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CAA CLUB GROUP

ANNUAL MEETING OF MEMBERS – May 18, 2023

AGM PACKAGE – INFORMATION MATERIAL

1. [AGM Agenda and Overview](#)
2. [Meeting Minutes for CAA Club Group AGM – May 19, 2022](#)
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**CAA CLUB GROUP
ANNUAL GENERAL MEETING OF MEMBERS**

Thursday, May 18, 2023 - 3:00 p.m. (EDT)

Meeting held by virtual webcast

AGENDA OVERVIEW

- 1.0 CALL TO ORDER**
- 2.0 INTRODUCTIONS OF CAA CLUB GROUP BOARD MEMBERS**
- 3.0 REMARKS BY ETHEL TAYLOR, CHAIR OF THE BOARD**
- 4.0 REMARKS BY JAY WOO, PRESIDENT AND CEO**
- 5.0 REMARKS BY JANET LAFORTUNE, BOARD CHAIR OF CAA NATIONAL**

MOTIONS:

- 1. APPROVE MEETING AGENDA.**
- 2. APPROVE THE MINUTES OF MEETING HELD ON MAY 19, 2022
– [see attached](#)**
- 3. MOVE THE RECEPTION OF THE CONSOLIDATED FINANCIAL
STATEMENTS – [see attached](#)**
- 4. ELECTION/RE-ELECTION OF DIRECTORS – [see attached](#)**
- 5. APPOINTMENT OF AUDITORS – PricewaterhouseCoopers LLP**
- 6. ARTICLES OF AMENDMENT – [see attached](#)**
- 7. TERMINATION OF MEETING**

CAA CLUB GROUP

**MINUTES OF THE
ANNUAL AND GENERAL MEETING OF MEMBERS**

HELD ON THURSDAY, MAY 19, 2022 AT 4:30 P.M.
VIA AUDIO WEBCAST

The Chair of the Board, Ethel Taylor, took the Chair and the Corporate Secretary of the Club, Mary Solimine, acted as Secretary to the meeting.

With the consent of those present, GetQuorum was appointed as Scrutineer.

Chair Taylor introduced the Head Table and the other members of the CAA Club Group (CCG) Board.

The Chair recognized and thanked the representatives in attendance from CAA National, CAA Niagara, CAA North & East Ontario.

The Chair provided her remarks.

The President and CEO then gave an overview of the 2021 operational highlights.

Chair Taylor thanked Mr. Woo and asked Ms. Janet Lafortune, Chair of the Board of CAA National to commence her presentation.

Ms. Lafortune addressed CCG's 119th Annual General Meeting and highlighted the achievements and contributions CCG had made in the past year. Ms. Lafortune thanked President Woo, Chair Taylor, the Board and everyone at CAA Club Group for their contributions.

The Scrutineer was asked to report on the number of Members present online and by proxy.

GetQuorum advised that there were 79 Members present online and 616 present by proxy, for a total of 695 Members.

As a quorum was present, the Chair declared the meeting regularly called and properly constituted for the transaction of business in accordance with the Club's By-laws.

Chair Taylor stated that the Notice of this meeting had been duly given in accordance with the Club's By-law. The agenda for the meeting and AGM package was made available on both the CAASCO and CAA Manitoba websites.

ON MOTION duly made by E. Taylor and seconded by M. Bridge, IT WAS RESOLVED that the meeting agenda be approved.

Carried.

The Chair stated that the Minutes of the last Annual and General Meeting held on May 13, 2021 were posted on the AGM website. With the permission of those present at the meeting, she asked for a Motion that they be taken as read and approved.

ON MOTION duly moved by E. Taylor and seconded by M. Bridge,, IT WAS RESOLVED that the Minutes of the last Annual and General Meeting of Members held on May 13, 2021 be taken as read and approved.

Carried.

Chair Taylor asked for a Motion to receive of the Consolidated Financial Statements for the Club for the year ended December 31, 2021 and the Auditors' report thereon.

ON MOTION duly made by E. Taylor and seconded by M. Bridge,, IT WAS RESOLVED that the Consolidated Financial Statements of CAA Club Group for the year ended December 31, 2021 and the Auditors' report thereon be received.

Carried.

The Chair declared that the meeting will proceed to the next item, namely to confirm with or without variation, By-law Number 1-2022, passed by the Directors amending text of By-law 1-2020. A copy was attached to the online Proxy Form and was posted on the Members' AGM websites.

