

**ANNUAL MEETING FOR FISCAL YEAR 2023**  
**MAY 23, 1:30 pm**  
**Tillsonburg Senior Centre**  
**45 Hardy Avenue**  
**AGENDA**

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1. **Welcome by Administrator Nancy Puhr**
  
2. **Motion to approve the Agenda for the 2023 Annual General Meeting – BY NANCY PUHR**  
**Resolution AGM2023-1**  
Moved by Karen Smith and Seconded by Joanna Leblanc that the agenda of the 2023 Annual General Meeting, be approved as printed.
  
3. **Motion to approve the minutes of the last Annual General Meeting (Pg . 3-5) – BY TERRY FLEMING**  
**Resolution AGM2023-2**  
Moved by Dorothy Hrischenko and Seconded by Susan Charby that the minutes of the 2022 Annual General Meeting and the minutes of the meeting to elect officers, be approved as printed.
  
4. **Introduction of the 2023 Board of Directors – By Nancy Puhr**  
**Terry Fleming, President**  
**Carlton Ross, Treasurer**  
**Susan Charby, Secretary**  
**Karen Smith, Director**  
**Helen Thompson, Director**  
**Karen Reid, Director**  
**Joanna LeBlanc, Director**  
**Dorothy Hrischenko, Director**  
**Linda McGaughey, Director**
  
5. **Mayor Deb Gilvesy to bring greetings from the Town of Tillsonburg**
  
6. **2023 Auditor’s Report— PRESENTED BY DIANNE LATTA — Thompson Goossens Accountants LLP (separate cover)**  
**A) Motion to approve Auditor’s Report – BY CARLTON ROSS**  
**Resolution AGM2023-3**  
Moved by Carlton Ross and Seconded by Linda McGaughey that the 2023 Auditor’s Report, as presented by Dianne Latta of Thompson-Goossen Accountants LLP, be approved.
  
7. **Treasurer's Report (Pg. 6) - Motion to approve – BY CARLTON ROSS**  
**A) Motion to approve Treasurer’s Report**  
**Resolution AGM2023-4**  
Moved by Carlton Ross and Seconded by Dorothy Hrischenko that the 2023 Treasurer’s Report be approved as presented.
  
8. **REPORTS**
  - A) **President’s Report— BY TERRY FLEMING (Pg. 7)**
  - B) **Administrator’s Report – BY NANCY PUHR (Pg. 8)**
  - C) **Programmer’s Report – BY VICTORIA RODE (Pg. 9)**

**Resolution AGM2023-5 – BY NANCY PUHR**

Moved by Helen Thompson and Seconded by Susan Charby that the reports in Section 8 be approved as printed.

**9. New Business:**

**A) Election/Re-election of Board Members**

**Board members standing for re-election: Terry Fleming (2 yr. term), Helen Thompson (3 yr. term), Carlton Ross (1 yr. term), Karen Smith (1 yr. term), Susan Charby (1 yr. term)**

**Introduction of new director, Joan Skelton**

**Introduction of new director, Crystal Getty**

**Resolution AGM2023-6 – BY NANCY PUHR**

Whereas Senior Centre bylaws permit a minimum of 7 and a maximum of 11 directors, be it therefore moved by Linda McGaughey and seconded by Dorothy Hrischenko that Helen Thompson, Joan Skelton and Crystal Getty be appointed as Directors for a three-year term, that Terry Fleming be re-elected for a 2-year term, and that Susan Charby, Karen Smith and Carlton Ross be re-elected for a one-year term.

**B) Review of ONCA-Compliant Bylaws**

**i) Report on the process by Nancy Puhr (Pg. 12)**

**ii) Discussion and questions from the members**

**Resolution AGM2023-6 – BY NANCY PUHR**

Moved by Karen Smith and Seconded by Linda McGaughey that whereas the Senior Centre is obliged to bring its bylaws into compliance with the Ontario Non-profit Corporation Act (ONCA) by October 24, 2024, and whereas the new, compliant bylaws drafted by the Board of Directors have been duly reviewed and amended by James Morgan, Barrister, and a period of review provided for members of the Tillsonburg Senior Centre membership, be it resolved that the Draft Bylaws as presented to the voting members of the Tillsonburg Senior Centre be approved and adopted, and that these bylaws rescind and replace any and all previous governance bylaws in use at the Tillsonburg Senior Centre.

