

BRIEFING NOTE FOR MEMBERS' MEETING
ALLIANCE OF ONTARIO FOOD PROCESSORS
(the "Corporation")

1. AMENDMENTS TO BY-LAW NO. 1

Amendments to the current By-Law No. 1 of the Corporation are proposed that will (a) reflect certain governance changes; (b) comply with the current Ontario *Corporations Act*; and (c) reflect, to the extent permitted under the Ontario *Corporations Act*, the ONCA. The following are the major differences between the current By-Law No. 1 and the proposed new By-Law No. 1:

A. MEMBERS

- The number of classes of members is being reduced from four (Founding, Group, Regular, and Associate Members) to one. Each Member will have one vote.
- The title of Associate Members is being changed to Industry Associates. The Industry Associates will continue to have all of the rights of the current Associate Members.
- Quorum at member meetings is being changed from 10% of the Members to 25 Members.

B. DIRECTORS

- The fixed number of directors is being increased from thirteen to sixteen.
- Only Board approval, instead of both Board and Member approval, will be required of an individual who is appointed by the Board to fill a vacancy on the Board.
- A minimum number of five Board meetings in person will be required per year.

C. OFFICERS

- All officers, other than the Executive Director, will be required to be directors.

A majority vote of the Board and of the Members is required under the *Corporations Act* to pass by-law amendments. The Board has already approved the by-law amendments.

MOTION:*

BE IT RESOLVED that By-Law No. 1 of the Corporation be amended to incorporate the proposed changes set out in the draft new By-Law No. 1 attached to these minutes.

2. CHANGE OF NAME

A proposal has been put forward to change the legal name of the Corporation to “Food and Beverage Ontario”. The name “Food and Beverage Ontario” has been registered as a business name by the Corporation.

A majority vote of the Board and a 2/3rds vote of the Members is required under the *Corporations Act* to change the name of the Corporation. The Board has already voted in favour of changing the name.

MOTION:*

BE IT RESOLVED that

1. the Corporation be and is hereby authorized to apply for Supplementary Letters Patent to change the legal name of the Corporation from Alliance of Ontario Foods Processors “ to “Food and Beverage Ontario”; and
2. any two directors or officers of the Corporation are authorized to execute any documents necessary to fulfill the above resolution.