Chair Taylor asked for a Motion confirming By-law Number 1-2022

ON MOTION duly made by E. Taylor and seconded by M. Bridge IT WAS RESOLVED that General By-law Number 1-2022 be approved as presented.

Carried.

Ms. Bridge presented the next item, the election of directors. Pursuant to By-law Number 1, the Directors are to be elected from individuals nominated by the Board and by any Member who files a written nomination with the Secretary not less than 60 days prior to the meeting. Directors are elected for a term of three years each. In accordance with the By-law, a slate of nominees selected from among Club Members, all of whom maintain a residential address within the territory served by the Club, was submitted by the Board of Directors on the nomination of the Governance and Nominating Committee.

No other Directors were nominated preceding the date of the meeting.

Details of the five nominees were included online on the Members' website. A motion was made for a Member to nominate the five nominees.

A list of the following Members were nominated as Directors, to hold office for a term of three years each from the date hereof, or until such time as no longer eligible for re-election, or until they retire or until their successors are duly elected or appointed, whichever first occurs.

ON MOTION duly made by M. Bridge and seconded by J. Lafortune, IT WAS RESOLVED the following Members to hold office for a term of three years each from the date hereof, or until such time as no longer eligible for re-election, or until they retire or until their successors are duly elected or appointed, whichever first occurs:

- Reta Coburn
- Jean Desgagné
- Sheila Kingston
- Heather Reichert
- Ethel Taylor
- Quentin Broad

Carried.

The Chair declared the nominations closed and authorized and directed the Corporate Secretary to record the election of the above noted as directors.

Chair Taylor requested a member to move the appointment of Auditors for the Club.

ON MOTION duly made by E. Taylor and seconded by M. Bridge, IT WAS RESOLVED that PricewaterhouseCoopers LLP, be appointed auditors of the corporation until the next Annual Meeting of Members, or until their successors are appointed, and that their remuneration as such be fixed by the Board of Directors.

Carried.

The Chair asked if there were any further items to come before the meeting. There being none, she asked for a Motion to terminate the meeting.

ON MOTION duly made E. Taylor and seconded by M. Bridge, IT WAS RESOLVED that the meeting terminate.

Chair

Corporate Secretary

APPROVED:

CAA Club Group

Consolidated Financial Statements
December 31, 2022

*Selected Financial Information only.
Audited Consolidated Financial Statements are available upon request.*

CAA Club Group

Consolidated Statement of Financial Position

As at December 31

(in thousands of dollars)

	2022	2021
Assets		
Cash and cash equivalents	\$ 265,668	\$ 352,239
Instalment premiums	372,681	308,063
Accounts receivable	132,133	93,374
Income taxes recoverable	29,249	5,624
Prepaid expenses and deposits	20,452	20,182
Deferred policy and membership acquisition expenses (note 7)	221,714	164,423
Ceded unearned premiums (note 4)	153,801	112,953
Deferred claims fees	2,708	1,739
Investments (note 5)	1,381,781	1,255,875
Reinsurers' share of provision for unpaid claims and adjustment expenses (note 9)	296,925	187,955
Deferred income tax assets (note 18)	53,089	55,572
Investments in joint arrangements and associates (note 10)	4,105	7,098
Property and equipment (note 11)	51,434	52,672
Right-of-use assets (note 12)	8,971	11,977
Intangible assets (note 13)	113,044	103,488
Other assets	2,084	1,698
Other financial assets (note 20)	1,182	-
Goodwill (note 14)	29,753	29,753
Total assets	<u>\$ 3,140,774</u>	<u>\$ 2,764,685</u>
Liabilities		
Accounts payable and accrued liabilities	\$ 252,606	\$ 216,149
Income taxes payable	210	2,899
Future dated premiums	17,199	9,237
Unearned premiums (note 4)	858,468	710,756
Unearned commissions	39,984	26,108
Contract liabilities (note 19)	130,667	126,283
Lease liabilities (note 12)	9,547	12,739
Borrowings (note 20)	34,300	40,100
Other financial liabilities (note 20)	-	527
Provision for unpaid claims and adjustment expenses (note 9)	1,114,779	889,056
Deferred income tax liabilities (note 18)	6,275	8,318
Employee defined benefit liabilities, net (note 8)	6,621	21,558
Retirement benefits, other than pension (note 8)	9,922	13,735
Total liabilities	<u>2,480,578</u>	<u>2,077,465</u>
Surplus		
Surplus before accumulated other comprehensive income	630,109	675,472
Accumulated other comprehensive loss (AOCI) (note 6)	(3,801)	(23,771)
Surplus attributable to members of CAA (note 15)	626,308	651,701
Non-controlling interest (NCI)	33,888	35,519
Total surplus	<u>660,196</u>	<u>687,220</u>
Total liabilities and surplus	<u>\$ 3,140,774</u>	<u>\$ 2,764,685</u>