**B) Review of Revised and Amended Letters Patent**

**Resolution AGM2023-7 – BY NANCY PUHR**

Moved by Helen Thompson and Seconded by Dorothy Hrischenko that the Tillsonburg Senior Centre's Articles of Incorporation have been reviewed and amended in order to make them congruent with the ONCA-compliant bylaws, and whereas amendments to the Articles of Incorporation have been duly reviewed and amended by James Morgan, Barrister, and a period of review has been provided to the membership of the Senior Centre, be it therefore resolved that the amended Articles of Incorporation as presented to the voting members of the Tillsonburg Senior Centre be approved and adopted, and that these revisions be submitted to the Canada Revenue Agency for approval.

**C) Motion re: Hiring of an Auditor**

**Resolution AGM2023-8**

Moved by Helen Thompson and seconded by Linda McGaughey that the Board of the Tillsonburg Senior Centre be authorized to hire Thompson-Goossens Accountants as auditor for fiscal year 2024, at a cost of \$7,500 plus any applicable taxes and fees.

**D) Motion re: 2024 Insurance Premiums – BY CARLTON ROSS**

**Resolution AGM2023-9**

Moved by Carlton Ross and Seconded by Susan Charby that the Administrator be authorized to pay the 2025 Insurance Premiums as determined by Intact Insurance.

**10. Questions from the floor – NANCY PUHR TO READ ANY SUBMITTED QUESTIONS**

**11. Correspondence – NIL**

**12. Motion for Adjournment – BY NANCY PUHR**

**Resolution AGM2023-10** Moved by Susan Charby and seconded by Karen Smith that the 2023 Annual General meeting of the Tillsonburg Senior Centre be adjourned, and the Board retire to the Boardroom to choose the officers for '24-'25.

**MINUTES OF THE 2022 GENERAL MEETING  
TILLSONBURG SENIOR CENTRE  
THURSDAY, MAY 25, 2023**

**PRESENT:**

Terry Fleming, President, Diane Cote, Vice-President, Carlton Ross, Treasurer, Susan Charby, Secretary, Karen Smith, Director, Joanna Leblanc, Nancy Puhr, Administrator

**REGRETS;**

Karen Reid, Director, Helen Thompson, Director.

Nancy Puhr, Administrator called the meeting to order at 1:30 pm and welcomed those in attendance.

Motion to approve the Agenda for the 2022 Annual General Meeting – by Nancy Puhr

Resolution AGM2022-1

Moved by Carlton Ross and Seconded by Diane Cote that the agenda of the 2022 Annual General Meeting, be approved as printed. CARRIED.

Administrator Nancy Puhr asked Terry Fleming to read the next motion.

The minutes of the last AGM reviewed by all in attendance. Seeing no corrections or addition,

Resolution AGM2022-2

Moved by Diane Cote and Seconded by Susan Charby that minutes of the 2021 Annual General Meeting and the minutes of the meeting to elect officers, be approved as printed. CARRIED

Administrator Nancy Puhr thanked Terry and to introduce the 2022 Board.

Introduction of the 2022 Board of Directors by Nancy Puhr

Please stand as I read your name; Karen Smith, who served as president for the first half of the year, and she continues to serve as a Director, Terry Fleming, who took over as our President, Diane Cote, (vice-president), Carlton Ross, Treasurer, Susan Charby, Secretary, and our Directors: Helen Thompson (absent today), Joanna LeBlanc and Karen Reid (absent today). Thank you also to two of our directors who had to withdraw last: John Haldane and Lorraine Gilbert.

Administrator Nancy Puhr introduced Mayor Deb Gilvesy to bring greetings from Town of Tillsonburg.

Mayor Deb Gilvesy congratulated the Board on our AGM and all the people who were in attendance.

She stated that she was glad to be working with the town to make things happen and have new people come into the community to open their doors and move to this town open new business. The town is growing fast and need to work with all parts of the town to move upward together. She thanked the Board for asking her to come today and wished us well in the coming year.

