



Ontario Zoroastrian Community Foundation

July 8, 2012

PRESIDENT'S REPORT FOR THE EXTRAORDINARY GENERAL MEETING

In 2010, Bill 65, The Ontario Not For profit Corporation Act was introduced and has received the Royal Assent. This Bill was introduced to harmonize various acts and Regulations governing Not-For-Profit and Charitable organizations. Due to this Bill, there are some mandatory changes required to our Bylaws.

The Board appointed a Bylaw subcommittee to review the new Bill 65 and the recommendations made by the previous Bylaw subcommittee. The Bylaw committee after spending lot of time has made their recommendations for the amendments to our Bylaw.

Our Bylaw clause 19 states that "No alteration, addition, subtraction, modification, deletion, or amendment may be made to the Bylaws of the OZCF unless 66% of the Voting Members at the General Membership Meeting specifically called for that purpose have voted in favour of such a resolution, and that such resolution is in confirmation to the Corporation Act of Ontario.

In order to meet the above mentioned requirements and approve the proposed changes to our Bylaws we need you all to attend the EGM/AGM on July 8, 2012. If you are unable to attend, please ensure to give your proxy to a member in good standing.

Looking forward to see all before 11:00 A.M on July 8, 2012 so we can start the meeting on time

Jal Panthaky,
President,
On Behalf of the Board of Directors
Ontario Zoroastrian Community Foundation



Ontario Zoroastrian Community Foundation

PROXY **Extraordinary General Meeting** **To be held on July 8, 2012 at 11:00 AM**

I the undersigned, being a Paid Member in good standing of the Ontario Zoroastrian Community Foundation (OZCF), hereby appoint:

Mr. /Ms. _____

as proxy, with full power of substitution, to vote or refrain from voting on my behalf, at the Extraordinary General Meeting to be held on **July 8, 2012** at the OZCF, 1187 Burnhamthorpe Road East, Oakville, Ontario.

Proxy must reach the scrutineers at the OZCF registered office address below no later than 48 hours prior to the meeting date (excluding holidays). Proxy received after this period will be considered invalid.

This Proxy revokes any proxy previously given.

This Proxy is valid only for the Extraordinary General Meeting to be held on July 8, 2012

Dated This ____ Day of _____, 2012

SIGNATURE OF MEMBER

NAME OF MEMBER

Note: The proxy form must be completed in its entirety, failing which it shall be deemed invalid. A proxy holder shall be limited to two proxies only



Ontario Zoroastrian Community Foundation

Notice of Extraordinary General Meeting Mandatory changes as required by Bill 65

An Extraordinary General Meeting of the members of the Ontario Zoroastrian Community Foundation (OZCF) is being called by the Board of Directors in accordance with Bylaw 5.2.2. The Extraordinary General Meeting will be held on July 8th, 2012, 11:00 AM at the OZCF hall, 1187 Burnhamthorpe Road East, Oakville, Ontario. The **Extraordinary General Meeting** is being called to allow the members of the OZCF to consider and vote on the following amendments to Bylaws as mandated by the Not for Profit Corporations Act 2010 which will be proclaimed into law, sometime in the summer / fall of 2012. The proposed amendments are outlined below.

Mandatory Change # 1

Proposed:

The attached Nomination Form is amended to comply with Section 23 (1) (Qualification of Director) and Section 24(8) and (Consent to act as a Director) as required by the Not – For – Profit Corporation Act.

Mandatory Change # 2

Current Bylaw 6.4:

Nominations for the members of the Board of Directors shall be called for at least 50 (fifty) days before the Annual General Meeting. Such nominations shall be in writing, on the prescribed form, signed by 2 (two) voting members and the proposed nominee. The nominations shall be mailed so as to reach the Registered Office at least 35 (thirty-five) days before the date of such a meeting. Confirmation of the receipt of the nomination by the Secretary shall be the responsibility of the sponsors/nominee.

