacancy** | The current provision allows the Board to fill a casual vacancy but does not establish qualification, | Authorize the Board to fill a vacancy in accordance with ONCA after confirming the proposed replacement's qualifications and independence and | Allows continuity between Annual Meetings while preserving statutory and professional requirements. |

| Section | Current provision or issue | Board-endorsed amendment | Rationale for change |
|---|---|---|---|
| | independence or replacement requirements. | satisfying any resignation, removal or replacement requirements. | |
| **Section 12.06 — Remuneration** | The current provision gives the Board sole authority to fix the auditor's remuneration. | Allow Members to fix the remuneration by Ordinary Resolution. If Members do not set the amount, the Board may do so. | Preserves Member authority while allowing the Board to negotiate and approve the final engagement fee when necessary. |
| **Section 12.07 — Qualifications and Independence** | The current By-Laws do not expressly describe the professional qualification and independence requirements. | Require the auditor or review-engagement practitioner to be qualified under the *Public Accounting Act, 2004* and independent as required by ONCA. | Protects the integrity and independence of the Association's external financial review. |
| **Section 12.08 — Notice of Appointment** | The current By-Laws do not expressly require notice to the person or firm appointed. | Require MSA to provide written notice promptly following the appointment. | Creates a clear record of the appointment and supports timely engagement planning. |
| **Section 12.09 — Attendance at Meetings of Members** | The current By-Laws do not expressly state the auditor's meeting rights. | Confirm that the auditor or review-engagement practitioner is entitled to receive notice of, attend and be heard at Meetings of Members on matters relating to their duties. | Reflects statutory meeting rights and gives Members direct access to the external financial professional when considering relevant matters. |
| **Section 15.01 — Board-Initiated Bylaw Amendments** | The existing wording does not clearly distinguish the Board's authority to enact amendments from the Members' authority to confirm, amend or reject them. | Establish an ONCA-aligned process under which the Board may make, amend or repeal a bylaw, subject to statutory exceptions, and must submit it to Members at the next Meeting of Members for the required confirmation. | Clarifies when an amendment takes effect, the role of the Board, the rights of Members and what happens if Members reject or amend the proposal. |
| **Section 15.02 — Member Proposals** | The current provision prohibits Members from proposing bylaws and makes any Member-approved | Permit an eligible Member to propose making, amending or repealing a bylaw in accordance with ONCA; require a valid proposal to be included in | Recognizes Member proposal rights under ONCA and removes the existing Board veto over a valid amendment adopted by Members. |

| Section | Current provision or issue | Board-endorsed amendment | Rationale for change |
|---|---|---|---|
| | amendment subject to subsequent Board approval. | the meeting notice; and remove the requirement for subsequent Board approval. | |

The Board of Directors has reviewed and endorsed the amendments summarized above. The revised corporate objects require approval by Special Resolution and will be filed through Articles of Amendment following Member approval. The remaining bylaw amendments will be incorporated into a clean, consolidated version following approval by the Members. Administrative corrections to numbering, cross-references, headings and formatting may be made without changing the substance approved by the Members.

**Motions for Consideration**

***Motion 1 — Approval of revised objects and Articles of Amendment***

**BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. The Members approve replacing the existing corporate objects of the Mohawk Students' Association with the following:
    a. To represent, advocate for and advance the interests of Mohawk College students and to amplify student voices in matters that affect their educational experience, well-being and success;
    b. To promote, support and provide opportunities that enhance student success, well-being, belonging and personal development;
    c. To operate student-centred facilities, provide services and steward assets that support student success, well-being, engagement and community, while ensuring these resources remain primarily dedicated to the needs and interests of Mohawk College students; and
    d. To collaborate with Mohawk College and external partners to expand opportunities, strengthen student success and enhance the quality of student life.
2. The appropriate Officers of the Association are authorized and directed to prepare, execute and file Articles of Amendment and any supporting documents required to give effect to this Special Resolution.
3. The appropriate Officers are authorized to make any administrative, technical or non-substantive revisions required by the Ontario Business Registry or applicable legislation, provided that such revisions do not materially alter the objects approved by the Members.
4. The revised objects shall take effect upon the issuance of a Certificate of Amendment or other confirmation that the Articles of Amendment have been accepted by the Province of Ontario.

