Annual Meeting June 15, 2023

AGENDA
ANNUAL MEETING
June 15, 2023
10:00 am

1. President's Opening Remarks - Jackie Lafontaine
   - MPP Lucille Collard
2. Moment of Silence – Jackie Lafontaine
3. Confirmation of Quorum – Secretary - Marilyn Johnson
4. Adoption of Agenda of June 15, 2023 – Jackie Lafontaine
5. Acceptance of Minutes of June 23, 2022 – Jackie Lafontaine
6. President's Report – Jackie Lafontaine
7. Executive Director's Report – Sharon Oatway
8. Dignity Memorial Gold Sponsor – Julio Braz
9. Auditors' Report – Treasurer Carol Nicholson
   Appointment of Auditors – Treasurer – Carol Nicholson
10. Nominating Committee Report – Committee Chair Marilyn Johnson

    Election of Directors – Marilyn Johnson
11. By-Laws – Secretary - Marilyn Johnson
12. President's Closing Address – Jackie Lafontaine
13. Adjournment

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ANNUAL REPORT OF THE PRESIDENT JACKIE LAFONTAINE

The Gloucester 50+ Centre has been around since 1987. It is a separate entity, has its own distinct uniqueness and has charitable status. It is not part of the City of Ottawa. The Centre offers a great product to its seniors 50+ and offers a variety of amenities for all to enjoy. It has been a very busy year, with lots of challenges; the Volunteer Board of Directors works hard to ensure that rules are in place for the safety, well-being, and fairness of its members. The Board strives to make the Centre an environment that is enjoyable and friendly to all who frequent the premises and member services are a major responsibility of the Gloucester 50+ Centre. The drop-in activities and the registered programs are designed to encourage participation and social interaction, which plays an important role in the well-being of our members both physically and mentally. We have welcomed back many returning members since the pandemic as well as newer members and our numbers are slowly climbing back up to what they were pre-pandemic time. Members are encouraged to sign up in advance for workshops, Member orientations, special event lunches, and any forthcoming events.

The Board of Directors has a wide range of duties, including its involvement with several committees, ensuring that the goals outlined in the Strategic Plan are met and that our policies, procedures, and By-Laws are updated as is necessary, all for the betterment of the Centre. On behalf of the Board of Directors, Sharon Oatway who is the Executive Director is tasked with overseeing the management and administrative procedures ensuring that the organization runs smoothly and that a standard of professionalism is always maintained. Thank you to Sharon and thank you to Louise Mallette for her support as the Centre's Administrative Assistant. We have several volunteer Activity Coordinators in place who are assisting the Board of Directors by readily overseeing our drop-in activities and many other volunteers who, throughout the year, offered their time and countless hours to help the Centre in one area or another. We are grateful for your dedication, support, and ongoing assistance and cannot thank you enough. I also want to thank Debbie Schuiteboer, our Cook. She is hard at work in the kitchen, serves hot and cold lunches during the week, a full-course meal on Thursdays, and frozen take-home foods. Our appreciation also goes out to the Frouin Group whose services were retained for the 2022-2023 audit.

This past October, the Centre celebrated its 35th anniversary, with a wonderful catered meal, entertainment by singer-crooner, Sandy Shore, and dancing – lots of it. Everyone shared laughs and had a wonderful time. Truly a memorable event. I would like to congratulate Rhea Gravelle who was given a Lifetime Achievement Award in December for her long-time commitment to the Centre. Thank you, Rhéa and congratulations.

While we are always on the lookout for new partners, we are happy to confirm that Dignity Memorial renewed its partnership with the Centre and elevated its status to GOLD level. Under the Dignity umbrella, Dignity oversees several funeral homes in Ottawa and Gatineau and is looking forward to sitting down with some of you to discuss your planning needs.

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We are very grateful to the City of Ottawa and the Provincial Ministry of Seniors and Accessibility for providing the Centre with grants to help us with some of our funding requirements. Unfortunately, that is not always enough to sustain us as our funding amounts are stretched very thin. The Centre has been struggling somewhat since post-COVID and costs continue to rise faster than the grants we receive. For that reason, the Centre must also rely on our members for donations, bequests and/or memorial plaque purchases.

Lastly, please join me in thanking Jim Eadie for his many years as a Director on the Board of Directors. Jim was first appointed to the Board in 2012 and has decided not to pursue another term. He was instrumental in the inception of the Strategic Plan, was involved in several committees including the rebranding of the Centre and the move from 2020 Ogilvie Road to our current location in the Pat Clark Community Centre. Jim -- You will be missed!

In closing, the Centre is very busy and very active thanks to all of you. The Board of Directors looks forward to many more years serving you, the members of the Gloucester 50+ Centre. Thank you.

Jackie Lafontaine
President of the Board

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ANNUAL REPORT OF THE EXECUTIVE DIRECTOR SHARON OATWAY

I am happy to report that Membership numbers have climbed to 400+, representing approximately 62% of our Pre-COVID Membership of 650. At the start of this fiscal year (April 2023) 280 Members purchased or renewed their membership, representing growth of 43% Year to Date. A special note of thanks goes out to Jackie Lafontaine, Debbie Karam and Cecile Schryburt for completing the Member Retention calls.

Although the Membership has not fully recovered, the Centre is full of life with the busiest day being Friday. Following close behind is Thursday, Tuesday, Wednesday and Monday (highest to lowest activity). A total of 15,682 event sign ins for the year represents our numbers pre pandemic.

