

64th ANNUAL GENERAL MEETING



Annual Report To the Membership

For the year ending March 31st, 2018

64th ANNUAL GENERAL MEETING

TUESDAY, JUNE 12th, 2018

Sunbridge Hotel & Conference Centre , 200 Holiday Inn Drive, CAMBRIDGE, ON

CASH BAR:	5:30 – 6:10 P.M.
INVITATION TO BE SEATED	6:10 P.M.
GRACE– DINNER COMMENCES:	6:15 P.M.
BUSINESS MEETING:	7:15 P.M.
♪ DANCE:	FOLLOWING THE BUSINESS MEETING

AGM AGENDA

- Welcome & Introductions
 - Greetings, Regional Chair Ken Seiling
 - Greetings from the Mayor's Office – Lina Veglia
- Call meeting to Order
- Review of Minutes from 63rd AGM held on June 13, 2017
- President's Report
- Treasurer's Report
- Appointment of Auditors
- By-Law Revisions and Report
- Nominating Committee Report
- Announcements
- Adjournment

MINUTES OF THE 63rd ANNUAL GENERAL MEETING OF COMMUNITY LIVING CAMBRIDGE HELD ON TUESDAY, JUNE 13th, 2017 AT THE HOLIDAY INN BANQUET HALL, 200 HOLIDAY INN DRIVE, CAMBRIDGE, ONTARIO AT 7:19 P.M.

At 6:10pm guests were invited to be seated to start the evening off.

GREETINGS FROM GUESTS:

The following dignitaries presented their greetings and expressed their delight to be part of the AGM.

- Regional Chair Seiling
- MPP Kathryn McGarry
- Lina Veglia on behalf of the Mayor of City of Cambridge and Council Office

CALL TO ORDER:

Terry Lake – President of the Board called the meeting to order at 7:19pm and established quorum for members present.

REVIEW AND APPROVAL OF MINUTES:

The minutes of the 62nd Annual General Meeting for Community Living Cambridge held Tuesday, June 14th, 2016 enclosed in the agenda, that was distributed and made available to the membership during registration, was reviewed. There were no corrections noted.

MOVED BY: Terry Lake

SECONDED BY: Dorothy Spencer

THAT the Minutes of the 62nd Annual General Meeting for Community Living Cambridge held on Tuesday, June 14th, 2016 be accepted as presented.

CARRIED

PRESIDENT'S REPORT:

Terry Lake presented and read the "President and Executive Director's Report" for year ended March 31, 2017 enclosed in the 63rd AGM agenda.

Terry highlighted the following during his presentation:

- A successful year that resulted in a surplus for 3 consecutive years was noted as a major highlight of the report. Fee for service and Outside Paid resources contributed to the financial success.
- Management of budget by staff was appreciated for the job well done by all.
- ARC transitioned from a sheltered workshop to Franklin Centre; a life-style centered model that catered to individualized plans. The transformation to an inclusive centre that was accomplished in such a short period of time was a tremendous achievement.
- Expression of appreciation to partnerships made with community, the Ministry and businesses was made.
- Participants, Family, Staff and volunteers were thanked for their continued support and dedication was conveyed.

In absence of Akash Arya, Treasurer of the Board, Terry called upon Andrew Melchers, Vice President of the Board, to present the Annual Treasurer's report for year ending March 31, 2017.

TREASURER'S REPORT:

The condensed financial statements were included in the Report to the Membership and provided at the door. A full copy of the Audited Financial Statement is available upon request.

Andrew presented and read the Annual Treasurer's Report and requested from the membership a motion to move the acceptance of the Audited Financial Statement for the year ended March 31, 2017.

Moved BY: Andrew Melchers

SECONDED BY: Peter Tudisco

THAT the Audited Financial Statements for the year ended March 31, 2017 be approved as presented.

CARRIED

APPOINTMENT OF AUDITORS:

Andrew Melchers presented the next item on the agenda and requested from the membership a motion to move that the firm of Graham Mathew Professional Corporation be appointed as the Auditors for CLC for the fiscal year of April 1, 2017 to March 31, 2018.

