



FINAL

**MINUTES – ANNUAL GENERAL MEETING of
The Myalgic Encephalomyelitis Association of Ontario
Wednesday, September 23rd, 2020 – 1:30 p.m. – 4:55
Held through Zoom Video Conferencing**

PRESENT:

Quorum was achieved: A total of 22 members participated in the 2020 AGM; 10 by Zoom, 1 by phone and 11 proxies.

List of Voting Members:

As of September 23 2020, MEAO had 52 members.
See attached list of the 22 voting members who attended the AGM.

1. Call to Order

Denise Magi, President of MEAO extended a welcome to all members and introduced the current board members and MEAO's administrative assistant, Alan Belaiche, lawyer, Belaiche Law, and Molly Rotering, licensed, paralegal, Belaiche Law

The meeting was called to order at 1:41 p.m.

Agenda:

Motion:

Be it resolved that the Agenda now before this meeting be approved with the report on the Task Force moved to near the end of the agenda before Other Business.

| | |
|--------------|-------------------|
| Moved by: | John Doherty |
| Seconded by: | Laurie Menard |
| Motion | Carried Unanimous |

2. Approval of AGM minutes of June 26th, 2019:

The Chair, with the consent of the members, accepted the editing of the 2019 minutes submitted by Eleanor Johnson.

- Amendments were reviewed after the meeting and included the following edits:
- 3rd bullet to add "and asked that MEAO take action re additional funding for the Environmental Health Clinic at Women's College Hospital".

- to add “Current membership is 57.
- to add “of the Taskforce on Environmental Health” before comma.
- Add under Other Business: “Members commented that: people have been waiting a long time for action; educational newsletters, meetings etc. as done in the past were missed by many members (these had raised MEAO’s profile and helped its credibility); membership has decreased significantly from a few years earlier; the shrinking bank balance with approximately 2 or 3 years of funds left was of concern.
- Adrianna Tetley said that if we get the Implementation Committee recommended by the Task Force soon it would revive energy- but if we don’t get action within the next year, it would be a different discussion.

There was also discussion of different interpretations on the Board’s commitment to collaboration on the redrafting of the Objects of MEAO. Some members believed that their requests on consultation were not met. It was agreed that this item would be discussed when the draft Objects were discussed later in the agenda.

Motion:

Be it resolved that the Minutes of the Myalgic Encephalomyelitis Association of Ontario (MEAO) Annual General Meeting of June 26th, 2019 be approved as amended.

Moved by: Maureen McQuarrie
 Seconded by: Denise King
 Motion Carried.

3. Revision of MEAO Objects

Adrianna Tetley presented an overview of the process the Board followed to revise the Objects of MEAO.

Denise Magi introduced Alan Belaiche and Molly Rotering from the law firm Belaiche Law. Alan drafted the revised Objects taking into consideration his experience with the CRA and Office of the Public Guardian and the current language and interpretation that they general approve.

The draft Objects were revised based on feedback from the members and the revised draft has received “pre-approval” from the Office of the Public Guardian and Trustee. Generally the CRA will approve the Objects if already pre-approved by the OPGT.

The resolution is a Special Resolution and must pass with 2/3 of those present.

Once approved by the Board and the membership, a request for Supplementary Letters Patent will be applied for through the Office of the Public Guardian and Trustee.

Discussion:

There was a detailed discussion of the process of the redrafting of the Objects and whether the process reflected the discussions of previous AGMs.

Members asked legal counsel if the activities of MEAO were indeed charitable.

- Legal counsel assured the members that the activities as described to him were charitable. Some members requested a list of activities of MEAO.
- Legal counsel referred members to the requirement that property donated to MEAO under the old Objects must be used for the purposes in place at the time of the donation.

Some members requested further clarification about Wills made during the time of the former Objects but received by MEAO during the time of the revised Objects.

- Legal counsel stated that it would depend on the wording of the Will.

There was a question on whether changes suggested during final government approval process but after this AGM needed to come back to the membership.

- Minor editing would not have to come back to the members. If the Objects were rejected, this would have to come back to the members.

A few members requested to see the list of activities submitted to CRA/OPGT to confirm their understanding of MEAO's activities.

Motion:

1. The Corporation was incorporated under the *Corporations Act* (Ontario) by Letters Patent dated the 24th day of April, 1992 (the "**Letters Patent**");
2. The Corporation's activities have expanded to include additional conditions related to those for which the Corporation was originally incorporated;
3. It has been recommended that the Corporation apply to the Government of Ontario for Supplementary Letters Patent to update its current objects;
4. An Application for Supplementary Letters Patent requires a Special Resolution of the Corporation's Board of Directors and of its Members.