Please join me in thanking your volunteer 2022-2023 Board of Directors: Jackie Lafontaine, President; Marilyn Johnson, Secretary; Carol Nicholson, Treasurer; Cécile Schryburt, Vice President; Lucy Pasiecznik, Vice President and Board Directors; Jim Eadie; Pat Grandy, and, Debbie Karam.

G50+ had over 50 Volunteers engaged in Fundraising and Drop-in Activities over the year. Together they accumulated over 3000 hrs of active volunteering. These hours represent almost two additional unpaid Full Time staff. One of our Volunteers clocked over 700 hours at Reception.

The Centre would not run without the volunteers and a well-oiled staff team. Please join me in thanking Debbie Schuiteboer our Cook for her tremendous work in the kitchen, and for her tremendous work at the Reception desk and behind the scene administrative duties, we have Louise Malette. Thanks to both of you for your dedication and hard work.

I would also like to recognise and thank the City of Ottawa Facility Maintenance Staff, Neil Ruthman and Kellan Lee. Thank you for your tireless efforts on keeping the building safe and free from ice and snow as well as clean. Our daily program set up and other requests are completed with professionalism and a smile.

Have you Pre-Planned for your funeral? If not, please contact Michelle Lapalme from Dignity Memorial – Our Gold Sponsor. Dignity will provide a 10% discount to all G50+ Members in good standing.

During our Post Pandemic recovery, our focus continues to be fiscal responsibility. In an effort to reduce costs, the Zoom and Telephone Party Line features were removed from the My Senior Center Data Base. All activities are now in person.

In addition, we remain challenged with a Provincial wide trend where Senior Activity Living Centres are struggling to engage instructors for in-person Registered Courses. Due in part to rising costs of fuel, food etc., Contractors are requesting wage increases of over 30%. G50+ has not increased member costs for Registered Courses in over a decade. In an effort to support increased contractor wages on September 1, 2023 the hourly rate for members registering for courses will increase to $7.00 per hour (x the total amount of hours per session). The non-member rate will also increase accordingly.

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In an effort to remain fiscally responsible, the Board deliberated and agreed that the membership rate will also increase from $35.00 to $40.00 September 1.

This year we hosted two Bazaars, one at the Christmas Lunch and at the Spring Tea and Sale. Thank you to the volunteers that donated goods to the Centre and / or worked at the events. The Spring Tea and Sale had over 25 volunteers! The two events combined raised close to the same amount as the Tinsel Tea and Bazaar in November. Again, this year we will schedule two fundraising events.

During the pandemic, we introduced an e-newsletter using the Mail Chimp platform. The fee structure for Mail Chimp changed and G50+ decided to purchase a membership costing $35.00 per month. If you would like to receive the E-newsletter, please inquire at Reception.

Gloucester 50+ Centre is open to participants, volunteers, staff and visitors from all walks of life regardless of race, colour, religion, gender identity, sexual orientation, socioeconomic circumstance or disability. Our main goal is to reduce social isolation by offering barrier free services, keeping seniors connected through inclusive programs that enhance social involvement and physical activity in the community. Last fiscal year we received $2000.00 in donations, thank you to those members that were able to support us. G50+ relies heavily on Charitable Donations you can always help us by telling our story to your family and friends. As a registered charity, G50+ provides Charitable Tax Receipts for all donations $20.00 and over. This year we will update our Memorial Plaque and we are ready to take memorial donations. Please contact the President of the Board or myself for more information.

It is my belief that the Gloucester 50+ Centre will recover to its full capacity in the coming year and I look forward to serving the Board of Directors and the wonderful Members of this Centre.

Sincerely,

Sharon Oatway
Executive Director

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PROXY for Annual Meeting

_____being a member in good standing of the Gloucester 50+ Centre, at least 21 days prior to the date of its Annual Meeting; **do hereby appoint**_____, who is also a member in good standing at least 21 days prior to the date of the Annual Meeting; to vote on my behalf at the **Annual Meeting set for Thursday, June 15, 2023**.

My vote preferences for each motion at said meeting, are indicated below. **Note** that in accordance with provincial legislation, motions to appoint auditor and to elect Directors (Nominating Committee Report) have two voting choices, in favour or to abstain.

1. Motion to accept the agenda for the Annual Meeting
   In favour: ☐ Oppose: ☐ Abstain: ☐
2. Motion to approve Minutes of Annual Meeting of June 23, 2022.
   In favour: ☐ Oppose: ☐ Abstain: ☐
3. Motion to accept Auditor's Financial Statement for year April 2022 to March 2023.
   In favour: ☐ Oppose: ☐ Abstain: ☐
4. Motion to approve appointment of Frouin Group as auditors for year April 2023 to March 2024.
   In favour: ☐ Abstain: ☐
5. Motion to accept the recommendations of the Nominating Committee.
   In favour: ☐ Abstain: ☐
6. Motion to accept the amendments to the existing By-Laws.
   In favour: ☐ Oppose: ☐ Abstain: ☐

INSTRUCTIONS

- Complete the form with your name and that of the member whom you are declaring as your proxy.
- Complete your voting preferences for each motion listed.
- Sign and date the form.
- Provide the form to your Proxy.
- Proxy to present to Board secretary upon arrival for Annual Meeting.
- Only proxies received by start of Annual Meeting will be recorded for voting purposes.
- Maximum number of proxies to be held by a single member is set at three (3).

Member's Name (please print clearly): _____

Member's Signature: _____

Date: _____

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Preamble for Amendments to 50+ By-Laws

Background

The Gloucester 50+ Centre (G50+) was incorporated in 1987 under its former name "Gloucester Senior Adults' Centre" and is a Not-for-Profit organization with Charitable status. The Ontario Not-for-Profit Corporations Act (2010), commonly referred to as ONCA is the legislation that now governs the Centre's operations. All not-for-profit corporations have until October 2024 to comply with all aspects of this new legislation, including a complete review of by-laws to match the default by-laws provided under ONCA.