Proposed New Wording Bylaw 6.4:

6.4 Nominations for the members of the Board of Directors shall be called for at least 50 (fifty) days before the Annual General Meeting. Such nominations shall be in writing, on the prescribed form, signed by 2 (two) voting members and the proposed nominee. The nominations shall be mailed so as to reach the Registered Office at least 35 (thirty-five) days before the date of such a meeting. Confirmation of the receipt of the nomination by the Secretary shall be the responsibility of the sponsors/nominee. **A Member must be a paid member in good standing with the corporation to be elected as a Director.**



Ontario Zoroastrian Community Foundation

Mandatory Change # 3

Bylaw 7.8 – Directors Meeting

Proposed Wording for Bylaw 7.8:

No person shall act for an absent director at a meeting of directors.

Mandatory Change # 4

Current Bylaw 6.7:

In the event of sufficient Directors not being elected to fill vacancies at the Annual General Meeting, as per the procedure stated above, or in case of new vacancies during the year, the balance of Board of Directors with quorum, may fill such vacancy by appointing a Voting Member. Such appointed Director shall be a director until the next Annual General Meeting.

Proposed New Wording Bylaw 6.7:

In the event of sufficient Directors not being elected to fill vacancies at the Annual General Meeting, as per the procedure stated above, or in case of new vacancies during the year, the balance of Board of Directors, with quorum, may fill such vacancy by appointing a Voting Member. Such appointed Director shall be a Director, upon completion of the nomination / consent form.

Mandatory Change # 5

Bylaw 25 – Investments

Proposed New Bylaw 25:

All investments must be held in bank accounts that are protected by the Canadian Deposit Insurance Corporation (CDIC). No funds may be invested or held in any bank account if that account is not eligible for protection under the CDIC rules. The amount invested or held must be fully insured by the CDIC at all times. Investments must also be reviewed on a quarterly basis by the Board.



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Mandatory Change # 6

Bylaw 21 - Records

Proposed New Bylaw 21

Prior to destroying any records of the Corporation, the Board of Directors should refer to guidelines as stipulated in the current Not-for-Profit Corporations Act and Income Tax Act.

Mandatory Change # 7

Bylaw 22 – Police Clearance

Proposed New Bylaw 22:

OZCF will take the necessary measures to educate and mitigate the risks involved to create a safe and healthy environment for its members. This would include, but not limited to, having volunteers involved in the organization of youth and senior activities to have obtained a Police Clearance check which has been issued within the last 2 calendar years.

Mandatory Change # 8

Bylaw 10 – Directors Liability

Proposed New Bylaw 10:

Existing building committee clause will be replaced by:

The Board of Directors has a responsibility to ensure that there is Insurance in place at all time to cover Directors Liability.



Ontario Zoroastrian Community Foundation

Mandatory Change # 9

Bylaw 23 – Conflict of Interest

Proposed New Bylaw 22:

Any Board member who is deemed to have a conflict of interest must remove themselves from discussion and decision making.

Mandatory Change # 10

Bylaw 20.2 Dissolution

Current Bylaw 20.2

Upon the dissolution of the OZCF and after payment of all debts and liabilities, the remaining assets, if any, shall be distributed to such Zoroastrian body or bodies in Canada which are Registered Charitable Organizations or any other Charitable Organization in Canada whose objectives are similar to those of this OZCF as the majority of Voting Members at the extraordinary General Meeting, may determine. A Registered Charitable Organization is an Organization within the meaning contained in the Income Tax Act (Canada) or applicable regulations.

Proposed New Bylaw 20.2:

20.2: Upon the dissolution of the OZCF and after payment of all debts and liabilities, the remaining assets, if any, shall be distributed to such Zoroastrian body or bodies in Canada which are Registered Charitable Organizations or any other Registered Charitable Organization in Canada whose objectives are similar to those of the OZCF as the majority of Voting Members at the extraordinary General Meeting, may determine. A Registered Charitable Organization is an Organization within the meaning contained in the Income Tax Act (Canada) or applicable regulations.



Ontario Zoroastrian Community Foundation

Mandatory Change # 11

Bylaw 13: Remuneration

Members of the Board of Directors and all sub-committees are not entitled to receive any remuneration from the OZCF, in their capacity as members of their Committee.

Proposed New Wordings Bylaw 13:

Members of the Board of Directors and all sub-committees are not entitled to receive any remuneration from the OZCF, in their capacity as members of the Board of Directors or as members of the sub-committees.