NOW THEREFORE, BE IT RESOLVED THAT THE FOLLOWING SPECIAL RESOLUTION BE APPROVED:

1. That MEAO's Letters Patent be amended as follows:
 - (a) The objects of the Corporation as are set out in sections 6 of the Letters Patent be deleted and the following substituted therefor:

To advance education and improve care, treatment and support of individuals in Ontario who are living with complex, chronic, environmentally-linked medical conditions, focused on, but not limited to, myalgic encephalomyelitis/chronic fatigue syndrome (ME/CFS), fibromyalgia (FM), and environmental sensitivities/multiple chemical sensitivity (ES/MCS), by:

- (i) *Providing support to individuals, their families and caregivers, such as, publishing newsletters and maintaining website(s) with current information about the relevant conditions; and*
- (ii) *Working with relevant government and public agencies, health and social services agencies and other professionals, the media and the public.*

(b) The special provisions of the Corporation as are set out in section 7 of the Letters Patent be deleted and the following substituted therefor:

- I. *The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the corporation shall be used in promoting its objects.*
 - II. *The Corporation shall be subject to the Charities Accounting Act.*
 - III. *No director shall receive remuneration for services provided in the capacity as a director, although they may be paid reasonable expenses incurred by them in the performance of their duties. Unless otherwise prohibited by the Corporation, a director may be compensated for services other than as a director pursuant to the regulation made under the Charities Accounting Act, or with court approval or an order made under section 13 of the Charities Accounting Act.*
 - IV. *Upon the dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charities registered under the Income Tax Act (Canada), in Canada.*
 - V. *To invest the funds of the Corporation pursuant to the Trustee Act.*
 - VI. *All funds and other property held by the Corporation immediately before these Supplementary Letters Patent become effective or at any time thereafter received by the Corporation pursuant to any will, deed or other instrument made before these Supplementary Letters Patent become effective, together with all income thereon and accretions thereto, shall be applied only to the objects of the Corporation as they were immediately before these Supplementary Letters Patent become effective.*
2. Any two directors or any one director and one officer are authorized to take all such actions and to execute and deliver all such documentation, including the Application for Supplementary Letters Patent, with such additions, deletions or other changes as required by the Public Guardian and Trustee or Service Ontario, or both, which are necessary or desirable for the implementation of this resolution.

Moved by: Denise Magi
 Seconded by: Adrianna Tetley
 Motion Carried 19 in favour, 1 abstention, 2 opposed.

MEAO's Board and members thanked Alan Belaiche and Molly Rotering for their participation. They logged off at 3:45 p.m.

4. Annual Report - Presentation by President:

- MEAO President Denise Magi, presented the Directors' Report. This report details the major activities from June 26, 2019 AGM to present. A copy of the Director's report will be included with the AGM minutes.
- There are currently 52 members.
- The focus of the Board has been revision of the Objects and the next steps in the Implementation of the Recommendations of the Task Force on Environmental Health. Due to COVID there have been significant delays.
- Denise Magi thanked Board members for their time and contributions to MEAO.

One member stated that they will bring forward a ‘vote of non-confidence’ in the future. No reasons were provided.

MOTION:

Move that the Directors’ Report be received.

Moved by: John Doherty
Seconded by Keith Deviney
Motion Carried

5. **Treasurer’s Report:**

a) *Presentation of the financial statements for 2019*

Financial Statements were reviewed. The Board agreed to provide details on the expenditures for 2019 and further details on the 2020 budget to the members.

- b) A member raised the question of tax receipts for membership dues.
- The Board will investigate the issue by reviewing best practices with Canada Helps, Welch LLP and CRA.

Motion:

Be it resolved that the Financial Statements (Note to Reader) of the Myalgic Encephalomyelitis Association of Ontario (MEAO) as reviewed by chartered accountant, Welch LLP as presented for the year ended December 31, 2019 be approved.

Moved by: Keith Deviney
Seconded by: Denise Magi
Motion Carried. Unanimous

6. **Appointment of auditor and motion to set fee**

Motion:

Be it resolved that Welch LLP chartered accountants, be appointed auditors for financial reviews and financial matters for The Myalgic Encephalomyelitis Association of Ontario (MEAO) for the year 2020 at the appropriate remuneration as determined by the Board of Directors.

Moved by: Keith Deviney
Seconded by: Adrianna Tetley
Motion Carried. Unanimous

7. **Nomination Report:**

A member requested that they submit late proxies at this point in the agenda.

