

Dear Kerry's Place Member,

Re: 2020 AGM and Proposed Changes to Membership

You are receiving this as someone who is a current member in good standing with Kerry's Place Autism Services (Kerry's Place) and Kerry's Place Residential Services.

As part of the Kerry's Place Annual General Meeting, in addition to regular business matters relating to approving the previous AGM Minutes, receiving the Financial Statements, appointment of the auditors, election of the Board of Directors, members will be asked to vote on the following proposed amendment to the Kerry's Place Autism Services By-law 1B.

CHANGES TO BY-LAW 1B, ARTICLE 8 MEMBERS

Article 8.0 of our corporate By-law addresses all matters relating to our membership program such as the classification of members, application process, terms, rights and dues. In the current By-Law 1B there are three classes of membership: regular, associate and honorary.

The Kerry's Place Board of Directors is recommending the deletion of the 'associate' membership class which consisted of persons excluded from the 'regular' membership class. The 'regular' membership class remains as the only class with fees and voting rights. The 'honorary' membership class will remain its own class with no fees associated with this membership.

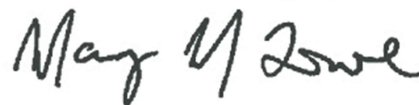
The above amendment was approved by the Kerry's Place Board of Directors at a regular meeting on May 28, 2020.

Please review the following pages to see an exact summary comparison of these changes.

Sincerely,



Sue VanDeVelde-Coke
President and CEO



Mary Lowe
Board of Director Chair

| By-law 1B – Approved by the Board May 29, 2018 | By-law 1B – Amendments proposed to Board Q4, May 2020 |
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| <p><u>ARTICLE 8 - MEMBERS</u></p> <p>8.1 <u>Classifications</u> – There shall be the following classifications of Members of the Corporation:</p> <p>a) <u>Regular Members</u> - Consists of individuals with Autism Spectrum Disorder (ASD), their family Members and other interested persons or Corporations but excluding any individual or a spouse of any individual employed by any organization which receives funding from the Ministry of Community and Social Services (MCSS) or the Ministry of Children and Youth Services (MCYS) or any additional or substitute Ministry which provides funding to the Corporation;</p> <p>b) <u>Associate Membership</u> - Consists of any individual or Corporations excluded from the category of Regular Membership;</p> <p>c) <u>Honorary Membership</u> - Consists of individual Persons who are or have been of significant service to the Corporation or by the office they hold, can be a service to the Corporation. These Members are appointed by the Board.</p> <p>8.2 <u>Rights of Members</u></p> <p>a) <u>Regular Members</u> – have all the rights and limitations as set out in the Corporations Act and the By-laws of the Corporation including being entitled to one vote on each question arising at any special or general meeting of the Members; provided such person has been a Regular Member for at least 45 consecutive days prior to the date of the meeting;</p> <p>b) <u>Associate Members</u> – have all the rights of Membership except the right to vote;</p> <p>c) <u>Honourary Members</u> – have all the rights of Membership</p> | <p><u>ARTICLE 8 - MEMBERS</u></p> <p>8.1 <u>Applications</u> – Membership is open to <u>eligible</u> persons who are eligible in any of the classifications of Members as set out in this By-law. Applicants must make a written application and except in the case of honorary Members pay the dues set by the Board.</p> <p>8.2 <u>Term of Membership</u> – <u>Membership shall expire on December 31st. Memberships received between January 1st and July 31st are valid for the current calendar year. Memberships received between August 1st and December 31st are valid until the end of the next calendar year.</u></p> <p>8.3 <u>Regular Members</u> - Consists of individuals with Autism Spectrum Disorder (ASD), their family members, <u>guardians</u> and other interested persons <u>or corporations who support the Vision, Mission, Values of Kerry’s Place</u> but excluding <u>staff and</u> any individual or a spouse of any individual employed by any organization which receives funding from the Ministry of Children, Community and Social Services (MCCSS) or any additional or substitute Ministry which provides funding to the Corporation;</p> <p>8.4 <u>Honorary Membership</u> - Consists of individual Persons who are or have been of significant service to the <u>c</u>orporation or by the office they hold, can be a service to the <u>c</u>orporation. These Members are appointed by the Board.</p> <p>8.5 <u>Rights of Members</u></p> <p>a) <u>Regular Members</u> – have all the rights and limitations as set out in the Corporations Act and the By-laws of the <u>c</u>orporation including being entitled to one vote on each question arising at any special or general meeting of the Members; provided such person has been a Regular Member for at least 45 consecutive days prior to the</p> |

including being entitled to one vote on each question arising at any special or general meeting of Members.

8.3 Applications – Membership is open to persons who are eligible in any of the classifications of Members set out in this By-law. Applicants must make a written application and except in the case of honorary Members pay the dues set by the Board.

8.4 Dues – The Board may fix annual dues or fees payable by the Members. Persons with Autism Spectrum Disorder, seniors and students will be entitled to a discounted Membership fee.

8.5 Default – A Member who does not pay annual dues or fees shall automatically cease to be a Member 30 days after failing to pay the dues or fees that are then due, but on payment of all unpaid fees and dues may be reinstated at the discretion of the Board

8.6 Resignation – Any Member may resign from Membership on notice in writing to the Secretary of the Corporation.

date of the meeting;

b) Honorary Members – have all the rights of Membership including being entitled to one vote on each question arising at any special or general meeting of Members.

8.6 Dues – The Board may fix annual dues or fees payable by the Members.

8.7 Default Termination of Membership - ~~—A Member who does not pay annual dues or fees shall automatically cease to be a Member 30 days after failing to pay the dues or fees that are then due, but on payment of all unpaid fees and dues may be reinstated at the discretion of the Board.~~ A Member's membership shall terminate on the occurrence of any of the following circumstances:

- a) the Member dies or resigns;
- b) the Member is expelled or the person's membership is otherwise terminated in accordance with the Articles and By-laws of the Corporation;
- c) the Member does not pay annual dues or fees when due within 30 days of making the application for membership or renewal, provided however the member may be reinstated on payment of all unpaid fees or dues.

8.8 Resignation – Any Member may resign from Membership on notice in writing to the Secretary of the Corporation.