

**Kanata Seniors Council Inc.**  
**Minutes of Annual General Meeting – September 12, 2022**

**Present:** Kay Dubie, Frank Boisvenue, Liz Tucker, Rachel McGregor, Ken Major, Sarah Trant, Margaret Wilcox, Jeet Wadehra, John Williamson (current Board members), plus other members of Kanata Seniors Council Inc.

**Guests:** Representing the City of Ottawa – Janet Baigent and Maureen Moynahan for the Kanata Seniors Centre, and Councillor for Kanata North Cathy Curry

**Opening and Call to Order:** President and Chair Kay Dubie called the meeting to order at 11:10 am, welcoming members and guests and thanking them for their attendance. Special guest Cathy Curry was introduced and was asked to say a few words. She said how wonderful it was to be able to meet in person again and expressed her thanks for the work of everyone in the Centre and the Council. Janet Baigent was also asked to say a few words and she welcomed the return of our AGM. The council is grateful for the support we get from the City of Ottawa.

It was noted by the recording secretary that a quorum was present, with 39 voting members in attendance.

**Approval of agenda:**

**Jeet Wadehra moved that the agenda be approved as distributed; seconded by Liz Tucker. CARRIED.**

**Approval of minutes of 2019 AGM:**

**Frank Boisvenue moved that the minutes of the June 17, 2019 AGM be approved as distributed. Seconded by Jeet Wadehra. CARRIED.**

There were no matters arising from the minutes.

**Receipt of Annual Financial Reviews for 2019-2021 and report of Public Accountant**

**Liz Tucker (Treasurer) moved that the financial reviews of the fiscal years 2019 (one report) and 2020-2021 (combined report) and the accompanying Public Accountant's reports be accepted as distributed. Seconded by Frank Boisvenue. CARRIED.**

**Appointment of Public Accountant for 2022 fiscal year**

**Liz Tucker moved that Kelly Huibers McNeely Professional Corporation be appointed as Kanata Senior Council Inc's public accountant to conduct a financial review of Council's financial records for the 2022 fiscal year; seconded by Sarah Trant. CARRIED (vote was 100% in favour).**

### **Motion to amend the Council's Articles of Continuance**

Ken Major gave a brief summary of the history of proposing changes to the Articles of Continuance and the By-laws, indicating the sources he consulted during his research and the process of getting the changes approved by the Board of Directors. He then explained the changes proposed to the Articles of Continuance, as per Schedule A attached to these minutes.

**Ken Major then made the following motion:**

**WHEREAS it is considered to be in the best interests of Kanata Seniors Council Inc to amend its Articles of Continuance to:**

- **Change the minimum numbers of directors to eight (8),**
- **Change the minimum age requirement for Regular Members to fifty (50) years of age,**
- **Avoid confusion regarding directors' remuneration, and**
- **Give the Board of Directors the power to appoint additional directors.**

**BE IT RESOLVED BY SPECIAL RESOLUTION THAT the Kanata Seniors Council Inc's Articles of Continuance be amended as outlined in SCHEDULE A (attached here and to form part of the minutes of this meeting), and as approved by the Board of Directors on March 13, 2020 for presentation to the members at the next annual general meeting. The changes are to become effective as of September 12, 2022.**

**The motion was seconded by Frank Boisvenue, and it was carried (vote was 100% in favour).**

### **Motion to amend the Council's By-laws**

Ken then presented the slides in Schedule B (attached) in a power-point presentation, providing background and explanation where warranted.

**Ken Major then made the following motion:**

**WHEREAS it is considered to be in the best interests of Kanata Seniors Council Inc to amend its By-Laws to:**

- **Bring the By-Laws in line with the Canada Not-for-profit Corporations Act (the Act),**
- **Set out certain required procedures in the By-Laws rather than having to refer to the Act,**
- **Provide clarity and some house keeping,**
- **Bring the by-laws in line with amendments to the Articles of Continuance, and**

- **Remove the restriction of the two (2) consecutive terms in the terms of office of the President and Vice-President**

**BE IT RESOLVED BY SPECIAL RESOLUTION THAT By-Law No 3 be amended as outlined in SCHEDULE B (attached here and to form part of the minutes of this meeting), and as approved by the Board of Directors on March 13, 2020 for presentation to the members at the next annual general meeting. The changes are to become effective as of September 12, 2022.**

**The motion was seconded by Rachel McGregor, and it was carried (vote was 100% in favour).**

Sarah Trant expressed her thanks to Ken on behalf of the Board and the membership for all the hard work he put in for getting these changes written and approved by the Board. It was not an easy task and took many hours of work. No small feat indeed!