Be it resolved that the Board of Directors are authorized to proceed with changes to the Nomination Form, amend and add the Bylaws as stated above.

PROPOSED BY:

SECONDED BY:



Ontario Zoroastrian Community Foundation

Notice of Extraordinary General Meeting

An Extraordinary General Meeting of the members of the Ontario Zoroastrian Community Foundation (OZCF) is being called by the Board of Directors in accordance with Bylaw 5.2.2. The Extraordinary General Meeting will be held on July 8th, 2012, 11:00 AM at the OZCF hall, 1187 Burnhamthorpe Road East, Oakville, Ontario. The **Extraordinary General Meeting** is being called to allow the members of the OZCF to consider and vote on the following amendments to Bylaws as indicated below.

The proposed amendments are outlined below.

Resolution No: 1

Current Bylaw 8.2

The Board of Directors shall not enter into any arrangement, agreement or contract for, on account of or in lieu of the OZCF, purchase, lease or acquire any right, title or interest in any land, building, or other real immovable property, or to sell, exchange, alienate or otherwise dispose off any right, title or interest in any such property, unless 66% of the regular members present in person or represented by a proxy at General Meeting, annual or extraordinary specifically called for that purpose, have voted in favor of such a resolution.

Proposed New Wording Bylaw 8.2

The Board of Directors shall not enter into any arrangement, agreement or contract for, on account of or in lieu of the OZCF, purchase, lease or acquire any right, title or interest in any land, building, or other real immovable property, or to sell, exchange, alienate or otherwise dispose off any right, title or interest in any such property, unless **75%** of the regular members present in person or represented by proxy at a General Meeting, annual or extraordinary specifically called for that purpose, have voted in favor of such a resolution.

Be it resolved that the Board of Directors are authorized to amend the Bylaw 8.2 as stated above.



Ontario Zoroastrian Community Foundation Resolution No: 2

Current Bylaw 8.4:

The Board of Directors shall be empowered to make disbursements related to the affairs of the OZCF including maintenance and day-to-day operation of the OZCF premises. These will include interalia, the payment of taxes, the insurance premiums, payment of all utilities and expenses related to repairs and maintenance.

Proposed Bylaw 8.4:

The Board of Directors shall be empowered to make disbursements related to the affairs of the OZCF including maintenance and day-to-day operation of the OZCF premises. These will include interalia, the payment of taxes, the insurance premiums, payment of all utilities and expenses related to repairs and maintenance.

The Board of Directors shall ensure a minimum of one year's operating capital remain in the general account for effective continuity of day to day operation of the organization for the incoming New Board of Directors.

Be it resolved that the Board of Directors are authorized to amend the Bylaw 8.4 as stated above.

Resolution No: 3

Current Bylaw 6.1:

The affairs of the foundation shall be managed by Board of Directors, consisting of not fewer than 3 Directors or not greater than 13 Directors, who shall elect amongst themselves the Executive Directors consisting of President, Vice President, Secretary, and Treasurer.

Proposed New Wording Bylaw 6.1:

The affairs of the foundation shall be managed by the Board of Directors, consisting of **9 Directors**, who shall elect amongst themselves the President, Vice President, Secretary, and Treasurer.

Be it resolved that the Board of Directors are authorized to amend the Bylaw 6.1 as stated above.



Ontario Zoroastrian Community Foundation

Resolution No: 4

Current Bylaw 6.5:

In the event of sufficient nomination (s) not being received by the procedure stated above to fill Board of Directors' vacancies, nomination may be accepted from the floor at the Annual General Meeting. Such nomination must be duly proposed and seconded, and accepted by the nominees. The nominee and nominators must be Voting Members of OZCF.

Proposed New Wording Bylaw 6.5:

Nominations received from 9 or fewer members for the Board of Directors in compliance with Bylaw 6.4 shall be acclaimed at the Annual General Meeting.

In the event of sufficient nomination (s) not being received by the procedure stated above to fill Board of Directors' vacancies, nomination may be accepted from the floor at the Annual General Meeting. Such nomination must be duly proposed and seconded, and accepted by the nominees. The nominee and nominators must be Voting Members of OZCF and **sign the Nomination/consent form upon acceptance.**

Be it resolved that the Board of Directors are authorized to amend the Bylaw 6.5 as stated above.

