

ONTARIO SAILING ASSOCIATION

Proposed Special Resolutions Annual Meeting 2023

Articles of Amendment & Number of Directors

Overview – Articles of Amendment

As part of the transition to the Ontario Not-for-Profit Corporations Act every incorporated not-for-profit corporation in Ontario needs to file an Articles of Amendment to recognize the new items that have been moved into the Articles of Incorporation (as opposed to previously being in only by-laws).

Proposed Motion

Motion to approve the Articles of Amendment in the form presented and included with notice of meeting of the Members.

ARTICLES OF AMENDMENT – AS PRESENTED IN ONTARIO BUSINESS REGISTRY

(Black ink represents the form and blue ink represents drafted answers)

CORPORATION NAME – **ONTARIO SAILING ASSOCIATION**

Number of Directors

Complete only if there is a change in the number of directors, or the minimum/maximum number of directors. A minimum of three directors are required.

Set out the number of directors.

Fixed Number Minimum/Maximum

The current number of directors for the corporation is as shown below. If you wish to update the number of directors, please enter the new number.

Minimum Number of Directors 5

Maximum Number of Directors 12

Is the corporation a charity, or does it intend to operate as a charity?

This question is being asked to help guide the transaction. It is the corporation's responsibility to ensure that the application contains exclusively charitable purposes if it intends to operate as a charity.

Yes No

Description of Changes to Purposes

Please describe any amendments to the corporation's purposes in the area below (please be specific):

NA

Description of Changes to Special Provisions

Please describe any amendments to the corporation's special provisions in the area below (please be specific):

The corporation will be dissolved in accordance with the Act. Any remaining assets will be distributed to incorporated not-for-profit organizations that are deemed to be public benefit corporations that have similar or complimentary objects.

The corporation will have one class of Members and the Members will have the right to vote at any meeting of the Members.

Overview – Number of Directors

Under the new Act, the number of Directors is now included in the Articles of Incorporation and corporations can set minimum and maximum number of directors within the corporation documents and then the Members can pass a special resolution to set the number of Directors and allow the directors to adjust the number if needed moving forward.

This permits the corporation to adjust the number of Directors, within the minimum and maximum set in the Articles, without having to file new Articles of Amendment with Service Ontario.

Proposed Motion

Whereas the Articles of the Association provide for a minimum of five (5) and a maximum of twelve (12) directors, be it resolved that the number of Directors be set at nine (9), that the number of directors to be elected at each Annual Meeting be set at three (3) (subject to variations based on board vacancies from time to time), and that moving forward the Directors by resolution may determine the number of directors within the range set out in the Articles and the number of directors to be elected at each Annual Meeting.