

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF SECTION 101 OF THE *COURTS OF JUSTICE ACT*,
R.S.O. 1990, C. C-43, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF VICTORIAN ORDER OF NURSES FOR CANADA, VICTORIAN ORDER OF
NURSES FOR CANADA – EASTERN REGION AND VICTORIAN ORDER OF
NURSES FOR CANADA – WESTERN REGION

Applicants

**SUPPLEMENTARY RESPONDING MOTION RECORD
(Re: Pension Matters)
(returnable August 30, 2016)**

August 5, 2016

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T A B 1

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AFFIDAVIT OF DERRICK MCINTOSH

(Sworn August 5, 2016)

I, Derrick McIntosh, of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY:

1. I am a lawyer at Goldblatt Partners LLP.
2. In preparing this affidavit I have relied on materials that have been extracted from the record of a proceeding in 2009 before the Financial Services Tribunal of Ontario involving the Victoria Order of Nurses for Canada (“VON Canada”) among other parties (FST File No. P0304-2008) and other sources of information. Where I have relied upon other sources of information, I have stated that source of information and believe such information to be true.
3. The VON Canada Pension Plan (the “Plan”) is administered by the Board of Directors of VON Canada. Although Plan members are sourced from the various branches of the Victoria Order of Nurses (the “Order”), Plan administration decisions are made by the

VON Canada Board factoring in advice provided by the VON Canada Pension and Benefits Committee (“PBC”). The terms of reference for the PBC attached as Exhibit “A” clearly acknowledges that it is the VON Canada Board that is “ultimately responsible to plan participants” and bears responsibility to fulfil their “fiduciary and legal obligations with respect to the operation of the VON Pension Plan”.

4. The VON Canada Board made decisions unilaterally on amendments to the Plan. An example of the decision-making powers of the Board with respect to the Plan is contained in the Minutes of the VON Canada Board of Directors meeting held on February 7 and 8, 2004 (attached as Exhibit “B”) wherein the Board approved revisions to the Statement of Investment Policies and Procedures, retained a new equity manager for Fund assets, approved an increase in employee contribution levels for all participating employees, and approved a surcharge on all employer contributions. It is notable that these decisions were made without consultation with the various branches of the Order as is evidenced by this statement: “... The Chair stressed that the information provided to the Board and the related discussion regarding the Pension Fund issues were extremely sensitive and confidential and should not be discussed with individual branches until a communique has been released.”
5. It was also clear from the above-noted minutes that “the Board recognized its responsibility as an employer to its employees”. Motion number 10 includes in the categorization of “employees” all employee participants of the Plan, not solely VON Canada employees. Branch presidents and their executive directors were dependent on the VON Canada Board and its executive for information and communication on the Plan as is demonstrated by the memorandum distributed by VON Canada to Branch presidents and executive directors dated February 13, 2004 attached as Exhibit “C”.
6. VON Canada was much more than an overhead center for the VON Branches. VON Canada’s National Strategy is referred to as the “One VON” initiative. As explained in a letter to Ms. Virginia Bell of the VON West Island Branch dated March 20, 2006 from the Chair of the VON Canada Board (attached as Exhibit “D”), “the core principles of the

National Strategy include, without limitation, (1) all staff transfer to VON Canada and (2) no local governance of operations.”

7. The VON Canada Board adhered to the National Strategy by revoking the membership of Branches that refused to comply fully with the National Strategy. I am advised that there are many notice of revocation and confirmation of revocation letters sent from VON Canada to non-compliant VON Branches that were also filed in the FST proceeding. A cross-section of these letters is attached. Exhibit “E” is the revocation letter issued to the VON Montreal Branch. Exhibit “F” is the letter issued to VON Lanark, Leeds and Grenville Branch. Exhibit “G” is a notice of intended revocation issued to VON Brant Norfolk Haldimand. Exhibit “H” is the notice of intended revocation issued to the VON Montreal Branch.

8. The correspondence referred to in paragraph 7 outlined in detail the scope of direction and control exerted on the Branches by VON Canada. For example, in Exhibit “H”, the Chair of the VON Canada Board explained the obligation of the VON Branches:

“Pursuant to the By-laws of VON Canada (the “By-laws”), the Branch, in common with all other VON branches, must “carry out the objects of VON Canada” and “manage and deliver all programs in compliance with the standards and guidelines of” VON Canada. (By-law Section 19.02). In addition, the Trade-mark License requires the Branch to provide services in accordance with the procedures and policies established by VON Canada from time to time (License Section 3).”

9. A review of Exhibits “D” through “H” reveals the extensive level of rights, requirements and services extended by VON Canada to the VON Branches. These include:
 - the right to use the VON name, and to hold itself out as associated with VON;
 - the right to use VON emblems, logos, signs, and other insignia;
 - insurance coverage;
 - an accreditation process;
 - finance supports, financial systems, investment and management services;

- IT support and systems;
- clinical advice and support and best practices;
- government relations and branding;
- quality management;
- board, staff, and volunteer development;
- market and business development;
- public affairs and communications;
- fund development and fundraising;
- human resources and labour relations expertise and support;
- education and training;
- marketing and contract negotiation;
- legal advice;
- access to the Growth Agenda;
- VON standards manuals;
- accreditation with the Canadian Council on Health Services Accreditation; and
- access to national contracts such as flu clinics.

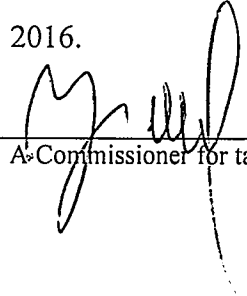
10. Attached as Exhibit "I" is the Trust Agreement executed between VON Canada and the Royal Trust Corporation of Canada. Article V(1) of the Agreement states in part "... that no such amendment shall authorize or permit any part of the Trust Fund to be applied, paid or diverted to any purposes other than those provided for under the terms of the Plan or this Trust Agreement...".

11. In the memorandum dated February 13, 2004 (Exhibit "C") to Branch presidents and executive directors, the VON Canada Board Chair, Donald Storch, acknowledged that the costs of Branch closures had in the past been covered from Plan surplus. In other words, the Plan absorbed the costs of prior Branch closures.

12. This affidavit is sworn in opposition to the Applicants' motion for approval of its proposed Pension Plan Restructuring and in opposition to the motion filed by the Ontario

Nurses' Association for approval of its alternative pension plan restructuring proposal, and further in support of the United Nurses of Alberta Plan members and former members, and for no improper purpose.

SWORN BEFORE ME at the City of Toronto, in
the Province of Ontario, this 16th day of June,
2016.



A Commissioner for taking Affidavits

} 

Derrick McIntosh

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED
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Court File No.: CV-15-11192-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

**AFFIDAVIT OF DERRICK MCINTOSH
(Sworn August 5th, 2016)**

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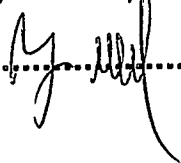
Lawyers for the United Nurses of Alberta

T A B A



VON CANADA
PENSION AND BENEFITS COMMITTEE
TERMS OF REFERENCE

This is Exhibit A referred to in the
affidavit of Derrick McIntosh
sworn before me this 5th
day of August 2016


A COMMISSIONER, ETC.

PURPOSE

The Pension and Benefits Committee of VON Canada is a standing committee and shall assist the VON National Board of Directors in managing the pension and benefits programs. Standing Committees are advisory and shall report and make recommendations to the Board as stipulated in Bylaw Article 13.01.

The VON Canada Board is the trustee of the VON Canada Pension Plan, registration number 0315937 and the VON Canada Pension & Benefits Committee is appointed to assist them in discharging their responsibilities as trustee.

Bylaws - Pension and Benefits Committee - Article 13.02b

The pension and benefits committee shall:

- I. Advise the board of directors on all matters relating to the pension and other benefit plans of the Corporation and review and monitor the benefits and operations of such plans;
- II. Review and monitor other plans that VON branches participate in to ensure they are consistent with the Corporation's standards and advise the board of directors of any inconsistencies and recommend changes as required;
- III. Review and monitor subject to approval by the board, the financial management, investments and performance of the pension fund and make recommendations to the board of directors;
- IV. Recommend to the board policies related to pension and other benefit plans; and
- V. Report on such other matters, as may be assigned by the Board of Directors.

GOALS

Governance practices shall meet the standards of the Office of the Superintendent of Financial Institutions (OSFI) and Financial Services Commission of Ontario (FSCO).

In the area of employee benefits, the Committee shall provide monitoring and evaluation of the Group Benefit Programs to ensure their effectiveness and compliance with VON Canada Benefit Objectives. Recommendations will be made to the Board of Directors regarding the most cost effective and appropriate compensation and group insurance benefit programs currently available in the market place.

ROLES AND RESPONSIBILITIES

The Committee reports directly to the Board of Directors, which is ultimately responsible to plan participants. The Committee shall provide specialized service in the field of pension and benefits. They present advice and recommendations to the Board of Directors to assist them in fulfilling their fiduciary and legal obligations with respect to the operation of the VON Pension Fund in accordance with current legislation and industry standards.

In fulfilling their responsibilities, the Committee may procure and rely on the advice of expert consultants to ensure thorough understanding and implications regarding specific issues, in order to make informed decisions and Board recommendations.

The Committee members will exercise care, diligence, and skill in carrying out their functions, acting in the best interest of the plan members. Each person involved in plan administration and investment management will possess the requisite knowledge and experience to fulfil their responsibilities and not knowingly permit any personal interest to conflict with their duties and powers in respect of the pension fund and employee benefit plans.

Bylaw I: Advise the board of directors on all matters relating to the pension and other benefit plans of the Corporation and review and monitor the benefits and operations of such plans.

1. Define responsibility and accountability, with respect to accepted governance standards of the Pension Plan and Group Benefits program, of management, the Committee and the board of directors.
2. Ensure that the administration and management of the Pension Plan meet the requirements of prevailing Pension and Benefits Act/Regulations and the Trust Agreement and policies of the Board.
3. Review and evaluate the Pension Plan and Group Benefit program designs and ongoing viability; ensure that current benefits and cost levels are comparable with similar health care organizations and that they meet the VON Canada Objectives.
4. Conduct regular self-assessment to ensure the effectiveness of the Pension Plan and Group Benefits program and ensure they are in accordance with accepted governance standards.
5. Review the Participation Agreement between the Corporation and its Branches and monitor adherence to its policies by participating branches.
6. Recommend to the Board of Directors the termination and subsequent selection of investment managers, investment consultants, actuaries, custodians and insurance carriers as may be required.

Bylaw II: Review and monitor other plans that VON branches participate in to ensure they are consistent with the Corporation's standards and advise the board of directors of any inconsistencies and recommend changes as required.

1. Review the Branch Participation Agreement and recommend revisions to the board.
2. Review annually branch managed Group Benefits program to ensure they meets the VON Canada criteria.

Bylaw III: Review and monitor, subject to approval by the board, the financial management, investments and performance of the pension fund and make recommendations to the board of directors.

1. Measure and monitor the administration, funding status and investments of the Pension Plan against predefined goals.
2. Review all related financial reports from the investment consultant; compare investment managers' performance relative to their benchmark and other managers and make recommendations to the board of directors.
3. Monitor and evaluate investment managers' performance and their adherence to investment mandates. Ensure that Plan investments are diversified in order to minimize the risk of large losses.
4. Review actuarial valuation reports and prepare recommendations to the Board of Directors regarding appropriate actions for the allocation of any surplus or the funding of any actuarial deficiencies.
5. Review ad hoc increases to retirees' income on an annual basis and, when the financial position of the Pension Fund allows, make recommendations to the Board of Directors for reasonable increases.
6. Review and recommend to the Board of Directors the adoption of the audited financial statements of the VON Canada Pension Plan.

Bylaw IV: Recommend to the board policies related to pension and other benefit plans.

1. Recommend amendment of policies regarding the administration, funding status and investments of the Pension Plan.
2. Recommend revisions in Group Benefit program or Pension Plan policies regarding plan design.
3. Recommend policies, programs and strategies to reduce and manage work related and non-work related disability claims on an ongoing basis.
4. Recommend changes to the Statement of Investment Policies and Procedures annually as required.
5. Develop and recommend a policy regarding Branch withdrawal/exclusion from the VON Canada Group Benefits Program.

Bylaw V: Report on such other matters, as may be assigned by the Board of Directors.

MEMBERSHIP

The Committee meets either in person or by electronic facilities at least three times a year. At meetings, all decisions shall require the affirmative vote of a majority of those present and entitled to vote.

All committee members are entitled to one vote; as ex-officio members, the Chair of the Corporation has the right, but not the obligation to vote at meetings, the Chief Executive Officer does not possess voting privileges and the Treasurer is considered a full member of the Committee with all such entitlements.

Membership on the Committee shall take into consideration the financial nature and complexity of the Pension Plan and Group Benefit program and reflect the geographical nature of the organization. The term of Committee members shall commence at the date of their appointment by the board of directors and end two years from that date.

Composition of Standing Committee - Bylaw Article 13.03

The Committee shall be composed of two or more members in addition to the chair.

The Pension and Benefits Committee membership shall be drawn from the following:

- VON Canada Board of Directors;
- Senior or business leaders in the pension, investment and benefits industries, including, consulting firms, insurance and trust companies, or professionals that have expertise in pension income security and employee benefits;
- An active and a retired member;
- An active member, that is also an executive director, manager or human resource staff person of a branch that participates in the pension and benefits programs; and,
- Ex-officio members: the Chair of the Corporation, the Chief Executive Officer and the Treasurer

Ideally, the Chair of the Committee should be an industry expert, bringing expertise in pension, benefits and investments. The Chair will serve on the Board of Directors for a term of two years and may be appointed for a second term.

Election and Term of Office – VON Canada Bylaw Article 13.04

The members, including the Chair, of all Standing Committees shall be appointed by the Board of Directors of the Corporation for a two-year term. No more than three chairs of the five standing committees shall be appointed from outside of the Board membership as otherwise determined. The members, including the Chair, shall be eligible for re-appointment to serve in the same capacity for no more than four consecutive years.

