**MARIPOSA FOLK FOUNDATION**

**To: MFF Members**

**From: MFF Board**

**Re: Ontario Not-for-Profit Corporations Act**

**Meeting date: Annual Meeting of Members on February 25 2024**

**RECOMMENDATION**

**That the members adopt the following special resolution:**

**RESOLVED, AS A SPECIAL RESOLUTION, that**

1. **The revised Articles of Amendment attached to the Board’s report to the 2024 Annual Meeting of Members be approved;**
2. **That any two signing officers be authorised and directed to execute the revised Articles of Amendment and to do all things necessary or desirable to give effect to this special resolution, with such further amendments as they may determine to be necessary or desirable to comply with the requirements of any governmental authority having jurisdiction, without the need for further approval of the Members.**

**DISCUSSION**

At the 2023 Annual Meeting of Members, a special resolution was passed by the Members approving a number of amendments to our letters patent in order to bring them into compliance with the Ontario Not-for-Profit Corporations Act (ONCA), which has replaced the Ontario Corporations Act as the governing legislation for the Foundation. These approved Articles of Amendment were then submitted to the Province for approval, as required by the legislation.

Despite MFF representatives having consulted with Ministry reps in advance, the application was returned with direction that the following changes must be made:

1. In order for “Foundation” to continue to be part of the organisation’s name, a Foundation purpose clause must be added to the organisation’s purposes, namely: “To receive and maintain a fund or funds and to apply all or part of the principal and income therefrom, from time to time, to charitable organisations that are also registered charities under the Income Tax Act (Canada).” Since this was not an activity that MFF was involved in, it became apparent that we could not continue to use Foundation in our name. Following much discussion at the Board, consensus was reached to replace Foundation with Festival, and this name change is included in the revised Articles of Amendment attached.
2. The Ministry also directed that 5 special provisions must be included in the amended articles, which are listed as items a) through e) under section 5 on the attached form. Since we are legally subject to these provisions anyway, the Board is recommending that they be included in the revised Articles as requested by the Ministry.

The remainder of the revised Articles of Amendment are identical to the changes approved by the Members at the 2023 Annual Meeting.

This special resolution must be approved by 2/3 of the votes cast by the Members at the meeting.

Respectfully submitted on behalf of the Board,

Ian Brown, Chair, Governance Committee