

Kanata Seniors Council Inc. (The Corporation)

Prepared by Ken Major February 27, 2020. Approved by the Board of Directors March 13, 2020.

To be presented to the members for approval at the next Annual General Meeting

Proposed Amendments to the Corporation's Articles of Continuance

1. The Corporation amends Section 5 - Minimum and maximum number of directors - of the Articles of Continuance to reduce the minimum number to eight (8) from ten (10).

(While the Board will strive to maintain its numbers at 10 or more, this change provides more flexibility should difficulties arise in maintaining those numbers.)

2. The Corporation amends Section 8 – The classes, or regional or other groups , of members that the corporation is authorized to establish - of the Articles of Continuance to reduce the age requirement for Regular Members to be at least fifty (50) years of age from fifty-five (55) years of age.

(This change brings the minimum age requirement in line with the Kanata Seniors' Centre age requirement for membership.)

3. The Corporation amends the second paragraph of Section 10 – Additional provisions, if any - of the Articles of Continuance to delete the last sentence of that paragraph so that paragraph reads as follows:

“Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing his or her duties.”

(The last sentence states that directors are not prohibited from being remunerated for other services. This causes confusion because the Ontario Charities Accounting Act without a court order prohibits a director of a charity operating in Ontario from being remunerated not only for services as a director but for services as an employee, services as a fundraiser or services in connection with purchase or sale of real estate and only under very specific conditions allows remuneration to directors for any other services.)

4. The Corporation amends Section 10 – Additional provisions, if any - of the Articles of Continuance to provide for the appointment of additional directors by adding the following paragraph.

“The directors may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed shall not exceed one-third (1/3) of the number of directors elected at the previous annual meeting of members.”

(If the Board is to have the power to appoint additional directors, which will facilitate the recruitment of directors, it must be provided for in the Corporation's Articles and the wording of this proposed amendment is as provided by Subsection 127(8) of the Canada Not-for-profit Corporations Act.)