Moved BY: Andrew Melchers

SECONDED BY: Heather Schmitz

THAT the firm of Graham Mathew Professional Corporation be appointed as auditors for Community Living Cambridge for the fiscal year of April 1, 2017 through March 31, 2018.

CARRIED

NOMINATIONS REPORT:

Terry Lake presented this year's recommended slate for Board of Directors by the Nominations Committee. The slate for Board of Directors consisted of 12 Board members and a vacant position to be filled at a later time throughout the year. Terry requested the Board Members to stand after being called upon and to remain standing until the Nominations Report has been ratified:

Board members currently serving their Term of Office:

Silvana Henneman	Year 3/Term 2
Val Brooks	Year 2/Term 2
Blayne Rennick	Year 1/Term 2
Barry Ames	Year 1/Term 2
Leander Wigboldus	Year 1/Term 2
Peter Tudisco	Year 3/Term 1
Heather Schmitz	Year 3/Term 1
Irena Kramer	Year 2/Term 1
Maria Claydon	Year 2/Term 1

Slate of Officers:

President	Terry Lake
Vice-President	Andrew Melchers
Treasurer	Akash Arya

Terry requested from the membership a motion to move the recommendations of the Nominating Committee to be accepted as presented for the 2017-2018 Terms of Office for the Community Living Cambridge Board of Directors.

Moved BY: Terry Lake

SECONDED BY: Dorothy Spencer

THAT the Nominating Committee recommendations be accepted as presented for the 2017-2018 Terms of Office for the Community Living Cambridge Board of Directors.

CARRIED

Terry Lake thanked all members of Board of Directors for their dedication and support.

ANNOUNCEMENTS (BOARD MEMBERS RETIRING):

Terry Lake called Denise Gruber, Executive Director to the podium.

Terry Lake made an announcement regarding Dorothy Spencer's retirement from the Board as she has completed her 2nd term in office. Terry took the opportunity to thank Dorothy for her dedication and unwavering support giving another six years to CLC as a volunteer. Dorothy had numerous roles in her time with the Association and began serving in 1999 to 2007. She held the Vice President and President positions in her previous roles that spanned a considerable time invested serving the Board. She returned from retirement and served another 2 terms in office which began in 2012. Dorothy has been a great asset to the association and Terry and Denise wished her all the best and presented her with a gift from the agency.

ANNOUNCEMENTS:

Denise thanked the following and presented a short closing remark:

- The team of Tracey Penney of Holiday Inn for serving a wonderful meal and the beautiful banquet hall decor.
- Grace Santos Gould and Judy Moitoso for planning and coordination of the AGM.
- Mark Conley for his DJ services.
- All the volunteers for all the help making sure the event was a success.
- In closing, Denise noted that CLC is an amazing place to live, work and form relationships. The agency achieved a financial success and thanked Staff, Participants and Family for their help in achieving a good year.

Denise called Terry Lake for the closing remarks.

ADJOURNMENT:

Terry Lake gave the closing remarks and thanked everyone in attendance and motioned to adjourn the meeting. The meeting adjourned at 7:40pm.

Moved BY: Terry Lake

SECONDED BY: Leander Wigboldus

THAT the 63rd Annual General Meeting for Community Living Cambridge be adjourned.

CARRIED.

THE 64th ANNUAL GENERAL MEETING FOR COMMUNITY LIVING CAMBRIDGE WILL BE ANNOUNCED AT A LATER DATE.

Terry Lake – President

Denise Gruber – Executive Director

President & Executive Director's Report

Year Ended March 31, 2018

The 'Circle of Life' is a phrase that became popular through the beloved Lion King Movie in 1994. The hero, Simba, a young lion cub knowing his one day role to be 'King' begins the search for his destiny. In his quest he faces new adventures, challenges, opposition and ultimate victory! Sounds like an accurate reflection of the journey of Community Living Cambridge reflected through this past year.