As a result, your Board of Directors created a committee to review our by-laws, to compare with ONCA, to update to reflect current practices, and to bring recommended changes for membership review and approval as is mandated. Committee members were Jackie Lafontaine, Sharon Oatway and Marilyn Johnson. The committee attended sessions provided by the law firm of Carter's Professional Corporation and a full day workshop provided by OACAO (Older Adults Centre Association of Ontario), specifically to aid in completion of the by-law review.

Interpreting the Document

The document presented to G50+ membership is in the form of a “compare table”. There are three columns in the table. ONLY those by-laws requiring amendments are included in the compare table. All existing by-laws, in the currently approved version, will remain as written with no changes. Also, in cases where the by-law has extensive text, and only minor portions of the by-law are being amended, only those shorter portions of the by-law are included.

The first, left hand column contains the current text for the specific by-law. The second, middle column contains the new text being recommended to the membership for acceptance. This side-by-side display enables immediate review of current versus new. Note that numbering system in middle column, may not be identical to first column, as changes may have resulted in a juggling of numbers. The third, right hand column provides the rationale behind the recommended amendment.

Motion

In accordance with our existing by-laws, any amendments must be approved by 2/3 majority of members in attendance at the Annual Meeting wherein the amendments are presented. Thus, your Board of Directors makes the following recommendation:

“That the membership of Gloucester 50+ approve the amendments to its existing by-laws as presented.”

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Current Wording	Proposed Wording Edits highlighted for easy reference.	Rationale
BY-LAW I: MEMBERSHIP **3. Rights and Privileges** The rights and privileges conferred by membership in the Corporation include: a. The use of the facilities of the Centre, including participation in its sponsored activities. b. The right to attend, participate in and vote at Annual Meetings. c. The right to make a proposal that may include nominations for the election of Directors if the proposal is signed by not less than 5% of the membership. d. All members of the Corporation in good standing shall have the right to vote on the business of the Corporation.	**BY-LAW I: MEMBERSHIP** **3. Rights and Privileges** The rights and privileges conferred by membership in the Corporation include: a. The use of the facilities of the Centre, while participating in its scheduled activities. b. The right to attend, participate in and vote (in person or by proxy), at Members' Meetings (Annual Meetings and Special Meetings). c. The right to make a proposal that may include nominations for the election of Directors if the proposal is signed by not less than 5% of the membership and submitted 28 days in advance of meeting.	a. Minor edits for clarity b. Clarity that Members' Meetings include Annual Meeting and Special Meetings. c. Minor grammatical and timeline set. d. Removed item as is a repeat of item b.
4. Suspension of Membership A member may be suspended for conduct disruptive to other members of the Corporation, or for actions contrary to the By-Laws of the Corporation. ~~Any member subject to suspension shall be notified in writing by the Board of Directors that a fifteen-day period exists, during which a hearing, if requested, may be held not less than five days, before the Board to discuss and review the circumstances leading to the suspension. The decision of the Board to confirm or lift the suspension shall be communicated to the member promptly in writing.~~	**4. Suspension of Membership** A member may be suspended for conduct disruptive to other members of the Corporation, or for actions contrary to the By-Laws or policies of the Corporation	Added policies for clarity as to guidelines to use for such action. Removed balance of wording as it is procedure and is included in Policies and Procedures Manual. Details are included in the letter to the member.

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	5. Termination of Membership A membership is terminated when: a. The member dies or resigns. b. The member is expelled or their membership is otherwise terminated in accordance with the Articles or By-Laws, or Policies. c. The member's term of membership expires. d. The Corporation is liquidated. The rights of a member, including any rights in the property of the Corporation, cease to exist on termination of membership.	NEW item.
5. Reinstatement of Membership Membership lapsed for non-payment of dues can be reinstated by payment of the full dues for the year.	**6. Reinstatement of Membership** Members in good standing, whose membership has lapsed for non-payment of dues, can be reinstated by payment of the full dues for the year.	Minor edit provides clarity.
BY-LAW II: DIRECTORS **1. Powers and Duties** The Corporation shall be managed by a Board of Directors of not fewer than eight (8) Directors, who shall be elected by the general membership.	**BY-LAW II: DIRECTORS** **1. Powers and Duties** The Corporation shall be managed by a Board of Directors of not fewer than four (4) Directors, who shall be elected by the membership at its Annual Meeting. Directors are required to disclose any potential conflict of interest in conducting the business of the corporation.	ONCA provides for number to be a minimum of three (3); however, G50+ Board is recommending four (4) to ensure coverage of all Executive positions; President, Vice-President, Treasurer and Secretary. Also clarified this is election by members at AM. Added statement of conflict of interest. No additional changes to the remainder of this section
2. Election c. Candidates for election as Directors shall have been members of the Corporation for at least ninety days before the date of their election.	**2. Election** c. Nominees for election as Directors shall have been members of the Corporation for at least 90 days before the date of their election. d. Nominees are required by ONCA to consent in writing to stand for election.	Nominees is more accurate title at election stage. Consent required by ONCA.