Resolution No: 5

Current Bylaw 6.6:

The Board of Directors shall elect amongst themselves the Executive Officers of the organization within 14 calendar days of the Annual General Meeting.

Proposed New Wording Bylaw 6.6

The Board of Directors shall elect amongst themselves **the President, Vice President, Secretary and Treasurer** of the organization within 14 calendar days of the Annual General Meeting.

Be it resolved that the Board of Directors are authorized to amend the Bylaw 6.6 as stated above.



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Resolution No: 6

Current Bylaw 7.5

Seven Directors shall form the quorum of its meeting. In the event of a quorum not being present within an hour from the time fixed for the meeting, it shall stand adjourned for a period of not less than 7 (seven days) and reconvened at a place and time to be determined by the person/s calling the Board of Directors meeting. Notice of reconvening such adjourned meeting shall be given to all members of the Board of Directors within 2 (two) days.

Proposed New Wording Bylaw 7.5

Five Directors shall form the quorum of its meeting. In the event of a quorum not being present within an hour from the time fixed for the meeting, it shall stand adjourned for a period of not less than seven days (7) and reconvened at a place and time to be determined by the person/s calling the Board of Directors meeting. Notice of reconvening such adjourned meeting shall be given to all members of the Board of Directors within two (2) days.

Be it resolved that the Board of Directors are authorized to amend the Bylaw 7.5 as stated above.

Resolution No: 7

Current Bylaw 9.0:

The current Bylaw refers to the President, Vice-President, Secretary, and Treasurer as Executive Officers.

Proposed New Title Bylaw 9.0:

OFFICERS OF THE ORGANIZATION

Be it resolved that the Board of Directors are authorized to change the title of the Bylaw 9.0 as stated above.



Ontario Zoroastrian Community Foundation Resolution No: 8

Proposed New Bylaw 9.1(a)

The President of the outgoing Board will call and chair the first incoming Board Meeting and hold elections to elect the President, Vice President, Secretary and Treasurer and continue to assist the Board for a period of 3 months as a nonvoting member of the Board.

Be it resolved that the Board of Directors are authorized to add the new Bylaw 9.1 (a) as stated above

Resolution No 9

Proposed New Bylaw 24.0:

PROCUREMENT OF MATERIAL AND SERVICES

Any procurement for materials or services that exceeds \$5000.00 will require the Board or the Board appointed committees to obtain a minimum of three (3) competitive quotations.

Be it resolved that the Board of Directors are authorized to add the new Bylaw 24 as stated above

Resolution No 10

Current:

Registered Office address:

4244 Taffey Crescent, Mississauga, Ontario, L5L 2J2

New Address of the Corporation

1187 Burnhamthorpe Road, Oakville, Ontario, L6H 7B3



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Be it resolved that the Board of Directors are authorized to change the Corporations mailing address as stated above.

Resolution No: 11

Current Bylaw 4.4:

Only those members whose names appear in the register of Members shall be entitled to:

- a. Receive publications, communiqués and due notices as prescribed by the Board of Directors from time to time (one per household); and
- b. Attend Annual General Meetings
- c. Take part in all community functions and meetings and pay at the prescribed rate for admission (if any)

Proposed New Wording Bylaw 4.4:

Only members in good standing shall be entitled to:

- a. Receive publications, communiqués and due notices as prescribed by the Board of Directors from time to time (one per household); and
- b. Attend Annual General Meetings and Extra Ordinary General Meeting.
- c. Take part in all community functions and meetings and pay at the prescribed rate for admission (if any)

Be it resolved that the Board of Directors are authorized to amend the Bylaw 4.4 as stated above.

Resolution No 12

Current Bylaw 4.7.2:

Associate Membership will terminate automatically after one year. However such Associate Members shall be re-admitted as a member upon compliance with the applicable Bylaws.

Proposed New Wording Bylaw 4.7.2

Associate membership **will renew annually upon payment of membership fees.**

Be it resolved that the Board of Directors are authorized to amend the Bylaw 4.7.2 as stated above.



