



Agenda & Motions for the Corporate Annual General Meeting

Tuesday, April 9, 2024 | 5:30 pm
Mitchell Hall Rose Innovation Room

ITEM 1: CALL TO ORDER

ITEM 2: ADOPTION OF THE AGENDA

BE IT RESOLVED that the agenda for the April 9, 2024, Corporate Annual General Meeting is adopted by the Members of the AMS, as presented.

Motioned by: Chairperson DiFrancesco
Seconded by: Vice-Chairperson Boytchuk-Hale

ITEM 3: APPROVAL OF MINUTES

Appendix A

BE IT RESOLVED that the minutes from the November 21, 2023, Corporate Special General Meeting, are approved by the Members of the AMS, as presented.

Motioned by: Chairperson DiFrancesco
Seconded by: Vice-Chairperson Boytchuk-Hale

ITEM 4: BOARD REPORTS

- (A) REPORT FROM THE CHAIR
- (B) REPORT FROM THE VICE-PRESIDENT (OPERATIONS)
- (C) REPORT FROM THE FINANCE & RISK COMMITTEE CHAIR
- (D) REPORT FROM THE GOVERNANCE COMMITTEE CHAIR
- (E) REPORT FROM THE PERSONNEL COMMITTEE CHAIR

ITEM 5: SPECIAL RESOLUTION TO CHANGE THE NUMBERS OF DIRECTORS ON THE AMS BOARD OF DIRECTORS

WHEREAS § 3.1.1 of the Corporate By-Laws stipulate the Board must be composed of 14 members and § 3.1.2 of the Corporate By-Laws allow for an adjustment of the number of Directors on the Board to increase or decrease by Special Resolution; and

WHEREAS this motion was approved unanimously at the Board of Directors meeting on March 26, 2024;

THEREFORE, BE IT RESOLVED that the Board Membership is modified to include 11 to 14 members, including 6 Student Directors, the 3 Executive, the General Manager and 1 to 4 Community Directors.



ITEM 6: UPDATE TO THE CORPORATE BY-LAWS & ARTICLES OF INCORPORATION

Appendix B

BE IT RESOLVED that the Corporate By-Laws and Articles of Incorporation are updated to stay in line with the updates Ontario Not-for-Profit Corporations Act.

Motioned by: Vice-Chairperson Boytchuk-Hale

Seconded by: Chair DiFrancesco

ITEM 7: RATIFICATION OF ESHAL ALI TO THE AMS BOARD OF DIRECTORS

Be it resolved that the Members of the AMS, Inc. ratify Eshal Ali as a Student Director for 2-years, from May 1, 2024, to April 30, 2026.

Motioned by: Chairperson DiFrancesco

Seconded by: Vice-Chairperson Boytchuk-Hale

ITEM 8: RATIFICATION OF JOSH BEARG TO THE AMS BOARD OF DIRECTORS

Be it resolved that the Members of the AMS, Inc. ratify Josh Bearg as a Student Director for 1 year, from May 1, 2024, to April 30, 2025.

Motioned by: Chairperson DiFrancesco

Seconded by: Vice-Chairperson Boytchuk-Hale

ITEM 9: RATIFICATION OF JASON KIM TO THE AMS BOARD OF DIRECTORS

Be it resolved that the Members of the AMS, Inc. ratify Jason Kim as a Student Director for 1 year, from May 1, 2024, to April 30, 2025.

Motioned by: Chairperson DiFrancesco

Seconded by: Vice-Chairperson Boytchuk-Hale

ITEM 10: RATIFICATION OF ALEX MCARTHUR TO THE AMS BOARD OF DIRECTORS

Be it resolved that the Members of the AMS, Inc. ratify Alex Mcarthur as a Student Director for 2-years, from May 1, 2024, to April 30, 2026.

Motioned by: Chairperson DiFrancesco

Seconded by: Vice-Chairperson Boytchuk-Hale

ITEM 11: ADJOURNMENT



AMS Assembly Minutes

November 21st, 2023

Mitchell Hall, Queen's University, Kingston

Minutes are tentative until approved at Assembly.