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3. Vacancies Vacancies which occur during the year, for any reason, shall be filled by the Board appointing an eligible member from the general membership. This appointment shall be held until the following Annual Meeting, at which time such appointee shall be eligible to stand for election. If at any time the number of members on the Board shall fall below the minimum required to form a quorum, a Special Meeting of members shall be called to fill the vacancies at the earliest possible date.	**3. Vacancies** a. Vacancies which occur during the year, bringing the number of Directors below the required minimum, shall be filled by the Board appointing an eligible member from the general membership. This appointment shall be held until the following Annual Meeting, at which time such appointee shall be eligible to stand for election. b. If at any time the number of Directors on the Board falls below the required minimum and an appointee(s) is not available to bring the number of Directors in compliance with these By-Laws, a Special Meeting of members shall be called to fill the vacancies at the earliest possible date.	Ensures compliance with ONCA.
6. Presiding Officer All meetings of the Board of Directors shall be presided over by the President or, in his absence, one of the Vice-Presidents or a designated Director.	**6. Presiding Officer** All meetings of the Board of Directors shall be presided over by the Chair/President or, in their absence, by the Vice-President or in their absence by any designated Director.	Recommending reducing number of VPs to one (1). President is also referred to as Chair in ONCA. All future references of President shall also assume the use of the word Chair.
8. Quorum A quorum shall consist of a majority of the Board membership but in any case not fewer than five members. No business shall be conducted in the absence of a quorum.	**8. Quorum** A quorum shall consist of 50% of the Board Directors plus one (1). No business shall be conducted in the absence of a quorum	Gives flexibility as number of Directors may fluctuate year to year.
9. Removal a. A Director may, by a two-thirds vote of all other Board Directors, after a full and proper hearing, or an opportunity thereof, shall be removed from the Board for non-performance of duties, malfeasance, or for conduct prejudicial to the interests of the Corporation.	**9. Removal** A Director, after a full and proper hearing, or an opportunity thereof, may be removed from the Board for non-performance of duties, malfeasance, or for conduct prejudicial to the interests of the Corporation; by a two-thirds vote of all other Board Directors or by majority vote of members in attendance in person, or by Proxy, at a Special Meeting called for that purpose.	Ensures compliance with ONCA. Added Special Meeting section.

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	11. Remuneration Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from their positions as such, provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties.	New section to ensure compliance with ONCA.
BY-LAW III: OFFICERS **1. Executive Committee** The Officers of the Corporation shall be the President, the Vice-Presidents, the Secretary and Treasurer, and they shall be elected for a term of one year. The Officers shall be elected by and from within the membership of the incoming Board of Directors at the first Board meeting immediately after the Annual Meeting. The Chair for this election shall be the most recent Past Chair/President and, if none is available, shall be the Chair of the Nominating Committee. ~~All Officers must be elected members of the Board of Directors~~. ~~An immediate Past Chair/President of the Corporation, who is not a current Board Director, shall be an ex-officio member of the Board for the year(s) immediately after ceasing to be Chair/President, but shall have no vote in Board proceedings, nor shall be counted as part of the quorum required to conduct business~~.	**BY-LAW III: OFFICERS** **1. Executive Committee** The Officers of the Corporation shall be the President, the Vice-President, the Secretary and Treasurer, and they shall be elected for a term of one year. The Officers shall be elected by and from within the membership of the incoming Board of Directors at the first Board meeting immediately following the Annual Meeting. The Chair for this election shall be the most recent Past President and, if none is available, shall be the Chair of the Nominating Committee.	One VP Removed sentence "All officers must be…", as already statement in second sentence. Removed, "Ex-officio" section not required under ONCA and not an existing practice.
2. General a. The term of appointment for the office of President shall be one year, with eligibility for re-election to the same office for up to three further consecutive years. The term of appointment for other officer positions shall be one year with eligibility for re-election to the same office for further consecutive years. No officer shall fill more than one position on the Board at any one time.	**2. General** **a.** The term of appointment for Officer positions shall be one year with eligibility for re-election to the same office for further consecutive years. Typically, no Officer shall fill more than one position on the Board at any one time; with the exception of the combined positions of secretary/treasurer if circumstances dictate.	Removed term limit of four (4) consecutive years for position of President. Secretary/treasurer combined position ensures compliance with ONCA and permits flexibility if required.

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4. Vice-Presidents In the absence of the President, one of the Vice- Presidents shall preside over meetings of the Corporation and perform the duties of the President. The Vice-President shall be willing to assume the duties of the President when required. A Vice-President may also be required to head a special committee at the request of the Board of Directors or the President.	**4. Vice- President** In the absence of the President, the Vice-President shall preside over meetings of the Corporation and perform the duties of the President/Chair.	Reduced Vice Presidents to 1, currently 2. No further changes to this section.
By-Law IV: Meetings of Members **1. Meeting Platforms** Meetings of the membership, Board of Directors and its committees, typically held in person, may, in special circumstances, be conducted by telephonic or electronic manes that permits all participants to communicate adequately with each other during the meeting. Any attendee participating by such means is deemed to be present at that meeting.	**By-Law IV: Meetings of Members** **1. Meeting Platforms** **Meetings of the membership, (which include Annual Meeting and Special Meetings); meetings of the Board of Directors and its committees, typically held in person, may, in special circumstances, be conducted by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. Any attendee participating by such means is deemed to be present at that meeting.**	Provides clarity on what constitutes a Members' Meeting. No further changes to this section..

