

Resolution Agreement

**In the matter concerning a request for a
list of the Society's members in
accordance with section 307 (1) of the
*Corporations Act, R.S.O. 1990, c. C-38***

2008

Between:

John Dunn and The Children's Aid Society of Ottawa

Resolution Agreement
between
John Dunn
and
The Children's Aid Society of Ottawa

PREAMBLE:

Due to the fact that the charges against Barbara MacKinnon and the Society can not be reinstated once they have been dropped, it is important that the resolution be executed in the following order.

1. The Children's Aid Society of Ottawa will make available to Yvonne Goebel, (neutral party) preprinted, alphabetically sorted by last name, adhesive labels or envelopes displaying the residential address of each individual member, including each individual member of the Board of Directors as they are also members, and the mailing address of each corporate member of the Children's Aid Society of Ottawa.¹
2. The Children's Aid Society of Ottawa will enclose a cover sheet indicating the following items which will be signed as being true by any member of the Board of Directors:
 - (a) the total number of Society members at the time the list is made available to Yvonne Goebel in 2008
 - (b) the total number of Society members in 2005, 2006 and 2007
3. Yvonne Goebel will, upon receiving the items listed in steps 1 and 2, notify John Dunn via email of their receipt and will share the contents of the cover sheet with John Dunn
4. John Dunn will analyse the number of members from year-to-year as provided in 2. (b) and where there does not appear to be an abnormal reduction in the number of members in 2008, will write the letter of advocacy to the members of the Children's Aid Society of Ottawa which will contain a response form requisitioning the Board of Directors of the Children's Aid Society of Ottawa to call a meeting of the members for the purpose of dealing with the matter contained within the requisition forms. The response form will contain a deadline date of _____, and will be sent by John Dunn to to Yvonne Goebel for distribution to the membership.
5. Since the Corporations Act requires that 10% of the membership are required to requisition the Society's Board, it is necessary to ensure the number of responses in favour of calling the meeting are counted by a neutral third party and relayed to John Dunn without revealing the return addresses of the members who do respond, therefore the Society undertakes to allow the response forms to be mailed to a return address of Yvonne Goebel's choice, by the deadline date of _____, as indicated on the response forms, where Yvonne Goebel will record the totals and transmit them to John Dunn, and will then forward the response forms (requisitions) to the Society following the deadline date.

¹ Section 307 (1) of the Act requires the list be alphabetically sorted. This can ensure that certain members if asked to be verified by the requester prior to distribution are on the list. If the mailing addresses of any of the members have been altered to display the address of the Children's Aid Society of Ottawa (1602 Telesat Court) the agreement will not be signed. This requirement has been put in place due to other Societies practice of listing the addresses of their members as that of their respective Society in place of their residential address, and this practice, if duplicated by the Ottawa Children's Aid Society would in this case cast a strong shadow of doubt over the good faith dealings of the Society in this particular circumstance

6. If ten percent (10 %) of the Society's members have requisitioned the Board to call a meeting for the purpose of discussing the matter contained within the requisitions, the Society undertakes to send a notice to all of the members calling a meeting for that purpose within a reasonable amount of time as agreed upon between the Society, Yvonne Goebel, and John Dunn.
7. The Society undertakes to send an exact copy of the notice to Yvonne Goebel and to John Dunn.
8. The Society undertakes to act in good faith at all times and at all meetings in relation to this matter until the matter has been voted upon and recorded in the minutes of the Society.
9. John Dunn, immediately upon signing this resolution agreement, undertakes to request from Yvonne Goebel that she Stay the charges only to be reinstated at the Crown's discretion, if convinced based on evidence submitted to her of any abuse of process or breach of this agreement by any party at any time thereafter.

We the undersigned agree to the conditions of this agreement in order to ensure the current charge against Barbara MacKinnon and the current charge against The Children's Aid Society of Ottawa are stayed as per the agreement.

Signature: X _____
John Dunn **Date**

Signature: X _____
Barbara MacKinnon **Date**
 Executive Director
 The Children's Aid Society of Ottawa

Signature: X _____
Witnessed by: _____ **Date**

Relevant Legislation:

By-Law #1 of the Society provides the Board of Directors instruction on how to call various meetings when they so desire or when they are so required.

In the alternative, when the membership of the Society are the ones who desire to initiate a members meeting, with or without the support of the Board, article 13 of Society By-Law #1 directs them to follow the procedures as outlined in the Corporations Act.

Below you will find the provisions of the Corporations Act, as referred to in article 13 of Society By-Law #1 directing the membership of the Society on how to requisition the Board to call a meeting of the members for a matter that they wish to initiate as opposed to a matter the Board wishes to initiate.