***Motion 2 — Approval of the Bylaw Amendments***

**BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. The Members confirm and approve the amendments to Sections 1.01, 4.06, 7.07, 8.01, 8.06, 9.01, 9.04, 9.11, Article XII, and Sections 15.01 and 15.02 of the MSA By-Laws, as endorsed by the Board of Directors and presented to the Members at the Annual Meeting on October 7, 2026;
2. The Members approve the corresponding amendment to Section 2.01 of the MSA By-Laws, with that amendment taking effect upon the issuance of a Certificate of Amendment or other confirmation that the Articles of Amendment containing the revised corporate objects have been accepted by the Province of Ontario;
3. The appropriate Officers of the Association are authorized to make administrative, formatting and clerical corrections to the amended By-Laws, including corrections to numbering, headings, grammar and cross-references, provided that such corrections do not materially alter the amendments approved by the Members; and
4. The appropriate Officers are authorized and directed to prepare and issue a clean, consolidated version of the MSA By-Laws following the completion of the approval and filing process.

**Item 4.4 – 2025-2026 MSA Audited Financial Statement & Report**

**Summary of Audit**

Doane Grant Thornton LLP has audited the financial statements for the year ended April 30, 2026. The audit was led by Nicki Komac, Manager, Assurance and Jamie Mitchell, Partner, Assurance.
The audited financial statements include the statement of financial position, statement of operations, statement of changes in fund balances, and statement of cash flows. The Independent Auditors Report concluded that the financial statements present fairly, in all material respects, the financial position of the Organization as of April 30, 2026, and results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations ("ASNPO").

The 2025-26 audit confirmed a consolidated net loss of $480,293 which is comprised of a net operating loss of $678,247 and a capital income of $197,954. Operating Fund department includes Administration, Governance & Advocacy, Student Services, Events & Communities, Communications and Hospitality. Capital is the only department included in the Capital Fund.

In October 2025, through review and endorsement from the Finance Committee and approval from the Board, the need to record any surplus funds related to the Health & Dental Plan as Internally Restricted was removed. Consultation with various stakeholders concluded the following:

- Fees have exceeded premiums 12 of the past 15 years, leaving minimal financial risk
- Retaining unused funds conflicts with the plans and Associations' principle that funds should be used in the year collected
- Any shortfall risk would be absorbed by the general reserve fund

Effective October 6, 2025, the cumulative surplus of $221,201 was added to the year-to-date surplus of $22,813 and subsequently $244,014 was transferred to the Unrestricted Operating Fund.

The Capital Fund had a net income of $197,954. Total revenue was $555,099, comprising $511,099 from student fees, driven by 15% of the Programs, Services & Student Government – Post Secondary Fee and $44,000 in recognition of deferred grants related to historical contributions from the College to support capital projects. Depreciation was the only expense at $357,145.

Below is a summary of the capital assets additions and disposals in the year:

| | |
|---|---|
| Furniture, Fixtures & Equipment: Student Centre Branding Project – vinyl murals, Muskoka chair, etc. | $29,502 |
| Leasehold Improvements: Mural wall painting (DBARC to G-Wing), wall repair/painting various spaces | $31,721 |
| Disposals: Fridge, popcorn machine, speakers, LED lights, subwoofers, old furniture | $11,780 |

Total student fees collected (excluding the Health & Dental fee) in 2025-26 were $3,618,926 compared to $4,123,877 collected in the previous year, a decrease of $504,951.

