

November 13, 2023

## Articles of Amendment to Letters Patent for consideration at OFA's General Meeting

OFA legal counsel recommended filing Articles of Amendment to the Corporation's Letters Patent dated August 23, 1956 (attached), before the end of the Ontario Not-for-Profit Corporations Act (ONCA)'s three-year transition period. OFA Board of Directors has proposed Articles of Amendment to OFA's Letters Patent to be considered by Members at OFA's General Meeting.

The Board recommends the following resolution for consideration:

### **APPROVAL OF ARTICLES OF AMENDMENT**

**WHEREAS** legal counsel has recommended filing Articles of Amendment to the Corporation's Letters Patent, before the end of the Ontario Not-for-Profit Corporations Act (ONCA)'s three-year transition period; and

**WHEREAS** it is in order to pass a special resolution approving Articles of Amendment to include:

- (a) a range of directors from three (3) to twenty (20);
- (b) an amendment to its special provisions of its Letters Patent;
- (c) provisions resecting the classes of membership; and
- (d) update location of the Corporation's registered office;

**THEREFORE BE IT RESOLVED THAT** the Corporation is authorized to file Articles of Amendment to the Corporation's Letters Patent to:

- (a) To specify the number of directors of the corporation as minimum 3 to a maximum of 20 directors; and
- (b) To delete the special provisions contained in the Corporation's Letters Patent in their entirety and replace them with the following:
  - 1. The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects.
  - 2. Commercial purposes, if any, included in the articles are intended only to advance or support one or more of the non-profit purposes of the corporation. No part of a corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the corporation except in furtherance of its activities or as otherwise permitted by the ONCA.
  - 3. The corporation is authorized to establish one class of members. Each Member shall have the right to receive notice of and attend meetings of the OFA Members. Each Member shall have the right to receive notice and attend the Annual Regional Meeting held in the Region where they reside, and shall have the right to cast one vote on matters put before the Members at the Annual Regional Meeting.
  - 4. The registered office of the corporation shall be 200 Hanlon Creek Boulevard, Guelph, Ontario.

**FURTHER BE IT RESOLVED THAT** any two (2) Officers of the Corporation, or any one (1) Officer together with any one (1) Director of the Corporation, are authorized and directed to do, execute and perform all acts, documents and instruments necessary or desirable to give full force and effect to the foregoing, including, without limitation, the execution and delivery to the Ontario Ministry of Public and Business Service Delivery ("MPBSD") of the Articles and all other required documents; and

**FURTHER BE IT RESOLVED THAT** the persons executing the Articles of Amendment are authorized and directed to make such technical changes in the Articles as may be required by MPBSD, with no further recourse to the Board of Directors or Members to approve or confirm such changes, and any such amendments made by such persons shall be conclusive evidence of the need to make such amendments and are ratified, sanctioned and approved.