

## **Resolutions Passed Fall Senate, October 24-25, 2017**

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### **FINANCIAL**

1. THAT the Provincial Executive be authorized to dispose of surplus monies in the General Fund from the 2017 fiscal year by allocating any surplus derived from Member Services revenue to the Member Services Fund, and any surplus from Group Insurance revenue to the Health Premium Stabilization Fund.
2. THAT the RTO/ERO Budget for 2018 be approved.

### **PROVINCIAL EXECUTIVE**

3. THAT the actions taken by the Provincial Executive since the Spring 2017 meeting of Senate be ratified.

### **GOVERNANCE – SPECIAL RESOLUTIONS**

#### **4. I EXPORT FROM HOME JURISDICTION**

1. The Directors of the Corporation are authorized to make an application to transfer to another jurisdiction and the form of Application presented to this meeting is approved.
2. Any two (2) Directors or Officers of the Corporation are authorized and directed to do, execute and perform all acts, documents and instruments necessary or desirable to give full force and effect to the foregoing, including, without limitation, the execution and delivery to the Ministry of Government and Consumer Services (“MGCS”) of the Application and all other required documents.
3. The persons executing the Application are authorized and directed to make such technical changes in the Application as may be required by the MGCS, with no recourse to the Board of Directors or Senate to approve or confirm such changes, and any such amendments made by such persons shall be conclusive evidence of the need to make such amendments and are ratified, sanctioned and approved.
4. The Application and all other required documents shall be submitted to the MGCS for processing.

5. **II CONTINUANCE UNDER THE CANADA NOT-FOR-PROFIT CORPORATIONS ACT (the “CNCA”)**

1. The Directors of the Corporation are authorized to make an application continuing the Corporation under the provisions of the CNCA, and the form of Articles presented to this meeting are approved.
2. Any one (1) Officer or Director of the Corporation is authorized and directed to do, execute and perform all acts, documents and instruments necessary or desirable to give full force and effect to the foregoing, including, without limitation, the execution and delivery to Corporations Canada of the Articles and all other required documents.
3. The person executing the Articles is authorized and directed to make such technical changes in the Articles as may be required by Corporations Canada, with no further recourse to the Board of Directors or Senate to approve or confirm such changes, and any such amendments made by such person shall be conclusive evidence of the need to make such amendments and are ratified, sanctioned and approved.
4. The Articles and all other required documents shall be submitted to Corporations Canada for processing.

6. **III CONFIRMATION OF THE PROVINCIAL EXECUTIVE AS INCORPORATION DIRECTORS**

Those individuals elected to the Provincial Executive at this meeting be Incorporating Directors in the application to continue the corporation under the CNCA and hold such positions until the May 2018 Annual Meeting.

7. **IV CONFIRMATION OF BY-LAW NO. 2018-1**

By-Law No. 2018-1, being a By-Law relating generally to the conduct of the business and affairs of the Corporation, is confirmed as a By-Law of the Corporation.

**TRANSITION NOMINATION PROCESS**

8. THAT nominations from the floor be permitted for the Transition Nominating Committee.
9. THAT the nominees to the Transition Nominating Committee be allowed to address Senate.

**AUDIT**

10. THAT the firm of Grant Thornton, LLP, be retained as RTO/ERO auditors for the 2017 fiscal year.

## **GENERAL**

11. THAT David Kendall continue as Chair of the 50<sup>th</sup> Anniversary Ad Hoc Committee.
12. THAT the Rules of Procedure for conducting the 2017 Fall meeting of the RTO/ERO Senate as amended, be approved.
13. THAT the Minutes of the RTO/ERO Ninety-Second meeting of the Senate held on May 16-17, 2017 be approved as amended.
14. THAT the Agenda of the Ninety-Third meeting of Senate held on October 24-25, 2017 be approved as amended.

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