Administrator Nancy Puhr thanked Mayor Deb Gilvesy and introduced Dianne Latta of Thompson Goossens Accountants for the Audited Financials.

Ms. Latta gave her report and cited year over year financial changes attributable to the pressures of Covid. She called for questions or discussion from the floor. There were none.

2022 Auditor's Report---PRESENTED BY DIANNE LATA---Thompson Goossens Accountant LLP (Separate cover) Nancy thanked Dianne Latta for her report and then asked Carlton Ross to make a motion about the audited financials and to continue with his treasurer' report.

ResolutionAGM2022 -3

Moved by Carlton Ross and Seconded by Diane Cote that the 2022 Auditor's Report, as presented by Dianne Latta of Thompson-Goossen Accountants LLP, be approved. CARRIED.

Treasurer's Report (Pg. 6)

Carlton Ross noted that we ended the year with a loss of \$267.24 (prior to any audit adjustments), however the 2000 budget predicted a loss of 20,872. After the audit, this total was adjusted to just over 9,000. The deficit is due to Covid - 19 related shutdown and many unknowns when preparing the budget. In 2022, we implemented a new touch screen system at a cost of \$6,650 which is working well and efficiently. Budget for 2023 is projected at a loss of \$4,368.

Resolution AGM 2022 -4

Moved by Carlton Ross and Seconded by Karen Smith that the 2022 Treasurer's Report be approved as presented. CARRIED.

Administrator Nancy Puhr thanked Carlton Ross for his report and introduced Terry Fleming for the Presidents' Report

#### REPORTS

President's report by Terry Fleming (Pg. 7)

Nancy thanked Terry her report

Administrator's report by Nancy Puhr (Pg. 8)

Programmer's report (Pg. 9)

Resolution AGM2022 -5 By Nancy Puhr

Moved by Diane Cote and Seconded by Susan Charby that the reports be approved as printed.

#### NEW BUSINESS:

Appointment of new Board members: Dorothy Hrishenko, Linda McGaughey and Joanna LeBlanc to the Board.

Nancy called on Dorothy, Linda and Joanna to give a brief introduction of themselves.

Motion to appoint Dorothy Hrishenko, Linda McGaughey and Joanna LeBlanc

Resolution AGM2022 -6

Moved by Diane Cote and Seconded by Karen Smith that, whereas Senior Centre bylaws permit a minimum of 7 and a maximum off 11 Board members, that Dorothy Hrishenko, Linda McGaughey and Joanna LeBlanc be appointed to the Board for a three-year term commencing May 25, 2023 and ending at the date of the Annual General Meeting in 2026.

Nancy Puhr called Carlton Ross to read the motion about the auditor.

Resolution AGM2022 -7

Moved by Carlton Ross and Seconded by Diane Cote that Thompson-Goossen Accountants LLP be hired as the Senior Centre Auditor for the fiscal year ending Dec. 31,2023. CARRIED.

Resolution AGM2022-8

Moved by Carlton Ross and Seconded by Karen Smith that the Administrator be authorized to pay the 2024 Insurance Premiums as determined by Intact Insurance. CARRIED.

Nancy thanked Carlton.

QUESTIONS from the floor. No questions were submitted from the floor.

CORRESPONDENCE – Nil

Resolution AGM2022-9 By Nancy Puhr

Moved by Diane Cote and Seconded by Susan Charby that the 2022 Annual General Meeting of the Tillsonburg Senior Centre be adjourned, AND THE BOARD retire to the Boardroom to choose the executive for 2023-2024.

Everyone was invited to stay for some light refreshments.

**MINUTES OF THE MEETING FOR THE ELECTION OF OFFICERS FOR 2023  
May 25, 2023, immediately following Annual General Meeting**

ATTENDANCE: Terry F. Susan C. Carlton R. Karen S. Diane C., Joanna L. Dorothy H., Linda McGaughey  
Nancy P.

REGRETS...Karen Reid and Helen Thompson

Administrator Nancy Puhr, acting as Chairperson, called the meeting to order.