The meeting was convened at 5:30 EST.

Chairperson DiFrancesco: Hello everyone, welcome to our November Corporate Special General Meeting. It's great to see all of you here, this is an exciting night because we're going to look at the operating budget. A few housekeeping items: all votes at this meeting are simple majority, and voting members are the usual voting members of Assembly plus the Directors. I'll now do the land acknowledgment:

Today's meeting is being held on the traditional lands of the Anishinaabe and Haudenosaunee. It's a privilege for us all to be gathered together here tonight. As we work within the colonial structures embedded in the systems around us, we must do so recognizing the territory's inclusion in the District 1 Wampum Belt Covenant. This was an agreement between the Iroquois Confederacy and the settler governments to peaceably share and care for the resources around the Great Lake. These agreements were upheld by the first peoples but not by the Canadian government. The tenets of this agreement should guide us as student leaders and as we live and work on this land.

Motion 1: Be it resolved that the agenda for the November 21, 2023, Corporate Special General Meeting is adopted by the Members of the AMS, as presented. Motioned by Chairperson DiFrancesco, seconded by Vice-Chairperson Boytchuk-Hale.

Motion passes.

Motion 2: Be it resolved that the minutes from the April 6, 2023, Corporate Annual General Meeting, are approved by the Members of the AMS, as presented. Motioned by Chairperson DiFrancesco, seconded by Vice-Chairperson Boytchuk-Hale.

Motion passes.

Chairperson DiFrancesco: So this brings us to the fun part of our meeting. Today we're going to be approving the audit report and the audited financial statements from the 2022-23 fiscal year. And joining us for this presentation is our auditor from KPMG and we will be giving him the microphone to go through some highlights of the audit that we will bring to vote after this.

KMPG Representative: Hello everyone, thank you for having me. I'm a senior auditor with KPMG, in my fifth year of this role, and I'm happy to be here today presenting the audit report. I'll be focusing mainly on the audit opinion which we have issued on the financial statements. So the Audit Findings Report, which was part of the package sent earlier, was presented in detail at the Audit Committee meeting back in October. So, to the members of the Society here today, we have audited the financial statements of the Society, which comprise the Statement of the Financial Position as of April 30, 2023. The Statement of Operations for the year ended, the Statement of Changes in Net Assets, the Statement of Cash Flows for the year ended, and a summary of significant accounting policies. In our opinion, the accompanying financial statements present fairly in all material respects regarding the financial position of the entity as of April 30, 2023. And the results of the operation and its cash flows for the year ended are in accordance with Canadian Accounting Standards for not-for-profit organisations.

Just to quickly summarise, we have issued a clean unqualified opinion on the financial statements similar to prior years. There are no significant findings to note. Essentially this financial statement was prepared in accordance with the Canadian generally-accepted auditing standards. We have fulfilled all our responsibilities and we remained independent of the entities we avoided any conflicts of interest. And we fulfilled all our ethical responsibilities. The next couple of pages speaks to management's and the auditors' responsibilities on the financial statements. I'm not going to go into too much detail because these two pages are the same as last year so there's no changes to report in that regard. So with that, I come to the end of my presentation of the Auditor's Report. So if there's no further questions, thank you for having me here today.

Chairperson DiFrancesco: Thank you, I will now open the floor to questions. Alright, seeing none, we'll move on to our motion to approve the audit and renew the auditor's contract.

Motion 3: Be it resolved that the 2022-23 fiscal year's Audit Report and Audited Financial Statements, as prepared and presented by KPMG and reviewed and approved by the AMS Audit Committee, are approved by the Members of the AMS as presented. Motioned by Chairperson DiFrancesco, seconded by Vice-Chairperson Boytchuk-Hale.

Motion passes.