CAA Club Group

Consolidated Statement of Income (Loss)

For the year ended December 31

(in thousands of dollars)

	2022	2021
Revenues		
Revenue from contracts with customers (note 19)	\$ 273,217	\$ 248,273
Gross premiums written	1,682,010	1,344,421
Premiums ceded to reinsurers	(385,725)	(275,572)
Net premiums written	1,296,285	1,068,849
Change in net unearned premiums	(106,864)	(54,679)
Net premiums earned	1,189,421	1,014,170
Investment (loss) income (note 5)	(55,382)	48,016
Service charges and other income	20,965	15,902
Total revenues	1,428,221	1,326,361
Expenses		
Member services	177,364	147,495
Advertising and promotion	31,243	25,790
Administration	47,920	40,373
Claims expenses, commissions, and other	1,414,840	1,084,755
Claims expenses recovered from reinsurers	(249,337)	(140,868)
Net claims incurred and other expenses	1,165,503	943,887
Retail centres	69,747	51,431
Finance costs	534	660
Other expenses	47	1,294
Total expenses (note 17)	1,492,358	1,210,930
Operating (loss) profit	(64,137)	115,431
(Loss) income from equity investments in joint arrangements and associates (note 10)	(2,748)	872
Net (loss) income before income taxes	(66,885)	116,303
Income taxes (note 18)		
Current	(14,723)	19,942
Deferred	(4,744)	(2,150)
Total income tax (recovery) expense	(19,467)	17,792
Net (loss) income for the year	(47,418)	98,511
Less: net (loss) income attributable to NCI	(2,055)	5,898
Net (loss) income attributable to members of CAA	\$ (45,363)	\$ 92,613

CAA Club Group

Consolidated Statement of Comprehensive Income (Loss)

For the year ended December 31

(in thousands of dollars)

	<u>2022</u>	<u>2021</u>
Net (loss) income attributable to members of CAA	\$ (45,363)	\$ 92,613
Other comprehensive income (OCI)		
Items that may be reclassified subsequently to net income:		
Change in net unrealized gain on interest rate swap	1,708	2,629
Items that will not be reclassified subsequently to net income:		
Remeasurement gain on employee defined benefit and post-retirement benefit plans, net of tax expense of \$5,184 (2021 - \$4,275)	<u>18,686</u>	<u>24,352</u>
Total OCI for the year	20,394	26,981
Less: other comprehensive income (loss) attributable to NCI	<u>424</u>	<u>(544)</u>
Total OCI attributable to members of CAA	19,970	27,525
Comprehensive (loss) income attributable to members of CAA	<u>\$ (25,393)</u>	<u>\$ 120,138</u>

CAA Club Group

Consolidated Statement of Surplus (Deficit)

For the year ended December 31

(in thousands of dollars)

	Surplus before AOCI attributable to members of CAA	AOCI attributable to members of CAA	Surplus attributable to members of CAA	NCI	Total surplus
Balance as at January 1, 2022	\$ 675,472	\$ (23,771)	\$ 651,701	\$ 35,519	\$ 687,220
Net loss	(45,363)	-	(45,363)	(2,055)	(47,418)
OCI	-	19,970	19,970	424	20,394
Total comprehensive (loss) income for the year	(45,363)	19,970	(25,393)	(1,631)	(27,024)
Balance as at December 31, 2022	\$ 630,109	\$ (3,801)	\$ 626,308	\$ 33,888	\$ 660,196
Balance as at January 1, 2021	\$ 582,859	\$ (51,296)	\$ 531,563	\$ 30,165	\$ 561,728
Net income	92,613	-	92,613	5,898	98,511
OCI	-	27,525	27,525	(544)	26,981
Total comprehensive income for the year	92,613	27,525	120,138	5,354	125,492
Balance as at December 31, 2021	\$ 675,472	\$ (23,771)	\$ 651,701	\$ 35,519	\$ 687,220