**APPROVAL OF THE AGENDA FOR THE ELECTION OF OFFICERS**

Resolution EO2023-1

Moved by Susan C. And Seconded by Dorothy H.

**REVIEW OF BOARD MEMBERS AND TERMS**

Terry F., Susan C., Carlton R., Helen T., Diane C., Karen S., and Karen R. Terms all expires in 2024.

Joanna L, Dorothy H., and Linda M., terms expire in 2026

**ELECTION OF OFFICERS (term is one year)**

PRESIDEN/CHAIR ----TERRY FLEMING

VICE-PRESIDENT/VICE-CHAIR---DIANE COTE

SECRETARY---SUSAN CHARBY

TREASURER----CARLTON ROSS

**SIGNING AUTHORITES, FIRST ONTARIO CREDIT UNION**

Resolution EO2023 -2

Moved by Karen S., and Seconded by Dorothy H.

That the following Board be appointed as officers for a one-year term: Terry Fleming, Carlton Ross and Joanna LeBlanc.

CARRIED

Resolution EO2023-3

Moved by Susan C. And Seconded by Terry F.

That John Haldane and Lorraine Gilbert be removed as authorized signers at First Ontario Credit Union, and the following board members be appointed as authorized signers, and the Administrator prepare the necessary paperwork for this change: Terry F., Carlton R., and Joanna L.

**NEW BUSINESS - Nil**

Resolution EO2023 -4

That the meeting to elect officers for the term of 2023-2024 be adjourned at 2:37 pm.

**7. Treasurer's Report, By Carlton Ross**

As noted in the audited financial report as at Dec. 31, 2023 we have an expense over revenue deficiency of \$9,567

The budgeted amount of expense over revenue was \$4,668.11.

We are still recovering from the effects of Covid-19, unfortunately membership has not increased as projected, while still providing quality services and facilities to members. Interest rates were lower rates and salary increases with staff change contributed to the deficit.

As at Dec. 31, 2023, the following was held a First Ontario Credit Union:

Chequing Acct:	\$19,231.14
Savings:	\$10,804.83
Guaranteed Investment Cert.	\$126,425.20
Shares:	\$150.00
Bingo Account:	\$418.00
Total:	\$157,039.77

We are optimistic the future looks great for the Centre.

**Carlton Ross, Treasurer**

**8.A President's Report – By Terry Fleming**

**Welcome to the 2023 Annual General Meeting (AGM) of the Tillsonburg Senior Centre.**

**I would like to thank the members of the Board for their hard work, dedication, and flexibility throughout what has become the busiest year since the pandemic. There have been many changes in the way that we are governed. We now are in line with governmental procedures which are set down by ONCA. Our membership has increased. We have seen the implementation of various new programs, thanks to Program Director Victoria Rode who took over the reins from Natalie. Both her and Administrator Nancy have worked tirelessly to keep the workings of the Centre the well oiled machine that it is. These girls are to be commended for their creativity and resourcefulness in keeping our members informed and engaged. The Centre has updated their logo, brought in a new way to sign in so the office can keep better track of member attendance.**

**I would like to thank the membership for your patience and ongoing support. We have done our utmost in providing maximum value, while still following all government restrictions and Public Health guidelines. Our members have always been our priority in keeping you safe and healthy.**

## **9.B Administrator's Report – By Nancy Puhr, Administrator**

The Senior Centre saw a tremendous amount of change in 2023, as we continued to rebound from the financial and membership-related impacts of the Pandemic.

While we were sad to see Natalie Moretto, our Pandemic Powerhouse Programmer leave to pursue other opportunities, we welcomed Victoria Rode in August of last year, and she has settled in beautifully, evaluating our current programs to determine efficiencies and streamlining, and adding a veritable cornucopia of new activities for our members to enjoy. And enjoy they have; We ended 2023 with a solid 399 members, and that number only continues to grow by the week. The majority of those members – 286 of them to be exact, took advantage of our early-renewal incentive from September to December of last year, which put us on a solid financial footing for 2024.

A large portion of the Board's and my time and effort in 2023 was devoted to drafting the ONCA-compliant bylaws and amendments to our Articles of Incorporation on which you will vote today. ONCA has been discussed since I was hired in 2012, but then was shelved for a number of years before finally being given Royal Assent in late 2021. That started the clock ticking, giving us a period of three years to bring our Bylaws and Articles of Incorporation in line with the legislation.