**Thanks to Board of Directors members between 2019 and 2021**

Kay expressed thanks to members of the Board during the 2019 through 2021 fiscal years, who persevered during a difficult time of covid-related restrictions. She noted that to-date in 2022, Board members had racked up an impressive 700+ volunteer hours.

Frank Boisvenue	Kay Dubie	Brian Jeffrey	Janet Kaplan
John Kern	Ken Major	Rachel McGregor	Sarah Trant
Liz Tucker	Jeet Wadehra	Dagmar Van Beselaere (late)	Margaret Wilcox
John Williamson			

**Election of the new Board of Directors**

The following members have agreed to stand for election to the Board of Directors for two-year terms (all terms expired during the covid period). Brief biographies of these members were circulated and Rachel asked each one to stand so members could put a face to a name. (All were present except for John Kern and Greg Richardson).

Frank Boisvenue	Susan Ditmar	Kay Dubie	Sandra Freeman
John Kern	Ken Major	Rachel McGregor	Doreen McNair
Greg Richardson	Mohamed Saleh	Sarah Trant	Liz Tucker
Jeet Wadehra	Margaret Wilcox		

**Rachel McGregor moved that the elections be closed and that all candidates be appointed by acclamation; seconded by Val Morin. CARRIED.**

## **Review of Council activities since 2019**

A summary of council activities since the last AGM was circulated, and is attached to these minutes. Kay indicated that Far West Fun Fest is being planned for May 2023.

## **New Business**

Sarah Trant indicated that she is always looking for information for the newsletter; anyone with input should call her or email her.

## **Closing remarks**

Kay expressed her gratitude to a number of people or groups, including:

- Margaret Wilcox and her volunteers for handling registration at this meeting
- Frank Zeitlhofer and the café volunteers who got the coffee out, put out plates, washed dishes, and looked after other tasks behind the scenes
- Red Oak Retirement Residence for providing the lunch today
- The City of Ottawa for setting up the tables and chairs
- The lovely gift baskets donated as door prizes from Stonehaven, Bridlewood Trails and Westboro (2) retirement residences

## **Adjournment**

**Frank Boisvenue moved that the meeting be adjourned; seconded by Jeet Wadehra. CARRIED.**

The meeting was adjourned at approximately 12:10 pm, after which a light lunch was enjoyed, courtesy of Red Oak Retirement Residence.

Rachel McGregor  
Secretary

## **SCHEDULE A**

### **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, which applies to registered charities operating in Ontario, 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 128(8) of the Canada Not-for-profit Corporations Act.)

## **SCHEDULE B**

### **KANATA SENIORS COUNCIL INC (THE CORPORATION)**

DRAFT BY-LAW No. 3  
NATURE OF AND OUTLINE OF PROPOSED  
AMENDMENTS

1

### **NATURE OF PROPOSED CHANGES**

THE CORPORATION IS INCORPORATED UNDER THE CANADA NOT-FOR-PROFITS CORPORATIONS ACT (THE ACT) GENERALLY THE PROPOSED CHANGES

1. BRING THE BY-LAWS IN LINE WITH THE ACT
2. SET OUT REQUIRED PROCEDURES RATHER THAN HAVING TO REFER TO THE ACT
3. PROVIDE CLARITY
4. DO SOME HOUSEKEEPING

2

### **NATURE CONTINUED**

- CHANGES DESCRIBED IN 1. TO 4. DO NOT ALTER HOW THE CORPORATION HAS BEEN OPERATING
- THEY DO PROVIDE IMPROVED GUIDANCE WITH RESPECT TO CORPORATE GOVERNANCE
- THE NEXT SLIDE DESCRIBES 3 CHANGES THAT DO REPRESENT A CHANGE IN HOW THE CORPORATION OPERATES.