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3. Special Meeting A Special Meeting shall be called by the Secretary on the request of the President, on a motion passed by the Board, or on a written request addressed to the President, or the Secretary from five percent (5%) of voting members giving a reason for the call of a Special Meeting. *Such requested meeting shall be held within thirty days of the date on which the request was delivered, and ensuring that notice of fifteen days must be provided to the members. If the meeting is not called within thirty days by the Secretary, the members may call the meeting themselves.* If the President and Vice-Presidents should be absent themselves from this meeting, the members present shall elect a Chair for the meeting and proceed with the business. After the meeting the Board of Directors shall be notified of the result of the meeting and the decisions taken shall be binding on the Board. *If a quorum is not present within thirty minutes of the scheduled starting time of the meeting, no action can be taken.*	**3. Special Meeting** A Special Meeting shall be called by the Secretary on the request of the President, on a motion passed by the Board, or on a written request addressed to the President, or the Secretary from five percent (5%) of voting members giving a reason for the call of a Special Meeting. Such requested meeting shall be held within 30 days of the date on which the request was delivered, and ensuring that notice of 15 days must be provided to the members. If the meeting is not called within 30 days by the Secretary, the members may call the meeting themselves. If the President or Vice-President should be absent themselves from this meeting, the members present shall elect a Chair for the meeting and proceed with the business. After the meeting the Board of Directors shall be notified of the result of the meeting and the decisions taken shall be binding on the Board. If a quorum is not present at the scheduled start time of the meeting, no action can be taken. Quorum is set at 30 voting members in person and by proxy.	Removed words and used digits only for those over 10. Singular form of VP. Quorum established at start of meeting, consistent with Annual Meeting. Added quorum numbers for clarity. Same as for Annual Meeting consistent with these being the two forums for Members' Meetings. ONCA Section 57 (1)
4. Notice of Meetings Notice of Annual Meetings shall be communicated to all voting members at least 21 days prior to the date of the meeting. The notice shall also be posted on the Bulletin Board in the Centre as well as the newsletter and the G50+ Centre website.	**4. Notice of Meetings** Notice of Annual Meetings shall be communicated to all voting members not less than 10 calendar days and not earlier that 50 calendar days prior to the date of the meeting. General Notice may be communicated through posting on board at Centre, on website, and in E-Newsletter. Individual Notice may be communicated electronically through E-mail messaging, and by Robocall.	Ensures compliance with ONCA.
5. Presiding Officer The President shall act as Chair for all Annual and Special Meetings. If he is unable to do so, one of the Vice-Presidents shall chair the meeting.	**5. Presiding Officer** The President shall act as Chair for all Annual and Special Meetings. If unable to do so, the Vice-President shall chair the meeting, or in their absence by any designated Director for Annual Meeting or any member chosen by the membership for a Special Meeting.	One VP Added third option if President and VP both absent for AM. Chair vote for SM Consistent with By-Law IV 3) Special Meetings.

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6. Voting at Members' Meetings All decisions at Annual Meetings shall require a majority vote of members present and voting in person or represented by proxy, unless required otherwise by these By-laws. *The Chair may cast his vote to break a tie.*	**6. Voting at Members' Meetings** All decisions at Annual Meetings shall require a majority vote of members present and voting in person or represented by proxy, unless required otherwise by these By-laws. In case of an equality of votes at any meeting, the Chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost.	No changes to beginning of section, only final sentence. Changes to tied vote procedure to ensure compliance with ONCA.
7. Voting By Proxy A voting member in good standing who is unable to attend an Annual Meeting may arrange to have his vote exercised through another voting member. To do so, the member shall prepare the proxy form and give it to another member. The designated member will then bring the completed Proxy form to the meeting and present it to the Secretary for validation. *The member so designated may be instructed by the member on how to use the proxy to vote for meeting business, or may be allowed to use his discretion in its use*.	**7. Voting By Proxy** A voting member in good standing who is unable to attend Members' Meeting, may arrange to have their vote exercised through another voting member by means of a Proxy. The non-attending member shall fully complete the Proxy form; including instructions on their vote for each motion; and pass it to their designated voting member. Upon registering for the meeting, the designated member will present the Proxy for validation by the Secretary.	Ensures compliance with ONCA. Broadened scope to apply to both forms of Members' Meetings, not simply Annual Meeting. Reference is ONCA Section 64 (3)) Balance of section unchanged.
10. Absence of Quorum If a quorum is not present within thirty minutes of the scheduled start time of an Annual Meeting of members, the Chair shall terminate the meeting and shall reschedule it for one week later at the same time and place. The number of voting members present at such re-convened meeting shall constitute a quorum. If in the progress of an Annual Meeting the number of voting members drops below the number required for a quorum, the Chair shall terminate and reschedule for one week hence at the same time and place.	**10. Absence of Quorum** If a quorum is not present at the scheduled start time of an Annual Meeting of members, the Chair shall terminate the meeting and shall reschedule it for one week later at the same time and place. The number of voting members present (in person and by proxy) at such re-convened meeting shall constitute a quorum. If in the progress of an Annual Meeting the number of voting members drops below the number required for a quorum, the meeting shall continue with the business on accepted agenda.	Ensures compliance with ONCA. Determining quorum for start of meeting under ONCA Section 57 (2). Quorum for continuance of meeting under ONCA section 57 (3).

