

(Formerly The Myalgic Encephalomyelitis Association of Ontario (MEAO) )

*An organization representing and supporting the medical conditions of **Myalgic Encephalomyelitis/Chronic Fatigue Syndrome (ME/CFS)**, **Fibromyalgia (FM)** and **Environmental Sensitivities/Multiple Chemical Sensitivity (ES/MCS)***

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## FINAL

### **MINUTES – ANNUAL GENERAL MEETING of CareNow Ontario Wednesday, Oct 12<sup>th</sup>, 2022 1:30 p.m. – 3:00 p.m. Held through Zoom Video Conferencing**

#### **1. Call to Order**

The meeting was called to order at 1:33 p.m.  
Chair: Denise Magi, Chair and President  
Moderator: Adrianna Tetley, Treasurer

Denise Magi, President of CareNow Ontario extended a welcome to all members.  
Quorum Achieved: 23 members participated. 9 by Zoom/phone, and 14 Proxies.  
See list of participating Voting Members in Appendix A.

#### Housekeeping

- Adrianna Tetley presented the rules for the meeting.
- Meeting was recorded with the consensus of the attendees. All members were put on mute.
- President only votes if there is a tie but will vote for the proxies she holds.
- Special resolution requires 2/3 support.

#### **2. Approval of Agenda:**

The agenda was presented to the members for approval.

#### **Motion:**

**Be it resolved** that the Agenda now before this meeting, held October 12<sup>th</sup>, 2022 be approved as presented.

Moved by: Keith Deviney  
Seconded by: Laurie Menard  
Unanimous: Motion Carried

### 3. Approval of AGM minutes of September 29<sup>th</sup>, 2021:

**Motion:**

**Be it resolved** that the Minutes of the Myalgic Encephalomyelitis Association of Ontario (MEAO) Annual General Meeting of September 29<sup>th</sup>, 2021 be approved as presented.

Moved by: John Doherty  
Seconded by: Keith Deviney

18 in Favour, 4 Abstained - Motion Carried

### 4. Approval of Special Membership Meeting Minutes of June 21<sup>st</sup>, 2022:

**Discussion #1:**

A member who joined via phone on June 21<sup>st</sup>, 2022 at the Special Membership Meeting had reception issues and requested to confirm MEAO's lawyer Alan Belaiche's position regarding the proposed name change (page 3, section "Legal Process").

**Response:**

After conducting the due diligence process, the lawyer concluded that the proposed name would satisfy the requirements of the legal procedure and would be approved.

Alan Belaiche provided his opinion in "support" of the new name in that it met the requirements. He did neither approve or recommend the name.

The Board therefore affirms that the language in the minutes is accurate.

**Discussion #2:**

The MEAO Response, page 4, section (v), to be amended to specifically note that the "implementation" report has not yet been publicly released yet.

**Discussion #3:**

Page 5 the cost of the NUANS search to be amended to show "<\$100". It was agreed that information would be provided in future communications to the members.

**Motion:**

**Be it resolved** that the Minutes of the Myalgic Encephalomyelitis Association of Ontario (MEAO) Special Membership Meeting of June 21<sup>st</sup>, 2022 be approved as amended as per discussion #2 and #3 above.

Moved by: John Doherty  
Seconded by: Keith Deviney  
Unanimous: Motion Carried

### 5. Special Resolution Regarding Change in the November 2020 Objects:

After the Corporate Objects were approved by Canada Revenue Agency (CRA), a correspondence letter was received proposing a modification.

As stated by the CRA,  
***“to advance education there must be a teaching or a learning component, or both.***

***Both teaching and learning require students to be actively engaged with the subject matter.***

***Simply providing information to the public or attempting to raise public awareness is not a purpose that advances education as it does not meet the content and process criteria”;***

To comply with CRA, one modification was made:

- ~~Advancing education and~~ to 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:

**Member Concern #1:**

By eliminating "Advancing education," a member voiced concern that it might affect future May 12th Awareness Day events, which allowed the community to learn/to advance education about the EHC clinic, the conditions of the illnesses, and the amount doctors were remunerated.

In addition, the member believes that eliminating “Advancing education” would eliminate one of the prime objectives that had been done in the past or could be done in the future.

**Response:**

CRA was contacted to discuss the recommendation of removing “advancing education”. CRA considers May 12<sup>th</sup> as an awareness event/information session offered to the public, which would not meet the criteria for “Advancing education”. To meet requirements of “advancing education” official courses with registered students and qualified teachers (with credentials) would need to be provided.

**Member Concern #2:**

Why is CRA coming forward now, when it was already accepted?

**Response:**

CRA performs a final evaluation and recommends any modifications.

**Member Concern #3:**

Educating the public about the organization's history is crucial in order to discuss the origin of the illnesses, those who are affected, and the impact on the families.

The intergenerational perspective that CRA lacks makes it difficult for them to comprehend the afflicted individuals and their families.

