

BYLAWS
and
Constitution
OF THE
GALETTA
COMMUNITY
ASSOCIATION
CITY OF OTTAWA
November 10, 2023

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Section 1 - General

1.01 Name:

The name of the corporation is the Galetta Community Association.

1.02 Objectives:

The objectives of the Galetta Community Association are to:

1. Support the operation and delivery of safe and healthy leisure, recreational and cultural programming.
2. Manage, allocate, operate, administer and maintain the Galetta Community Centre and any other owned assets for both community and private use.
3. Encourage community spirit and active participation of members of the community in the activities of the Galetta Community Association.

1.03 Special Provisions:

The Association shall be carried on without the purpose of gain for its members and any profits or other accretions to the Association shall be used in promoting its objectives.

1.04 Definitions

In this by-law and all other by-laws of the Association, unless the context otherwise requires:

- a. "Act" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the board of directors of the Association;
- c. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Association as amended and which are, from time to time, in force and effect;

- d. "Chair" means the chair of the Board;
- e. "Association" means the association that has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;
- f. "Director" means an individual occupying the position of director of the Association by whatever name he or she is called;
- g. "Member" means a member of the Association;
- h. "Members" means the collective membership of the Association; and
- i. "Officer" means an officer of the Association.

1.05 Interpretation

Other than as specified in Section 1.04, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.06 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Letters Patent or the *Act*, the provisions contained in the Letters Patent or the *Act*, as the case may be, shall prevail

1.07 Seal

The seal of the Association, if any, shall be in the form determined by the Board.

1.08 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may at the direction of the board be signed by any two of its Officers or an Officer and Director. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Association to be a true copy thereof.

Section 2 – Directors

2.01 Role of Directors

A director is an elected or appointed member of a board of directors. Directors manage or supervise the management of the association. In general terms, this means:

- 1 ensuring the purposes of the association are properly carried out
- 2 setting the association's long-range objectives and strategic plans
- 3 being responsible for all aspects of the association's operations
- 4 ensuring the association's financial stability
- 5 supervising the associations management and staff

2.02 Powers of Directors

General

The Directors of the association shall administer the affairs of the association and, in its name, may exercise such other powers and do other acts as the association is authorized to do.

The Directors shall have the authority to approve or reject any business transactions put forward at special meetings of the members.

Expenditures

The directors shall have the power to authorize expenditures on behalf of the association and may delegate by resolution to an officer or officers of the association the power to employ and pay salaries to employees.

Receipts

The directors may take the necessary steps to enable the Association to receive fees, legacies, gifts, bequests and donations of any kind for the purpose of furthering its objectives.

Borrowing

The Association **may not** borrow money on the credit of the association; issue, reissue, sell or pledge debt obligations of the association; give a guarantee on behalf of the association to secure performance of an obligation of any person; and mortgage, pledge or otherwise create

a security interest in all or any property of the association, owned or subsequently acquired, to secure any obligation of the association.

Investing

The Association may invest its funds as its directors think fit.

Books and Records

The directors shall see that all books and records of the association are properly kept.

2.03 Election and Term

The Directors shall be elected by the Members from among themselves at each annual meeting. The term of office of the Directors shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

A director can be re-elected or reappointed.

2.04 Number of Directors

The property and business of the association shall be managed by a board of directors composed of a minimum of five (5) and a maximum of fifteen (15) directors.

2.05 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the Association, which resignation shall be effective at the time it is received by the Association or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
4. if, at a meeting of the Members called for the purpose, a majority of the Members vote to remove the Director before the expiration of the Director's term of office.

5. if the Director has failed to attend 3 consecutive Board meetings, unless such absences are due to illness or urgent family business, or unless the Director has been granted permission or a leave of absence from the President.

2.06 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

1. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
2. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
3. a quorum of Directors may fill a vacancy among the Directors.

2.07 Committees

Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the *Act* that are not permitted to be delegated; and
2. Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

3. Committees will submit reports on planned financial activity to the treasurer. All committee expenditures must be approved by the board.

2.08 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Association in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - i. considered reasonable by the Board;
 - ii. approved by the Board for payment by resolution passed before such payment is made.
 - iii. in compliance with the conflict of interest provisions of Section 7.

Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, president or any two Directors at any time and any place on notice as required by this By-law.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director of the Association not less than

7 days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Association. Notice of any meeting must contain sufficient information to permit the Directors to form a reasoned judgment on the decisions to be taken, and state the text of any resolution to be submitted to the meeting.

3.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

3.05 Quorum

A quorum for the transaction of business at any meeting of the directors shall consist of a simple majority of directors then in office.

3.06 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

3.07 Recording Decisions

A statement by the Chair that a decision has been made, and an entry of that statement in the minutes of the meeting, is evidence of the decision without proof of the number or proportion of the votes recorded in favour of, or against, the decision made.

3.08 Participation by Telephonic or Electronic Means

If all of the Directors of the Association consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

3.09 Board Decisions in Writing

A decision in writing signed by all the directors is as valid as if it had been passed at a meeting of the board.

Section 4 – Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Association shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Association ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

4.03 Information Return:

The Association will file a Non-Profit Organization (NPO) Information Return (T1044) if the conditions outlined in Schedule D apply.

Section 5 – Officers

5.01 Officers

The Board shall appoint from among themselves a Chair and may appoint any other director to be president, vice-president, treasurer and secretary at the annual meeting of the Association. Directors may hold more than one office. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02 Officer's term of office

The term of office of the officers shall be from the date of the meeting at which they are appointed until the next annual meeting or until their successors are appointed.

An officer can be reappointed.

5.03 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed at an annual meeting,
- b. the Officer's resignation, or
- c. such Officer's death.

5.04 Duties

Officers shall be responsible for the duties assigned to them and submit reports to incoming officers to aid in transition to new officers.

5.05 Duties of the Chair

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the President

The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.07 Duties of the Vice-President

The Vice-President shall, in the absence or disability of the President, perform the duties of the President and shall perform such other duties from time to time imposed by the Board of Directors.

5.08 Duties of the Treasurer

The treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.09 Duties of the Secretary

The secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

Section 6 - Protection of Directors and Others

6.01 Protection of Directors and Officers

Every director or other person who has undertaken, or is about to undertake, any liability on behalf of the association shall be indemnified and saved harmless out of the funds of the association from and against all costs, charges and expenses which such director or other person sustains or incurs in relation to the affairs of the association except costs, charges and expenses occasioned by the directors' wilful neglect or default.

6.02 Directors and Officers Liability Insurance

The Association will purchase liability insurance for their directors and officers providing they are managing the Association honestly and in good faith.

Section 7 - Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Association or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Association shall make the disclosure to the board, No such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

Section 8 – Members

8.01 Membership

Membership in the Association shall consist of persons interested in furthering the Association's purposes and who have been accepted into membership in the Association by resolution of the Board.

Membership in the association shall commence on January 1 and expire December 31 of each year.

A member must also be a person who is a minimum of 18 years old.

A membership in the Association is not transferable and automatically terminates if the Member resigns or fails to renew membership or such membership is otherwise terminated.

8.02 Disciplinary Act or Termination of Membership for Cause

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15 day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

8.03 Annual membership dues

Members will pay annual dues at an amount determined by the association's directors at an annual meeting.

To be a member in good standing, the membership fee must be paid no less than sixty days in advance of the Annual General Meeting (AGM). This allows voting privileges at the AGM.

8.04 Payment and reimbursement of expenses for services performed for the association

A member of the association can be remunerated and reimbursed for reasonable expenses for any services to the association that they perform in any other capacity.

Section 9 - Members' Meetings

9.01 Annual Meeting

The annual meeting shall be held on a day and at a place fixed by the Board. Any Member, upon request, shall be provided, not less than five business days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement; if such a report was previously deemed necessary.
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year; unless not deemed necessary by eighty percent (80%) of the members present and association revenues are less than \$100,000 (See Schedule E for further details).
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Association of any matter that the Member proposes to raise at the meeting so that such item of new business can be included in the notice of annual meeting.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition.

9.03 Notice

Not less than 10 days written notice of any annual or special Members' meeting shall be given in the manner specified in Section 10 to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is 20% of the Members entitled to vote at the meeting.

9.05 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the By-law provided that:

- a. each Member, in good standing, at the meeting shall be entitled to one vote;
- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost;

- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion, and.
- g. members of the association may not vote by proxy
- h. all business transactions must be approved by the Board of Directors.