Motion 4: Be it resolved that the members of the AMS Inc. approve KPMG LLP. as the auditor for the Alma Mater Society of Queen's University, Inc. for the 2023-24 fiscal year; and be it further resolved that the Members of the AMS Inc. authorize the Board of Directors to fix the remuneration for the 2023-24 audit. Motioned by Chairperson DiFrancesco, seconded by Vice-Chairperson Boytchuk-Hale.

Motion passes.

Chairperson DiFrancesco: With that, I'd like to thank KPMG on behalf of the Society for all of the hard work they have put in over the past few months, an audit is a very intensive process. Alright, we are just flying through this agenda. Next is the approval of the Annual Report. This document is a reflection of the past fiscal year. It includes financial numbers, and it's reviewed by our auditors, and it also includes summaries from the different departments and offices and services and commissions from last year's team. This Annual Report was put together under the direction of our Communications Director. If anyone has any questions on the Annual Report, I'm happy to take those.

Motion 5: Be it resolved that the Members of the AMS, Inc. approved the 2022-23 Annual Report, as reviewed and approved by the Annual Report Editorial Board, as is presented. Motioned by Chairperson DiFrancesco, seconded by Vice-Chairperson Boytchuk-Hale.

Motion passes.

Chairperson DiFrancesco: This brings us to our last item for approval today. For those of you who may not be aware, the Board of Directors is comprised of six Student Directors, and three Community Directors. One of those Community Director's term is ending on December 1, and we're motioning a continuation of that term. Community Directors are elected by the corporation on three year terms. Joseph Villamizer is a Senior Associate at Scotiabank in charge of their international banking division. He's a great, great mentor for the student directors. He has great insight, he's very involved and does a great job as a Community Director for our board so we are recommending his continuation.

Motion 6: Whereas Joseph Villamizer was ratified as a Community Director for the AMS, Inc. on a 3-year term starting December 1, 2020, and, over the past three years has proven to be an invaluable mentor to the Student Directors and a dedicated member of the Board of Directors, Be it resolved that the Members of the AMS, Inc. extend Joseph Villamizer's term as a Community Director for 3-years, from December 1, 2023 to November 30, 2026. Motioned by Chairperson DiFrancesco, seconded by Vice-Chairperson Boytchuk-Hale.

Motion passes.

Chairperson DiFrancesco: We're coming to the end of our agenda, and now we have the Board Reports. You'll hear a report from myself as well as our Vice President of Operations and our Committee Chairs to give you an update on the work that the Board has done over the past several months. We'll start with my report. In 1969, the Alma Mater Society was incorporated under the Corporations Act as a non-profit corporation. As I've presented to the members of assembly earlier in our term, corporations of the type must have a Board of Directors. The AMS Board started with just the President, Vice President, Secretary, and Treasurer, and has since grown to its current form. The board works on both three distinct mandates within the AMS: strategic guidance, financial accountability and human resources work. We've worked to oversee the business planning and budgeting processes, monitor the corporation's fiscal management, ensure its continued financial viability and review all of the policies and procedures regarding staff and volunteers.

I'd like to share with you two of our long term goals. One of my responsibilities as the Chair is to lead strategic discussion and this is done through our Strategic Planning Committee fixtures, which is working hard to prepare a comprehensive multi-year strategic plan. This is a plan that we haven't formally had in several years. This plan will be rooted in the corporation's mandate and will allow more successful turnover year over year to be presented to this audience at the corporate Annual General Meeting for final approval in April.

The second long term goal of the board is not a new one and in fact has been in the works for the past several years and this is the merger between two AMS services: the Print & Copy Center and Studio Q to create the AMS Media Center. This project is being spearheaded by our project manager manager who I believe is in the room. Isabella will see the development of a one stop shop for students' media needs. The Board has recently approved the personnel structure of the MC and applicants will be able to apply the new positions being offered. Keep your eyes peeled over the next few months as the AMS Media Center begins to be marketed on social media. I want to thank the management teams at PCC and StudioQ for their dedication to this merger and congratulate both services for running an extremely successful final year of operations. If anyone has any questions for me as I wrap up my report on the status of corporation or anything that I've discussed, I'm happy to answer them. If you don't want to do it in this forum you can always connect with me at any time through my Board email. I'll now pass the microphone to the Vice President of Operations.