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BY-LAW V: COMMITTEES **1. Composition of Standing Committees** The Board of Directors shall establish the following Standing Committees of the Corporation, and each committee may form such sub-committees as may be necessary to properly operate the Centre. a. Finance Committee b. Program Committee c. Nominating Committee **d.** Strategic Planning Committee	**BY-LAW V: COMMITTEES** **1. Composition of Standing Committees** Remove b) Program Committee.	Committee not required under ONCA. Program is within scope of Executive Director duties.
2. Membership ~~and terms of reference~~ of Standing Committees Board and non-Board members may comprise each committee, representing insofar as possible the diverse membership of the Corporation.	**2. Membership of Standing Committees** Board and non-Board members may comprise each Standing Committee, representing insofar as possible the diverse membership of the Corporation.	Split contents of current item, with "Membership" addressed here and "Terms of Reference" in item 5 below. Text amendment to capture terms contained in ONCA versus terms at discretion of committee members.
3. Conduct of Meetings Each committee shall establish its own pattern of meetings to enable it to accomplish the objectives set out for it. A majority of committee members shall constitute a quorum, with decisions made by majority vote of the members present, and the Chair voting only to break ties. The committee shall keep Minutes of all business conducted and provide a copy to the Executive Director. Each committee may elect a Vice-chair or to assume the chair if the Chair is unavailable for meetings.	**3. Conduct of Meetings** Each committee shall establish its own pattern of meetings to enable it to accomplish the objectives set out for it. A majority of committee members shall constitute a quorum, with decisions made by majority vote of the members present. In the event of a tie vote, the matter is considered defeated. The committee shall keep Minutes of all business conducted and provide a copy to the Executive Director. Each committee may elect a Vice-chair to assume the chair if the Chair is unavailable for meetings.	Ensures compliance with ONCA. Chair does not break tie votes.
4. Sub-Committees A Standing Committee may set up one or more sub-committees to help it do the work assigned to it, and to improve its service to the members of the Corporation.	**4. Sub-Committees** Delete this section	Option to form sub-committees integrated in section 1 above.

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5. Duties and Structure of Standing Committees **b. Program Committee** ~~The Program Committee shall initiate, promote, facilitate and approve activities to provide for the physical, recreational, cultural and educational wellbeing of the members. It shall make itself available to members, participants and instructors to receive suggestions or to express concerns. The Committee shall consist of a representative from each program area operating within the Centre.~~	**5. Terms of Reference for Standing Committees** b. Remove Program Committee	Rename heading to reflect current word usage for this information. Program Committee is not a functioning entity within G50+ operations. Program is a function of the Executive Director. Remove from By-Laws.
c. Nominating Committee The Nominating Committee shall seek out and invite qualified candidates to stand for election to the Board of Directors. The Committee shall be established by the first day of January in each year, and shall serve until the end of the ensuing Annual Meeting. The Committee shall consist of not fewer than three members. It shall obtain the written consent from proposed nominees confirming that they are willing to serve. The names of the selected candidates shall be given to the Board of Directors prior to the Annual Meeting. The Committee shall confirm the eligibility of each proposed candidate and all eligible nominees shall be listed in alphabetical order and posted in the Centre by April 30th with the notice of the Annual Meeting. The Board of Directors may from time to time vet the proposed candidates and present a slate of candidates to the members at the AM. The Nominating Committee shall supervise the preparation of the ballot if necessary for the election of Directors at the Annual Meeting.	**b. Nominating Committee** The Nominating Committee is accountable to the members; and is tasked with securing nominations to the Board of Directors, to stand for election by the members at the Annual Meeting. The Committee shall be established no later than the first day of January in each year, and shall serve until the end of the ensuing Annual Meeting. The Committee shall consist of not fewer than three members. The Committee shall vet each proposed candidate through an application and interview process; and shall confirm their eligibility. The Committee shall obtain the written consent from each recommended nominee confirming that they are willing to serve as a Director of the G50+ Centre. The Committee shall seek additional input from current Board of Directors on proposed Nominee List. The list of the Committee's recommended nominees shall be posted in the Centre by April 30th along with the notice of the Annual Meeting. The Nominating Committee shall supervise the preparation of the ballot if necessary for the Election of Directors at the Annual Meeting.	**c. Nominating Committee** Bring in line with other committees where Chair and members are defined. Bring in line with ONCA and clearly delineate the responsibility of the committee as a separate committee from Board and as being responsible to the members.

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BY-LAW VII: FINANCIAL AND DOCUMENTATION ADMINISTRATION **1. Financial Year** The Financial Year of the Corporation shall end on the thirty-first day of March in each year.	**1. Financial Year** The Financial Year of the Corporation shall be April 1st of one year to March 31st of the following year.	Adds clarity and defines the start and end of the year.
3. Fees for Unstructured Activities Fees for unstructured activities organized or sponsored by the Corporation shall be approved by the Board of Directors.	**3. Fees for Drop-In Activities** Fees for Drop-In program activities organized or sponsored by the Corporation shall be approved by the Board of Directors.	Updated language to current name for activities.
8. Execution of Documents Deed, transfers, licences, contracts and commitments on behalf of the Corporation shall be signed by the President and one of the Vice-Presidents, or other officer of the Corporation designated to do so by the Board. Such signed documents shall be binding on the Corporation, without further authorization or formality. ~~The Board of Directors shall have the power to appoint an officer, or officers, to sign on behalf of the Corporation for specific contracts, documents, or other instruments required to be in writing.~~	**8. Execution of Documents** Deed, transfers, licences, contracts and commitments on behalf of the Corporation shall be signed by the President and one other Officer of the Corporation designated to do so by the Board. Such signed documents shall be binding on the Corporation, without further authorization or formality.	Brevity of text for clarity.
BY-LAW VIII: FUNDRAISING AND SOLICITING **1. Fundraising** The Board of Directors shall take such steps as it deems necessary to enable the Corporation to acquire, accept, solicit and receive gifts, grants, endowments, legacies, bequests and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.	**BY-LAW VIII: FUNDRAISING AND SOLICITING** **1. Fundraising** The Board of Directors shall take such steps as it deems necessary to enable the Corporation to acquire, accept, solicit and receive gifts, grants, endowments, legacies, bequests and donations of any kind whatsoever for the purpose of furthering the Articles of the Corporation.	Terminology consistent with ONCA, Letters Patent now referred to as Articles.
BY-LAW IX: BOOKS, RECORDS AND MINUTES OF MEETINGS Members of the Corporation may, upon request and provision of adequate notice, view the Annual or Special Meetings of members, as well as the Articles of Incorporation, Articles of Amendment and By-laws of the Corporation, and the Registers of Directors. These documents may be viewed during the business hours of the Corporation.	**BY-LAW IX: BOOKS, RECORDS AND MINUTES OF MEETING** Members of the Corporation may, upon request and provision of adequate notice, view certain documents of the Corporation as outlined per ONCA. These documents may be viewed during the business hours of the Corporation and may require signature of a declaration.	No changes to beginning of section. Ensure compliance with ONCA. Who may view what is outlined in detail and is extensive to include all in this document, hence the reference to check ONCA for details.