As you can well imagine, reviewing and revising bylaws and documents that essentially form the backbone of your organization's governance is no mean feat; Thankfully, we had the help of the Older Adult Centres' Association of Ontario (OACAO) and Community Legal Education Ontario to guide us through the process.

Board Chair Terry Fleming and I started the process in 2022 by attending informative step-by-step webinars where we had the ability to ask questions of experts in the field, and to truly get to understand the process. From there, a sub-committee of the Board was formed consisting of Terry, Linda McGaughey and myself, and over the course of several meetings we examined the current bylaws and revised them according to recommendations by Community Legal Education Ontario and based on our current business practices.

In late 2023 we were delighted to have James Morgan, Barrister, review our bylaws and make recommendations which the Board then considered and incorporated, resulting in the document you have before you today.

With the bylaws settled, it was then time to focus on making sure our Articles of Incorporation reflected the bylaws in word and deed. Mr. Morgan once again loaned us his expertise, making several recommendations to best reflect who we are, what we do and how we do business. Suffice to say the amendments to the Articles of Incorporation that you vote on today will result in a much more comprehensive document than that which is currently on file with the government.

Of course, life goes on outside of ONCA, and business continued as usual here in the midst of all these changes being drafted. In 2023 we were pleased to receive funding from the province to purchase a large barbecue, a flat-top grill and an outdoor sun shade, which we used on several occasions and will, no doubt, continue to benefit from in the future.

As always, we were fortunate to have support from many wonderful community groups in 2023; Shelley Langley, representing Tillsonburg Retirement Residence, supported the Centre by providing free ice cream sandwiches at our outdoor barbecue on election day, and United Way Oxford and RBC also supported the Centre, coordinating volunteers to help serve our turkey lunch in December.

In closing I'd like to thank everyone who helped us rebound from the pandemic by volunteering their time or talents, whether it be by assisting at a special event, welcoming new members, or helping out staff. We couldn't do what we do without you!

## 8.C Programmer's Report – By Victoria Rode, Programmer

### 2023 Programming Report

I would like to thank everyone for welcoming me into the centre as the new Program Coordinator. I have enjoyed my time here and getting to know everyone and learning more about the different interests and activities that program participants here have.

I have tried to implement some new programs and activities based on feedback from members. Each month we now have close to 40 different programs and events happening. There has been continued interest in some of the new programs, resulting in Level 1 and Level 2 sessions being offered and existing programs continue to grow as well.

In late 2023, I had the opportunity to learn more about the Links2Wellbeing Social Prescribing program being offered in partnership with the OACAO. I am looking forward to continue growing our membership with the assistance of a program like this. We are able to promote the senior centre to various formal and informal health care providers and older adults can receive social prescriptions to attend programming. There is grant funding to support accessibility barriers including financial and transportation for those that require the assistance. I hope that throughout the upcoming year, we can continue promoting this program and welcome new members into the centre.

Last fall, I also started to some brainstorming around a sponsorship program. So far, we have had one sponsor come on board, Heart to Home Meals. I'm very excited for this partnership and I think some great things will come from this opportunity. Not being from Tillsonburg, I am learning more about local businesses and organizations and I hope to be able to reach out to more potential sponsors in the near future. This additional revenue will assist us with updating program spaces and equipment.

In December, I was able to do some research and learn more about the Men's Shed program. We are in the beginning stages of getting this program up and running with guidance from Men's Shed Ontario and some of the members of the Men's Shed at Southgate Centre in Woodstock. I think this program will be a great addition to the centre with or without an actual woodshop.

One of the struggles we currently face is the lack of space and time for programs. It has been great to see new programs start and continue, but scheduling can often be an obstacle trying to accommodate numbers, equipment, noise levels, and the type of flooring required.