Beyond the typical and normal daily operations, the focus for the agency over this past year has been four pronged:

- To stabilize and validate the recent major program shift at Franklin Centre (formerly Arc Industries)
- To refresh and update the agency website and develop a broader public profile of the agency and its operations
- To work within the identified budget, identifying and pursuing opportunities for increasing budget allocations
- To revisit, evaluate and update the Strategic Plan for current and future direction

Franklin Centre

Since April of 2017 the Franklin Centre has run cycles of programming, with each cycle offering over 15 options for individual choice. 113 (plus 23 seniors) people have actively participated throughout the year and the program options continue to be reviewed and rotated. Fees have been introduced to offset the lost revenue and operating dollars to maintain program levels.

CLC Website

The current website was evaluated and a new direction and concept developed with the work of an outside company. The website was launched live on March 6, 2018 and features agency information, highlights various people involved with CLC and an electronic capability for both donations and registering for various events. If you haven't yet seen the site, take a few moments for a visit at www.communitylivingcambridge.ca

Finances and Budgets

The detailed auditors report and financial results for the fiscal year ending March 31, 2018 is included within the annual report. A positive year end was realized through diligent work on the part of ALL staff throughout the agency, coupled with positioning the agency to respond to and welcome new individuals identified as being in crisis or need. Additionally, with ongoing communication with the Ministry of Community and Social services and their positive responses, close to \$500,000 new dollars flowed into the agency. This enabled CLC to hire new staff positions, address a projected budget deficit and offer a quality of life and life choices to individuals entering adulthood.

Strategic Plan

The Board of Directors and the Senior Directors, working with a consultant Fred Galloway reviewed and refreshed the agency Strategic Plan to identify and map future direction for the agency over the next three years. There are three primary directions in the plan:

- Delivering Innovative Programs
- Engaging with Our Community
- Optimizing Our Resources

For more detailed information, the Strategic Plan for CLC is available on the web site.

So, the 'Circle of Life' within CLC continues, each year seeing some growth, responding wisely to challenges and keeping our eye on the purpose and 'destiny' of the agency. Thanks to the Board of Directors, staff teams, participants, family members, volunteers and community supporters. Together, we keep the 'circle' alive!

***Respectfully Submitted,
Terry Lake – President
Denise Gruber – Executive Director***

Annual Treasurer's Report ***Year Ended March 31, 2018***

Community Living Cambridge aspires to be an industry leader in the empowerment and support of individuals with developmental disabilities. The organization achieves successful outcomes through strong governance and continued financial support from our funders, the Ministry of Community and Social Services and the taxpayers of Ontario.

During the 2017-2018 fiscal year, one key objective was to maintain a net surplus position while ensuring the needs of our participants were met. The objective was achieved with a net surplus position of \$42,518.

Although a positive outcome, the organization continues to face internal challenges with increasing maintenance and occupancy costs of our aging group homes and external challenges including the effects of Bill 148 Employment Standards legislation and pay equity. The organization remains active in finding solutions to address these obstacles and assess additional funding opportunities to ensure we continue to meet the needs of our participants. The organization further acknowledges the continued support and generosity from our funders as a vital component of our long-term sustainability.

On behalf of the Board of Directors, we wish to express our sincere appreciation to all staff for their continued efforts to maintain the excellent reputation of Community Living Cambridge.

Submitted by:
Akash Arya – Treasurer
June 2018

BY-LAW NO. 1

A by-law relating generally to the conduct of the business and affairs of

COMMUNITY LIVING CAMBRIDGE

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BE IT ENACTED as a by-law of Community Living Cambridge as follows:

1. INTERPRETATION

1.1 **Definitions** - In this by-law, unless the context otherwise specifies or requires:

- (a) "*Act*" means the *Corporations Act*, R.S.O. 1990, chap. c. 38 as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
- (b) "*appoint*" includes "*elect*", and *vice versa*;
- (c) "*board*" means the board of directors of the Corporation;
- (d) "*By-law*" means any By-law of the Corporation from time to time in force and effect;