Removal from Office / Filling of Vacancies – VON Canada Bylaw Article 13.05

The Board of Directors may at any time by a two-thirds vote remove any member of a standing committee from office and may fill any vacancy so arising.

Decision by Majority Vote – VON Canada Bylaw Article 13.07

At meetings of committees, all decisions shall require the affirmative vote of a majority of those present and entitled to vote. Except as otherwise provided, all committee members are entitled to one vote.

Quorum – VON Canada Bylaw Article 14.0

At any meeting of the members of the Corporation, board of directors, or committees a quorum is established where a majority of those entitled to vote are present at the meeting, or in the case of meetings of the members, represented by proxy.

Remuneration – Directors Expenses – VON Canada Bylaw Article 20.06

The directors, elected officers and members of all committees of the Corporation shall be reimbursed for their out-of-pocket expenses incurred in attending board, committee or member's meetings or otherwise in respect of the performance by them of their duties, in accordance with established VON guidelines.

T A B B

VON CANADA

BOARD OF DIRECTORS MEETING

National Office Boardroom
110 Argyle Avenue, Ottawa

SATURDAY & SUNDAY 7 & 8 FEBRUARY 2004

MINUTES

PARTICIPANTS:

- Don Storch, Chair
- Lynn Bessey, Chair-Elect (Saturday only)
- Jim McCaw, Treasurer
- Anne Earthy, British Columbia
- Stan Franklin, Alberta
- Margaret Mackling, Manitoba
- Hazel Harrington, Quebec
- John Suart, New Brunswick
- Carol MacKenzie, Nova Scotia
- Pat Pilgrim, Newfoundland
- George Filliter, Member at Large
- Gerri Jensen, Member at Large
- Pat Kaspro, Member at Large
- Janice McCallum, Member at Large
- Mary Sirotnik, Member at Large
- Mike Stebila, Member at Large
- Tania Willumsen, Chair, Pension & Benefits Committee
- Diane McLeod, Interim President & CEO, ex officio

*This is Exhibit ¹³.....referred to in the
affidavit of Derrick McIntosh
sworn before me this ^{5th}.....
day of August.....2016..*

[Signature]
.....
A COMMISSIONER, ETC.

GUESTS:

- Jack Smith, Ontario
- Philip Gorick, Member at Large

AFF:

- Lynda Jobin, Executive Assistant (Recording Secretary)
- Faye Porter, Vice-President, Volunteer Services & Western Region (Saturday only)
- Glen Shipp, Senior Vice-President, Corporate Services & CFO
- Paul Ting, Vice-President, Operations, Ontario
- Anne Yuill, Vice-President, Eastern Region

Call to Order and Welcome/Introductions

The Chair called the meeting to order at 9:10 a.m. and welcomed all members. A special welcome was extended to Gerri Jensen and Stan Franklin who were attending their first Board meeting. Members were provided with an opportunity to introduce themselves.

On behalf of the Board, the Chair extended a special welcome to Diane McLeod and thanked her for having accepted the position of Interim President & CEO.

2. Governance

2.1 Declaration of Conflict of Interest

No conflict of interest was declared.

2.2 Approval of Agenda

Moved by George Filliter, seconded by Lynn Bessey,

MOTION #1

"THAT the agenda of the February 7 & 8, 2004 VON Canada Board of Directors meeting be approved as distributed with ordering of items left to the discretion of the Chair."

CARRIED

2.3 Approval of Minutes

Moved by George Filliter, seconded by Mary Sirotnik,

MOTION #2

"THAT the minutes of the December 11, 2003 teleconference of the VON Canada Board of Directors be approved as distributed."

CARRIED

3. Business Arising

3.1 2004 National Accreditation – Leadership & Partnership Committee

This item was addressed later in the agenda.

3.2 Appointment of Pension Fund Investment Manager

This item was addressed later in the agenda.

4. Overview & Plans for Board Orientation

In the absence of Philip Gorick, Chair of the Board Development Committee, Mary Sirotnik reported on this agenda item.

A Board orientation manual has been distributed to the newly elected members of the Board and updates provided for existing members. The Board Development Committee had arranged a Board orientation session to be held in conjunction with the February meeting, but because of the business needing to come forward at this time, the orientation was deferred to March. Mary noted that the topics being considered were reflected in the committee's minutes of January 16th. Board members were invited to submit any additional items to either the Board or Committee Chair.

Members were asked to sign the Conflict of Interest and Confidentiality of Information Policies contained in the Board manual and submit them to the Chair of the Board or Lynda Jobin as soon as possible. In keeping with VON Canada policy, completion of these forms is done on a yearly basis.

Mary encouraged Board members to complete and submit the meeting evaluation form. She noted that this input was invaluable in making improvements to Board processes. Based on recent feedback, the Board Development Committee recommended that in future for any items requiring decision on a board teleconference a briefing note be distributed in advance. In addition, any agenda items related to board development will be identified as such so that board members may prepare appropriately for the session, and provide feedback on the evaluation form.

In reviewing their terms of reference, the Board Development Committee recommended editorial amendments be made for purposes of providing clarity and defining the role of a special committee of the Board. Upon request of the Board, the terms of reference will be further revised to define the term of office as one year, except as otherwise determined by the Board. Moved by Mary Sirotnik, seconded by Tania Willumsen,

MOTION #3

"THAT the Board of Directors of VON Canada approve the revised terms of reference for the Board Development Committee as amended."

CARRIED

Report of the Executive Committee

5.1 VON Lanark/Brockville

An overview of the VON Lanark Branch was provided. The branch currently has an Alzheimer Outreach Program that is funded by the Ministry of Health. This program represents the branch's major source of revenue. The Ministry has expressed concern about the present management structure and associated overhead costs of the VON Lanark Branch in delivering this program and has suggested that if a serious attempt is not made to rectify the situation the program is at jeopardy of being lost.

The Ministry of Health districts in Ontario are divided very differently from the geographical boundaries of VON branches. For example, both the VON Brockville-Leeds-Grenville Branch and VON Lanark Branch fall within one Ministry of Health district. Upon the direction of the Executive Committee of VON Canada, a request was made to the two VON branches to work together in an effort to pool resources and achieve greater efficiencies and cost savings. Although VON Brockville has confirmed its willingness to work with the VON Lanark Branch, VON Lanark has not acknowledged any urgency is moving forward with this partnership.

The CEO stated that the contract for the Ministry of Health Alzheimer Outreach Program was up for renewal effective April 1, 2004 and that the Ministry would look favourably to a joint submission from VON Brockville & VON Lanark. Moved by George Filliter, seconded by Stan Franklin,

MOTION #4

“Be it resolved that pursuant to bylaw 6.0 q) the Chair of the National VON Board and the President & CEO of VON Canada correspond with the Chairs and the Executive Directors of VON Lanark and VON Brockville-Leeds & Grenville Branches instructing both organizations to cooperate in coordinating the submission of a joint proposal for the renewal of the service agreements with the Ministry of Health and Long Term Care for the provision of in-home Alzheimer’s Respite Care by February 28, 2004.

Be it further resolved that if this proposal is not submitted by the date foresaid and no satisfactory reason is provided, that the Chair of the National VON Board with the approval of the Executive Committee and the President & CEO of VON Canada be authorized to take such actions as are necessary to ensure the submission is completed by March 31 2004, pursuant to Bylaw 19.0”

CARRIED

6. Report of the Pension & Benefits Committee

6.1 Presentation by Pension Fund Actuary

Tania, Chair of the Pension & Benefits Committee provided an overview of the activity of the Pension Fund over the past year and introduced Jean-Pai Raymond from Mercer Consulting, Actuary of the Pension Fund. Jean-Pai made a presentation to the Board informing them of emerging pension issues and the impact these are having on the costs of the VON Pension Plan. A copy of his presentation was distributed for information.

6.2 Investment Management Structure

During the past year, the Pension & Benefits Committee has been reviewing the investment manager structure and statement of investment policies and procedures in order to manage and minimize any risks in the investment portfolios. Moved by Tania Willumsen, seconded by Jim McCaw,

MOTION #5

“THAT the Board of Directors of VON Canada upon recommendation of the Pension & Benefits Committee, approve the 60% Equity/40% Fixed Income Asset Mix stated in Section 2, Item 2.03 of the Pension Fund Statement of Investment Policy & Procedures as presently written, and approve an amendment to the Investment Manager Structure outlined in Section 2, Item 2.03A as follows:

- *Canadian Equities – 20% active management; 10% passive management*
- *US Equities – 15% passive management*
- *EAFE – 15% active management*
- *Fixed Income – 40% passive management.”*

CARRIED

It was further moved by Tania Willumsen, seconded by Jim McCaw,

MOTION #6

“THAT the Board of Directors of VON Canada upon recommendation of the Pension & Benefits Committee, approve an amendment to Section 2, Item 2.03B of the Pension Fund Statement of Investment Policy & Procedures regarding the allocation to the index balanced manager as follows: 10% Canadian Equity, 15% US Equity, and 40% Fixed Income.”

CARRIED

Moved by Tania Willumsen, seconded by Jim McCaw,

MOTION #7

“THAT the Board of Directors of VON Canada upon recommendation of the Pension & Benefits Committee appoint McLean Budden Investment Managers Limited as the active Canadian equity manager for the VON Pension Fund and that the asset transfer be completed by March 31, 2004.”

CARRIED

6.3 Pension Fund Consultants

Over the past few years, the level of services provided by James P. Marshall has declined significantly. The Pension & Benefits Committee has considered issuing an RFP for a new investment consultant, but concluded that this would be too onerous given the other issues requiring the Committee's attention at this time. The Committee will give further consideration to this matter, and bring forward a recommendation to the Board at its next meeting.

6.4 Employee/Employer Pension Contributions – Employer Surcharge

At January 1, 2000 the VON Pension Plan was healthy, both short and long term, and had a healthy surplus to subsidize rising costs. The actuarial report for January 1, 2003 and January 1, 2004 was not as positive and the VON Pension Fund is presently in a short-term deficit. However, long term the fund remains healthy. As a result of the present short-term deficit, the regulators of the Plan require VON to "top up" the fund over the next five years. Moved by Tania Willumsen, seconded by Jim McCaw,

MOTION #8

"THAT the Board of Directors of VON Canada upon recommendation of the Pension & Benefits Committee approve an increase in the employee contribution levels to 5.25% up to the yearly maximum pension earnings (YMPE of \$40,500) and 7% above the YMPE effective July 1, 2004."

CARRIED

(1 abstained – Anne Earthy)

It was further moved by Tania Willumsen, seconded by Jim McCaw,

MOTION #9

"THAT the Board of Directors of VON Canada upon recommendation of the Pension & Benefits Committee approve a surcharge of 14% to the matching employer contributions to cover Pension Plan termination costs required by regulators effective July 1, 2004 and that this be reviewed annually by the Pension & Benefits Committee."

CARRIED

(3 abstained – Anne Earthy, Hazel Harrington, Pat Kaspro)

It was acknowledged that the increases in contribution levels would be very difficult for some branches to fund and that a communiqué should be distributed to branches as soon as possible providing them with the rationale for the increases. The Chair stressed that the information provided to the Board and the related discussion regarding the Pension Fund issues were extremely sensitive and confidential and should not be discussed with individual branches until a communiqué has been released. Moved by George Filliter, seconded by Margaret Mackling,

MOTION #10

WHEREAS the Board recognized its responsibility as an employer to its employees,

Be it resolved that the Chair of the Pension & Benefits Committee work directly with the President & CEO of VON Canada to ensure that a full and complete communications plan be put into place prior to informing branches and plan members of the Board's decisions of February 7, 2004 concerning contribution levels and surcharges so that those affected are clearly informed of the reasons."

CARRIED

Report of the Strategic Planning Committee

Lynn Bessey, Chair of the Strategic Planning Committee, provided an update on the work of the committee. A copy of the minutes of the committee meeting held on January 19th was distributed for information.

7.1 Committee Workplan

A copy of the proposed workplan having been distributed and reviewed, moved by Lynn Bessey, seconded by George Filliter,

MOTION #11

"THAT the Board of Directors of VON Canada approve the 2004 workplan for the Strategic Planning Committee as distributed."

CARRIED

7.2 Environmental Scan Survey

During the next year, the Strategic Planning Committee will look to update the environmental scan conducted in 2002-03. A copy of a proposed survey to distribute to branches for this purpose was reviewed. It was suggested that a fourth question be added whereby branches could identify any changes they were aware of that had occurred within the last 6 months. It was also suggested that the survey be posted on the VON website so that members could respond electronically.

Report of Executive Committee

8.1 VON Renfrew County Branch

In response to a serious concern brought forward by the Finance & Audit Committee with respect to the present financial position of the VON Renfrew County Branch, the Chair of the national Board requested the branch to

provide VON Canada with a copy of its recovery plan. The Branch President and Vice-President are currently away, but the Executive Director has confirmed that upon their return the plan will be finalized and submitted to VON Canada.

8.2 2004 AGM Planning Committee

This year, the VON Niagara Branch will be hosting the annual general meeting. Plans are well underway in arranging the logistics and program for the conference. Over the past couple of years, national Board representation on the Planning Committee has proven invaluable in planning the program and setting the right "tone" for the conference. Moved by Lynn Bessey, seconded by Anne Earthy,

MOTION #12

"THAT the Board of Directors of VON Canada upon recommendation of the Executive Committee approve the appointment of Carol MacKenzie, Mary Sirotnik and Jack Smith to the 2004 AGM Planning Committee."

CARRIED

8.3 Appointment of Awareness & Advocacy Committee

The Committee recently held its first meeting by teleconference and in reviewing its terms of reference and membership, identified that a couple of additional members were required. Moved by Anne Earthy, seconded by Mary Sirotnik,

MOTION #13

"THAT the Board of Directors of VON Canada upon recommendation of the Executive Committee approve the appointment of Ms. Joyce Springate of VON British Columbia as a member of the Awareness & Advocacy Committee."