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BY-LAW XI: RULES AND REGULATIONS The Board of Directors may prescribe such rules and regulations as are consistent with these By-laws, relating to the management of the Corporation ~~as it considers necessary, provided that such rules and regulations shall have force and effect only until the next Annual Meeting, when they shall be confirmed by the members. Failing such confirmation, they shall cease to have force and effect from that time.~~	**BY-LAW XI: BY-LAWS AND POLICIES** The Board of Directors may prescribe such policies and procedures as are consistent with these By-laws, relating to the management of the Corporation.	Ensures compliance with ONCA. Policies and Procedures are the domain of the Board and under ONCA do not require member approval. Only By-Laws require member approval and it must be 2/3 majority.
BY-LAW XIII: AMENDMENTS TO BY-LAWS These By-Laws may be amended on the initiation of either the Board of Directors or the members. Proposed amendments shall be deposited with the Secretary, who will arrange for distribution to the members. Amendments may be made at a regular Annual Meeting or Special Meeting of Members where twenty-one (21) days' notice of the proposed meeting and the proposed amendment has been given, together with the text of the proposed amendment. To become effective, the proposal must be approved by a two-thirds majority vote of members present and voting at such Annual Meeting, including proxy votes.	**BY-LAW XIII: AMENDMENTS TO BY-LAWS** These By-Laws may be amended on the initiation of either the Board of Directors or the members. Proposed amendments must be compliant with ONCA, and shall be deposited with the Secretary, who will arrange for distribution to the members. Amendments may be made at a regular Annual Meeting or Special Meeting of Members where required notice of the proposed meeting and the text of the proposed amendment have been given. To become effective, the proposal must be approved by a two-thirds majority vote of members in attendance in person and by proxy.	Compliant with ONCA. Minor edits.

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BY-LAW XIV: AUTHORITY AND DEFINITIONS The existence of the Corporation and the conduct of its business are subject to the following instruments and interpretations. a. The Corporations Act, Revised Statutes of Ontario 1980, C95, as from time to time amended, and every statute that may be substituted therefore and, in the case of such amendment or substitution, any references in the By-Laws of the Corporation shall be read as referring to the amended or substituted provisions thereof.	**BY-LAW XIV: AUTHORITY AND DEFINITIONS** a. The Ontario Not-for-Profit Corporations Act, (2010), and its associated Regulations, as from time to time amended, and every statute that may be substituted therefore and, in the case of such amendment or substitution, any references in the By-Laws of the Corporation shall be read as referring to the amended or substituted provisions thereof.	Name of new Act. No other changes to this section.

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Report to Members Nominating Committee

PROCESS

As per By-law V (5) (3) Committees/Duties and Structure of Standing Committees/Nominating Committee; the Nominating Committee has completed the process to seek candidates to stand for election to the Board of Directors for the Gloucester 50+ Centre.

Of our current Board Directors, two are at the end of their current term – Jim Eadie and Cécile Schryburt. Cécile has indicated a desire to seek another term; while Jim has indicated he will be resigning from the Board at the end of his current term, which is at the conclusion of our Annual Meeting June 15, 2023.

Gloria Manuel has completed the nomination process; and is being recommended to the membership for election to the Board of Directors. Brief profile is provided at end of this report.

The Committee's recommendations for members' consideration and vote at the upcoming Annual Meeting is as follows:

MOTION

"That the membership of the Gloucester 50+ Centre accept the recommendations of the Nominating Committee to elect Cécile Schryburt for a further term; and to elect Gloria Manuel as a new Director to their Board of Directors."

DEPARTING MEMBERS

On behalf of the Board of Directors, the Nominating Committee would like to sincerely thank our departing Director, Jim Eadie for his 11 years of volunteer service to the G50+ Centre as a member of the Board of Directors. During his tenure, Jim supported numerous initiatives and events. He introduced the concept of a Strategic Plan and its value in directing volunteer and operational aspects to result in setting priorities; in focusing resources; and in securing positive outcomes that support the Centre's Mission. The Strategic Plan continues to be a valuable tool enabling G50+ to explore new initiatives and to solidify best practices.

Respectfully submitted to G50+ Members by your 2023 Nominating Committee

Pat Grandy
Marilyn Johnson
Lucy Pasiecznik
Cécile Schryburt

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Gloria Manuel

Gloria has been a member of G50+ since 2019.

She retired from medical administration in 2017.

She is originally from Newfoundland and Labrador.

Her interests include reading, volunteering, plants, animals and people.

Gloria has an enthusiastic personality which reflects her passion for the cause of volunteering.



Annual Meeting June 15, 2023

DRAFT Annual Meeting of June 23, 2022

1. Welcome and Opening Remarks

The President, Jackie Lafontaine, welcomed all members to the in person Annual Meeting, first in three years; and thanked all attendees for their support of the G50+ Centre throughout the continued pandemic period.