3

### **NATURE CONTINUED**

5. MINIMUM AGE REQUIREMENT TO BE A REGULAR MEMBER REDUCED TO 50 YEARS OF AGE
6. GIVING THE BOARD OF DIRECTORS THE POWER TO APPOINT ADDITIONAL DIRECTORS
7. REMOVING THE RESTRICTION ON THE TERM OF OFFICE OF THE PRESIDENT AND VICE-PRESIDENT TO TWO CONSECUTIVE TERMS

4

### **OUTLINE OF PROPOSED CHANGES**

THE REMAINDER OF THE SLIDES ARE AN OUTLINE OF THE  
PROPOSED CHANGES  
BY SECTION OF THE BY-LAW

5

### **SECTIONS**

- 1.01 REPEALS EXISTING BY-LAWS – BUT BY-LAW NO. 3 INCORPORATES ALL THE UNCHANGED PROVISIONS OF THOSE BY-LAWS
- 1.09 CLARIFIES THE CORPORATION'S BANKING ARRANGEMENTS
- 2.01 REDUCES THE MINIMUM AGE REQUIREMENT FOR A REGULAR MEMBER TO 50 YEARS OF AGE AND CLARIFIES THAT A REGULAR MEMBER HAS AGREED TO THE CORPORATION'S CODE OF CONDUCT

6

## SECTIONS

- 2.02 NOTICE TO MEMBERS OF A MEMBERS' MEETING CHANGED TO COMPLY WITH THE ACT
- 4.01 AMENDED TO SAY THAT THE AGM OF THE CORPORATION MUST BE HELD WITHIN 6 MONTHS OF THE END OF THE CORPORATION'S FISCAL PERIOD, AS REQUIRED BY THE ACT
- 4.04 CLARIFIES THAT THE QUORUM FOR MEMBERS' MEETING ONLY APPLIES TO VOTING MEMBERS.
- 4.05 CLARIFIES WHEN THE CHAIR OF A MEMBERS' MEETING CAN VOTE

7

## SECTIONS

- 5.02 CHANGED TO FOLLOW THE ACT, TO INCLUDE A STATEMENT THAT A PERSON WHO IS MENTALLY INCOMPETENT OR BANKRUPT CANNOT BE A DIRECTOR
- 5.03 CLARIFIES THAT, SUBJECT TO THE ACT, AT A SPECIAL MEETING CALLED FOR THAT PURPOSE THAT THE REGULAR MEMBERS MAY REMOVE A DIRECTOR.

8

## SECTIONS

- 5.04 CLARIFIES WHEN A VACANCY OCCURS IN THE BOARD
- 5.05 CLARIFIES THAT THE BOARD CAN APPOINT A PERSON TO FILL A VACANCY IN THE BOARD FOR THE BALANCE OF THE TERM OF THE PERSON WHO LEFT THE BOARD
- 5.06 PROVIDES THAT THE BOARD CAN APPOINT AN ADDITIONAL DIRECTOR AS SET OUT IN THE AMENDED ARTICLES

9

## SECTIONS

- 6.01 CLARIFIES WHO CAN CALL A MEETING OF THE BOARD
- 6.02 CLARIFIES THE REQUIREMENTS FOR NOTIFICATION OF A BOARD MEETING, INCLUDING A LIST OF TOPICS THAT MUST BE IN THE NOTICE IF THEY ARE TO BE COVERED IN THE MEETING
- 6.03 CLARIFIES THAT REGULAR BOARD MEETING CAN BE A SET DAY AND AT A SET TIME AND AT A SET PLACE

10

## SECTIONS

- 6.04 PROVIDES THAT A QUORUM FOR A BOARD MEETING IS MAJORITY OF THE DIRECTORS IN OFFICE AT THAT TIME. PREVIOUSLY THE QUORUM WAS SET BY DEFAULT BY THE ACT AT THE MAJORITY OF THE MINIMUM NUMBER OF DIRECTORS FOR THE CORPORATION
- 6.05 CLARIFIES WHEN THE CHAIR OF A BOARD MEETING CAN VOTE
- 7.01 CLARIFIES THAT AN OFFICER OF THE CORPORATION MUST BE A DIRECTOR

11

## SECTIONS

- 7.03 CLARIFIES THAT OFFICERS ARE APPOINTED BY THE BOARD FROM AMONG MEMBERS OF THE BOARD AT THE FIRST OFFICIAL MEETING OF THE BOARD AFTER THE AGM
- 7.04 THE FOLLOWING RESTRICTION IS DROPPED  
"THE PRESIDENT AND THE VICE-PRESIDENT MAY NOT SERVE IN THAT CAPACITY FOR MORE THAN TWO (2) CONSECUTIVE TERMS IN SUCH OFFICE."