CARRIED

The Chair indicated that an additional member from the national Board was also required to sit on the Awareness & Advocacy Committee and requested that if anyone was interested in serving to contact Janice McCallum, Committee Chair.

8.4 Code of Ethics

At its meeting in September 2003, the Board accepted the Code of Ethics in principle subject to review by a professional ethicist. Through a contact of the former President & CEO, the VON Canada Code of Ethics was read by an Associate of KPMG Ethics & Integrity Services and comments provided. A

copy of the comments was distributed for information. Moved by Tania Willumsen, seconded by Lynn Bessey,

MOTION #14

“THAT the Board of Directors of VON Canada upon recommendation of the Executive Committee approve the VON Canada Code of Ethics as distributed.”

TABLED

It was questioned whether or not any modifications had been made to the code of ethics as a result of the comments made by KPMG. Diane agreed to have this confirmed and brought back to the Board in March for approval. It was requested that any changes to the document be highlighted for ease of reference.

An observation was made that the code of ethics did not make any reference to clients. Diane agreed to have this further considered as the Code of Ethics was being reviewed.

It was requested that as documents are reviewed and/or amended, the effective date be reflected on the document.

8.5 2004 National Accreditation

The Chair noted that given her other Board and committee responsibilities, Lynn Bessey had requested to be replaced on the National Accreditation Steering Team. Moved by George Filliter, seconded by Margaret Mackling,

MOTION #15

“THAT the Board of Directors of VON Canada upon recommendation of the Executive Committee approve the appointment of Jack Smith as a member of the National Accreditation Steering Team replacing Lynn Bessey and as a member of the Leadership & Governance Team representing the national Board.”

CARRIED

8.6 VON Canada Governance Review

At the request of the national Board, the Board Development Committee will be undertaking a review of the current governance structure of VON Canada and developing recommendations for consideration by the Board. The committee issued an RFP to several consulting firms in Ottawa to assist with the governance review and in October 2003, received and reviewed four proposals. Having confirmed that there are sufficient funds in the budget, moved by Carol MacKenzie, seconded by Janice McCallum,

MOTION #16

“THAT the Board of Directors of VON Canada upon recommendation of the Executive Committee approve an expenditure of up to \$25,000 to conduct a review of the governance structure of VON Canada.”

WITHDRAWN

Mary Sirotnik on behalf of the Board Development Committee confirmed that the committee had favoured the proposal from Deloitte Inc. to assist in undertaking the governance review. In addition to conducting interviews with each member of the national Board, telephone interviews would be conducted with ten branch board members from across the country, and an online survey posted on the website so that all board members would have an opportunity to provide input. Moved by George Filliter, seconded by Carol MacKenzie,

MOTION #17

“THAT the Board of Directors of VON Canada upon recommendation of the Board Development Committee and the Executive Committee, approve retaining the services of Deloitte Inc. to work with the Board Development Committee in undertaking a review of the governance structure of VON Canada at an expense of up to \$25,000.”

CARRIED

8.7 Appointment of VON Toronto-York Region Branch Board

This item was deferred to the report of the President & CEO.

9. Report of the Treasurer

9.1 Transfer of Three Western Branches into VON Canada

The Treasurer noted that based upon advice from Legal Counsel, it was not possible to amalgamate the three western branches participating in the National Vision Achievement Strategy with VON Canada or any of its subsidiaries due to the different geographical jurisdictions. As a result, a number of other alternatives have been considered, including the creation of “New Co” whereby the 3 western branches and all of the VON Canada subsidiaries would be transferred therein. This will be further explored by the Finance & Audit Committee and a presentation made to the Board at its March 2004 meeting. The presentation will include the rationalization for how to structure the operational arm of VON and simplify the present VON Canada structure. It was requested that the presentation also address the status of those branches governed by VON Canada, but not yet financially able to be transferred in.

9.2 VON Manitoba

Yesterday, the Finance & Audit Committee received a presentation from the President of VON Manitoba and the Vice-President, Western Region regarding the financial position of the branch. Although progress seems to be occurring, the branch's financial position is not strong and losses continue to be experienced. VON Canada staff will be working with VON Manitoba to prepare an analysis of profitability by branch program and cost implications of a wind-up of the branch for presentation to the Executive Committee at its meeting on February 20th.

The Treasurer reported that when VON Winnipeg wound-up, the branch had outstanding branch membership fees totalling some \$125,000. Given the branch's financial position, an agreement was reached whereby the branch would pay VON Canada \$13,000 representing payment in full. This money was never forwarded to VON Canada and is presently being held by VON Manitoba. The Finance & Audit Committee recommended at its meeting yesterday, that VON Manitoba be requested to pay the \$13K to VON Canada by February 20th, the date of the next Executive Committee meeting. A further report on VON Manitoba will be provided at the March Board meeting.

9.3 Appointment of Auditor

The Treasurer reviewed the RFP process for auditing services for VON Canada and the evaluation and ranking of each of the auditing firms that submitted a proposal. Moved by Jim McCaw, seconded by Michael Stebila,

MOTION #18

"THAT the Board of Directors approve the Finance & Audit Committee recommendation that PricewaterhouseCoopers be appointed as the auditors for VON Canada and its subsidiaries and governed branches for the three years ending March 31, 2004, 2005 and 2006, and for the VON Pension Plan for its years ending December 31, 2003, 2004 and 2005, subject to modifications being made to their audit strategy as acceptable to the Treasurer by February 18th and that failing satisfactory resolution, Deloitte & Touche be appointed as the auditors for a one-year term only."

CARRIED

9.4 Committee Workplan

A copy of the proposed workplan having been distributed and reviewed, moved by Jim McCaw, seconded by Michael Stebila,

MOTION #19

“THAT the Board of Directors of VON Canada approve the 2004 workplan for the Finance & Audit Committee as distributed.”

CARRIED

9.5 Report of Branch Compliance with Monitoring & Support Policy

The nine-month financial review as of December 31, 2003 updated to February 2, 2004 was distributed and reviewed. It was noted that very few of the local strategy branches were submitting their business plans and budgets to VON Canada. A reminder will be distributed to branches requesting copies of their 2004-2005 plans and budgets once completed. It was suggested that a template for branch operational plans would help branches in submitting the information to VON Canada. The CEO agreed to look into this.

The Treasurer noted that at the Finance & Audit Committee meeting, it was agreed the CEO would call VON Hudson Branch with respect to their not submitting any financial reports to VON Canada.

9.6 Branch Membership Fee Status Report for Third Quarter

The Treasurer expressed grave concern that some branches were choosing whether or not to pay their branch membership fees for various reasons, despite having the financial ability to do so. In reviewing the status report for the third quarter, the Finance & Audit Committee identified a number of branches that were significantly in arrears with payment of their fees for up to three years. VON Canada staff have been requested to follow-up as required. The Finance & Audit Committee will continue to monitor this on a regular basis and keep the Board informed of any action required.

10. Report of Bylaws & Regulations Committee

George Filliter, Chair of the Bylaws & Regulations Committee, provided an update on the work of the committee. A copy of the minutes of the committee meeting held on January 21st was distributed for information.

10.1 Committee Workplan

A copy of the proposed workplan having been distributed and reviewed, moved by George Filliter, seconded by Stan Franklin,

MOTION #20

“THAT the Board of Directors of VON Canada approve the 2004 workplan for the Bylaws & Regulations Committee as distributed.”

CARRIED

. Report from VON Canada Foundation

A written report from the Chair of the VON Canada Foundation was distributed for information. An opportunity was provided for questions/comments. It was noted that VON Canada had been through two rounds of interviews for a Director of Public Affairs/Fund Development, but was unsuccessful in filling the position. The CEO of VON Canada is continuing to pursue this.

It was confirmed that the SunLife shares received by VON Canada as a result of the demutualization of SunLife had been sold and that cheques to employees in accordance with the SunLife schedule would be issued over the next couple of weeks.

It was requested that a list of the VON Canada Foundation members be provided to the Board for information.

. Reports from Provincially Selected Directors

Written reports from Provincially Selected Directors were distributed for information and an opportunity provided for questions/comments. Pat Kasproff reported that the branches in western Canada were now meeting as a group and working together to share their expertise. Pat, as the Member at Large for Western Canada, has been selected to act as Chair of the group. Their most recent meeting was held in January and they have agreed to begin working on a consistent message for the west and increasing their marketing capacity. The group will also be looking at methodologies for reporting to the national Board on the outcomes of their meetings. A conference call is scheduled for March 12 to develop terms of reference.

. Report of Awareness & Advocacy Committee

Janice McCallum, Chair of the Awareness & Advocacy Committee, provided an update on the work of the committee. A copy of the minutes of the committee meetings held in September and October 2003 and January 12, 2004 were distributed for information. A face-to-face meeting of the committee is scheduled for later today to develop the committee's workplan for 2004. Efforts continue in developing the advocacy network with branches across the country. The schedule of teleconferences for the VON advocacy champions will be distributed to all branches and the national Board. Members of the national Board were encouraged to participate in these calls whenever possible. Further to a request made earlier in the meeting, it was moved by Janice McCallum, seconded by Mary Sirotnik,

MOTION #21

"THAT the Board of Directors appoint Gerri Jensen as a member of the Awareness & Advocacy Committee."

CARRIED

Given the organization's focus on caregiving both at a policy and practice level, VON Canada has been awarded a nine-month contract with the Voluntary Sector Initiative to research and document respite policies and best practices across Canada. Janice noted that in her capacity as Chair of the VON Advocacy and Awareness Committee, she had been invited and accepted to serve as Chair of the Advisory Panel for this project.

14. CEO Report

A written report from the President & CEO was distributed for information. An opportunity was provided for questions and comments. Before presenting her report, Diane thanked the Board for having asked her to serve as Interim President & CEO and expressed her pleasure in having accepted the position.

During the past couple of months, the senior management team has met on a regular basis by teleconference and earlier this week met face-to-face in Ottawa. The primary goals for the short term are to stabilize activities within the national office and some of the regions and move forward with initiatives currently underway. Most recently, with the assistance of Paul Ting and the VON Ontario Branches, Diane has been able to transfer her responsibilities as Executive director of VON Toronto-York Branch over to Andrea Martin.

Despite significant efforts to recruit a Board for the VON Toronto-York Region Branch, this initiative has not been successful. Twelve people were interviewed and an information session held with six of them in late November. However, all but two individuals withdrew their candidacy, indicating it required too much of a commitment at this time. Diane will continue to pursue recruitment of a branch board. She asked if anyone knew of potential members to let her know.

In addition to recruiting a Board for Toronto, Diane will continue to retain her central region responsibilities related to government/external relations and local vision achievement branches.

VON is well on its way to preparing for the accreditation survey later this year. The National Accreditation Steering Team (NAST) has been meeting since September and has developed the accreditation framework. Janet Helmer, Senior Director for Quality, Education & Clinical Services, who has been spearheading the accreditation process, will be leaving VON on March 1st to accept a position with the Royal College of Physicians and Surgeons of Canada (RCPSC) as the Assistant Director, Office of Education. Diane will be appointing a project manager to oversee the accreditation process.

Janet Simm, Vice-President of Operations for VON Canada Nova Scotia has also resigned effective February 6th and has accepted a position with the Nova Scotia Department of Health (Continuing Care Branch) as Director of System Delivery/Liaison. As a result of Janet's departure, Diane has reviewed the structure for Eastern Region. A decision was made to have only one Vice-President for the

Region and Anne Yuill will fill this position. The present VON Canada Nova Scotia director positions will be expanded to cover all of the Eastern Region, and an executive director position will be created to oversee the operations of the VON Canada Nova Scotia Branch. In the interim, Joyce MacSween will fulfill this responsibility.

A copy of the Operational Plan for the President & CEO was distributed for information. Diane noted that the Plan had been developed collectively with all members of the senior management team. An observation was made that under Goals #5 all of the objectives referred to national vision achievement branches only. Diane confirmed that the intent was to support all branches in VON and that she would modify the plan accordingly.

Diane confirmed that the Director of Marketing had put forward a comprehensive marketing plan for the coming year and had issued a call for renewed membership on the regional marketing groups. A branding education module has been developed, but was put on hold pending the recruitment of a Director Public Affairs/Fund Development. Given the difficulties in filling this position, a more active marketing approach will be taken.

It was acknowledged that the CEO's report is distributed to all branches with a summary of the Board meeting. The format of the report was well supported and viewed as a good communications tool to report to branches on the activities being undertaken by VON Canada. It was suggested, however, that the report is too lengthy for distribution by email or reading by board members. An alternative might be to produce a 2-page summary and to post the report in its entirety on the VON website.

Update on Recruitment of President & CEO

The Chair provided an update on the recruitment process. The position has been advertised and networking has been initiated by the consultants. The Chair indicated that from this point forward he would provide board members with a written update on the status of the recruitment process on a weekly basis. A meeting of the Selection Committee is scheduled for March 1 to develop a long list of candidates with interviews to be held on March 12 & 13. Search Committee members include Don Storch, Jim McCaw, Lynn Bessey and Mary Sirotnik. The Committee is hoping to bring forward a candidate for consideration by the Board at its meeting on March 27/28.

Other Business

There was no other business.

Dates of Future Board Meetings

- March 27 & 28, 2004 (Ottawa)

- June 5 & 6, 2004 (Ottawa)
- September 25 & 26, 2004 (Ottawa)
- November 4-7, 2004 (Niagara – in conjunction with AGM)

18. Dates of Future Board Teleconferences

- Thursday 6 May 1:00 p.m. (Ottawa time)
- Thursday 26 August 1:00 p.m. (Ottawa time)
- Friday 17 December 1:00 p.m. (Ottawa time)

19. Dates of Teleconferences with Branch Presidents

- Wednesday 3 March 6:00 p.m. (Ottawa time)
- Wednesday 28 April 6:00 p.m. (Ottawa time)
- Wednesday 23 June 6:00 p.m. (Ottawa time)
- Wednesday 20 October 6:00 p.m. (Ottawa time)
- Wednesday 24 November 6:00 p.m. (Ottawa time)

20. Adjournment

There being no other business, the meeting adjourned at 10:40 a.m.

