



## UFPCC AGM

**DATE: 09/April/2020**

**SUBJECT: By-Law #4 Electronic Meetings as a result of a Pandemic/Epidemic**

Electronic Voting

Audited Financials

**GOALS AND OBJECTIVES:**

- To ensure that the UFPCC is in compliance of federal law concerning Annual Meetings of Members.

**ACTION LIST CURRENTLY IN PROGRESS:**

**As we all know COVID 19 has changed the way we live and do business, it presents some unique challenges that the UFPCC, as a corporation, must face and adapt to.**

**By-Law #4**

By law, federally incorporated businesses and not-for-profit corporations (such as the UFPCC) have to hold an annual general meeting of members every year. This is so that members can make governance decisions based on current information, and have confidence to continue to support the UFPCC.

Under normal circumstances, federally incorporated businesses and not-for-profits have to call an annual general meeting within 15 months of the previous annual general meeting and no more than six months after the organization's last financial year-end. For the UFPCC this would be July 31 each year.

We recognize that hosting in-person annual general meetings during the COVID-19 outbreak would contradict public health advice to practice physical distancing and self-isolation to prevent the spread of the virus. As it is unsafe and illegal to host public gatherings at this time, Corporations Canada has outlined some options for federal corporations to consider to remain compliant under the *Canada Business Corporations Act* and the *Canada Not-for-profit Corporations Act*.

- **Virtual meeting:** Participants attend exclusively through a digital channel that allows participants to speak with each other during the meeting. The corporation's by-laws must specifically allow virtual meetings.
- **Partially virtual meeting:** Some participants attend in-person and others participate through a digital channel that allows participants to speak to each other during the meeting. A partially virtual meeting may be a viable alternative if the by-laws do not permit virtual meetings.

The Board of the UFPCC met and decided to have our Corporate Lawyer write an amendment to our current By-Laws. To that end she wrote the below extract which forms By-Law #4.

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### **BY-LAW NO. 4**

being a by-law respecting amending By-Law No. 1

**BE IT ENACTED AND IT IS HEREBY ENACTED** as a by-law of **UNITED FOSTER PARENTS OF CANADA CORPORATION** (the "**Corporation**") that the following changes shall be made to By-Law No. 1:

1. Section 4.04 shall be deleted and replaced in its entirety with the following:

“A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be no less than seven (7) of the Members entitled to vote at the meeting. The business of the meeting may only be conducted if quorum is present. No Member may participate at a meeting of the Members by means of a telephonic, electronic, or other communication facility; provided, **however, that if, as a result of a pandemic or epidemic, the participation of Members in person at a meeting of the Members is prohibited or not advisable, the Board may determine,** acting in the best interests of the Corporation, that:

- (i) Members may participate at a meeting of the Members by means of a telephonic, electronic, or other communication facility; and
- (ii) one or more meetings of the Members may be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.”

All remaining provisions of By-Law No. 1, By-Law No. 2, and By-Law No. 3 shall remain in full force and effect.

ENACTED by the Board of Directors of the Corporation this \_\_\_\_ day of \_\_\_\_\_, 2020.

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By-Law No. 4 addresses this type of situation in that if the Government bans public meetings (as it currently has) then the Board may direct that the Annual Meeting of Members be held by electronic means.

21 – 35 days' notice is required prior to the AGM for this Notice to be sent.

At the time of writing there are 43 days until the AGM.

Members wishing to participate in the AGM electronically will have to register and voting will take place via our website. Details will be distributed shortly.

The By-Law is posted on our website [www.ufpcc.com](http://www.ufpcc.com).

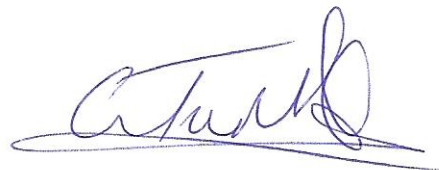
If the members fail to ratify the By-Law then it loses all force of law and at the end of the 2020 AGM, and future meetings must then be held in person.

### **Electronic Voting**

The UFPCC is currently updating and testing its electronic voting website. You will be notified when voting is open.

### **Audited Financials**

On April 01 2020 the Board voted to accept the audit of our financial records, the signed audit will be posted on our website shortly, until then a draft copy is being posted.

A handwritten signature in blue ink, appearing to be 'A. Smith', written over a horizontal line.

**SIGNATURE:**