The affected individuals, both past and present, as well as the families, would serve as the “educators”.

**Response:**

The definition received by the CRA has a very strict interpretation of the education criteria as per the letter.

**Member Concern #4:**

Does this mean that the May 12<sup>th</sup> event cannot be held any longer?

**Response:**

May 12<sup>th</sup> is an awareness event and therefore allowed. Providing public awareness/and providing is approved by the CRA. The only issue is the phrase "Advancing education".

**Member Concern #5:**

If the organization had a course with an instructor, we could educate individuals on how to deal with the illnesses.

**Response:**

There are no plans to offer any certified courses in the future, on the other hand informational sessions are an option.

**NOW THEREFORE, BE IT RESOLVED AS SPECIAL RESOLUTION THAT:**

1, To make the following changes to the Corporation's letters patent:

(a). The Corporation's 2020 Corporate Objects be amended as shown below, and the following substituted therefor:

*To 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.*

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 Articles of Amendment, with such additions, deletions or other changes as may be necessary or desirable for the implementation of this resolution.

Moved by: Adrianna Tetley

Seconded by: Laurie Menard

19 in Favour, 2 Against, 1 Abstained - Motion Carried

## 6. Special Resolution Regarding the Number of Directors:

The Ontario government moved to online document submission system, which prompted an assessment of the organization's records. CareNow Ontario was notified by the CRA that a change to the Articles of Amendment is required to ensure alignment with the By-Laws.

### *Why the Change is Required?*

The Not-for-Profit Corporations Act, 2010 (Ontario) allows for the Corporation to have a fixed number of directors or to set a range for a minimum and maximum number of directors.

If a Corporation sets a range for a minimum and maximum number of directors, a decrease in the number of directors does not shorten the term of an incumbent director;

The Corporation's Bylaw No 2. section 3 states that the "the board of directors is made up of seven directors".

According to the Government of Ontario records, the Corporation's number of directors is currently fixed at seven. Changes to the number of directors requires the submission of Articles of Amendment.

### **Discussion:**

CareNow Ontario currently has five Board of Director's. Setting the minimum at three and maximum of seven would allow more flexibility and meets the ONCA requirements.

### **NOW THEREFORE, BE IT RESOLVED AS SPECIAL RESOLUTION:**

1. That the Corporation be hereby authorized to prepare and to submit Articles of Amendment changing the number of the Corporation's directors from being fixed at seven to setting a range for a minimum of three and a maximum of seven directors;
2. That the Members of the Corporation do hereby authorize and empower the directors to fix, by resolution, the number of directors of the Corporation within the approved range of three to seven; and
3. Any two directors or any one director and one officer are authorized to take all such actions and to execute and deliver to the Government of Ontario all such necessary or appropriate documentation, including the Articles of Amendment, with such additions, deletions or other changes as may be necessary or desirable for the implementation of this resolution.

Moved by: Adrianna Tetley  
Seconded by: John Doherty

21 in Favour, 1 Against - Motion Carried

## 7. CareNow Ontario Brand Story:

The most recent iteration of the brand narrative, based on member feedback from the Special Members Meeting held on June 21<sup>st</sup>, 2022 was presented and shared.

### **Question:**

#### ***What is a Brand Story used for?***

- It is an internal document that conveys the organization's fundamentals. This document is not a legal document but more of a guide as the work is being done. The brand story will

not be posted on the website.

**Concern #1:**

- A member voiced a concern that the presented brand story lacks the actual depiction of the illnesses, with no mention of MCS or the lack of understanding in the medical system. The brand story also does not identify whom CareNow Ontario is supporting.

**Response:**

CareNow Ontario is intending to include in more detail the above mentioned concerns on the website. The organization will collaborate with experienced, knowledgeable sources to provide an accurate description of the conditions.

**Concern #2:**

- The use of the term "environmentally-linked" is causing a member some concern. The vast majority of illnesses are "environmentally-linked", which would be unnecessary to include in the description.

**Response:**

The use of this terminology is known to the organization and has been used in all our documents. It is an ongoing discussion.

**8. Update on Government Relations re: Implementation Plan on Taskforce:**

- The Provincial Election on June 2<sup>nd</sup>, 2022 resulted in a new Minister and staff. During this time of transition, CareNow Ontario has concentrated on regaining a connection within the Minister's office.
- The new government has been quoted in the media that it is developing a Long Covid strategy. CareNow Ontario has followed up with the Minister's office and with the bureaucracy to state that ME is linked to Long Covid. CareNow Ontario has sent many correspondences at different levels of government urging the release of the implementation report and link it to the Long Covid report. At this time, the timeline for the release of the action plan report is unknown.
- NDP Health Critic, France Gelinias has filed a Freedom Of Information (FOI) Request to release the implementation report. At this point, France's office is in the negotiation phase for the release of the implementation report and what will be included.
- CareNow Ontario will be a signatory on the response to the Quebec report on MCS authored by Varda Burstyn and Maureen MacQuarrie.