- (e) "*Corporation*" means this Corporation, being the corporation to which the Letters Patent pertain, and named "Community Living Cambridge";
- (f) "*director*" means a director of the Corporation and a member of the board;
- (g) "*general meeting of members*" means a general meeting of all members entitled to vote at an annual meeting of members and a meeting of any class or classes of members entitled to vote on the question at issue;
- (h) "*Letters Patent*" means the Letters Patent and any supplementary letters patent and/or other constating documents of the Corporation as amended or restated from time to time;
- (i) "*meeting of members*" includes an annual meeting of members and a general meeting of members;
- (j) "*member*" means a member of the Corporation;
- (k) "*recorded address*" means:
 - (i) in the case of a member, his address as recorded in the members' register;
or
 - (ii) in the case of a director, officer, auditor or member of a committee of the board, his latest address as shown in the records of the Corporation or in the most recent notice filed under the *Corporations Information Act*, whichever is the more current.

The secretary may change or cause to be changed the recorded address of any person in accordance with any information believed by him to be reliable.

- (l) "*Regulations*" means the regulations made under the Act and every regulation that may be substituted therefor, as amended from time to time;
- (m) "*special resolution*" means a resolution passed by the directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a general meeting of the members of the Corporation duly called for that purpose or at an annual meeting, or, in lieu of such confirmation, by the consent in writing of all of the members entitled to vote at such meeting.

1.2 Interpretation - This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) all terms which are contained in the By-laws of the Corporation and which are defined in the Act or the Regulations made thereunder shall have the meanings given to such terms in the Act or such Regulations;
- (b) words importing the singular include the plural and *vice versa*;

- (c) words importing gender include the masculine, feminine and neuter genders;
- (d) the word "person" shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his or her capacity as trustee, executor, administrator or other legal representative;
- (e) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

2. GENERAL BUSINESS MATTERS

2.1 Head Office - The members may, by special resolution, from time to time change the municipality or geographic township within Ontario in which the head office of the Corporation shall be located, but unless and until such special resolution has been passed, the head office shall be where initially specified in the Letters Patent. The directors shall from time to time fix the location of the registered office within such municipality or geographic township.

2.2 Corporate Seal - The Corporation may, but need not, have a corporate seal. If adopted, such seal shall be in the form approved from time to time by the board of directors.

2.3 Financial Year - The fiscal year or financial year of the Corporation shall end on such day in each year as the board of directors may from time to time by resolution determine.

2.4 Execution of Documents - Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two directors or officers. Notwithstanding the foregoing, the board may from time to time direct the manner in which and the person or persons by whom a particular document or class of documents shall be executed. Any person authorized to sign any document may affix the corporate seal thereto.

2.5 Banking - All matters pertaining to the banking of the Corporation shall be transacted with such banks, trust companies or other financial organizations as the board may designate or authorize from time to time. All such banking business shall be transacted on behalf of the Corporation pursuant to such agreements, instructions and delegations of powers as may, from time to time, be prescribed by the board.

3. DIRECTORS

3.1 Duties - The affairs of the Corporation shall be managed by a board of directors who may be known and referred to as directors.

3.2 Transaction of Business - Business may be transacted by resolutions passed at meetings of directors or committees of directors which have been designated with the of the Board of Directors at which a quorum is present or by resolution in writing, signed by all the directors entitled to vote

on that resolution at a meeting of directors or a committee of directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the directors or committee of directors.

3.3 Number of Directors - Until changed in accordance with the Act, the board of directors shall consist of no more than 13 directors and no less than 5 directors, and all shall be members of good standing of the Corporation.

3.4 Election and Term - The election of directors shall take place at the first meeting of members and at each succeeding annual meeting of members at which time the term of each director then in office shall expire. Incumbent directors, if qualified, shall be eligible for re-election. If an election of directors is not held at the proper time the incumbent directors shall continue in office until their successors are elected.