VP-OPS Hudson: Hi everyone. My name is Michelle, I use she/her pronouns. Can everyone hear me okay before I continue talking? All right, if I'm going too fast or too slow, please do let me know. Now I'm very excited to get into the financials. The AMS Operating Budget is the financial reflection of the senior management and executives' plans. It's something that we use to determine our yearly plans and our financials going forward. We have some guiding principles

when we look over the budget and plan our operations: offering accessible services to students, providing accessible student jobs, providing experiential learning opportunities. We also do provide quite a bit of student programming. A little shout out to all of our Commissioners there and our services and offices for all the amazing stuff they have done so far this year. And with that, something to keep in mind as we go forward is that the AMS is a nonprofit organisation. So our role is not to generate a surplus, it's to provide services.

All right, so I'm going to go over the highlights and notable changes going forward. So this was previously approved at the AMS Board of Directors. A quick note is that we went from 20,250 students enrolled in 2022-23 year to 22,511 students enrolled this year, which impacts budgeting and student fees. We basically assume about 25% of students opt out of non-mandatory student activity fees. You'll see a trend going forward that there is an increase in minimum wage from \$15.50 to \$16.85. effective October 1, 2023. So basically you'll see increases across the board because of that.

In our budgeting, basically we make conservative predictions for revenue streams, but also predict increase of expenses with the cost of goods due to inflation and recent supply chain issues. We reference 2022 and 2021 budget actual numbers to provide context as well as looking at the 2019-2020 figures. Last year, the change in actuals was pretty sharp, this year we're seeing minimal losses. So with an operating budget, you can think of it as three separate pillars: the offices, the governance/commissions, and the operations/services. The mandatory AMS fees go to Assembly, and they allocate it between these branches based on the commissioners' and managers' goal plans. Some of the mandatory fees and student-choice fees are allocated to the offices, managed by the AMS President. To specify, the offices I'm referring to are the Human Rights Office, the IT Office, the Communications Office, the Marketing Office, and the Office of the Secretary of Internal Affairs, as well as the Student Life Centre. A quick reminder that everything in the offices side of things is budgeted to zero. So with that, you can kind of see the changes from 2022 to 2023 and onwards there. With that I'll touch more about the numbers going specifically into everything there. You can also see some increases in some notable areas with that it's basically some project systems that we're investing in for the future, including building new firewalls and switching over to HR Downloads, and also improving the online booking platform for AMS spaces. Like I mentioned before, there's an increase in personnel costs due to the minimum wage increase.

Now to the services. We have nine services currently active: Common Ground coffeehouse, the Peer Support Center, the Printing and Copying Center, Student Constables, StudioQ, the Tricolour Outlet, WalkHome, Taps, and the Queen's Journal. As mentioned earlier, StudioQ and P&CC are in the process of merging. Note that there are different ways that services are funded, which we look at while budgeting for the corporation. There's user-pay services, for example Common Ground and TRO. We also have services funded by Student Activity Fees, such as WalkHome and the PSC. Then we also have services funded by a little mixture of the two, which is the Student Constables and the Journal. The main goal for them is to use all the money that is provided to them from Student Activity Fees. If not, we do also have checks and balances to make sure that we are able to spend money appropriately and monitor. So here we have budgeted a surplus of \$141,328 but also know that we are being cautious here, being cognizant of student fees vs user fees and making sure services are sustainable.