Ontario Zoroastrian Community Foundation

Resolution No 13

Current Bylaw 5.1.1

The Annual General Meeting shall be held once in each calendar year, on such day and at such time as the Board of Directors shall determine, provided that it is held no later than six months from the end of the financial year and no later than fifteen months after the preceding Annual General Meeting.

Proposed New Wording Bylaw 5.1.1

The Annual General Meeting shall be held once in each calendar year, on such day and at such time as the Board of Directors shall determine, provided that it is held no later than six months from the end of the financial year.

Be it resolved that the Board of Directors are authorized to amend the Bylaw 5.1.1 as stated above.

Resolution No 14

Current Bylaw 5.5.1:

Fifteen (15%) of voting members, present in person, or represented by a proxy, shall constitute the quorum necessary to transact the business at the Annual General or Extraordinary General Meeting.

Proposed Bylaw 5.5.1:

Ten percent (10%) of voting members, present in person, or represented by a proxy, shall constitute the quorum necessary to transact the business at the Annual General or Extraordinary General Meeting.

Be it resolved that the Board of Directors are authorized to amend the Bylaw 5.5.1 as stated above.



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Resolution No: 15

Current Bylaw 6.3:

All retiring Directors shall be eligible for re – election- limited to 3 consecutive terms, unless there are no other nominations. No Executive officer shall hold same office for more than 1 term at a time, unless there are no other nominations.

Proposed New Wording Bylaw 6.3:

All retiring Directors shall be eligible for re – election- limited to 3 consecutive terms, unless there are no other nominations. No Officer of the Organization shall hold the same office for more than 1 term at a time, unless there are no other nominations.

Be it resolved that the Board of Directors are authorized to amend the Bylaw 6.3 as stated above.

Resolution No 16

Current Bylaw 11.1

There shall be Sub-Committees as determined by the Board of Directors from time to time, which shall include the Project Committee.

Proposed New Wording Bylaw 11.1

There shall be Sub-Committees as determined by the Board of Directors from time to time.

Be it resolved that the Board of Directors are authorized to amend the Bylaw 11.1 as stated above.



Ontario Zoroastrian Community Foundation

Resolution No 17

Other recommended wording changes

References to the following words: 1) Letters Patent; 2) Constitution and 3) Corporation Act of Ontario in the Bylaws. Will change to

- 1) Articles of Incorporation
- 2) Not for Profit Corporation Act

Be it resolved that the Board of Directors are authorized to amend the words where necessary as stated above to be similar to that of the Not for Profit Corporation Act.

The above 17 recommended changes to the Bylaws are:

PROPOSED BY:

SECONDED BY:

**BALLOT FOR APPROVAL OF
RECOMMENDED CHANGES TO OZCF BY LAWS
EGM JULY 8, 2012**

NO.	RECOMENDATIONS	FOR	AGAINST	ABSTAINED
1	<p><u>Proposed (New Wording) Bylaw 8.2:</u></p> <p>The Board of Directors shall not enter into any arrangement, agreement or contract for, on account of or in lieu of the OZCF, purchase, lease or acquire any right, title or interest in any land, building, or other real immovable property, or to sell, exchange, alienate or otherwise dispose off any right, title or interest in any such property, unless 75% of the regular members present in person or represented by proxy at a General Meeting, annual or extraordinary specifically called for that purpose, have voted in favor of such a resolution.</p>			
2	<p><u>Proposed New Wordings: Bylaw# 8.4 (Roles and Responsibilities – Directors Duties)</u></p> <p>The Board of Directors shall be empowered to make disbursements related to the affairs of the OZCF including maintenance and day-to-day operation of the OZCF premises. These will include interalia, the payment of taxes, the insurance premiums, payment of all utilities and expenses related to repairs and maintenance.</p> <p>The Board of Directors shall ensure a minimum of one year's operating capital remain in the general account for effective continuity of day to day operation of the organization for the incoming New Board of Directors.</p>			
3	<p><u>Proposed New Wording By law 6.1</u></p> <p>The affairs of the foundation shall be managed by the Board of Directors, consisting of 9 Directors, who shall elect amongst themselves the President, Vice President, Secretary, and Treasurer.</p>			
4	<p><u>Proposed New Wording Bylaw # 6.5:</u></p> <p>Nominations received from 9 or fewer members for the Board of Directors in compliance with Bylaw 6.4 shall be acclaimed at the Annual General Meeting.</p> <p>In the event of sufficient nomination (s) not being received by the procedure stated above to fill Board of Directors' vacancies, nomination may be accepted from the floor at the Annual General Meeting. Such nomination must be duly proposed and seconded, and accepted by the nominees. The nominee and nominators must be Voting Members of OZCF and sign the Nomination and Consent Form.</p>			