Jackie highlighted the efforts of our cook Debbie in her presentation of an excellent breakfast buffet. Members echoed their thanks.

A review of voting procedures was conducted.

Members of the front table were introduced and included: Ryan Miller representing the firm of McCay, Duff LLP, Sharon Oatway (Executive Director), Carol Nicholson (Treasurer) and Marilyn Johnson (Secretary).

2. Moment of Silence

Jackie asked for a **moment of silence** to reflect on family and friends who have passed and to remember them today.

3. Confirmation of Quorum

Marilyn Johnson confirmed that a count of members attending in person plus proxies meet the required 30 members quorum as per the centre's By-Laws; and the Annual Meeting can proceed with the business on the agenda.

4. Adoption of the Agenda for the Annual Meeting of June 23, 2022

Motion made by Cécile Schryburt "to adopt the agenda for the June 23, 2022 Annual Meeting as presented".
Seconded by Albert Faucher. Motion Carried.

5. Acceptance of the Minutes of the Annual Meeting of June 17, 2021

Motion made by Elizabeth Bullock "to accept the Minutes of June 17, 2021 Annual Meeting as presented".
Seconded by Georgette Berard. Motion Carried.

6. Presentation of the President's Report

The report is attached.
Jackie noted two outgoing members of the Board of Directors and thanked them for their service to the Centre. The two are Joan Costello and Ken Pearson.

7. Presentation of the Executive Director's Report

The report is attached.

8. Strategic Plan Report

Jim Eadie, Chair of the Strategic Planning Committee provided an overview of the key areas of concentration for 2021-23. Report is attached.

9. Presentation of the Auditor's Report 2020-21

Report attached.

Mr. Ryan Miller, partner, McCay Duff LLP, explained the results of the Statement of Financial Position (as of March 31, 2022 and Statement of Operations (for the year ending March 31, 2022). Mr. Miller walked through the statements providing highlights and explaining minor adjustments conducted on the 2020-21 statements. Carol Nicholson thanked Mr. Miller for his report.

Motion by Carol Nicholson "to accept the Auditor's financial report for the fiscal year 2021-22, as presented".
Seconded by Judy Lefebvre. Motion Carried.

Appointment of Auditors 2022-23

Motion made by André Gascon "that the firm of Frouin Group be appointed as Auditors for the year 2022-2023";
Seconded by Debbie Karam. Motion Carried.

10. Nominating Committee Report

Marilyn Johnson, Chair of the Nominating Committee, reported on the process for call to members to secure candidates for Board Director role. Nominating Committee report, attached.

Motion made by Marilyn Johnson "That the membership of Gloucester 50+ Centre accept the recommendations of the Nominating Committee to elect Pat Grandy and Debbie Karam to the Board of Directors."
Seconded by Carole Roy. Motion Carried.

11. Closing Address by the President

Jackie highlighted three special events coming in 2022-23. She encouraged members to become involved by volunteering to support events, program offerings, and even to give consideration to joining the Board of Directors. She also highlighted the focus to increase membership bringing the centre closer to pre-pandemic numbers.

12. Adjournment

Motion to adjourn made by Lise Massicotte at 10:52 AM.

Annual Meeting June 15, 2023

Attachments:

Agenda Annual Meeting June 23, 2022
Minutes (Draft) Annual Meeting June 17, 2021
President's Report
Executive Director's Report
Strategic Plan 2022-23
Auditors' Report
Nominating Committee Report

Signatories

Date: _____

President (Jacqueline Lafontaine) _____

Vice President (Cécile Schryburt) _____

*G50+ 2022-2023 Financial Statements will be available in the near future.

Annual Meeting June 15, 2023

DRAFT Audited Statement of Operations

For the year ended March 31, 2023

REVENUE	**2023**	**2022**
Canada Emergency Wage Subsidy	$ 0	$ 11,703
Donations	5,993	1,357
Fundraising	8,414	282
Food Services	23,014	1,779
Provincial Grant	51,490	62,700
City of Ottawa	59,453	58,579
Interest	5,658	3,672
Membership	13,595	7,207
Other Income	13	333
Programs	23,457	2,453
	191,087	**150,065**
EXPENSES		
Cleaning and maintenance	1,286	1,080
Contractors	4,606	14,491
Food Services	18,025	2,992
Fundraising	935	126
Instructor Fee	7,740	10,569
Insurance	5,118	4,984
Office supplies and printing	4,111	3,335
Professional development	1,036	1,692
Professional fees	7,172	6,348
Programs	21	559
Rent	13,001	12,107
Salaries and expenses	123,052	98,827
Special grant expenses	8,941	19,407
Telephone and internet	6,017	3,884
	201,061	180,401
NET REVENUE / (EXPENSES) FOR THE YEAR	**$ (9,974)**	**$ (30,336)**

Annual Meeting June 15, 2023

DRAFT AUDITED STATEMENT OF FINANCIAL POSITION – MARCH 31, 2023

	2023	2022
ASSESTS		
CURRENT ASSETS		
Cash	$ 99,314	$122,190
Accounts receivable	0	162
HST rebate receivable	7,352	4,590
Prepaid expenses	2,029	1,968
Short-term deposit certificates	118,151	5,464
	$226,846	**$134,374**
Long-Term Deposit Certificate	0	109,342
TOTAL ASSESTS	**$226,846**	**$ 243,716**
LIABILITIES AND NET ASSETS		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	$ 21,415	$ 27,761
Deferred revenue	0	550
	21,415	28,311
NET ASSETS	**$205,431**	**$215,405**
TOTAL LIABILITIES AND NET ASSETS	**$226,846**	**$243,716**