CAA Club Group

Consolidated Statement of Cash Flows

For the year ended December 31

(in thousands of dollars)

	2022	2021
Cash provided by (used in)		
Operating activities		
Net (loss) income attributable to members of CAA	\$ (45,363)	\$ 92,613
Adjustments for:		
Amortization of property and equipment and intangible assets	24,701	21,841
Amortization of right-of-use assets	3,013	3,739
Finance costs	534	660
Income tax (recovery) expense	(14,723)	19,942
Deferred income tax recovery	(4,744)	(2,150)
Loss (gain) on sale of investments	6,017	(3,952)
Fair value loss on investments	88,173	4,618
Changes in employee defined benefit liabilities, net	1,463	4,439
Changes in retirement benefits, other than pension	425	424
Loss on sale of property, equipment and intangible assets, net	1,586	-
Loss on disposition of leases	139	-
Equity loss (income) from investments in joint arrangements and associates	2,748	(872)
NCI	(2,055)	5,898
Changes in non-cash working capital items (note 16)	127,321	232,320
	<u>189,235</u>	<u>379,520</u>
Income taxes paid, net	(12,085)	(36,347)
Cash provided by operating activities	<u>177,150</u>	<u>343,173</u>
Investing activities		
Purchase of investments	(671,937)	(803,883)
Proceeds from sale of investments	451,841	520,965
Dividends received	245	-
Purchase of property and equipment and intangible assets, net	(34,198)	(27,233)
Cash used in investing activities	<u>(254,049)</u>	<u>(310,151)</u>
Financing activities		
Repayment of borrowings	(5,800)	(17,900)
Payment of lease liabilities	(3,872)	(4,259)
Cash used in financing activities	<u>(9,672)</u>	<u>(22,159)</u>
(Decrease) increase in cash and cash equivalents during the year	<u>(86,571)</u>	<u>10,863</u>
Cash and cash equivalents - beginning of year	<u>352,239</u>	<u>341,376</u>
Cash and cash equivalents - end of year	<u>265,668</u>	<u>352,239</u>
Cash and cash equivalents comprise		
Cash	208,712	268,702
Short-term deposits	56,956	83,537
	<u>\$ 265,668</u>	<u>\$ 352,239</u>
Supplementary information		
Interest paid	<u>\$ 1,760</u>	<u>\$ 2,413</u>

CAA CLUB GROUP

ELECTION/RE-ELECTION OF DIRECTORS

BIOGRAPHIES OF THE FIVE DIRECTORS UP FOR ELECTION/RE-ELECTION ARE PROVIDED HERE:

Rehana Doobay



Rehana Doobay is a senior Human Resources leader with over 20 years' experience in corporate HR roles. Her leadership of Human Resources departments at Baxter Corporation, Shoppers Drug Mart and American Express has contributed to her breadth of experience. Her business expertise spans Financial Services Healthcare, Information Technology, Retail and Sales. Rehana has worked in global organizations embracing the benefits of a diverse workforce; her broad experience enables her to bring a wide knowledge base to business issues.

Her ability to partner with senior leaders in building team effectiveness, corporate culture and promoting a talent mindset are key assets in supporting her business colleagues. Her international experience enhances her ability to view challenges from multiple perspectives. She is driven by her passion to help organizations and individuals achieve their goals.

Outside of work, Rehana enjoys community involvement. She serves as Chair on the Board of Yellow Brick House and was former Board Chair at 360Kids. She has been an active community volunteer through a variety of non-profit organizations and events. Rehana holds a Bachelor degree from the University of West Glamorgan and a Graduate Certificate in Executive Coaching from Royal Roads University. She has pursued excellence in HR and leadership through the CHRP designation, programs at the Michigan University and the Rotman School of Business.

Currently, Rehana serves as Chair of the Human Resources Committee and is a member of the Governance and Nominating Committee of CAA Club Group and CAA Insurance Company's Board of Directors.

William (Bill) Furlong, MBA, ICD.D



Bill Furlong is a senior financial services Executive and Regulator with 30+ years of experience, leadership and achievement in Canadian and International Capital Markets. Since April 2022 Bill has been an Adjudicator with the newly formed Capital Markets Tribunal which is assigned the power to conduct hearings and make decisions under Ontario securities law. He was a part-time Member of the Ontario Securities Commission from 2015 to 2019, and for part of that time chaired the Commission's Audit and Finance Committee.