NO.	RECOMMENDATIONS	FOR	AGAINST	ABSTAINED
5	<p><u>Proposed New Wording – Bylaw # 6.6</u></p> <p>The Board of Directors shall elect amongst themselves the President, Vice President, Secretary and Treasurer of the organization within 14 calendar days of the Annual General Meeting.</p>			
6	<p><u>Proposed New Wording for Bylaw # 7.5:</u></p> <p>Five Directors shall form the quorum of its meeting. In the event of a quorum not being present within an hour from the time fixed for the meeting, it shall stand adjourned for a period of not less than 7 (seven days) and reconvened at a place and time to be determined by the person/s calling the Board of Directors meeting. Notice of reconvening such adjourned meeting shall be given to all members of the Board of Directors within 2 (two) days.</p>			
7	<p>Bylaw # 9 title will be changed from Executive Officers to</p> <p>OFFICERS OF THE ORGANIZATION</p>			
8	<p><u>Proposed Wording – Bylaw # 9.1 (a)</u></p> <p>The President of the outgoing Board will call and chair the first incoming Board Meeting and hold elections to elect the President, Vice President, Secretary and Treasurer and continue to assist the Board for a period of 3 months as a nonvoting member of the Board.</p>			
9	<p><u>New Bylaw # 24 be added:</u></p> <p>PROCESS FOR PROCUREMENT OF MATERIALS AND SERVICES</p> <p>Any procurement for materials or services that exceeds \$5000.00 will require the Board or the Board appointed committees to obtain a minimum of three (3) competitive quotations.</p>			
10	<p><u>Recommendation to change current official address to :</u></p> <p>1187 Burnhamthorpe Road, East Oakville, ON L6H 7B3</p>			
11	<p><u>Proposed New Wording Bylaw # 4.4</u></p> <p><u>Only members in good standing shall be entitled to:</u></p> <ol style="list-style-type: none"> 1. Receive publications, communiqués and due notices as prescribed by the Board of Directors from time to time (one per household); and 2. Attend Annual General Meetings and Extra Ordinary General Meeting. 3. Take part in all community functions and meetings and pay at the prescribed rate for admission (if any) 			

NO.	RECOMMENDATIONS	FOR	AGAINST	ABSTAINED
12	<u>Proposed New Wording Bylaw # 4.7.2 (Associate Membership)</u> Associate membership will renew annually upon payment of membership fees.			
13	<u>Proposed New Wording Bylaw # 5.1.1 (Annual General Meeting)</u> The Annual General Meeting shall be held once in each calendar year, on such day and at such time as the Board of Directors shall determine, provided that it is held no later than six months from the end of the financial year.			
14	<u>Proposed New Wording Bylaw # 5.5.1</u> Ten percent (10%) of voting members, present in person, or represented by a proxy, shall constitute the quorum necessary to transact the business at the Annual General or Extraordinary General Meeting.			
15	<u>Proposed New Wording Bylaw # 6.3 (Eligibility for Re – Election)</u> All retiring Directors shall be eligible for re – election- limited to 3 consecutive terms, unless there are no other nominations. No Officer of the Organization shall hold the same office for more than 1 term at a time, unless there are no other nominations.			
16	<u>Proposed New Wording Bylaw # 11.1</u> There shall be Sub – Committees as determined by the Board of Directors from time to time.			
17	References to the following wordings 1) Letters Patent and Constitution and 2) Corporation Act of Ontario in the Bylaws will change to: 1) Articles of Incorporation 2) Not for Profit Corporation Act			