Another obstacle is the cost of instructors. We want to ensure we have quality instructors leading programs including ensuring they have the appropriate training and certification. Many of the new programs started have higher registration fees. We realize this is not ideal and we try our best to keep costs for participants low. Instructor fees have risen and for some of the programming, instructors charge per student and not per hour or class which makes the pricing structure difficult for us to keep low. It has been wonderful to see some of our members instructing program sessions and it may be an option to start looking at a team of volunteer instructors for some new fitness classes.

I did notice the increase of traffic from summer to fall and the attendance makes sense with many travelling and spending more time outdoors in the summer. For the coming summer months, I would like to increase the number of drop-in programs to try and maintain some of the attendance levels without asking participants to pay for full sessions.

It is impossible for us to implement every idea and have a perfect schedule, but I do enjoy hearing feedback and new ideas. Please don't hesitate to reach out and suggest ideas for programs, provide some leads for potential sponsors, or just let us know how you're enjoying the various programs!

## 9.A Review of ONCA-Compliant Bylaw – By Nancy Puhr

### i) Overview of ONCA process

The purpose of ONCA (Ontario Non-Profit Corporations Act), is to modernize how non-profit corporations are created, governed, do business and how they're dissolved. Up until ONCA was given Royal Assent in 2022, non-profit organizations in Ontario were governed under standard corporation legislation which may not have accurately reflected how they operated.

In the Province of Ontario, the transition to ONCA, has been under discussion since 2011. At that time, however, it was shelved until 2021 when the act was finally given Royal Assent, and non-profits in Ontario started the clock ticking toward compliance.

To be clear, compliance with ONCA is not optional. Non-profits could choose to go through the very arduous task of reviewing and revising their bylaws accordingly, or do nothing. However those who choose to do nothing would be assumed to be in compliance with ONCA, and in the event of any kind of dispute, ONCA rules would take precedence.

Becoming compliant with ONCA was really a two-step process; First, the Centre had to revise its bylaws according to what is now allowed in ONCA. For us, this process has taken well over a year, and has been done with guidance and input from experts brought to us by the Older Adult Centres Association of Ontario (OACAO) and Community Legal Education Ontario (CLEO).

The goal of ONCA is, among other things, to make meeting and record-keeping easier for non-profits by allowing the use of in-person, virtual or telephone meetings as required. Given the recent pandemic, I don't need to tell you how important that clause became.

The Province of Ontario provides a **Guide to the Not-for-Profit Corporations Act, 2010** which outlines in detail the features of the new Act. Below are some highlights of the act:

- Makes a new distinction between public benefit corporations and other not-for-profit corporations
- Allows a not-for-profit corporation to provide in its by-laws other means of voting (by mail, telephone or electronic means) in addition to, or in place of, voting by proxies
- Allows a member of a corporation to appoint a proxy holder, but only if the articles or the by-laws of the corporation permit it
- Clarifies that not-for-profit corporations can engage in commercial activities if the activities support the corporation's not-for-profit purposes
- Allows for a simpler process for reviewing the corporation's financial records called a "review engagement," which can take the place of an audit in some circumstances
- Requires a corporation that has two or more classes or groups of members to set this out in the articles (instead of in the by-laws)
- Provides clearer rules for governing the corporation and increasing accountability
- Sets out due diligence and good faith reliance defence for directors
- Provides members with actions they can take if they believe directors are not acting in the best interests of the corporation
- Provides members with greater access to financial records
- Streamlines incorporation as a charitable corporation, which no longer requires Office of the Public Guardian and Trustee (OPGT) approval

We began working on our bylaws in 2022 and, in late 2023, submitted our draft document to Mr. James Morgan for review, amendment and endorsement by the Board.

But amending the bylaws is only part of ONCA compliance; In order for all our legal documents to be congruent, the Articles of Incorporation also needed to be reviewed and revised so that what they say is congruent with ONCA. Prior to

today's meeting, both hard and digital copies of our Letters Patent (aka Articles of Incorporation) were made available to the members for review, along with our proposed amendments. If you took the time to look at the original document and to compare the proposed amendments, you will quickly notice that the amendments are not only far more specific, but also speak much more clearly to who we are, what we do and how we operate.

Our Articles were also reviewed and amended by Mr. Morgan before arriving before you today, for what we hope will be acceptance. If the membership votes to approve these documents today, the last step will be submitting them to the government for approval.