Now looking at the Commissions, there are seven in total: the Social Issues Commission (internal and external), the External Affairs Commission, the Clubs Commission, the Campus Affairs Commission, the Commission of Environmental Sustainability, and the Orientation Roundtable which is a newly recognized commission this year. Congratulations to the new ORT Coordinator. With the commissions, everything is budgeted to zero and allocations are passed by the AMS Assembly annually. Like I mentioned before, everything shown here was passed earlier this year at Assembly. On the screen, I made a little pie chart which shows how Assembly allocated funds. But also please note that revenue differs from Assembly allocation as it also considers grant funding, and also in previous years the ORT revenue was grouped under the Campus Affairs Commission. With that, we basically have a set of all the services and offices \$271,777, and a lot of this is to fund projects as we invest in the future. Also, I just want to shout out some of these amazing funds and bursaries as well. You could find this in the Annual Report and also on our website as well. So the AMS gives about \$150,000 in grants and bursaries. That is the end of my presentation and if anyone has any questions, please feel free to ask them or reach out to me over email.

Chairperson DiFrancesco: Thank you very much Michelle, I know the Operating Budget is definitely an exciting part of the Corporate Special General Meeting. We really appreciate the presentation and the update of our finances as a corporation. The next report will be from the Finance and Risk Committee. The Finance and Risk Committee serves to make recommendations to the Board on matters related to the corporation's financial management reporting, including risk management, and monitors the internal processes and controls of the corporation. For the financial side of the finance committee, we review the monthly actuals from the different services, offices, and commissions presented by the executive. The committee serves to identify variances from the budget for each of those individual departments. Our conversations are directed around future planning and we provide recommendations for ways to fix those identified variances.

The financial side of this committee would not be able to work without both tremendous effort and input from the comptroller's office and the accounting team. So it would be remiss of me not to give them a little shout out as well. For the risk side of our committee, last year's committee had a foundational year and set us up this year to spend more time on reviews and management. Last year, the AMS Risk Matrix was refurbished and is now an extremely comprehensive document that outlines 20 identified risks that the corporation takes on each year. These risks are sorted into five categories: reputational risks, funding risks, operational risks, financial risks, and human capital management risks. Each risk has been assigned an auditor who reports annually to the committee on how the risk is being managed. And the committee uses this discussion to reevaluate the risk severity and likelihood. We have so far reviewed 20% of our risks, and we'll continue to review the remainder at the end of our term. And that's kind of where we're standing on the Finance Committee. And if there's any questions to that, I can take them otherwise I will pass it off to our next presenter.

Commissioner Dreydan George: When it comes to the marketable securities, specifically the short term ones, what was the motivation behind such a large increase between 2022 to 2023?

AMS General Manager: Concerning last year, there were two significant invoices that were not presented yet. You will notice on the numbers that we looked at Accounts Payable and it's also very significant. And what we did is we set aside that cash and marketable securities, so we'll make some money for us and some interest while we wait for the presentation of the invoices. Does that make sense?

Chairperson DiFrancesco: We will move on to the next presentation, which is from our governance committee chair.

Vice Chair Boytchuk-Hale: The purpose of the Governance Committee is to ensure the effective functioning of the board and AMS corporate governance while advancing professional development. The governance committee's main responsibility is to review corporate bylaws, board policy, the Constitution and letters of incorporation and we also host a professional development session each year. Our first goal is aligning with the Ontario Nonprofit Corporation Act. So we've undertaken a review of our bylaws and it's now under review by our lawyers and they will be brought forward to the Board of Directors in the new year for approval. Our second goal is to do a full review of the Queen's Journal policy. I have been working closely with the Editors in Chief to plan for our process and motions have recently passed at the Journal Advisory Board to strike subcommittees for specific sections of policy. So this will involve the Journal Editorial Board, Journal alumni and stakeholders on the Governance Committee as well as in the Human Resource Office, and with our CEO. We expect to hit the ground running in the new year and finalize any policy changes before the end of our term.