Chair - Don Storch

Date

Interim President & CEO – Diane McLeod

Date

T A B C



VON

NATIONAL OFFICE
BUREAU NATIONAL

110 avenue Argyle Avenue, Ottawa, Ontario K2P 1B4
TEL: (613) 233-5694 • FAX: (613) 230-4376 • www.von.ca

MEMORANDUM

TO: Branch Presidents and Executive Directors

CC: VON Canada Board of Directors
VON Canada Senior Management Team

FROM: Donald W. Storch, Chair
VON Canada

Diane McLeod, Interim President & CEO
VON Canada

DATE: 13 February 2004

RE: VON Pension Plan

*This is Exhibit...^C...referred to in the
affidavit of Derrick McIntosh
sworn before me this...^{5th}.....
day of August.....2016.*

[Signature]
.....
A COMMISSIONER, ETC.

Over the past year, hardly a week goes by without banner headlines in the media about the unfunded status of various large pension funds. How is VON's pension fund doing, you are probably wondering!

Thankfully, the past year has been a challenging period. The good news is that on a long-term basis the VON Pension Plan is healthy and sound. The immediate short term is another matter, which requires some background commentary to put the situation into perspective for you.

Pension funds in Canada are highly regulated to ensure beneficiaries' pensions are protected. In this respect VON is required to file regular financial status reports with provincial and federal regulators. These 'actuarial valuations', which are, in effect, an audit by an independent actuarial firm, report on the relationship between assets and liabilities at the reporting date and long term.

January 1, 2000 the VON Plan was healthy, both short and long term, and had a substantial surplus to subsidize rising costs. The actuarial report for January 1, 2003 and January 1, 2004 was not as positive and the VON Pension Fund is in a short-term deficit. Long term the fund remains healthy. However, the regulators now require VON 'top up' the plan over the next five years. Why has this occurred?

Between 2000 and 2002 every pension fund throughout the world experienced large investment declines resulting from negative capital market returns of stocks and bonds. Fortunately by the end of 2003 VON had recovered from these declines, returning the value of the pension fund closer to 2000 levels. Why then is the VON fund faced with a funding shortfall?

Several factors have contributed to this situation.

- Increases in membership, salaries, branch closures and costs, as reflected in the following chart:

(\$000s)

	Jan 1, 2001	Jan 1, 2003
Active Members	87,294	86,485
Deferred Vested Members	17,137	25,826
Pensioners	74,567	87,332

- Rather than passing these costs onto employees and employers, these increases have been subsidized from the pension fund surplus during the past 10 years. The last contribution increase was in April 1993.
- The greatest impact has come from declining interest rates. This means it costs VON more to purchase employee pensions. At the same time, assets are growing more slowly. In calculating liabilities, however, the actuary uses an average of the last three year's interest rates, which are significantly higher than current rates. Liabilities, therefore, in the past 3 years have grown more rapidly than assets.

The Financial Services Commission of Ontario (FSCO), the plan's regulator, requires all plan valuations to include both a long term (funding) and a short term (solvency) valuation to be filed. The short term (solvency) valuation assumes the plan would be wound up on the date of the valuation, and on that basis, because annuity settlements are currently unfavourable, the valuation shows the plan in a short term (solvency) deficit position. This is best illustrated in the following chart.

(\$000s)

	Jan 1, 2001	Jan 1, 2003
Actuarial value of fund	\$219,464	\$207,354
Actuarial liabilities – long term	178,998	199,643
Actuarial liabilities – short term	195,682	223,695

The VON Canada Board of Directors and the Pension & Benefits Committee have taken steps this year to address the health of the VON Pension Fund. We have focused on managing the risk in the investment portfolios. We have replaced one of the investment managers, moving to a firm known for conservative investment strategies and consistent added value to portfolios. On a go forward basis VON Canada ha

increased its monitoring of the fund's position to a quarterly basis. We are also investigating investment alternatives, which would better protect the investment portfolio during periods of declining markets.

- Investment management costs have been reduced.
- There will be no ad hoc pension increases to retirees until the Fund's health is restored. Costs of these increases for 2002-2003 was just over \$3.2 million.
- Finally, having explored all alternatives, VON is faced with increasing both employee and employer contribution rates.

After lengthy deliberations and consultations with the plan's actuary and investments consultants by the Pension & Benefits Committee and the Board of Directors, the Board, at it's meeting on February 7, 2004, passed the following motions.

"THAT the Board of Directors of VON Canada, upon recommendation of the Pension & Benefits Committee approve an increase in the employee contribution levels to 5.25% up to the yearly maximum pension earnings (YMPE of \$40,500) and 7% above the YMPE, effective July 1, 2004."

"THAT the Board of Directors, upon the recommendation of the Pension & Benefits Committee, approve a surcharge of 14% to the matching employer contributions to cover Pension Plan termination costs as required by regulators effective July 1, 2004 and that this be reviewed annually by the Pension & Benefits Committee."

The Board of Directors is well aware of the financial challenges this increase will have on all VON branches. However, as the trustees of this plan we needed to take action to ensure the ongoing viability of the pension plan. Our situation is reflective of over 75% of the pension plans in the country. Even with the increased contributions the VON Plan contributions levels are still lower than other large public sector pension plans. The most important message is that the VON Pension fund is very solid on a long term funding basis and continues to grow. This action is to deal with a short-term problem.

We appreciate that this is an issue with many complexities. For this reason we want to ensure that there is ongoing dialogue where concerns arise and those questions are answered as they arise. We would propose the following communication strategy:

- A memo given to all branches for distribution to all VON pension plan members explaining the increase in contributions.

T A B D

VIA REGISTERED MAIL

PERSONAL AND CONFIDENTIAL

20 March 2006

Ms. Virginia Bell
VON West Island Branch
422 Beaconsfield Boulevard
Beaconsfield, Quebec
H9W 4B7

Dear Ms. Bell:

Re: Notice of Default

I am writing on behalf of the Board of Directors of VON Canada to notify you that, due to the decision made by the board of directors of VON West Island Branch ("the "Branch") not to participate in VON Canada's National Strategy, a key national policy established by the Board of Directors of VON Canada, the Branch is in breach of its obligations as set out in the By-laws of VON Canada and the trade-mark license dated September 9, 1994 (the "Trade-mark License").

Also called the Vision Achievement Strategy and the National Vision Achievement Strategy, VON Canada's National Strategy (the "National Strategy") has been in progress since 1998, when it was first acknowledged that operational efficiencies and improvements had to be achieved in order to ensure that VON remained viable in the future. Following an extensive consultation with every VON branch in Canada, the National Strategy was formally introduced to all VON branches at the Annual General Meeting of November 18, 2000.

Since that time, the National Strategy has been implemented gradually, with only six branches voting not to join as of February 28, 2006. The specifics of the National Strategy have been detailed in various formats and at various venues with all of the branches over the last six years, including at individual meetings between VON Canada and your Branch. The core principles of the National Strategy include, without limitation, (1) all staff transfer to VON Canada and (2) no local governance of operations.

On January 30, 2005, the Board of Directors of VON Canada passed the following resolution:

"THAT the Board expresses its desire that the Strategy 2000 (NVAS) be fully implemented by AGM 2006 and instructs the Executive Committee to work in conjunction with the CEO to develop the necessary plans towards this end."

On November 4, 2005, the Board of Directors of VON Canada passed the following resolution:

"THAT the VON Canada Board reconfirms its motion of January 30, 2005 and states that its policy is that, by September 2006, all branches shall join the national strategy. Accordingly, the VON Canada Board authorizes the Executive Committee to communicate with the remaining branches that have not joined the

This is Exhibit...*D*...referred to in the affidavit of *Derrick McIntosh* sworn before me this...*5th*... day of...*August*...20...*16*...
[Signature]
A COMMISSIONER ET AL

National Strategy, indicating that the VON Canada Board requires that a written notice of their intention as to whether they are willing to join the National Strategy be filed no later than February, 2006 so as to allow discussions to be commenced respecting the dissolution of the present relationship if required."

On February 27, 2006, you advised VON Canada that your Branch will not be participating in the National Strategy.

Pursuant to the By-laws of VON Canada (the "By-laws"), the Branch, in common with all other VON branches, must "carry out the objects of VON Canada" and "manage and deliver all programs in compliance with the standards and guidelines of" VON Canada. (By-law Section 19.02) In addition, the Trade-mark License requires the Branch to provide services in accordance with the procedures and policies established by VON Canada from time to time (License Section 3).

As identified by the VON Canada Board as far back as 1998, and as confirmed by the external consultation carried out by Accenture in 2005, VON's organizational fragmentation places it at a competitive disadvantage. The National Strategy is crucial to VON's continued survival and viability. Therefore, the Branch's refusal to participate in the National Strategy not only constitutes a risk to the VON organization, it also means that the Branch is in breach of a central policy of VON Canada that is at the core of the vision and mission of the organization.

TAKE NOTICE THAT VON Canada hereby provides the Branch until April 30, 2006 to:

- a. revisit its decision not to participate in the National Strategy; and
- b. provide written notice to VON Canada that it will participate in the National Strategy, including its intention to execute and complete an Asset Transfer Agreement with VON Canada.

If the breach is not remedied as requested above, VON Canada is entitled to revoke your membership in VON Canada and to withdraw any right or privilege of the Branch to continue operating as a VON branch. Furthermore, VON Canada has the right to terminate the Trade-mark License pursuant to Section 4 of such License and to take such other steps as it may deem appropriate.

This letter constitutes a Notice of Default under Section 4 of the Trade-mark License and under the By-laws.

There will be significant consequences for the Branch if its VON membership is revoked and its Trade-mark License is terminated. By no later than October 15, 2006:

1. the Branch will be required to stop using the name "VON" and stop holding itself out as being associated with VON Canada;
2. the Branch will be required to stop using the VON emblems and logos and to eliminate all VON signs and other VON insignia from its offices;
3. VON Canada will withdraw the Branch's right to receive the over 140 services it provides to branches, including, without limitation, the following:
 - VON's insurance coverage
 - VON's accreditation process
 - Finance support, financial systems, investment and management
 - IT support and systems
 - Clinical advice and support and best practices

- Government relations and branding
 - Quality Management
 - Board, staff and volunteer development
 - Market and business development
 - Public Affairs/Communications
 - Fund development and fundraising
 - Human Resources and labour relations expertise and support
 - Education and training
 - Marketing and contract negotiation,
 - Legal advice; and
 - Access to the Growth Agenda.
4. The Branch and its staff will no longer be able to rely on VON Canada standards and will be required to return all manuals provided by VON Canada as well as all copies thereof.
 5. Employees of branches that sever ties will no longer be entitled to participate in VON Canada's pension and benefits plans. In addition, employees of such branches will no longer be entitled to receive professional/clinical support and advice from VON Canada. These employees will not be entitled to participate in VON's professional development activities.
 6. The Canadian Council on Health Services Accreditation ("CCHSA") has advised that branches that sever ties to VON Canada will not retain their accreditation status and will require separate full accreditation surveys by CCHSA.
 7. The Branch will have no access to VON Canada's national contracts. VON Canada is making alternative arrangements for the delivery of national programs in your area including, without limitation, flu clinics.

This Notice of Default is given without prejudice to VON Canada's rights to exercise any other rights and remedies provided by law and by the Trade-mark License and the By-laws.

You are being provided with this formal notice to ensure that the Branch board is fully aware of the consequences and implications for itself, its employees and its clients of deciding not to participate in the National Strategy. We encourage you to consider these important issues at your earliest possible opportunity and not wait until the April 30th deadline.

The VON Canada Board is ready and willing to meet with you and your board at any time to address any concerns you might have and we sincerely hope that your Branch will ultimately choose to participate in the National Strategy.

Sincerely,

B. L. Bessey
Chair, VON Canada Board of Directors

cc: Dr. Judith Shamian, President and CEO, VON Canada

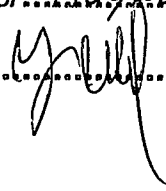
T A B L E

VIA EMAIL AND DELIVERED

This is Exhibit...^E...referred to in the affidavit of Derrick McIntosh sworn before me this 5th day of August 2016.

October 13, 2006

nal Office


A COMMISSIONER, ETC

Mr. Boyd Whittall
VON Montreal Branch
1246 Bishop
Montreal, Quebec
H3G 2E3

Dear Mr. Whittall:

Revocation of Membership of VON Montreal Branch (the "Branch") in VON Canada

I am writing further to the letter of May 1, 2006 from VON Canada (the "Revocation Letter").

As set out in the Revocation Letter, VON Canada has withdrawn the Branch's authority to act as a branch and member of VON Canada and has terminated the Branch's license to use VON trade-marks. Such revocation and termination are effective as of the close of business on October 15, 2006 (the "Effective Date"). Accordingly, I am writing to confirm that as of the Effective Date, the Branch will cease to be a branch of VON Canada and will have no further affiliation with VON Canada.

As provided in the Revocation Letter, the Branch is required to have taken all steps to complete the termination of its membership in VON Canada by no later than the Effective Date. From the Effective Date on, the Branch will cease to have any entitlement to receive services from VON Canada. I am writing to confirm the steps that have been taken and that are required to complete the termination.

