



JUDO ONTARIO

NOTICE OF SPECIAL MEETING OF MEMBERS

NOTICE IS HEREBY GIVEN that a Special Meeting of the Members of **Judo Ontario** will be held as follows:

Date: Wednesday, September 9, 2026

Time: 7:30 PM

Location: Virtual – meeting link below:

<https://teams.microsoft.com/meet/212677395238858?p=6xxzFBzKJ5Q2burQiO>

A. PURPOSE OF THE SPECIAL MEETING

The purpose of this Special Meeting of Members is to consider and vote upon proposed amendments to the Judo Ontario's governance documents, including:

1. The adoption of revised By-laws; and
2. The approval of Articles of Amendment.

Copies of the proposed revised Bylaws and Articles of Amendment are attached.

B. BACKGROUND

Overview of the Unintended Consequences of the September 14, 2025, By-laws Amendments

The amendments to the Judo Ontario Bylaws and Articles of Incorporation adopted on September 14, 2025, appear to have resulted in unintended changes to Judo Ontario's voting structure that do not reflect the intended governance model.

1. Expansion of the Definition of "Registrant"

The September 14, 2025, amendments also appear to have broadened the definition of "Registrant" for purposes of determining voting entitlement.

Under the prior governance structure, the voting calculation was intended to be based on the relevant Black Belt and Mudansha participants.

The amended provisions, however, expanded the definition of "Registrant" to include all persons registered with Judo Ontario, including individuals participating in programs such as Introductory and Self-Defence.



This has the effect of including individuals who were not intended to form part of the voting calculation when determining the voting strength or representation of a member club.

Accordingly, the amendments appear to have unintentionally changed not only who qualifies as a member, but also whose registration is counted for purposes of determining voting rights.

2. Impact of Record Date

While not in the By-laws, the practice developed within Judo Ontario that the Record Date to determine voting eligibility was set as March 31. That is contrary to the Record Date provisions in ONCA. The existing By-law provided that the Record Date could not precede the Annual Meeting of Members by more than 10 days. With a September 13 meeting date, the Record Date would be September 3. Given that all Memberships expire on August 31, as per the By-laws, it would give an unreasonably short time for Clubs to renew their membership prior to the Annual Member Meeting. The amendments to s. 6.7.4 of the By-laws corrects this issue and makes Judo Ontario compliant with ONCA.

3. Need for Corrective Amendments

The proposed amendments to the Bylaws and Articles are therefore intended to correct these unintended consequences and restore the governance structure intended by Judo Ontario and compliance with ONCA.

C. BUSINESS OF THE SPECIAL MEETING

1. Motion 1 – New Bylaws

The following motion will be presented to the Members for consideration:

THAT the Members of Judo Ontario approve and adopt the revised Bylaws as presented to this Special Meeting of Members, subject to any amendments adopted at this meeting;

AND THAT, upon adoption of the revised Bylaws, the prior Bylaws are repealed.

2. Motion 2 – Articles of Amendment

The following motion will be presented to the Members for consideration:

THAT the Members of Judo Ontario approve the Articles of Amendment as presented to this Special Meeting of Members, subject to any amendments adopted at this meeting.



D. VOTING BY MEMBERS

Only those Members who are entitled to vote under Judo Ontario's Articles and Bylaws shall be entitled to vote on the motions.

A voting Member may attend the Special Meeting and vote **in person or, by proxy by completing and submitting the attached proxy form.**

A Member who wishes to vote by proxy must complete and deliver the Judo Ontario's prescribed **Form of Proxy** to the Judo Ontario in accordance with the applicable requirements and deadline set out on the Form of Proxy.

E. MEETING MATERIALS

The following materials are attached in advance of the Special Meeting:

- Proposed revised Bylaws;
- Proposed Articles of Amendment;
- Form of Proxy; and

Members are encouraged to review these materials before the meeting.

OTHER BUSINESS

No other business will be considered at the Special Meeting except for business that may properly be brought before the meeting in accordance with Judo Ontario 's Articles, Bylaws and applicable law.

DATED this 27 day of August 2026.

JUDO ONTARIO

By order of the Board of Directors,

James Cunningham

Judo Ontario