From 1994 to 2012 Bill held senior global leadership roles at TD Securities including Global Head of Asset Securitization, Global Head of Middle Office (UK) and Global Head, Trading Business Management. Bill retired from TD Securities in 2012 as Vice Chair.

Since 2013 Bill has been an Executive-in-Residence at the Ian O. Ihnatowycz Institute for Leadership at Ivey Business School, writing, presenting and lecturing on Leader Character to students and business leaders from across North America and the U.K. He is co-founder of the podcast Question of Character (Question of Character) and has co-authored thought-leading essays on character, conduct, culture and organizational purpose.

From 2013 to 2022, Bill was a member of the Board of Directors of Eva's Initiatives, an award-winning charity operating in Toronto providing services to homeless and at-risk youth.

Currently, Bill serves as the Chair of the Investment Committee for CAA Club Group and CAA Insurance Company. He is a member of the Audit and Risk Committee, the Conduct Review Committee and the Governance and Nominating Committee of CAA Club Group and CAA Insurance Company's Board of Directors. He is a director on the Board and Committees of Echelon Insurance and also sits on the Board of Orion Travel Insurance Company.

Christina Litz



Christina Litz is the Chief Brand & Commercial Officer for True North Sports + Entertainment (TNSE). TNSE owns and operates Canada Life Centre, the Winnipeg Jets (NHL), the Manitoba Moose (AHL), the hockey for all centre and the Burton Cummings Theatre. Christina leads strategy and operations for the Marketing, Partnerships & Premium, Ticketing, Content & Communication departments at TNSE.

Christina has a long history in marketing, digital and strategy leadership roles at some of Canada's leading sports and entertainment companies.

In sports, she was Vice President, Business Development & Revenue at Woodbine Entertainment Group, Canada's largest operator of professional horseracing in Canada and a multi-dimensional entertainment business. Prior to this she was Chief Marketing, Digital & Strategy Officer at the Canadian Football League.

On the entertainment side, Christina was VP, Digital Content & Engagement for Corus Entertainment and led all digital and social media operations for Corus' tv brands. Prior to Corus, Christina was at Rogers Media, where she led their digital pureplay business including iVillage.ca, Sweetspot and Branchez-Vous.

A lawyer, Christina first stepped into the multi-platform media world while doing Business Affairs at CHUM Radio & Television and later CTV where she supported the launch of MuchMusic's digital video player and negotiated CTV's first iTunes deal. Following CTV, she led business development efforts for the TELUS Content team, helping secure and distribute content through all TELUS' platforms.

Christina is a graduate of the University of Manitoba's Faculty of Law and briefly practiced law at Torys.

George McClean, MBA, CPA, CMA, Juris Doctor, Hons BA, ICD.D



George McClean was President of National Tire Distributors for six years, culminating in the successful sale of the business. Prior to that role, for ten years George was with WW Grainger as Global Chief Ethics and Compliance Officer and Grainger Canada as Vice President and General Manager and Chief Legal Officer. Earlier in his career, he worked for General Motors for ten years in Canada and Australia as Corporate Counsel and Director of Fleet and Commercial Sales. George started his career with the law firm of Osler, Hoskin and Harcourt.

George has been very active on boards and in the community, with the Canadian Red Cross and the United Way, as Chair Workplace Safety and Prevention Services, and on the Board of Kids Help Phone, OnStar, National Tire Distributors, Walker Industries and Gestion Master.

George was named Top 40 under 40 and was honoured with the CMA Creative Leadership Award, the Red Cross Humanity Award, and Canada's Safest Employer CEO of the Year Excellence Award in 2021 and 2022.

George graduated with an Honours Bachelor of Arts degree from the University of Western Ontario, a Juris Doctor degree from Osgoode Hall Law School, and an MBA from the Schulich School of Business. He is a lawyer and member of the bar in Ontario, is a Chartered Public Accountant, and holds the ICD.D designation with the Institute of Corporate Directors.

Brenda Rideout



Brenda Rideout is a corporate director and past senior executive with extensive experience in digital technologies, customer experience, strategy and marketing.

Most recently she served as President and CEO of Tangerine Bank of Canada (formerly ING Direct). During her tenure with ING Group she held the Chief Information Officer (CIO), Chief Marketing Officer (CMO), and Chief Operations Officer (COO) positions.