12

## SECTIONS

- 8.01 AMENDED TO INCLUDE THE LIMITATION ON THE EXECUTIVE COMMITTEE'S POWERS AS SET OUT IN THE ACT.
- 8.02 CLARIFIES THE REQUIREMENTS FOR NOTIFICATION OF AN EXECUTIVE COMMITTEE MEETING
- 8.03 DEFINES A QUORUM FOR AN EXECUTIVE COMMITTEE MEETING AS THE MAJORITY OF THE MEMBERS OF THE COMMITTEE AT THAT TIME

13

## SECTIONS

- 8.04 VOTES TO GOVERN PROVISION FOR EXECUTIVE COMMITTEE MEETINGS ADDED FOR CLARITY
- 9.01 THIS PROVISION DEALS WITH ALL NOTICES THAT MUST BE GIVEN BY THE CORPORATION, OTHER THAN THE NOTICE TO MEMBERS MEETINGS. IT SETS OUT THE CIRCUMSTANCES UNDER WHICH A NOTICE IS CONSIDERED TO HAVE BEEN EFFECTIVELY GIVEN UNDER THE ACT.

14

## SECTIONS

- 10.01 FINANCIALLY THE CORPORATION WITHOUT INSURANCE IS NOT IN A POSITION TO PROTECT ITS DIRECTORS AND OFFICERS AGAINST LIABILITIES INCURRED IN THE EXERCISE OF THEIR DUTIES HONESTLY AND IN GOOD FAITH WITH THE VIEW OF THE BEST INTERESTS OF THE CORPORATION  
THEREFORE, THE INDEMNITY PROVISION IS AMENDED TO ONLY STATE THAT SUCH PROTECTION WILL BE PROVIDED BY THE CORPORATION MAINTAINING IN FORCE AT ALL TIMES DIRECTORS AND OFFICERS LIABILITY INSURANCE

15

## SECTIONS

- 11.01 CLARIFIES THAT THE BOARD, EXCEPT FOR FUNDAMENTAL CHANGES AS DEFINED IN THE ACT, CAN MAKE, AMEND OR REPEAL THE BY-LAWS OF THE CORPORATION
- SUCH AMENDMENTS ARE EFFECTIVE WHEN APPROVED BY BOARD UNTIL THE NEXT AGM
- TO REMAIN EFFECTIVE AFTER THE NEXT AGM THEY HAVE TO BE APPROVED BY THE MEMBERS AT THAT MEETING

16



## Kanata Seniors Council 2019-20-21 Summery

The last three years have been challenging, and frustrating. We have tried to maintain some sort of contact with our members, but were very limited in what we could do. Electronics was our best method, but that certainly does not include all members. The cost of regular mailing any sort of documents made this method prohibitive. So I hope no one felt neglected, but we did our best. Once we got the ok from Janet to reopen, we were here with bells on and tried to provide as much enjoyment as restrictions allowed. Now we appear to be back at full force and love to see old friends, and new, returning to the activities that bring joy to their lives.

### Council Travel and Lifestyles Team (Formerly 2 teams: Travel and Special Events)

During the period from 2020 to 2021 the Council Travel Team was not able to put on any trips or seminars. During that time the Team did plan a series of seminars to take place in the Spring and Fall of 2022. Also during that period, the Council Travel Team changed its name to The Council Travel and Lifestyles Team. The only Spring seminar that we were able to operate was a seminar on Diabetics Devices. The balance of the seminars had to be cancelled due to further closures and the lack of registration for people to attend these events. The Fall series of seminars will include: Why a Senior might have to move into a Seniors Residence or Long-Term Care Facility or how to stay in your home; Diabetic Education; and how to make a decision to leave your home and move into a Seniors Residence or Long-Term Care Facility. The Team is again looking into bus trips to various local destinations. We hope to start these trips in the Fall. We are going to conduct a survey to assist us in planning future educational seminars and day trips. Copies of the survey are available on the Travel display board in the lobby and on our website [kanataseniors.ca](http://kanataseniors.ca) in the Travel section.

