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SENT VIA EMAIL

May 13, 2025

Barrie Elites Volleyball Club
3 Fitzroy Terrace
Barrie, ON
L4N 2Z2

Dear All:

Re: Legal Opinion – Amendments to the Constitution of Barrie Elites Volleyball Club

We have been retained by Barrie Elites Volleyball Club (the “Corporation”), a non-profit corporation incorporated under the laws of Ontario, to provide a legal opinion regarding the validity and enforceability of certain amendments made to its governing document.

We understand that the Corporation has adopted a governing document titled the “Constitution,” which, based on our review and confirmation from representatives of the Corporation, serves as the by-laws of the Corporation. We have also been advised that there are no other by-laws currently in force.

Upon our review, we note the Constitution contains the following relevant provisions:

- “The constitution may be amended at the annual general meeting by majority vote.”
- “Amendments to the by-laws may be made by majority vote of the executive at regular executive meetings.”

We understand that a regular executive meeting of the Corporation was recently held outside of the annual general meeting, during which certain amendments to the Constitution were proposed and ratified.

Opinion

Based on the foregoing and subject to the assumptions and qualifications set out below, it is our opinion that:

1. The Constitution, which functions as the Corporation’s by-laws, expressly provides for amendments to the by-laws by a majority vote of the executive at regular executive meetings.
2. Provided that proper notice was given to all individuals entitled to receive such notice of the executive meeting where the proposed amendments were discussed and approved, and that the meeting was properly convened in accordance with the Constitution, any amendments to the by-laws ratified at such meeting are valid and legally enforceable.

Qualifications and Assumptions

Our opinion is subject to the following assumptions and qualifications:

- We have assumed the accuracy and completeness of the factual information provided to us by the Corporation, including the absence of any other by-laws or amending provisions.
- We have assumed that the executive meeting was duly called and conducted in accordance with the procedural requirements set out in the Constitution and applicable law, including quorum and voting requirements.
- We have not reviewed any minute books, resolutions, or further corporate records beyond the Constitution as provided to us.

Regards,

A handwritten signature in black ink, appearing to read 'Raz Toor', with a stylized flourish at the end.

Falcon Law PC
Raz Toor, Lawyer