1. Name Change and Trade-marks

By no later than the Effective Date, the Branch must have

- (a) changed its corporate name to one which does not include Victorian Order of Nurses, VON or anything confusingly similar thereto;
- (b) amended its Letters Patent and By-laws to remove all references to VON, the Victorian Order of Nurses, VON Canada and all trade-marks owned by VON Canada listed in Schedule "A" to this letter (the "VON Trade-marks"), amended its objects and removed all references to the VON mission and vision;

Touching Lives Since 1897
Les soins de la vie depuis 1897

- (c) taken all steps and obtained all approvals, including filing with the Companies Branch in its jurisdiction, to give effect to the amendments specified in sections (a) and (b) above; and
- (d) ceased all use of the VON Trade-marks whatsoever including use in its corporate name, use for soliciting business, on signage and letterhead, use in any advertising or printed material, use on contracts and insurance policies and other agreements of any kind, domain names, yellow pages and directories except that the Branch may continue to refer to its status as a "former" VON branch until January 15, 2007.

By no later than January 15, 2007, the Branch must cease use of any reference to the fact that it is a former VON branch, including using the phrase "formerly VON", in its correspondence, website, advertising, promotional materials and any other written materials published or distributed by the Branch.

Any notice of the name change that the Branch sends to funders, donors, clients or others must be approved in advance by VON Canada .

2. Services

As of the Effective Date, the Branch will no longer be entitled to use or receive an VON services including:

- IT support and systems (including software and services);
- finance;
- clinical advice;
- marketing and contract negotiations;
- management support;
- use of VON standards and manuals;
- quality management;
- board, staff and volunteer development;
- human resources and labour relations; and
- access to the Nurse Practitioner Support Centre.

3. Insurance

As of the Effective Date, the Branch will no longer be covered by VON Canada insurance. VON has so advised the insurer. If the Branch has not already done so, must obtain replacement insurance immediately. The Branch is responsible for a claims and expenses arising due to failure to have new insurance in place as of the Effective Date. Please use the enclosed form to confirm to VON Canada that the Branch has obtained its own insurance.

4. Accreditation

VON has advised the Canadian Council on Health Services Accreditation that the Branch is no longer a member of VON Canada and it is no longer accredited pursuant to VON Canada's insurance. The Branch is responsible for arranging its own accreditation.

5. Return or Destruction of Manuals

By no later than the Effective Date, the Branch must stop using and return to VON Canada or delete from the Branch's systems, as appropriate, all electronic and hard copies of manuals, guidelines and other similar confidential materials setting out information, advice, standards, requirements, operating procedures, instructions or policies of VON as such have been amended from time to time (the "Manuals") provided to the Branch by VON Canada. Please use the enclosed form to either provide written confirmation to VON Canada that all Manuals have been destroyed or advise VON Canada that all electronic copies have been destroyed and all paper copies of the Manuals are available for pick up. VON Canada will then arrange to pick up the Manuals.

6. Conferences

Since the Branch is no longer a member of VON as of the Effective Date, it will no longer be entitled to be notified of, to attend or to vote at VON members' meetings, including the annual conference scheduled for October 19-23, 2006.

7. Benefits and Pension Plans

The Branch is required to have notified all its employees and former employees who may be entitled to pension or other benefits pursuant to a VON plan that the Branch has terminated its membership in VON and explained the consequences of such membership termination for pension and benefits.

The Branch must complete the transition of all its employees from the VON benefits plan(s) to its own plan by no later than the Effective Date, unless VON Canada otherwise agrees in writing.

The Branch must establish a new registered pension plan. The Branch must complete the transition of all of its employees and former employees from the VON pension plan to its own registered pension plan by no later than October 15, 2006, unless VON Canada otherwise agrees in writing.

All liabilities and assets attributable to the Branch from the VON pension plan must be transferred to the Branch's new registered pension plan. Such transfer will have an effective date no later than the Effective Date and shall actually take place once approved by applicable regulatory authorities. Until such transfer is complete, the Branch must continue to make monthly contributions to cover its share of the currently existing solvency deficiency payments. Such monthly contributions shall be taken into account in determining the Branch's the liabilities and proportionate share of assets attributable to the Branch in the transfer. Please use the enclosed form to confirm that a new registered pension plan has been established.

8. Client Records

Following revocation of its membership in VON Canada, the Branch is required to keep all records related to the Branch in a safe and secure location for the time periods prescribed by statute and regulation and to protect the confidentiality and security of such records with appropriate measures. The Branch will be required to allow VON Canada or its authorized representatives access to such records upon reasonable request.

9. Other Steps to Complete Termination

In addition to the above, by no later than the Effective Date, the Branch must have:

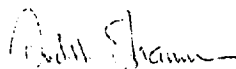
- (a) ceased all use of any VON assets and returned all such assets to VON;
- (b) been removed as a party from all national contracts for the provision of nursing services by VON and its branches or entered into a separate agreement with VON with respect to such contracts; and
- (c) paid all fees and payments due to VON up to the date that the Branch ceased to be a member.

VON shall have the right at any time and from time to time to verify the Branch's compliance with all of the foregoing requirements.

If you have any questions about anything in this letter, please contact Esther Shainblum, Director of Corporate Support and General Counsel, at (613) 228-7743.

We would appreciate your cooperation in completing and returning the enclosed confirmation form to VON Canada as soon as possible.

Yours very truly,



Dr. Judith Shamian
President and CEO
VON Canada

cc:
Marla Berard
Diane McLeod

SCHEDULE "A"
TRADE-MARKS

VICTORIAN ORDER OF NURSES

VON

VON CANADA (Canadian Trade-mark Application # 1242125)

VON CANADA TOUCHING LIVES SINCE 1897 AU COEUR DE LA VIE
DEPUIS 1897 + Design (Canadian Trade-mark Application # 1287079 filed
2006-01-23) (the New Trade-mark)

VON CARING FOR LIFE (Canadian Trade-mark Registration: TMA 597474)

VON CANADA and V Design (Canadian Trade-mark Registration: TMA
358162)

HEALTH CARE FOR ALL AGES (Canadian Trade-mark Registration: TMA
548561)

WHERE'S BOB (Canadian Trade-mark Registration: TMA 498382)

CARING FOR LIFE (Canadian Trade-mark Registration: TMA 435708)

VIAL OF LIFE (Canadian Trade-mark Application # 1303454)

VIAL OF LIFE & Design (Application # 0911375)

FAIRE PLUS QUE NOTRE SIMPLE DEVOIR A CHACUN DE VOS
APPELS (TMA 592144) owned by the VON Canada Foundation

T A B F

VIA EMAIL AND DELIVERED

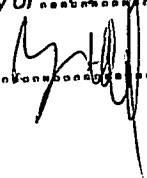
October 13, 2006

onal Office

Mr. Michael Bird
VON Lanark, Leeds & Grenville Branch
Box 338
333 California Avenue, Unit 12
Brockville, ON
K6V 5V5

1
6

This is Exhibit ^F.....referred to in the
affidavit of Derrick McIntosh
sworn before me this ^{5th}.....
day of August.....2016.....


.....
A COMMISSIONER, ETC.

Dear Mr. Bird:

Revocation of Membership of VON Lanark, Leeds & Grenville Branch (the "Branch") in VON Canada

I am writing further to the letter of September 20, 2006 from VON Canada (the "Revocation Letter").

As set out in the Revocation Letter, VON Canada has withdrawn the Branch's authority to act as a branch and member of VON Canada and has terminated the Branch's license to use VON trade-marks. Such revocation and termination are effective as of the close of business on October 15, 2006 (the "Effective Date"). Accordingly, I am writing to confirm that as of the Effective Date, the Branch will cease to be a branch of VON Canada and will have no further affiliation with VON Canada.

As provided in the Revocation Letter, the Branch is required to have taken all steps to complete the termination of its membership in VON Canada by no later than the Effective Date. From the Effective Date on, the Branch will cease to have any entitlement to receive services from VON Canada. I am writing to confirm the steps that have been taken and that are required to complete the termination.

1. Name Change and Trade-marks

By no later than the Effective Date, the Branch must have

- (a) changed its corporate name to one which does not include Victorian Order of Nurses, VON or anything confusingly similar thereto;
- (b) amended its Letters Patent and By-laws to remove all references to VON, the Victorian Order of Nurses, VON Canada and all trade-marks owned by VON Canada listed in Schedule "A" to this letter (the "VON Trade-marks"), amended its objects and removed all references to the VON mission and vision;

Touchina Linda Simon 1807

- (c) taken all steps and obtained all approvals, including filing with the Companies Branch in its jurisdiction, to give effect to the amendments specified in sections (a) and (b) above; and
- (d) ceased all use of the VON Trade-marks whatsoever including use in its corporate name, use for soliciting business, on signage and letterhead, use in any advertising or printed material, use on contracts and insurance policies and other agreements of any kind, domain names, yellow pages and directories except that the Branch may continue to refer to its status as a "former" VON branch until January 15, 2007.

By no later than January 15, 2007, the Branch must cease use of any reference to the fact that it is a former VON branch, including using the phrase "formerly VON", in its correspondence, website, advertising, promotional materials and any other written materials published or distributed by the Branch.

Any notice of the name change that the Branch sends to funders, donors, clients or others must be approved in advance by VON Canada.

2. Services

As of the Effective Date, the Branch will no longer be entitled to use or receive any VON services including:

- IT support and systems (including software and services);
- finance;
- clinical advice;
- marketing and contract negotiations;
- management support;
- use of VON standards and manuals;
- quality management;
- board, staff and volunteer development;
- human resources and labour relations; and
- access to the Nurse Practitioner Support Centre.

3. Insurance

As of the Effective Date, the Branch will no longer be covered by VON Canada insurance. VON has so advised the insurer. If the Branch has not already done so must obtain replacement insurance immediately. The Branch is responsible for all claims and expenses arising due to failure to have new insurance in place as of Effective Date. Please use the enclosed form to confirm to VON Canada that Branch has obtained its own insurance.

4. Accreditation

VON has advised the Canadian Council on Health Services Accreditation that Branch is no longer a member of VON Canada and it is no longer accredited pursuant to VON Canada's insurance. The Branch is responsible for arranging its accreditation.

5. Return or Destruction of Manuals

By no later than the Effective Date, the Branch must stop using and return to VON Canada or delete from the Branch's systems, as appropriate, all electronic and hard copies of manuals, guidelines and other similar confidential materials setting out information, advice, standards, requirements, operating procedures, instructions or policies of VON as such have been amended from time to time (the "Manuals") provided to the Branch by VON Canada. Please use the enclosed form to either provide written confirmation to VON Canada that all Manuals have been destroyed or advise VON Canada that all electronic copies have been destroyed and all paper copies of the Manuals are available for pick up. VON Canada will then arrange to pick up the Manuals.

6. Conferences

Since the Branch is no longer a member of VON as of the Effective Date, it will no longer be entitled to be notified of, to attend or to vote at VON members' meetings, including the annual conference scheduled for October 19-23, 2006.

7. Benefits and Pension Plans

The Branch is required to have notified all its employees and former employees who may be entitled to pension or other benefits pursuant to a VON plan that the Branch has terminated its membership in VON and explained the consequences of such membership termination for pension and benefits.

The Branch must complete the transition of all its employees from the VON benefits plan(s) to its own plan by no later than the Effective Date, unless VON Canada otherwise agrees in writing.

The Branch must establish a new registered pension plan. The Branch must complete the transition of all of its employees and former employees from the VON pension plan to its own registered pension plan by no later than October 15, 2006, unless VON Canada otherwise agrees in writing.

All liabilities and assets attributable to the Branch from the VON pension plan must be transferred to the Branch's new registered pension plan. Such transfer will have an effective date no later than the Effective Date and shall actually take place once approved by applicable regulatory authorities. Until such transfer is complete, the Branch must continue to make monthly contributions to cover its share of the currently existing solvency deficiency payments. Such monthly contributions shall be taken into account in determining the Branch's the liabilities and proportionate share of assets attributable to the Branch in the transfer. Please use the enclosed form to confirm that a new registered pension plan has been established.

8. Client Records

Following revocation of its membership in VON Canada, the Branch is required to keep all records related to the Branch in a safe and secure location for the time periods prescribed by statute and regulation and to protect the confidentiality and security of such records with appropriate measures. The Branch will be required to allow VON Canada or its authorized representatives access to such records upon reasonable request.

9. Other Steps to Complete Termination

In addition to the above, by no later than the Effective Date, the Branch must have:

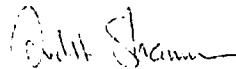
- (a) ceased all use of any VON assets and returned all such assets to VON;
- (b) been removed as a party from all national contracts for the provision of nursing services by VON and its branches or entered into a separate agreement with VON with respect to such contracts; and
- (c) paid all fees and payments due to VON up to the date that the Branch ceased to be a member.

VON shall have the right at any time and from time to time to verify the Branch's compliance with all of the foregoing requirements.

If you have any questions about anything in this letter, please contact Esther Shainblum, Director of Corporate Support and General Counsel, at (613) 228-7743.

We would appreciate your cooperation in completing and returning the enclosed confirmation form to VON Canada as soon as possible.

Yours very truly,



Dr. Judith Shamian
President and CEO
VON Canada

cc:
Ruth Kitson
Paul Ting

SCHEDULE "A"
TRADE-MARKS

VON

VON CANADA (Canadian Trade-mark Application # 1242125)

VON CANADA TOUCHING LIVES SINCE 1897 AU COEUR DE LA VIE
DEPUIS 1897 - Design (Canadian Trade-mark Application # 1287079 filed
2006-01-23) (the New Trade-mark)
3381023

HEALTH CARE FOR ALL AGES (Canadian Trade-mark Registration: TMA
548561)

WHERE'S BOB (Canadian Trade-mark Registration: TMA 498382)

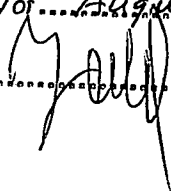
CARING FOR LIFE (Canadian Trade-mark Registration: TMA 435708)

VIAL OF LIFE (Canadian Trade-mark Application # 1303454)

VIAL OF LIFE & Design (Application # 0911375)

FAIRE PLUS QUE NOTRE SIMPLE DEVOIR A CHACUN DE VOS
APPELS (TMA 592144) owned by the VON Canada Foundation

T A B G

This is Exhibit G referred to in the affidavit of Darrick McIntosh, sworn before me this 5th day of August, 2006.