In 2018, Brenda was named one of Canada's Top 100 Most Powerful Women. In 2008, she was the recipient of the CIO of the Year award from Deloitte/CATA and in 2007 she was awarded the Most Innovative CIO award from Bank Systems and Technology magazine.

Brenda has over 30 years Canadian and Global experience. During her tenure she has held permanent management positions in banking, insurance and retail sectors, as well as having worked as a Director for a prestigious IT Consulting firm. She has in depth knowledge in the areas of digital technologies, customer experience, leadership, operations, governance and risk management.

Brenda completed a Computer Sciences program with honours at Seneca as well as an Executive Management Program at Queens University, and holds a Masters Certificate in Innovation from the Schulich School of Business. Brenda completed Strategy: Building and Sustaining Competitive Advantage from the Harvard Business School and attended the Executive Leadership program at Fuqua School of Business (Duke University). In addition, she completed a Director Education Program with the Canadian Board Diversity Council.

She held the Chair position for the Tangerine Investment Boards (TIMI/TIFL). In addition, she was a Director on the Tangerine Bank of Canada Board, the Association of Innovation Professionals and Magnet. Brenda has also been a member of a number of Advisory Boards including the Canadian Revenue Agency, Oracle, HP Computer Associates and Dell. In addition, Brenda led and chaired the Women in Leadership Council at Tangerine/ING Direct.

Currently, Brenda is Vice-Chair of the Governance and Nominating Committee, and is a member of the Government and Community Relations Committee; Human Resources Committee and the Audit and Risk Committee of CAA Club Group and CAA Insurance Company's Board of Directors.

CAA CLUB GROUP

ARTICLES OF AMENDMENT – SUMMARY OF CHANGES

(FORM OF ARTICLES OF AMENDMENT FOLLOWS ON PAGE 3)

BACKGROUND:

The *Not-for-Profit Corporations Act, 2010* (Ontario) (the "Act") came into force on October 19, 2021 and replaced the *Corporations Act* (Ontario) in governing corporations without share capital.

It is in the best interests of the Corporation to amend its Letters Patent to bring them into conformity with the Act and update the purposes by filing articles of amendment in the form presented to the Members (the "Articles of Amendment").

The directors of the Corporation approved the Articles of Amendment on February 24, 2023, subject to approval by special resolution of the members.

CHANGES BEING PROPOSED:

The following changes to the Letters Patent are being proposed:

1. NUMBER OF DIRECTORS

The corporation shall have a Minimum of 9 and maximum of 17 Directors. The exact number of directors for any time shall be set out/fixed in the By-laws of the corporation.

2. PURPOSES:

The purposes of the corporation shall be:

(a) To encourage and advocate for safe driving and cycling practices and conditions for members of the corporation and road users generally, including pedestrians and public transportation users;

(b) To represent the voice of members of the corporation on topics including road safety, new vehicle technologies, the environment, mobility, and consumer rights;

(c) To provide members of the corporation with emergency roadside assistance in coordination with affiliated motor clubs within North America and internationally;

(d) To invest in companies and develop strategic alliances that offer additional relevant benefits to members of the corporation, such as travel services, discounts, rewards and insurance savings;

(e) To provide members of the corporation and communities within Ontario and Manitoba with educational information related to mobility, vehicle maintenance, safety and security while traveling;

(f) To support the objectives of the Canadian Automobile Association and affiliated international automobile clubs;

(g) To assist and cooperate with individuals, organized bodies, community groups and governmental agencies who are actively engaged in promoting purposes that are similar to the purposes of the corporation; and

such other complementary purposes not inconsistent with these purposes.

3. SPECIAL PROVISIONS:

(a) 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.

(b) The meetings of members of the corporation may be held in the Province of Ontario or the Province of Manitoba.

(c) Upon the dissolution of the corporation and after payment of all debts and liabilities, the remaining property and assets of the corporation shall be distributed to one or more organizations whose purposes are beneficial to the community as selected by the directors and consistent with the purposes of the corporation. The directors shall make reasonable efforts to ensure that the organizations that receive the remaining property and assets of the corporation are selected from each of the territories of the corporation and that the property and assets distributed to those organizations are proportionate to the membership base in such territories of the corporation.

