

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
Name	Position	Signature

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