A COMMISSIONER, ETC

DELIVERED

August 25, 2006

Ms Beverley Robertson
Chair
VON Brant Norfolk Haldimand
446 Grey Street, Suite 204
Brantford, Ontario
N3S 7L6

Dear Ms. Robertson:

Re: VON Brant Norfolk Haldimand (the "Branch") – Notice

As you know, although the Branch has voted to become part of the National Strategy by October 15, 2006, it has taken certain actions and imposed various conditions on the transaction that are contrary to the heart of the entire process. VON Canada cannot accept the conditions the Branch has put forward for joining the National Strategy.

In that regard, please be advised that the Board of Directors of VON Canada will be meeting on September 9, 2006, at which time I will be bringing forward a resolution to revoke the Branch's membership in VON Canada, effective October 15, 2006 (the "Effective Date") due to the failure of the negotiation process. If the Branch wishes to reconsider its position and continue to negotiate with VON Canada in good faith, I would be more than pleased to defer my motion

As noted in previous correspondence, upon termination of the Branch's membership in VON Canada, the following will apply:

- 1) As of the Effective Date the Branch will no longer be entitled to receive the services that VON Canada makes available to its members, including, without limitation, participation in insurance programs, assistance with accreditation, marketing and contract negotiation and use of VON standards and policy manuals, use of IT support and services (including servers and software) and the Branch's employees will no longer be entitled to receive professional/clinical support and advice from VON Canada or to participate in VON's professional development activities (hereinafter collectively the "Services"). The Branch will be permitted to continue to receive the Services until no later than the Effective Date for the purposes of transitioning Branch operations. The Branch and VON Canada should discuss immediately which services will continue to be required during the transition period. The Branch should notify VON Canada as soon as replacement

Touching Lives Since 1897

insurance coverage is in effect so that VON Canada can notify the insurer that the Branch will no longer be covered by VON Canada insurance.

2) As of the Effective Date the Branch must completely cease and discontinue the use of the VON name and trademark and provide confirmation that it has discontinued all use of "VON" and VON Canada's trade-marks.

3) By no later than the Effective Date the Branch shall stop using and return to VON Canada or delete from the Branch's systems, as appropriate, all electronic and hard copies of all manuals, guidelines and other similar or confidential materials setting forth information, advice, standards, requirements, operating procedures, instructions or policies, as may be amended from time to time (the "Manuals"), provided to the Branch by VON Canada, and shall not copy or distribute the Manuals.

4) The Branch will not be entitled to attend VON Canada's annual conference (including the annual conference scheduled for October 19-23, 2006)

5) As of the Effective Date, the Branch's employees will no longer be entitled to accrue additional benefits under, or to participate in, VON Canada's pension and benefits plans and the Branch must make necessary arrangements to transfer these employees to a new plan(s). Upon receipt of this letter, the Branch must notify VON Canada which employees are members of the plan.

6) VON Canada will immediately notify the Canadian Council on Health Services Accreditation ("CCHSA") that the Branch is severing ties to VON Canada and that as of the Effective Date it will require a separate, full accreditation survey by CCHSA.

7) As and from the Effective Date the Branch will not be entitled to participate in providing services pursuant to VON Canada's national contracts.

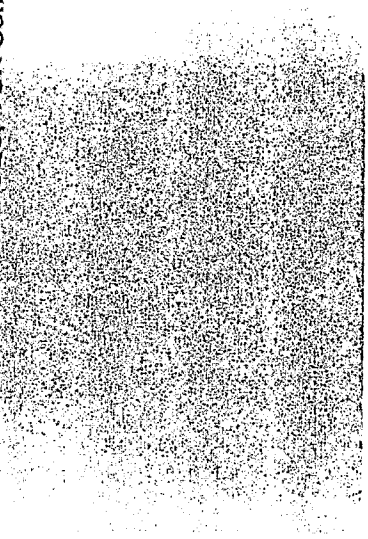
If you have any questions with respect to anything contained in this letter, please feel free to contact me

Yours very truly,

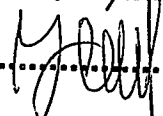
B. L. Bessey

B. L. Bessey
Chair, VON Canada Board of Directors

cc: Dr. Jigmin Sharmak
President and CEO, VON Canada



T A B H

This is Exhibit...^H...referred to in the affidavit of...Derrick McIntosh... sworn before me this...^{5th}... day of...August...2016...

..... A COMMISSIONER, ETC.

VIA REGISTERED MAIL

PERSONAL AND CONFIDENTIAL

20 March 2006

Ms. Penny Eakin
VON Montreal
1246 Bishop
Montreal, Quebec
H3G 2E3

Dear Ms. Eakin:

Re: Notice of Default

I am writing on behalf of the Board of Directors of VON Canada to notify you that, due to the decision made by the board of directors of VON Montreal Branch ("the "Branch") not to participate in VON Canada's National Strategy, a key national policy established by the Board of Directors of VON Canada, the Branch is in breach of its obligations as set out in the By-laws of VON Canada and the trade-mark license dated September 3, 1994 (the "Trade-mark License").

Also called the Vision Achievement Strategy and the National Vision Achievement Strategy, VON Canada's National Strategy (the "National Strategy") has been in progress since 1998, when it was first acknowledged that operational efficiencies and improvements had to be achieved in order to ensure that VON remained viable in the future. Following an extensive consultation with every VON branch in Canada, the National Strategy was formally introduced to all VON branches at the Annual General Meeting of November 18, 2000.

Since that time, the National Strategy has been implemented gradually, with only six branches voting not to join as of February 28, 2006. The specifics of the National Strategy have been detailed in various formats and at various venues with all of the branches over the last six years, including at individual meetings between VON Canada and your Branch. The core principles of the National Strategy include, without limitation, (1) all staff transfer to VON Canada and (2) no local governance of operations.

On January 30, 2005, the Board of Directors of VON Canada passed the following resolution:

"THAT the Board expresses its desire that the Strategy 2000 (NVAS) be fully implemented by AGM 2006 and instructs the Executive Committee to work in conjunction with the CEO to develop the necessary plans towards this end."

On November 4, 2005, the Board of Directors of VON Canada passed the following resolution:

"THAT the VON Canada Board reaffirms its motion of January 30, 2005 and states that its policy is that, by September 2006, all branches shall join the national strategy. Accordingly, the VON Canada Board authorizes the Executive Committee to communicate with the remaining branches that have not joined the National Strategy, indicating that the VON Canada Board requires that a written

notice of their intention as to whether they are willing to join the National Strategy be filed no later than February, 2006 so as to allow discussions to be commenced respecting the dissolution of the present relationship if required."

On February 27, 2006, you advised VON Canada that your Branch will not be participating in the National Strategy.

Pursuant to the By-laws of VON Canada (the "By-laws"), the Branch, in common with all other VON branches, must "carry out the objects of VON Canada" and "manage and deliver all programs in compliance with the standards and guidelines of" VON Canada. (By-law Section 19.02) In addition, the Trade-mark License requires the Branch to provide services in accordance with the procedures and policies established by VON Canada from time to time (License Section 3).

As identified by the VON Canada Board as far back as 1998, and as confirmed by the external consultation carried out by Accenture in 2005, VON's organizational fragmentation places it at a competitive disadvantage. The National Strategy is crucial to VON's continued survival and viability. Therefore, the Branch's refusal to participate in the National Strategy not only constitutes a risk to the VON organization, it also means that the Branch is in breach of a central policy of VON Canada that is at the core of the vision and mission of the organization.

TAKE NOTICE THAT VON Canada hereby provides the Branch until April 30, 2006 to:

- a. revisit its decision not to participate in the National Strategy; and
- b. provide written notice to VON Canada that it will participate in the National Strategy, including its intention to execute and complete an Asset Transfer Agreement with VON Canada.

If the breach is not remedied as requested above, VON Canada is entitled to revoke your membership in VON Canada and to withdraw any right or privilege of the Branch to continue operating as a VON branch. Furthermore, VON Canada has the right to terminate the Trade-mark License pursuant to Section 4 of such License and to take such other steps as it may deem appropriate.

This letter constitutes a Notice of Default under Section 4 of the Trade-mark License and under the By-laws.

There will be significant consequences for the Branch if its VON membership is revoked and its Trade-mark License is terminated. By no later than October 15, 2006:

1. the Branch will be required to stop using the name "VON" and stop holding itself out as being associated with VON Canada;
2. the Branch will be required to stop using the VON emblems and logos and to eliminate all VON signs and other VON insignia from its offices;
3. VON Canada will withdraw the Branch's right to receive the over 140 services it provides to branches, including, without limitation, the following:
 - VON's insurance coverage
 - VON's accreditation process
 - Finance support, financial systems, investment and management
 - IT support and systems
 - Clinical advice and support and best practices

- Government relations and branding
 - Quality Management
 - Board, staff and volunteer development
 - Market and business development
 - Public Affairs/Communications
 - Fund development and fundraising
 - Human Resources and labour relations expertise and support
 - Education and training
 - Marketing and contract negotiation,
 - Legal advice; and
 - Access to the Growth Agenda.
4. The Branch and its staff will no longer be able to rely on VON Canada standards and will be required to return all manuals provided by VON Canada as well as all copies thereof.
 5. Employees of branches that sever ties will no longer be entitled to participate in VON Canada's pension and benefits plans. In addition, employees of such branches will no longer be entitled to receive professional/clinical support and advice from VON Canada. These employees will not be entitled to participate in VON's professional development activities.
 6. The Canadian Council on Health Services Accreditation ("CCHSA") has advised that branches that sever ties to VON Canada will not retain their accreditation status and will require separate full accreditation surveys by CCHSA.
 7. The Branch will have no access to VON Canada's national contracts. VON Canada is making alternative arrangements for the delivery of national programs in your area including, without limitation, flu clinics.

This Notice of Default is given without prejudice to VON Canada's rights to exercise any other rights and remedies provided by law and by the Trade-mark License and the By-laws.

You are being provided with this formal notice to ensure that the Branch board is fully aware of the consequences and implications for itself, its employees and its clients of deciding not to participate in the National Strategy. We encourage you to consider these important issues at your earliest possible opportunity and not wait until the April 30th deadline.

The VON Canada Board is ready and willing to meet with you and your board at any time to address any concerns you might have and we sincerely hope that your Branch will ultimately choose to participate in the National Strategy.

Sincerely,

B. L. Bessey
Chair, VON Canada Board of Directors

cc: Dr. Judith Shamian, President and CEO, VON Canada

T A B I

THIS TRUST AGREEMENT made as of the 1st day of April, 1990

B E T W E E N:

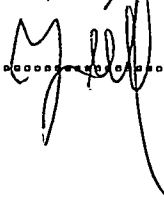
VICTORIAN ORDER OF NURSES, a body duly incorporated under the laws of Canada, (hereinafter referred to as the "Order")

OF THE FIRST PART

This is Exhibit...^I...referred to in the affidavit of...Derrick McIntosh... sworn before me this...^{5th}... day of...August...2016...

- A N D -

ROYAL TRUST CORPORATION OF CANADA, a trust company incorporated under the laws of Canada, (hereinafter referred to as the "Trustee")


.....
A COMMISSIONER, ETC.

OF THE SECOND PART

WHEREAS the Order has heretofore adopted the Victorian Order of Nurses 1958 Pension Plan (the said plan, as amended from time to time, is hereinafter referred to as the "Plan") for the purpose of providing the pension benefits and other benefits as described therein to its eligible employees;

AND WHEREAS pursuant to a trust agreement entered into as of the 30th day of April, 1958, (hereinafter referred to as the "Trust Agreement"), between the Order and The Royal Trust Company (hereinafter referred to as the "Predecessor Trustee") the Predecessor Trustee agreed to act as trustee of the trust fund established in conjunction with the Plan (a copy of which Plan, as amended to the date hereof, is attached hereto as Schedule "A");

AND WHEREAS pursuant to a succession agreement entered into as of the 9th day of December, 1980 between the Order, the Predecessor Trustee and the Trustee, the Trustee was appointed trustee in the Place and stead of the Predecessor Trustee with all rights and obligations of the Predecessor Trustee under the Trust Agreement;

AND WHEREAS Section 12 of the Trust Agreement provides that the Order reserves the right to amend the Trust Agreement in whole or in part, and it is now desired that the Trust Agreement be amended and restated in its entirety;

NOW THEREFORE the Order and the Trustee agree that the Royal Trust Corporation of Canada shall replace the Predecessor Trustee in all references to Trustee in the Trust Agreement and the Trust Agreement is amended and restated in its entirety as follows:

ARTICLE I
ESTABLISHMENT AND ACCEPTANCE OF TRUST

1. Establishment of Trust Fund

All money and other property paid or delivered or caused to be paid and delivered by the Order from time to time to the Trustee and acceptable to the Trustee, together with any earnings, profits and increments thereon and property from time to time substituted therefor, less authorized payments therefrom, shall constitute the trust fund (the "Trust Fund") established in conjunction with the Plan and shall be held by the Trustee in trust and applied by the Trustee in the manner and for the purposes provided in the Plan and this Trust Agreement.

2. Acceptance of Trust

The Trustee hereby accepts the trust created by this Trust Agreement (the "Trust") and agrees to hold, invest and administer the Trust Fund subject to the terms and conditions of the Plan and Trust Agreement.

3. Amendments to Plan Filed with Trustee

Copies of all amendments made by the Order to the Plan from time to time shall be filed with the Trustee.

ARTICLE II
PAYMENTS BY THE TRUSTEE

1. Application of Trust Fund

- (a) The Trustee shall, from time to time, on the written directions of the Order, apply the Trust Fund, including the making of payments out of the Trust Fund to such persons (including the Order), in such manner and in such amounts and for such purposes as are authorized in the Plan and as may be specified in such written directions to the Trustee. Upon any such payments being made by the Trustee, the amount thereof shall no longer constitute a part of the Trust Fund. In each instance, the written directions shall include a certification to the Trustee acceptable to the Trustee that such directions are in accordance with the terms of the Plan.

