

Carolinian Canada

Celebrate. Challenge. Change.

Annual General Meeting Agenda

May 22, 2014, St. Thomas, ON

1. Welcome & Introductions
2. Approval of the 2013 AGM Minutes
Motion: That the minutes of the 2013 Carolinian Canada Coalition Annual General Meeting be approved.
3. Chair's Report - Don Pearson
Motion: That the 2014 Carolinian Canada Coalition Chair's Report be accepted.
4. Treasurer's Report - Chris Turner (year end financial report)
Motion: That the 2014 Carolinian Canada Coalition Treasurer's Report be accepted.
5. Appointment of Auditor - Chris Turner
Motion: That the firm Collins-Barrow is engaged as the auditor for the 2014-2015 fiscal year.
6. Annual Report - Michelle Kanter (report)
Motion: That the 2013-14 Carolinian Canada Coalition Annual Report be accepted.
7. Strategic Plan 2014-17 (summary)
Motion: That the 2014-2017 Strategic Plan for the Carolinian Canada Strategic Plan be accepted.
8. Outgoing Directors
9. Introduction of 2014-15 Slate of Directors
Motion: That the Carolinian Canada Coalition First Directors and Officers slate be elected for 2014-15.
10. Special Resolutions: Transition to the Federal Not For Profit Corporations Act - *see attached*
 - Introduction to new By-Law No. 1
11. Chair's Award
12. Adjournment

Special Resolutions

Continuance under the Canada Not-For-Profit Corporations Act

Whereas the Carolinian Canada Coalition (the “Corporation”) was incorporated under the Canada Corporations Act by Letters Patent dated the 6th of October, 2006, as amended, and currently exists under Part II of the Canada Corporations Act;

AND whereas it is considered in the best interests of the Corporation that the Corporation be continued under the Canada Not-for-profit Corporations Act (the “NFP Act”) pursuant to Section 297 thereof;

AND whereas in connection with the continuance under the NFP Act, it is considered to be in the best interests of the Corporation to sanction, ratify and confirm the By-Law – May 2014, to become effective upon the date of continuance;

NOW THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The Articles of Continuance of the Corporation, which have been submitted to this meeting and are annexed to these minutes as Schedule A, are approved with further authority to make minor revisions based on consultation with Canada Revenue Agency, Corporations Canada or lending institutions.

NOW THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The repeal of By-Laws No.1 – August 9th 2006 of the Corporation, effective on the date that the Corporation continues under the NFP Act, is hereby sanctioned, ratified and confirmed;
2. By-Law – May 2014 as made by the directors of the Corporation, which has been submitted to the members and is annexed to these minutes as Schedule B, is sanctioned, ratified and confirmed and will be effective on the date that the Corporation continues under the NFP Act with further authority to make minor revisions based on consultation with Canada Revenue Agency, Corporations Canada or lending institutions.; and

NOW THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The directors of the Corporation are authorized and directed to make an application under sections 297 and 211 of the NFP Act to the Director appointed under the NFP Act for a Certificate of Continuance of the Corporation;
2. Any one of the officers and directors of the Corporation may take such actions and execute and deliver all such documentation, including the annexed Articles of Continuance and the notice of registered office and of directors in the forms prescribed by the NFP Act, which are necessary or desirable to give effect to this resolution.