Our third goal is to run a professional development session for the Board. I have been working with a professor in the Smith School of Business to facilitate this session. Our fourth rule is just a standard review and update of Student Fee Policy. There are several redundancies that need to be looked at and that will be set to be done in the new year. It hasn't been started yet. We will also be running and compiling the results of the Board Self Evaluation. This is very standard practice and the results from each year are used to help inform the functions of the following year. And finally, just any unexpected needs that arise the Governance Committee is welcome to hold discussions at our monthly meetings. We were able to host our Social Issues Commissioner External this fall and we'll keep our doors open to help support the organization if anything else arises. If you have any questions you can ask them now and you can also email me. Thank you.

Chairperson DiFrancesco: Awesome. Thank you very much Nikki and that brings us to our final report, which is our Personnel Committee report. So the Personnel Committee Chairs Tiffany Li-Wu. She couldn't make it tonight unfortunately, however I'll be presenting on her behalf. I'm happy to answer any questions but her email will also be on the slideshow and you can reach out to her if you prefer. The Personnel Committee works to oversee review and establish policy pertaining to the students and permanent staff as well as volunteers at the AMS. This year's review had five parts to it: 1) review and update the updated AMS harassment/discrimination/violence policies; 2) review the AMS remuneration framework; 3)

review the AMS human resource office; 4) continue professional development for student leaders; 5) review organizational charts for the services, offices, and commissions. A lot of this work is standard Board work. And it's an important work that's taken on by this committee. So the first piece of the goal plan was to review the harassment discrimination and violence policy. This work has begun and it's underway by the committee and it's expected completion as of January 2023, and is using a number of stakeholders across the AMS to aid in this review.

The next goal was to review and approve the AMS personnel restructuring. We're almost all done that, with a few more proposals coming to us before the new year. These are things like the Media Center and the JDUC reopening which are bringing lots of personnel changes for next year. Also looking at the personnel changes that happened year over year in the services, offices, and commissions and looking for efficient ways to keep going. And like I said that will be completed by the end of this year. The third item is reviewing the HR office. This involves regular meetings with HR officers as well as the staff and the HR team to ensure smooth operations as well as identify any patterns or issues that are being brought up to them and this is ongoing and will continue throughout the year. And then to create a professional development for student leaders. This was an initiative that started last year and we're very much hoping to continue this year for some of our senior management team to give them the opportunity to partake in professional development. And that's a goal that the Board had last year and is continuing through with this year. And that is the end of the Personnel Committee presentation. Again, like I said Tiffany can be reached by email, but I'm also more than happy to field any questions now. But seeing none, the Corporate Special General Meeting is adjourned. We'll see everybody on April 9, for the Corporate Annual General Meeting.

Adjournment

Moved by Chairperson Luca DiFrancesco, Seconded by Vice Chair Boytchuk-Hale.

Motion carries.

Assembly is adjourned at 6:02 EST.

Appendix B

Alma Mater Society of Queen’s University Incorporated

Updates for ONCA Alignment

March 26, 2024

Presented to: AMS Board of Directors

Presented by: Governance Committee Chairperson Niki Boytchuk-Hale

Background: As noted in the Governance Committee goals this year, the AMS must align our policies and By-Laws with the ONCA before the deadline this fall. It has been found that the Constitution requires no updates. The Corporate By-Laws and Letters Patent need the following changes, which are ready for review by the AMS Board before being presented at the CAGM in April.

Proposed Updates	Notes for context / Questions for discussion
CONSTITUTION	
No further changes required.	
CORPORATE BY-LAWS	
<p>Preamble to the By-Laws of Alma Mater Society of Queen’s University Incorporated</p> <p>These by-laws govern the affairs of Corporation incorporated under the Corporations Act of Ontario as replaced by the Not-for-Profit Corporations Act, 2010 (ONCA). That fact has two important implications for this document.</p> <p>First, the by-laws must be read together with the Act itself. The Act is the enabling legislation which gives this document legal effect so that where there is a conflict or where the by-laws are silent, the Act governs.</p> <p>Second, any amendments to these by-laws must not offend the Act; otherwise the amendments are without legal effect. It is important to note that an amendment may offend the Act either procedurally (meaning the process by which the amendment is approved) or substantively (meaning the nature of the amendment itself).</p> <p>Note that, sub-section 17.1.4 requires every new by-law, amendment, and repeal to be reviewed by the Corporation’s lawyer.</p>	The AMS did not incorporate under the Canada corporation act. Since we have no evidence of ever registering federally, this needs to be removed.
<p><u>Section 1.1:</u> <u>Definitions</u></p> <p>General</p> <p>i) "the Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time-to-time;</p>	
<p>BY-LAW 3. THE BOARD OF DIRECTORS</p> <p><u>Composition of the Board of Directors</u></p>	It would be very rare for us to hire a student younger than 18 because of our