**9. Directors' Report – Presentation by President:**

CareNow Ontario President Denise Magi, presented the Directors' Report. This report details the major activities from September 29<sup>th</sup>, 2021 AGM to present.

A copy of the Directors' report will be attached with the AGM minutes. (See attached).

Denise Magi thanked Board members and the administrative assistant for their hard work and contributions to CareNow Ontario.

## 10. Treasurer's Report

Presented by Adrianna Tetley, Treasurer

Financial Statements for 2021 were presented.

- Expected assets on Dec 2022: \$3,710
- Major expenses for 2022 was professional fees (legal fees to meet legislative changes, change in objects and name change and website redesign.
  
- At the 2021 AGM, there was a concern that the organization will be out of funds by end of Dec 2022. With a successful fundraising campaign in 2022, there is a projected surplus of approximately \$3,710 which will allow Care Now Ontario to operating to the end of 2023.
  
- **Looking Forward to 2023:**
  - Reviewed and streamlined every expense
  - Limited professional fees except audit
  - Anticipate revenue in the range of \$8,000, expenses in the range of \$7,000 with surplus of \$1,000
  - With the projected net assets of \$3,710 for Dec 2022 plus a surplus of \$1,000 for year ending Dec 2023, CareNow Ontario is projected to have net assets of \$4,710 by Dec 2023 allow it to continue the work.

### **Question #1:**

How will the anticipated fundraising target be met with the current size of the membership?

### **Response:**

- Donated amount ranges for each individual (\$50 to \$1000)
- A couple of individuals donate on a monthly basis
- Majority of the donations come from non-members and personal networks

### **Question #2:**

Has any of the Professional fees expenses been donated back to CareNow Ontario?

### **Response:**

- No fees (\$) have been donated back, but the organization is not being charged for all the work being done.

### **Motion:**

**Be it resolved** that the Financial Statements (notice to reader) of the Myalgic Encephalomyelitis Association of Ontario (MEAO) as reviewed by chartered accountant, Welch LLP and as presented for the year ended December 31<sup>st</sup>, 2021 be approved.

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

### **Motion:**

**Be it resolved** that Welch LLP chartered accountants, be appointed auditors for financial reviews and financial matters for CareNow Ontario for the year 2022 at the appropriate remuneration as determined by the Board of Directors.

Moved by: Adrianna Tetley  
 Seconded by: Keith Deviney

Unanimous: Motion Carried.

## 11. Nomination Report

Presented by John Doherty, Secretary

Keith Deviney and John Doherty are nominated as a Director for CareNow Ontario for a three-year term.

A roll call vote was conducted via Zoom for each nominee and results announced.

### Roll Call Vote:

Results of Roll Call Vote for Keith Deviney:

21 in Favour, 2 Abstained \*\*\* **Keith Deviney elected.** \*\*\*

Results of Roll Call Vote for John Doherty:

21 in Favour, 2 Abstained \*\*\* **John Doherty is elected.** \*\*\*

### CareNow Ontario Board of Directors 2022/23:

Denise Magi  
Keith Deviney  
Adrianna Tetley  
John Doherty  
Laurie Menard

### **Question:**

*Has the board discussed why so few people are putting their names forward and what can be done about it?*

### **Response:**

- The board would consider any suggestions from members and is regularly checking contacts to recruit.
- The new name and revised website should provide a clearer understanding of the work being done, which should support future recruitment.

## 12. Other Business

### **Question #1:**

*What are the remaining terms of the other Board members?*

### **Response:**

- Denise Magi – two more years left in term.
- Adrianna Tetley and Laurie Menard - up for re-election in 2023.

## 13. Adjournment

### **Motion:**

Be it resolved the Annual General Meeting, October 12<sup>th</sup>, 2022 be adjourned

Moved by: Keith Deviney/Adrianna Tetley

**Meeting Adjourned at 3:00 p.m**



## Appendix A

## VOTERS LIST – 2022

Last Name	First Name	Zoom / By Proxy / By Phone
Al-Awadi	Fadi	By Proxy
Ayers	Marie	By Proxy
Coatsworth	Cam	By Proxy
Deviney	Caroline	By Proxy
Deviney	Keith	Zoom
Doherty	John	Zoom
Gemmell	Christina	By Proxy
Graham	Ann	By Proxy
Halapy	Erika	By Proxy
Johnston	Eleanor	By Phone
MacQuarrie	Maureen	Zoom
Magi	Denise	Zoom
Menard	Laurie	Zoom
Morrison	Theresa	By Proxy
Naftolin	Pink	By Proxy
Rae	Alison	Zoom
Rovito	Rita	By Proxy
Jeanne	Samonas	Zoom
Tetley	Adrianna	Zoom
Tetley	Casey	By Proxy
Tetley	Kim	By Proxy
Tetley	Peter	By Proxy
Vandenbroek	Mary - Lou	By Proxy