You will note that portions of the provisions below are formatted with ~~strikethrough and greyed out~~ and others are **bolded and underlined**. The greyed, strikethrough text are portions which either do not apply due to irrelevance or do not apply in this case because the parties are acting in good faith and those provisions will not apply if good faith is being met.

Requisition for meeting

~~295.(1) Shareholders of a company holding not less than one-tenth of the issued shares of the company that carry the right to vote at the meeting proposed to be held, or~~ **not less than one-tenth of the members of a corporation without share capital entitled to vote at the meeting proposed to be held, as the case may be, may request the directors to call a general meeting of the** ~~shareholders or~~ **members for any purpose connected with the affairs of the corporation that is not inconsistent with this Act.**

Requisition

(2) The requisition shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitionists and deposited at the head office of the corporation and may consist of several documents in like form signed by one or more requisitionists.

Duty of directors to call meeting

~~(3) Upon deposit of the requisition, the directors shall call forthwith a general meeting of the~~ **shareholders or members for the transaction of the business stated in the requisition.**

Where requisitionists may call meeting

~~(4) If the directors do not within twenty-one days from the date of the deposit of the requisition call and hold such meeting, any of the requisitionists may call such meeting which shall be held within sixty days from the date of the deposit of the requisition.~~

Calling of meeting

~~(5) A meeting called under this section shall be called as nearly as possible in the same manner as meetings of shareholders or members are called under the by-laws, but, if the by-laws provide for more than twenty-one days notice of meetings, twenty-one days notice is sufficient for the calling of such meeting.~~

Repayment of expenses

~~(6) Any reasonable expenses incurred by the requisitionists by reason of the failure of the directors to call such meeting shall be repaid to the requisitionists by the corporation and any amount so repaid shall be retained by the corporation out of any money due or to become due from the corporation by way of fees or other remuneration in respect of their services to such of the directors as were in default, unless at such meeting the shareholders or members by a majority of the votes cast reject the repayment to the requisitionists. R.S.O. 1990, c. C.38, s. 295.~~

Circulation of shareholders' resolutions, etc.

~~296.(1) On the requisition in writing of shareholders of a company holding not less than one-twentieth of the issued shares of the company that carry the right to vote at the meeting to which the requisition relates or not less than one-twentieth of the members of a corporation without share capital entitled to vote at the meeting to which the requisition relates, as the case may be, the directors shall,~~

~~(a) give to the shareholders or members entitled to notice of the next meeting of shareholders or members notice of any resolution that may properly be moved and is intended to be moved at that meeting; or~~

~~(b) circulate to the shareholders or members entitled to vote at the next meeting of shareholders or members a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or with respect to the business to be dealt with at that meeting.~~

Notice

~~(2) The notice or statement or both, as the case may be, shall be given or circulated by sending a copy thereof to each shareholder or member entitled thereto in the same manner and at the same time as that prescribed by this Act for the sending of notice of meetings of shareholders or members.~~

Idem

~~(3) Where it is not practicable to send the notice or statement or both at the same time as the notice of the meeting is sent, the notice or statement or both shall be sent as soon as practicable thereafter.~~

Deposit of requisition, etc.

~~**(4) The directors are not bound under this section to give notice of any resolution or to circulate any statement unless,**~~

~~**(a) the requisition, signed by the requisitionists, is deposited at the head office of the corporation,**~~

~~(i) in the case of a requisition requiring notice of a resolution to be given, not less than ten days before the meeting;~~

~~**(ii) in the case of a requisition requiring a statement to be circulated, not less than seven days before the meeting; and**~~

~~(b) there is deposited with the requisition a sum reasonably sufficient to meet the corporation's expenses in giving effect thereto.~~

Where directors not bound to circulate statement

~~(5) The directors are not bound under this section to circulate any statement if, on the application of the corporation or any other person who claims to be aggrieved, the court is satisfied that the rights conferred by this section are being abused to secure needless publicity for defamatory matter, and on any such application the court may order the costs of the corporation to be paid in whole or in part by the requisitionists even though they are not parties to the application.~~

Where no liability

~~(6) A corporation and a director, officer, employee or person acting on its behalf, except a requisitioner, is not liable in damages or otherwise by reason only of the circulation of a notice or statement or both in compliance with this section.~~

Duty to deal with requisitioned matter

(7) Despite anything in the by-laws of the corporation, where the requisitionists have complied with this section, the resolution, if any, mentioned in the requisition shall be dealt with at the meeting to which the requisition relates.