(b) Where it acts in good faith and without any negligence, the Trustee shall be fully protected in relying and acting upon the written directions of the Order given pursuant to paragraph (a) above and shall be under no liability for any application of the Trust Fund made by it pursuant to such written directions and shall not be under the duty of making inquiries with respect to whether any application of the Trust Fund as directed complies with the terms of the Plan.

2. Taxes and Other Assessments

The Trustee shall pay out of the Trust Fund all brokerage commissions, taxes (including any applicable value added tax) and other assessments levied or assessed under existing or future laws applicable to the Trust against the Trustee or the Trust Fund in respect of the Trust Fund, or any part thereof, and shall withhold from payments out of the Trust Fund all taxes and other assessments required by any applicable law to be so withheld; provided that the Trustee shall review all tax levies and assessments with a view to determining the applicability and correctness thereof and, in cases where there is any doubt, shall forthwith notify the Order so that, so far as practicable, there will be sufficient time for discussion and, where appropriate, appeal of any questionable levy or assessment.

3. Compensation and Expenses

The Trustee shall be entitled to such compensation as may from time to time be mutually agreed upon in writing by the Trustee and the Order. Such compensation and all other disbursements made and expenses incurred in the performance of the duties of the Trustee hereunder or arising out of this Trust shall constitute a charge upon the Trust Fund and shall be paid out of the Trust Fund unless such compensation, disbursements and expenses shall first be paid by the Order. The Trustee is authorized to pay out of the Trust Fund on directions from the Order, the compensation, disbursements and expenses (including any applicable value added tax payable) of others and of the Order relating to the administration of the Plan and the Trust.

ARTICLE III
INVESTMENTS

1. Investment of Trust Fund

Subject to the appointment of an Investment Manager under section 4 of this Article III, the Trust Fund shall be held, invested and reinvested in such manner as the Trustee may, in its sole discretion, determine without in any way being limited to investments authorized for trustees under any applicable federal, provincial or territorial legislation; provided, however, that all assets in the Trust Fund will be invested in accordance with applicable legislation or regulations relating to approved and/or registered pension plans established and promulgated by federal, provincial or territorial authority.

2. Power to Commingle

Subject to sections 1 and 4 of this Article III and the prior written direction of the Order, the Trustee may, in its discretion, from time to time:

- (a) invest all or any part of the Trust Fund in any one or more of the trust funds established under an express Declaration of Trust by the Trustee, its affiliates or any other authorized financial institution and qualified for the investment of pension funds; provided that a copy of the applicable Declaration of Trust establishing such fund or funds shall be given to the Order;
- (b) commingle all or any part of the Trust Fund with the assets of some or all of the trust funds established in conjunction with other employee pension plans of the Order or of any other corporation that is related to the Order within the meaning of the Income Tax Act (Canada) and for which the Trustee is trustee and to make joint, collective or participating investments with respect to such commingled assets; provided, however, that the Trustee shall maintain separate accounts reflecting the undivided share, expressed on a pro rata basis, of the Trust Fund in such investments and shall equitably on such basis determine the value of the assets of the Trust Fund from time to time withdrawn or segregated from such joint, collective or participating investments. For greater certainty, it is expressly understood and agreed that neither the aforesaid commingling, making of joint, collective or participating investments nor the maintenance of separate accounts as herein provided is intended to create, nor shall such commingling, making of joint, collective or participating investments and maintenance of separate accounts create, a separate trust.

3. Mixed Fund

The Trust Fund shall always be kept distinct from the general assets of the Trustee. Should property of the Trust Fund for any reason become mixed with the general assets of the Trustee, the entire resulting mixed fund shall be deemed to be held by the Trustee in trust hereunder to the extent necessary to satisfy the Trust's claim on such mixed fund.

4. Appointment of Investment Manager

(a) The Order or a properly appointed delegate may appoint from time to time one or more investment managers ("Investment Manager"), who may be, but shall not be limited to, an employee of the Order, or a subsidiary thereof, or a board or committee, or a delegate of such board or committee, the members of which consist of or include one or more of such employees, to manage the investment of the whole or any portion or portions of the Trust Fund in accordance with the requirements of section 1 of this Article III and with respect to such whole or any portion or portions of the Trust Fund, to direct the Trustee in the exercise of the powers (except those powers enumerated in paragraphs C, G, H, I, K, L, M, N and O of section 1 of Article IV) conferred by this Trust Agreement.

(b) In each case where an Investment Manager is appointed, the Order will provide the Trustee with written notice of such appointment and determine the assets of the Trust Fund to be allocated to such Investment Manager from time to time and issue appropriate written directions to the Investment Manager with respect to the assets so allocated. Where it acts in good faith and without any negligence in following the written directions of the Investment Manager, the Trustee shall be entitled to rely conclusively on the directions of the Investment Manager with regard to the retention, investment and reinvestment of the Trust Fund or any portion thereof managed by such Investment Manager and shall be fully protected in acting in accordance with such directions. The Trustee shall also be entitled to rely conclusively on and shall be fully protected in acting in accordance with the directions of the Order in the exercise of powers conferred by this Trust Agreement as provided in paragraph (a) of this section 4.

- (c) Any Investment Manager appointed by the Order shall be responsible for the retention, investment and reinvestment of that portion of the Trust Fund allocated to such Investment Manager in accordance with the provisions of this Article III.
- (d) Notwithstanding any investment authority given to an Investment Manager, the Trustee may dispose of any assets of the Trust Fund on such terms as the Trustee may determine, in order to pay any obligations imposed on the Trust Fund or to repay any loan authorized by this Trust Agreement.
- (e) The Trustee may assume that the appointment of an Investment Manager continues in force until receipt of written notice to the contrary from the Order.

5. Termination of Investment Manager

The Order may at any time terminate the appointment of any Investment Manager, in which event the Trust Fund, or the portion thereof managed by such Investment Manager, shall again be invested and reinvested by the Trustee as hereinbefore provided until a successor Investment Manager is appointed by the Order with respect to all or any such portion of the Trust Fund.

ARTICLE IV
CONCERNING THE TRUSTEE

1. General Powers

Subject to the appointment of an Investment Manager under Article III, section 4(a), the Trustee shall have, and is hereby vested with, all and every power, right and authority necessary or desirable to enable the Trustee to administer the Trust Fund and carry out its obligations under this Trust Agreement, including, without restricting the generality of the foregoing, full power and authority:

- A. with any cash at any time held by it to purchase, or otherwise acquire, any securities or other property of a kind permitted as aforesaid and to purchase, hold and retain the same in trust hereunder;
- B. to sell for cash or on credit, or partly for cash and partly on credit, convey, exchange for other securities or other property, convert, transfer, or otherwise dispose of any securities or other property held by it at any time, by any means considered reasonable by the Trustee, and to receive the consideration and grant discharges therefor;

- C. to commence, defend, adjust or settle suits or legal proceedings in connection with the Trust Fund and to represent the Trust Fund in any such suits or legal proceedings and inform the Order prior to commencement, adjustment or settlement of such actions; provided, however, that the Trustee shall not be obliged or required to do so unless it has been indemnified to its satisfaction against all expenses and liabilities sustained or anticipated by the Trustee by reason thereof;
- D. to exercise any conversion privileges, subscription rights, warrants and/or other rights or options available in connection with any securities or other property at any time held by the Trustee, and to make any payments incidental thereto; to consent to, or otherwise participate in or dissent from, the reorganization, consolidation, amalgamation or merger of any corporation, company or association, or to the sale, mortgage, pledge or lease of the property of any corporation, company or association, any of the securities of which may at any time be held by it, and to do any act with reference thereto, including the delegation of discretionary powers, the exercise of options, the making of agreements or subscriptions and the payment of expenses, assessments or subscriptions which it may deem necessary or advisable in connection therewith; to hold any securities or other property which it may so acquire and generally to exercise any of the powers of an owner with respect to securities or other property held in the Trust Fund;
- E. to vote personally, or by general or by limited proxy, any securities or other property which may be held by it at any time, and similarly to exercise personally or by general or by limited power of attorney any right appurtenant to any securities or other property held by it at any time;
- F. to renew or extend or participate in the renewal or extension of any securities or other property, upon such terms as it may deem advisable, and to agree to a reduction in the rate of interest on any security or other property or of any guarantee pertaining thereto, in any manner and to any extent that it may deem advisable; to waive any default whether in the performance of any covenant or condition of any security or other property, or in the performance of any guarantee, or to enforce rights in respect of any

such default in such manner and to such extent as it may deem advisable; to exercise and enforce any and all rights of foreclosure, to bid on property on sale or foreclosure, to take a conveyance in lieu of foreclosure with or without paying a consideration therefor and in connection therewith to release the obligation on the covenant secured by such security and to exercise and enforce in any action, suit or proceeding at law or in equity any rights or remedies in respect of any such security or guarantee pertaining thereto;

G. to register the securities or other property of the Trust Fund in its own name or in the names of nominees, including The Canadian Depository for Securities Limited, or in bearer form if the investment is not registrable or it would not be in the best interest of the Plan to do otherwise; and the Trustee is hereby expressly empowered to keep the same, wholly or partly, in its principal office or in any one or more of its branches in any Province of Canada or at the office of any financial institution that is authorized to act as a custodian of securities by the laws of any country, province, state or any other political subdivision of any country in which such financial institution is located; to hold securities through the facilities of a domestic or foreign depository or clearing agency which is duly authorized to operate a book-based system (including a transnational book-based system) in the country, province, state or other political subdivision of any country in which such depository or clearing agency is located; all as the Trustee may determine so long as the securities and other property of the Trust Fund at all times are kept distinct from its own assets and those of its nominees and such other authorized financial institution, depository or clearing agency and distinguishable in the registers and other books of account kept by the Trustee from those of any other person and provided that the books and records of the Trustee shall at all times show that all such securities or other property are part of the Trust Fund;

H. to make, execute, acknowledge and deliver any and all deeds, leases, mortgages, conveyances, contracts, waivers, releases or other documents of transfer and any and all other instruments in writing that may be necessary or proper for the accomplishment of any of the powers herein granted;

- I. to the extent permitted by pension benefits legislation and the regulations, policies and administrative practices of the applicable federal and provincial regulatory authorities as may from time to time apply to the Plan, to borrow (including the right to borrow from itself or any of its affiliates) money against the assets of the Trust Fund, on such terms and conditions as the Trustee may determine, but only if such borrowing is required for the payment of benefits under the Plan, and provided that such borrowing is on a short term basis in order to prevent the distress sale of long-term investments and provided further that the interest charged on such borrowing shall be paid out of the Trust Fund and shall constitute a charge against the Trust Fund;
- J. to the extent permitted by pension benefits legislation and the regulations, policies and administrative practices of the applicable federal and provincial regulatory authorities as may from time to time apply to the Plan,
- (i) to purchase, hold, sell and exercise call and put options on stocks, fixed income securities, stock and fixed income indices, or financial and stock index futures contracts or other similar financial instruments; and
 - (ii) to purchase, hold and sell financial and stock index futures contracts, or other similar financial instruments;
- provided that:
- (i) such options, futures contracts or other similar financial instruments are traded on a regulated exchange; and
 - (ii) any purchase and sale of financial futures contracts is used to hedge an existing risk or investment of the Trust Fund;
- K. in consultation with the Investment Manager or the Order, as the case may be, to hold such portion of the Trust Fund in cash as the Trustee, from time to time, may deem to be in the best interests of the Trust and to retain the cash balances on deposit with the Trustee or any of its affiliates or with a chartered bank or other depository, in such interest bearing account as the Trustee in its sole discretion determines or to invest such cash balances in the guaranteed investment certificates of the Trustee or any of its affiliates;

- L. to deposit any property forming part of the Trust Fund, including securities and documents of title held by it hereunder, with any bank or other depository, including the Trustee or any of its affiliates;
- M. in consultation with the Order, to employ such counsel, auditors, advisors, agents or other persons (who may be employed by the Order or a Participating Order) as the Trustee may deem necessary from time to time for the purpose of discharging its duties hereunder and to pay out of the Trust Fund their reasonable expenses and compensation;
- N. as directed in writing by the Order, the Trustee may participate in a securities lending program sponsored and administered by the Trustee (the "Program") and in connection therewith, the Trustee is authorized to release and deliver securities and return collateral received for loaned securities in accordance with the provisions of the Program; and
- O. to do all such acts, take all such proceedings and exercise all such rights and privileges, although not specifically mentioned herein, as the Trustee, may deem necessary to administer the Trust Fund, and to carry out the purposes of this Trust.

The exercise of any one or more of the foregoing powers or any combination thereof from time to time shall not be deemed to exhaust the rights of the Trustee to exercise such power or powers or combination of them thereafter from time to time.

2. Annuity Purchases

Notwithstanding any other provision of this Trust Agreement, the Trustee shall, when and as directed in writing by the Order, use all or a portion of the Trust Fund to purchase or pay for a contract or contracts with an insurance company or companies authorized to carry on an insurance business in Canada or with the Canadian government or a province in Canada to provide pension benefits under the Plan; provided, however, that no such contract shall be purchased unless the Trustee has received confirmation from the insurance company or companies that the contract complies with the applicable law or rules and regulations established and promulgated under the authority of the Income Tax Act (Canada) in respect of approved and/or registered pension plans or any other legislation or regulations relating to approved and/or registered pension plans established and promulgated by federal or provincial authority.