9.07 Membership Decisions in Writing

A resolution signed by all the members entitled to vote on that resolution at a meeting of the members is as valid as if it had been passed at a meeting of the members.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Association, if any, and others who are entitled or required under any provision of the *Act* or the articles or the By-laws of the Association to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10 – Notices

10.01 Manner of Giving Notice

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Association shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means, provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Association has provided notice in

accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 11 – Dissolution of the Association

If and when the Association is dissolved:

- The City of Ottawa shall be notified of any action taken to dissolve the association and the assets of the Galetta Community Association will be assigned to the City of Ottawa.

Section 12 - Amendment of By-laws

The Board, with the confirmation of the Members, may from time to time amend or repeal and replace this By-law.

Enacted (insert date)

(Insert President Name)

(Insert Secretary Name)

Schedule A

Position Description of the President

Role Statement

The president shall be the chief executive officer of the Association and shall be responsible for implementing the strategic plans and policies of the Association. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Association. The president shall be entitled to receive notice or and to attend and speak at all meetings of the Board and of meetings of Members.

Responsibilities

Liaison with city

Invite a member of city staff to the Galetta Community Associations annual general meeting, as per the contribution agreement.

Agendas

Establish agendas aligned with annual Board goals and preside over Board meetings and members meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Work Plan

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation

Serve as the Associations primary contact with the public.

Board Conduct

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with under performance of individual Directors.

Succession Planning

Ensure succession planning occurs for the Board and for the officers.

Committee Membership

Serve as member on all Board committees.

Schedule B

Position Description of the Treasurer

Role Statement

The treasurer works with the president to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds

The treasurer shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Association. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship

Serve as a mentor to other Directors.

Financial Statement

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Association approved by the Board and if required the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Valuation of Associations Assets.

Maintain inventories of the Association's assets and calculate the book value of those assets using generally accepted accounting principles.

Annual Non-Profit Organization (NPO) Information Return

Prepare and submit to the Canada Revenue Agency (CRA), or its delegates, the annual NPO Information Return for the Association and the Corporate Income Tax Return (T2), if required under the federal government's regulations (Schedule D).

Annual Funding Submission Report:

Prepare and submit to the City of Ottawa the annual Funding Submission Report.

Insurance:

Prepare and submit to the insurance broker an application for:

- General Commercial Liability Insurance
- Directors and Officers Liability Insurance
- and if so directed by Board resolution, Property Insurance

and obtain the resulting Certificates of Insurance for the Association.

Schedule C

Position Description of the Secretary

Role Statement

The secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct

Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Association, the Board and Board committees and attendance at such meetings. Attend to correspondence on behalf of the Board. Have custody of all minute books, maintain a record of all motions, documents, registers and the seal of the Association and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

Give such notice as required by the By-Laws of all meetings of the Association, the Board and Board committees. Attend all meetings of the Association, the Board and Board committees.

Schedule D

Information Returns

The Association will file a Non-Profit Organization (NPO) Information Return (T1044) if any of the following conditions apply:

1. The total of its taxable dividends, interest, rentals and royalties exceeds \$10,000 in the fiscal year. This amount could be amended by Federal government regulation.
2. Its total assets exceed \$200,000 at the end of the immediately preceding fiscal period. This amount could be amended by Federal government regulation.
3. It had to file a NPO Information Return for the previous fiscal period

If the Association has to file a Non-Profit Information Return, it may also have to file a Corporate Income Tax Return (T2) or a T2 Short Return.

Schedule E

Audit Requirements

Members must consider the appointment of an auditor or a person to conduct an audit or a review engagement of the association at every annual meeting

- If the association has annual revenue of \$500,000 or more, an audit is mandatory. This amount could be changed by Ontario government regulation.
- Members of the association can waive the audit requirement, but the association still needs to conduct a review engagement if the association has an annual revenue of more than \$100,000 but less than \$500,000. These amounts could be changed by Ontario government regulation.
- Members of the association can waive both the audit and the review engagement if the association has an annual revenue of \$100,000 or less. This amount could be changed by Ontario government regulation.

Approval by at least 80 per cent of the members present at a special members' meeting, where there are enough members to take a vote or if all voting members agree in writing, is needed to waive an audit or review engagement requirement. This resolution applies until the next annual meeting of the members.

In order to do an audit or conduct a review engagement of the association, a person must be permitted to do so under the *Public Accounting Act, 2004* and be independent.