### Council Café

During 2020 and 2021 the Council Café had to be closed due to the COVID situation. During that period, we lost most of our cooks and a lot of our volunteers. We were able to reopen the Café again in March of 2022 with a limited service of soup, beverages, and muffins. In May we were able to increase the service to include sandwiches. In June we added hot meals on Tuesdays and Thursdays of each week. Since we reopened a number of our former Café volunteers have returned and we have been able to recruit a number of new volunteers. At present we have approximately 25 café volunteers.

### Volunteer Management

There was not much work to do during 2020 and 2021, as the Council and the Café were not really operating. In order to get the café up and running to reopen in March 2022, many new volunteers were interviewed and documented to complement our slate of dedicated returning volunteers. As of June 2022, we have a total of about 40 volunteers, most of whom help out in the café, but this number also includes Board members, and members of the Technology and Travel and Lifestyle Teams. One recent activity has been the revision and updating of both our volunteer application form and the Council membership form. This was completed in May 2022 and the new forms were posted on our website.

## Technology

**Communications** – using the council email list (information collected from registration forms) to distribute information from the Council to our members. There were approximately twenty-three emails for this purpose. We also worked with the Beaverbrook Community Association to send out a message for all registered members to their home addresses using Canada Post.

**Registration Database** – due to changes in the application forms for Council membership and Volunteers, design changes to the database were required.

**Point-of-sale system** for the Café – Investigated, purchased, and configured the point-of-sale system (“Square”) for the kitchen and other council related activities. Centre visitors can now use their credit or debit cards to pay for items from the Café.

**Computer Training** – Dormant during the COVID-19 closures, the Council has recently been able to restart our training program. This necessitated revisions to our forms and documentation. At the time of this report, we have two instructors, with additional instructors possible by the time of the AGM.

## Website

As to be expected, website traffic (visits) dropped dramatically during the early years of Covid. Visits have noticeably increased in 2022, but have not yet reached the pre-Covid levels. Every effort is being made to keep the information on our website accurate and relevant. We are grateful to the Centre for providing us with timely activity information and a calendar that remains one of our most popular pages (see below). The Council Café continue to stand out in the traffic counts. Much of the credit for that goes to John Kern who also continues to provide us with 3 new menus each month for those people who want to exercise their culinary skills.

We try to keep our home page up-to-date and current so that it acts as a resource for Kanata seniors and gives them a central place to go for timely information. The table below shows the website traffic for the past 3 years, June-to-June.

	<b>June 2019-June 2020</b>	<b>June 2020-June 2021</b>	<b>June 2021-June 2022</b>
<b>Visitors</b>	5709	1921	3839
<b>Actions (Pageviews)</b>	15,436	4620	10,277
<b>Time/visit</b>	3:19 Min	2:40 Min	3:46 Min
<b>Top 10 Pages</b>	Home Page	Home Page	Home Page
	Calendar	Calendar	Calendar
	Activities	Activities	Activities
	About Us	The Centre	Council Cafe
	The Centre	About Us	About Us
	Council Cafe	Council Cafe	The Centre

	Menus	Resources	Resources
	Resources	Travel	Travel
	Computers	Computers	Computers
	Travel	Volunteering	

Health & Wellness

In the past few months, we have reported on information from the Canadian Food Inspection Agency regarding various food recalls.

Advocacy

During the last 3 years we have attended the Seniors Roundtable meetings via Zoom. Many various subjects were discussed, but we haven't put many items into action. As things seem to be opening up, we will hopefully make a little more progress. In the Fall the city is planning to return to an in-person format.

Advisory

During the Covid break, there have been no meetings of this committee. We are scheduled to meet again in September.

Newsletter

The Newsletter was not published on a regular basis during the shutdown. Periodically a news brief was sent electronically from us to our members just to stay in touch. Early in the winter we produced a newsletter and are now back on track with the city to publish on a regular basis.

Communications

In the short time since our return to the Centre, we have worked hard to keep our members informed of opportunities to be involved with activities, of upcoming events, possible future opportunities. We have had a couple of articles in the local Community Voice newspaper to make everyone aware we are back in business. These were well received and produced some new interested members to our programs.

Upcoming Plans

During 2022/23, we hope to bring back some of our favourite activities, including Far West Fun Fest, Travel Marketplace and/or Retirement Living Fair. As people start returning to the Centre we hope to expand our services in the café and events or seminars put on by the Travel and Lifestyles team. Keep reading the Newsletter and checking our website to keep informed of what is happening. Or drop in to the centre, grab a coffee or lunch at the café, meet some friends and check out the bulletin boards.