3. Liability of Trustee

- (a) In the performance of its duties hereunder, the Trustee shall act honestly and in good faith but shall not be liable for any loss to, or diminution of, the Trust Fund resulting from any act or omission in connection with the affairs of the Trust, except when such loss or diminution is caused by the Trustee's own negligence, wilful misconduct, or lack of good faith or that of its employees, agents, nominees, or subcustodians.
- (b) It is understood that the Trustee shall have no duty or responsibility with respect to the administration of the Plan, the collection or monitoring of contributions required to be made under the Plan by the Order or a Participating Order, or employees thereof, or for the adequacy of the Trust Fund to meet and discharge any payments and liabilities under the Plan.
- (c) The Trustee shall not be liable for any loss to, or diminution of, the Trust Fund resulting from the making, retention, or sale of any investment or reinvestment made by it as herein provided except when such loss or diminution is caused by the Trustee's own negligence, wilful misconduct or lack of good faith.
- (d) The Trustee shall not be responsible for the making, retention, or sale of any investment or reinvestment made by an Investment Manager as herein provided, nor shall the Trustee be liable for any loss to or diminution of, the Trust Fund resulting from the making, retention, or sale of any such investment or reinvestment except when such loss or diminution is caused by the Trustee's own negligence, wilful misconduct or lack of good faith.
- (e) Subject to the limitations otherwise provided in this Trust Agreement on the powers and authorities of the Trustee, the Trustee may, and is hereby expressly authorized from time to time in its discretion to, appoint, employ, invest in, contract or deal with any individual, firm, partnership, association, trust or body corporate, including without limitation, itself and any partnership, trust or body corporate with which it may be directly or indirectly affiliated or in which it may be directly or indirectly interested, whether on its own account or for the account of another (in a fiduciary capacity or otherwise) and, without limiting the generality of the foregoing, the Trustee may

- (i) purchase, hold, sell, invest in or otherwise deal with securities or other property of the same class and nature as may be held in the Trust Fund, whether on its own account or for the account of another (in a fiduciary capacity or otherwise);
- (ii) in consultation with the Investment Manager, retain cash balances from time to time on hand in the Trust Fund with the Trustee or any of its affiliates in such interest bearing account as the Trustee determines or invest such cash balances in the guaranteed investment certificates of the Trustee or any of its affiliates; and
- (iii) invest in the securities or other property of any body corporate with which the Trustee may be directly or indirectly affiliated or interested

without being liable to account therefor and without being in breach of the Trust established hereunder.

- (f) No person entitled to benefits under the Plan shall have any claim against the Trustee or the Trust Fund except by or through the Order, and the Trustee shall not be liable to any such person provided that it has acted in good faith on any direction or resolution furnished to it by the Order as provided herein. Except as expressly provided herein, the Trustee shall not be under any duty to make inquiries with respect to whether any application of the Trust Fund made by it upon the direction from the Order or any Investment Manager is made pursuant to the terms of the Plan.
- (g) Provided reasonable care was exercised in the selection of any counsel, auditors, advisors, agents or other persons employed by the Trustee hereunder, the Trustee shall be fully protected in acting in good faith on the opinion or advice of or information obtained from any such counsel, auditors, advisors, agents or other persons in relation to any matter arising in the administration of the Trust hereof.

4. Accounts and Records

The Trustee shall keep accurate and detailed accounts and records to record all transactions with respect to its administration of the Trust Fund. The fiscal year of the Trust Fund shall end on the 31st day of December of each year. The accounts and records relating thereto shall be open to inspection and audit at all reasonable times by any person duly authorized by the Order. No person, except by and through the Order, may require an accounting or bring any action against the Trustee with respect to the Trust Fund and/or its actions as Trustee.

Within ninety (90) days following the end of the fiscal year of the Trust Fund, or following the last day of such other accounting period as may be agreed upon by the Order and the Trustee, and within ninety (90) days following the resignation or the removal of the Trustee, the Trustee shall mail or deliver to the Order a statement of account showing all investments, receipts and disbursements during the accounting period. Statements of account shall be prepared in such form showing such details as may from time to time be mutually agreed upon by the Order and the Trustee. Upon the expiration of one hundred and eighty (180) days from the date of mailing or delivery of such annual statement or other statement, the Trustee shall be released and discharged from all liability and accountability to anyone with respect to its acts and transactions during the period covered by the statement, except with respect to any such acts or transactions as to which the Order shall within such one hundred and eighty (180) day period file with the Trustee written objections and except for loss to, or diminution of, the Trust Fund resulting from the Trustee's own negligence, wilful misconduct or lack of good faith.

5. Resignation and Removal of Trustee

The Trustee at the time acting hereunder may resign and be discharged from the Trust by filing written notice with the Order. Any Trustee hereunder may be removed at any time with or without cause by an instrument executed by the Order and filed with the Trustee. Such resignation or removal, as the case may be, shall take effect ninety (90) days after the instrument of resignation or removal has been filed as provided herein unless the party with whom such instrument is filed waives such requirements.

6. Appointment of Successor Trustee or Other Funding Agent

In case of the resignation or removal of the Trustee or in case a vacancy shall arise in the trusteeship of the Trust Fund from any cause, a successor trustee or other qualified funding agent (such trustee or funding agent is hereinafter referred to as the "successor funding agent") shall be appointed by an instrument executed by the Order. Acceptance of the appointment shall be evidenced in writing delivered by such successor funding agent to the Order. Any successor funding agent who accepts such appointment shall have the same powers and duties as those conferred upon the Trustee hereunder and, upon acceptance of such appointment by the successor funding agent, the Trustee shall assign,

transfer and pay over to such successor funding agent the funds and properties then constituting the Trust Fund. The Trustee is authorized, however, to reserve such reasonable compensation and other expenses as it may deem advisable, in connection with its administration of the Trust and any balance of such reserve remaining after the payment of such compensation and expenses shall be paid over to the successor funding agent.

Notwithstanding the foregoing, any trust company resulting from the merger or amalgamation of the Trustee with one or more trust companies and any trust company which succeeds to substantially all of the trust business of the Trustee shall thereupon become the successor trustee hereunder without further act or formality.

ARTICLE V
AMENDMENT AND TERMINATION

1. Amendment of Trust Agreement

The Order reserves the right at any time and from time to time to amend, in whole or in part, any or all of the provisions of this Trust Agreement by notice thereof in writing delivered to the Trustee, provided that no such amendment which affects the rights, duties or responsibilities of the Trustee may be made without its consent, and provided further that no such amendment shall authorize or permit any part of the Trust Fund to be applied, paid or diverted to any purposes other than those provided for under the terms of the Plan or this Trust Agreement, including the payment of taxes and other assessments pursuant to section 2 of Article II hereof and compensation and expenses pursuant to section 3 of Article II hereof.

2. Termination of Trust Agreement

This Trust Agreement may be terminated at any time by an instrument in writing executed by the Order and the Trustee, and upon its termination the Trust Fund, less any amounts constituting compensation and expenses payable from the Trust Fund, shall be paid out by the Trustee as directed by the Order and in accordance with the terms of the Plan and this Trust Agreement; provided that no such payment shall be made without first obtaining such approvals of the appropriate federal or provincial authority as may be required under any legislation or regulations relating to approved and/or registered pension plans established and promulgated by federal or provincial authority.

ARTICLE VI
MISCELLANEOUS

1. Communications

All directions, notices, requests, instructions and objections (collectively "communications") of the Order, a Participating Order or an Investment Manager given to the Trustee pursuant to any of the provisions of this Trust Agreement shall be in writing and signed by an authorized officer, person or other representative of the Order, Participating Order or Investment Manager, and, except as provided herein, the Trustee shall be fully protected in acting in accordance with such communications. The Order, a Participating Order and each Investment Manager shall from time to time furnish the Trustee with a certificate in the form set out in Schedule "B" stating the name(s) of the authorized officer(s) of the Order, Participating Order or Investment Manager and of any other person(s) or representative(s) so authorized to act on behalf of the Order, Participating Order or Investment Manager at the time specified in such certificate, together with specimen signatures of all such officers, persons or representatives, and the Trustee shall be entitled to rely upon the identification of such persons as specified in such certificate as the persons entitled to act on behalf of the Order, Participating Order or Investment Manager for the purposes of this Trust Agreement until a later certificate respecting the same is delivered to the Trustee. In addition to the foregoing, communications may also be given, in an agreed upon code if code is requested by the Order, by telegram, telegraph, telex, telefax, directly between electro-mechanical or electronic terminals or devices or by telephone (verbal) confirmed forthwith by telegram, telegraph, telex, telefax or letter and, when so given, shall be deemed to have been effectively and sufficiently given for all purposes of this Trust Agreement.

All communications required or permitted hereunder shall be validly given if delivered personally, or if sent by prepaid ordinary mail or if transmitted by telegram, telegraph, telex, telefax, or telephone as follows:

(a) in the case of the Trustee:

Royal Trust Corporation of Canada
Royal Trust Tower
P.O. Box 7500, Station A
Toronto, Ontario M5W 1P9

Attention: Director, Master Trust Operations

Telex: 06524306
Telefax: (416) 981-6155

(b) in the case of the Order:

Victorian Order of Nurses Canada
5 Blackburn Avenue
Ottawa, Ontario K1N 8A2

Attention: National Executive Director

Telefax: (613) 233-5694

or at such other address and number as the party to whom such communication is to be given shall have last notified the party giving the same in the manner provided in this section. Any communication delivered personally shall be deemed to have been given and received on the day it is so delivered. Subject to disruptions in the postal service, any communication mailed as aforesaid shall be deemed to have been given and received on the fifth business day next following the date of its mailing. Any communication given by telegram, telegraph, telex or telefax shall be deemed to have been given and received on the day following the day on which it is transmitted.

In the event of a postal disruption all communications hereunder shall be delivered personally or sent by telegram, telegraph, telex or telefax.

3. Severance of Illegal or Invalid Provision

If any provision of this Trust Agreement shall be held illegal or invalid for any reason by a Court of competent jurisdiction, such illegality or invalidity shall not affect the remaining provisions of this Trust Agreement but this Trust Agreement shall be construed and enforced as if such illegal or invalid provision had never been inserted herein.

4. Notification Respecting Alienation of Benefits

The Trustee will notify the Order upon the receipt by it of any assignment or attempted assignment or notice thereof or of any involuntary assignment, seizure, garnishment or any process of law or execution or notice thereof in respect of any benefit payable out of the Trust Fund.

5. Assignment

This Trust Agreement may not be assigned by the Trustee without the consent in writing of the Order but may be assigned by the Order to a successor in the business of the Order or to a corporation with which the Order may amalgamate or merge or a corporation resulting from any reconstruction or reorganization of the Order.

6. Governing Law

This Trust Agreement shall be construed, administered and enforced according to the laws of the Province of Ontario and the laws of Canada applicable therein and the Trustee shall be liable to account only in the Courts of that Province.

IN WITNESS WHEREOF the parties hereto have caused this Trust Agreement to be executed by their respective officers thereunto fully authorized and their corporate seals to be hereunto affixed and attested as of the day and year first above written.

VICTORIAN ORDER OF NURSES

Helen K. Mussallam

President

[Signature]

c/s

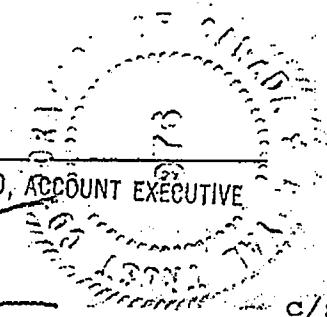
ROYAL TRUST CORPORATION OF CANADA

R. Bumstead

ROSEMARY BUMSTEAD, ACCOUNT EXECUTIVE
PENSION SERVICES

[Signature]

c/s



SCHEDULE "B" TO THE TRUST AGREEMENT
(the "Trust Agreement")
ESTABLISHING THE TRUST FUND
FOR THE VICTORIAN ORDER OF NURSES 1958 PENSION PLAN
DATED AS OF THE 1ST DAY OF APRIL, 1990

CERTIFICATE OF AUTHORIZED SIGNING OFFICERS

The following are specimen signatures of persons, duly authorized to give all communications of (Order/Investment Manager) Royal Trust Corporation of Canada pursuant to the Trust Agreement.

(Order/Investment Manager) assumes responsibility for amending this list from time to time.

Signature: *H. St. Louis*

Name: Harvey St. Louis

Title: Treasurer

Signature: *E. Demers*

Name: Elsie Demers

Title: Director, Finance

Signature: _____

Name: _____

Title: _____

Signature: _____

Name: _____

Title: _____

Signature: _____

Name: _____

Title: _____

Date: Aug 6/91

Certified by
Authorized Signatory: _____



Victorian
Order
of Nurses
for Canada

Infirmières
de l'Ordre
de Victoria
du Canada

NATIONAL OFFICE
BUREAU NATIONAL

66 Caring for
Canadians
since 1897.
Depuis 1897,
une présence
auprès des
Canadiens.

August 14, 1991

Mr. Brian Pape
National Pension Consultant
Pension Services
Royal Trust
Royal Trust Tower
P.O. Box 7500, Station A
Toronto, Ontario
M5W 1P9

Dear Mr. Pape:

Enclosed please find five (5) execution copies of the revised trust agreement. After execution by Royal Trust, please forward a copy to us.

Thank you.

Sincerely,

Kathleen Abbott

for

Elsie Demers
Director of Finance

/ka

Enclosure



IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED
AND IN THE MATTER OF SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O. 1990, c. C-43, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF VICTORIAN ORDER OF NURSES FOR CANADA, VICTORIAN ORDER OF NURSES FOR CANADA – EASTERN REGION AND VICTORIAN ORDER OF NURSES FOR CANADA – WESTERN REGION

Court File No.: CV-15-11192-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

Proceeding commenced at Toronto

SUPPLEMENTARY RESPONDING MOTION
RECORD
(Re: Pension Matters)
(returnable August 30, 2016)

GOLDBLATT PARTNERS LLP
20 Dundas St. West, Suite 1100
Toronto, ON M5G 2G8
Darrell L. Brown
dbrown@goldblattpartners.com
Tel: 416.979.4050
Fax: 416.591.7333

Lawyer for certain members of the United Nurses
of Alberta