<p>The Board shall consist of <u>between eleven (11) and</u> fourteen (14) Directors each of whom, at the time of their election or by the next Corporate <u>Annual</u> General Meeting and throughout their term of office, shall be a member of the Corporation as set forth in sub-section <u>5.1.1 and be 18 years of age or older</u>. Directors shall begin their terms on May 1st and end on April 30th. Of these <u>eleven (11) to</u> fourteen (14) Directors, <u>ten (10) to</u> thirteen (13) shall be voting members and one (1) shall be a non-voting member. Of these voting members, four (4) student Directors will hold two-year terms and two (2) student Directors will hold a one-year term.</p>	<p>timelines. It has been in the job postings and said in interview preamble but also needs to be written in policy.</p>
<p>3.1.9 For the purpose of guidance, the composition of the Board shall include <u>between one (1) and</u> four (4) Community Directors who are qualified persons with a knowledge of the University and some familiarity with the nature and function of the Corporation and/or qualified in such a way as to compliment the Board’s ability to function. All Community Directors shall be appointed by the Board to three-year terms, subject to ratification by members of the Corporation.</p>	<p>This is to align with the change in composition to allow the Board to have flexibility in the number of Community Directors.</p>
<p>3.3.6 Any Director, other than the Executive, may be removed from office before the expiration of their term by a resolution passed at a Corporate Annual Meeting or a Corporate Special General Meeting by <u>majority</u> of the members of the Corporation present. Such a resolution requires two (2) weeks written notice to all Corporation members. At a meeting where a Director is removed in accordance with this subsection, the members of the Corporation may, by a simple majority of members present, elect a replacement for the remainder of their term.</p>	<p>ONCA changed and now needs a majority of the members (not 2/3).</p>
<p>6.1.1 Deeds, transfers, licenses, contracts, and engagements on behalf of the Corporation shall be signed by <u>two</u> of the Executive and the General Manager</p>	<p>Mitigation efforts for the de-slate discussions voted on at the March 19, 2024 Assembly.</p>
<p>12.1.3 On the authority of the Chair, the Secretary of Internal Affairs shall give notice of the time and place for holding Corporate Annual General Meetings and Corporation Special General Meetings. Written notice to each member shall be given at least ten (10) <u>and not more than 50</u> days prior to the date of the meeting. The notice shall specify the general nature of business to be carried out and include a proxy form informing the Members of the Corporation of their right to a proxy that conforms with the requirements set out in sub-section 12.1.5. Any person who is entitled to notice of a meeting of the members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.</p>	<p>A notice is classified as an email from Communications, not just a social media post.</p>

LETTERS PATENT

Articles of Amendment

Description of Changes to Special Provisions

The following special provisions are hereby added to the corporation's articles of incorporation:

1. Commercial purposes, if any, included in the articles are intended only to advance or support one or more of the non-profit purposes of the corporation. No part of a corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the corporation except in furtherance of its activities or as otherwise permitted by the Not-for-Profit Corporations Act, 2010.
2. The corporation shall have two class of members, namely, Voting Members and Non-Voting Members. Each member is entitled to receive notice of and to attend and be heard at all meetings of the corporation's members but only Voting Members shall have one vote at all such meetings.
3. For the attainment of the above objects and subject to the limitation that all the objects and activities of the corporation shall be exclusively not-for-profit, the corporation shall have the power to:
 - i. solicit, accept, receive, acquire and maintain money and other property by way of gift, bequest, grant, fees or otherwise, and to apply same in furtherance of these purposes, and to enter into and carry out agreements, undertakings and conditions in connection therewith, and to apply from time to time all or any part of the capital or income for purposes benefitting the foregoing objects of the corporation;
 - ii. use, apply, give, devote or distribute from time to time all or part of any fund or funds and the
 - iii. income therefrom by such means as may from time to time seem expedient to its directors, exclusively for the objects of the corporation including research, publication, education and the establishment and maintenance of educational or other activities permitted by applicable law, agencies or institutions and the financial aid of any such activities, agencies, organizations or institutions already established;
 - iv. hold, manage, sell or convert any of the real or personal property from time to time owned by the corporation and to invest and re-invest any principal in any such investments as may from time to time seem expedient to the directors of the corporation to accumulate all or any part of the income of the corporation to the extent permitted by law and to retain any real or personal property in the form in which it may be received by the corporation for such a length of time as the directors of the corporation may be deem best;
 - v. enter into any arrangements with any authorities, public or academic or otherwise, which may seem conducive to the attainment of the objects of the corporation or any of them, and to obtain from any such authority any rights, privileges and concessions which the corporation may seem desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
 - vi. employ and pay such assistants, agents, representatives, contractors and employees and to procure, manage, equip and maintain such offices and other facilities and to incur such reasonable expenses, as may be necessary; and

Articles of Amendment are passed by the Board and then approved by the Members.

Once ready, the AMS President must sign off on the form provided by the Ontario Government, provided by the AMS Lawyer.

vii. do all other things incidental and conducive to the attainment of the above objects permitted by applicable law.	
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ALMA MATER SOCIETY OF QUEEN'S UNIVERSITY INCORPORATED
(the "**Corporation**")

CERTIFIED COPY OF SPECIAL RESOLUTIONS OF THE MEMBERS

Dated as of 9th day of April 2024

"WHEREAS:

- A. The Corporation was incorporated as a corporation without share capital under the *Corporations Act* (Ontario) by letters patent of incorporation dated November 14, 1969 (the "**Letters Patent**").
- B. The *Not-for-Profit Corporations Act, 2010* (Ontario) (the "**ONCA**") was proclaimed into force on October 19, 2021, and on the 9th day of April, 2024, the board of directors of the Corporation (the "**Board**") approved amendments to certain governance documents, being articles of amendment and by-laws, to conform to ONCA, copies of which have been provided to the members (the "**Constating Documents**").
- C. The amendments to the Constating Documents require approval of the members by special resolution to be valid.

NOW THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

- 1. the Constating Documents are confirmed;
- 2. the Constating Documents will take legal effect the date a certificate and articles of amendment are issued under ONCA;
- 3. any two (2) directors who are officers of the Corporation (the "**Authorized Signatories**") are together authorized and directed to execute and deliver the Constating Documents and to do all things necessary or desirable to give effect to the Constating Documents, with such further amendments as the Authorized Signatories may determine to be necessary or desirable to comply with the requirements of any governmental authority having jurisdiction in respect of the Constating Documents, without the need for further approval of the Board or the Corporation's members and the executed Constating Documents shall be conclusive evidence of approval by the Authorized Signatories, and the documents so executed, delivered, and filed are the Constating Documents authorized by this resolution; and
- 4. The directors and proper officers of the Corporation are authorized and directed take all steps necessary or desirable and to execute all instruments and documents to give effect to these resolutions.

The undersigned, being the duly appointed President of the Corporation, **CERTIFIES** that the foregoing resolutions are true and correct copies of resolutions passed at a duly called and regularly constituted meeting of the members of the Corporation, and that such resolutions are in full force and effect, unamended, as of the date first written above.

Kate McCuaig
President