| Revenue | 2026-27 Forecast | 2025-26 | 2024-25 |
|---|---|---|---|
| **Programs, Services & Student Government** | | | |
| Post Secondary | $2,981,600 | $3,405,802 | $3,780,722 |
| Apprenticeship | $39,400 | $38,182 | $35,260 |
| Continuing Education | $122,500 | $122,794 | $118,560 |
| **TriOS** | $0 | $37,588 | $172,390 |
| **Universal Transit Pass** | $14,000* | $14,560* | $16,945* |
| **Total Operating & Capital Fee Revenue** | **$3,157,500** | **$3,618,926** | **$4,123,877** |
| **Health & Dental Plan** | $2,676,700 | $3,121,911 | $4,138,340 |
| **Total Ancillary Fee Revenue** | $5,834,200 | $6,740,837 | $8,262,217 |

**.5% of the 2.25% UCTP (University/College Transit Pass) Admin Fee*

| Fees | 2026-27 | 2025-26 | 2024-25 |
|---|---|---|---|
| **Programs, Services & Student Government** | | | |
| Post Secondary | $239.00 | $234.32 | $219.50 |
| Apprenticeship | $12.02 | $11.78 | $11.03 |
| Continuing Education | $0.19/SCH | $0.19/SCH | $0.18/SCH |
| **TriOS** | $0.00 | $63.80 | $63.80 |
| **Health & Dental Plan** | $273.22 | $267.45 | $258.06 |
| **Universal Transit Pass** | $219.46 | $219.46 | $215.60 |
| **Total Ancillary Fees** | **$743.70** | **$796.81** | **$767.99** |

*(*note: UCTP University/ College Transit Pass)*

The MSA's primary challenge is declining student revenue due to lower enrolment. Following a $500,000 year-over-year decrease, the MSA forecasts a further $460,000 drop for 2026-27. In response, the Senior Leadership Team collaboratively developed a sustainable 2026-27 budget aligned with a board approved framework that maintains core student services while aligning with strategic priorities.

Despite a fluid postsecondary environment, the MSA remains financially strong and debt-free, holding $8.97M in cash and a $2M internally restricted reserve to cover a significant shortall in revenue or a major unbudgeted expenditure. This solid financial foundation ensures a sustainable operation where students remain central to every decision, space, and support service offered.

**Motion to Consider**

**Be it resolved that (BIRT)** the Membership accepts receipt of the 2025-26 Audited Financial Statements.

**Item 4.5 – Appointment of Auditors for the 2026-2027 Fiscal Year**

**Purpose**

Under Ontario's *Not-for-Profit Corporations Act, 2010*, the Members of the Mohawk Students' Association are responsible for appointing the Association's auditor at the Annual Meeting.

Following its review, the MSA Finance & Audit Committee recommended that Doane Grant Thornton LLP be reappointed to conduct the Association's audit for the 2026-2027 fiscal year. The MSA Board of Directors subsequently endorsed the recommendation and is bringing the proposed appointment forward to the Members for approval.

Doane Grant Thornton has provided MSA with consistent, high-quality audit services and has developed a strong understanding of the Association's financial structure, operations and reporting requirements. Previous engagements have been completed without reported compliance concerns, administrative delays or significant service issues.

The recommendation is based on the firm's:

- Expertise in Canadian accounting standards and the Accounting Standards for Not-for-Profit Organizations;
- Knowledge of MSA's financial structure and operational processes;
- Continued professional independence and objectivity;
- Competitive and predictable fee structure within MSA's approved budget;
- Alignment with MSA's values relating to community, equity, diversity, inclusion, belonging, responsible governance, respect and social responsibility; and
- Ability to provide continuity and efficiency through an established working relationship

The Finance & Audit Committee and Board of Directors are satisfied that the reappointment will support effective financial oversight, regulatory compliance and responsible stewardship of student funds. The Board therefore recommends that the Members approve the reappointment of Doane Grant Thornton LLP.

**Motion to Consider**

**Be it resolved that (BIRT)** the Members of the Mohawk Students' Association approve the reappointment of Doane Grant Thornton LLP as the Association's auditor for the 2026–2027 fiscal year, to hold office until the close of the next Annual Meeting of Members; and

**Be it further resolved that (BIRFT)** the Board of Directors be authorized to approve the terms of the audit engagement and fix the auditor's remuneration.