(FORM OF ARTICLES OF AMENDMENT FOLLOWS ON NEXT PAGE)

MOTION BEING PUT FORWARD TO THE MEMBERS:

MOTION that the Articles of Amendment are hereby approved, and any two officers of the Corporation are authorized to file the Articles of Amendment (in substantially the form presented) with the Ontario Ministry of Public and Business Service Delivery.

For questions or more information to complete this form, please refer to the instruction page.

Fields marked with an asterisk (*) are mandatory.

1. Corporation Information

Corporation Name *

Ontario Corporation Number (OCN) *
1960129

Company Key *

Official Email Address *

2. Contact Information

Please provide the following information for the person we should contact regarding this filing. This person will receive official documents or notices and correspondence related to this filing. By proceeding with this filing, you are confirming that you have been duly authorized to do so.

First Name *

Middle Name

Last Name *

Telephone Country Code

Extension

3. Corporation Name

Complete this section only if you are changing the corporation name

The corporation will have:

an English name (example: "Green Institute Inc.")

a French name (example: "Institut Green Inc.")

a combination of English and French name (example: "Institut Green Institute Inc.")

an English and French name that are equivalent but used separately (example: "Green Institute Inc./Institut Green Inc.")

4. Number of Directors (if applicable)

Complete this section only if you are changing the number of directors

A minimum of three directors are required. Please specify the number of directors for your Corporation

Fixed Number

Minimum/Maximum

Minimum Number of Directors *

9

Maximum Number of Directors *

17

5. Purposes and Provisions (if applicable) (Maximum limit is 100,000 characters per text box)

Complete this section only if you are amending the Purposes and Provisions

Is the corporation a charity or does it intend to operate as a charity? Yes No

Yes No

Description of Changes to Purposes

Please describe any amendments to the corporation's purposes in the area below (please be specific):

Enter the Text

Delete the current objects of the corporation as set out in section 4 of the Amalgamation Agreement dated August 3, 2016 attached to the Letters Patent of Amalgamation dated October 1, 2016 on page 2c in their entirety and replace them with the following purposes:

- (a) To encourage and advocate for safe driving and cycling practices and conditions for members of the corporation and road users generally, including pedestrians and public transportation users;
- (b) To represent the voice of members of the corporation on topics including road safety, new vehicle technologies, the environment, mobility, and consumer rights;
- (c) To provide members of the corporation with emergency roadside assistance in coordination with affiliated motor clubs within North America and internationally;
- (d) To invest in companies and develop strategic alliances that offer additional relevant benefits to members of the corporation, such as travel services, discounts, rewards and insurance savings;
- (e) To provide members of the corporation and communities within Ontario and Manitoba with educational information related to mobility, vehicle maintenance, safety and security while traveling;
- (f) To support the objectives of the Canadian Automobile Association and affiliated international automobile clubs;
- (g) To assist and cooperate with individuals, organized bodies, community groups and governmental agencies who are actively engaged in promoting purposes that are similar to the purposes of the corporation; and such other complementary purposes not inconsistent with these purposes.

Description of Changes to Special Provisions

Please describe any amendments to the corporation's special provisions in the area below (please be specific):

Enter the Text

Delete the current provisions of the corporation set out in the Letters Patent of Amalgamation dated October 1, 2016 and in the Amalgamation Agreement dated August 3, 2016 attached at section 6 to the Letters Patent of Amalgamation in their entirety and replace them with the following:

- a. 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.
- b. The meetings of members of the corporation may be held in the Province of Ontario or the Province of Manitoba.
- c. Upon the dissolution of the corporation and after payment of all debts and liabilities, the remaining property and assets of the corporation shall be distributed to one or more organizations whose purposes are beneficial to the community as selected by the directors and consistent with the purposes of the corporation. The directors shall make reasonable efforts to ensure that the organizations that receive the remaining property and assets of the corporation are selected from each of the territories of the corporation and that the property and assets distributed to those organizations are proportionate to the membership base in such territories of the corporation.

6. Members Authorization and Effective Date

The resolution authorizing the amendment was approved by the members of the corporation on *

Requested Date for Amendment *

Authorization

* I,

confirm that:

- This amendment has been duly authorized as required by section 103 of the *Not-For-Profit Corporations Act, 2010*.
- This form has been signed by all the required persons.

Caution:

The Act sets out penalties, including fines, for submitting false or misleading information.

Required Signatures

Name	Position	Signature

Save Form

Print Form

Clear Form