- As per by-laws, the deadline was Sept 21st to submit proxies. The request to submit late proxies during the meeting was declined.
- The members were presented with a written list of nominee biographies and the nominees were introduced:

- Adrianna Tetley (nominated for 2nd term).
- Laurie Menard (appointed by Board, mid-year, nominated for 1st full term).
- A roll call vote was conducted via Zoom for each nominee. Wafaa Arbaji tallied the votes and announced the results.
- The two nominees were elected as 2020 - 2023 Board members.

Given the results of the election the following directors will constitute the MEAO Board for 2020-21: Denise Magi, Keith Deviney, Adrianna Tetley, Laurie Menard and John Doherty.

8. Update on Implementation of the Recommendations of the Task Force on Environmental Health

Due to COVID-19, Public Health Ontario put on pause the work of implementation of the Task force recommendations. There are indications that the work will resume. Any progress will be brought forward to membership as soon as it is public.

9. OTHER BUSINESS AND QUESTIONS RAISED AT THE MEETING

a) **What is MEAO's position in relation to the Environmental Health Clinic and the need to get them more funding?**

MEAO's RESPONSE

- MEAO has always worked collaboratively with the physicians at EHC, including on the Business Case Steering Committee and on the Task Force for Environmental Health.
- MEAO cannot promise to get the EHC more funding but can reiterate that MEAO has always advocated that the clinic remain open and stated that MEAO will make it known if asked by PHO that the EHC needs more funding to keep the clinic open.

b) **In the discussion, some members referred to MEAO as a lobby group**

MEAO's Response

It was clearly explained that MEAO is not a lobby organization - it is an advocacy organization and there is a legal difference.

c) **Some members stated that MEAO's charitable status could be at risk especially by doing advocacy work and with the manner in which the new Objects are worded**

MEAO's Response

- Alan Belaiche had confirmed that the activities of MEAO and the wording of the proposed Objects do not put MEAO at risk of losing their charitable status.
- It was stated that MEAO always follows the advice of its corporate lawyers and its chartered accountants and CRA Charities Branch and would never make a decision that would put MEAO's charitable status at risk.

d) Why is MEAO no longer operating a help-line?

MEAO's response:

- For several years, MEAO operated a help line supported by a few volunteers. The callers were often people seeking advice on how to find physicians; how to find specialists for ME/CFS, FM and ES/MCS; how to find therapists of different modalities; how to get financial assistance and some wanted help to fill out forms etc.
- The help line has not been operating for a few years.
- MEAO currently does not have the volunteers or resources to manage this help line at this time. But more importantly, we believe that using volunteers to respond to these very complex questions opens up MEAO to liability and risk. Therefore, for these reasons, MEAO will not be operating the help line at this time.
- However, we believe that as part of the system of care, we also need a system of support for caregivers, families and people living with these conditions. We are strongly advocating for a help line supported by professionals as well as many other much needed supports.

e) It was also recommended that MEAO make the link between COVID and the three illnesses in order to get any progress at this time.

MEAO agreed

f) A number of members requested that they receive more communications from the Board during the year.

- The Board responded that as soon as news, developments and updates are available, these will be communicated to members in a timely manner as they always have been.

Several members requested more dialogue between Board and members to discuss current and future action.

8. Adjournment:

Motion:

Be it resolved the Annual General Meeting be adjourned.

- Moved by: Keith Deviney
- Meeting adjourned.

The AGM adjourned at 4:55p.m.

VOTERS LIST – 2020

| Last Name | First Name | Zoom / By Proxy / By Phone |
|-------------|------------|----------------------------|
| Al-Awadi | Fadi | By Proxy |
| Ayers | Marie | By Proxy |
| Deviney | Caroline | By Proxy |
| Deviney | Keith | Zoom |
| Doherty | John | Zoom |
| Halapy | Erika | By Proxy |
| Hemsol | Yvonne | By Proxy |
| Jiwani | Izzat | Zoom |
| Johnston | Eleanor | By Phone |
| King | Denise | Zoom |
| Magi | Denise | Zoom |
| Meagher | Susan | By Proxy |
| MacQuarrie | Maureen | Zoom |
| Melissa | Mayer | By Proxy |
| Menard | Laurie | Zoom |
| Morrison | Theresa | By Proxy |
| Naftolin | Pink | By Proxy |
| Rae | Alison | Zoom |
| Rovito | Rita | By Proxy |
| Tetley | Adrianna | Zoom |
| Turrin | Irene | Zoom |
| Vandenbroek | Mary - Lou | By Proxy |