3.5 Term Rotation - The directors of the Corporation shall be elected and shall retire in rotation. At the first annual meeting, [X] directors shall be elected to hold office until the third annual meeting of members after that date, [X] to hold office until the second annual meeting after that date, and [X] to hold office until the next annual meeting after that date. Subsequently at each annual meeting directors shall be elected to fill the positions of those directors whose term of office has expired and each director so elected shall hold office until the third annual meeting after that election, X being $\frac{1}{3}^{\text{rd}}$ of the number of the directors prescribed by the Board of Directors.

3.6 Length of Terms and Limits - A director's term of office is three (3) years. Any director who is not an officer may not be elected for three (3) consecutive terms. Any director who has been an officer during their past two (2) term as a director may not be elected for five (5) consecutive terms.

3.7 Qualifications - Each director shall be an individual who is not less than 18 years of age. No person who is of unsound mind and has been so found by a court in Canada or elsewhere or who has the status of a bankrupt shall be a director. If a director acquires the status of a bankrupt or becomes of unsound mind and is so found, he shall thereupon cease to be a director. A director shall be a member of the Corporation, or shall become a member of the Corporation within ten (10) days after election or appointment as a director.

3.8 Resignation - A director who is not named in the Letters Patent may resign from office upon giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later. A director named in the Letters Patent shall not be permitted to resign his office unless at the time the resignation is to become effective a successor is elected or appointed.

3.9 Removal - Subject to the provisions of the Act, the members may, by a resolution passed by at least two-thirds of the votes cast at a general meeting of members of which notice specifying the intention to pass such resolution has been given, remove any director from office before the expiration of his or her term or office, and may, by a majority of the votes cast at that meeting, elect a qualified individual to fill the resulting vacancy for the remainder of the term of the director so removed, failing which such vacancy may be filled by the board.

3.10 Vacation of Office - A director ceases to hold office when he or she dies, resigns, is removed from office by the members, is removed by Special Resolution or becomes disqualified to serve as director.

3.11 Vacancies - Subject to the provisions of the Act, a vacancy on the board may be filled for the remainder of the term by resolution of a quorum of the board. If there is not a quorum of directors or if a vacancy results from the failure to elect the number of directors required to be elected at any meeting of members, the directors then in office shall forthwith call a general meeting of members to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any member.

4. MEETINGS OF DIRECTORS

4.1 Place of Meeting - Meetings of the board of directors may be held either at the head office or at any place within or outside Ontario.

4.2 Rules of Meetings - All meetings of the board of directors shall be governed by Robert's Rules of Order as amended from time-to-time and as the most current version published on the date of the meeting. Notwithstanding the foregoing, where the meeting or decisions made at such meeting did not follow Robert's Rules of Order without challenge made at such meeting, such results shall be valid and in full force and effect.

4.3 Calling of Meetings - Meetings of the board shall be held from time to time at such place, date and time as the president of the Corporation or any [X] directors may determine, X being 1/3rd of the number of the directors prescribed by the Board of Directors.

4.4 Notice of Meeting - Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Corporation not less than two (2) clear days (excluding Sundays and holidays as defined by the *Legislation Act*, 2006, S.O. 2006, c.21, Sched. F., as amended from time to time) before the date of the meeting. Notwithstanding the foregoing, notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

4.5 First Meeting of New Board - Provided that a quorum of directors is present, a newly elected board may, without notice, hold its first meeting immediately following the meeting of members at which such board is elected.

4.6 Regular Meetings - The board shall have a minimum of ten (10) scheduled meetings per year. The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

4.7 Quorum - The number of directors which shall form a quorum for the transaction of business shall be that which is set out in the Letters Patent or a special resolution of the Corporation and, in the event of no such provision, a majority of the directors shall form a quorum for the transaction of business. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.

4.8 Adjournment - Any meeting of directors may be adjourned from time to time by the chair of the meeting, with the consent of the meeting, to a fixed time and place. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.9 Chair - The chair of any meeting of the board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting:

president;
a vice-president;
the director designated by the president or a vice-president; or

if no such officer is present, the directors present shall choose one of their number to be chair of such meeting.

4.10 Votes to Govern - At all meetings of the board, each director is authorized to exercise one (1) vote and every question shall be decided by a majority of the votes cast on the question; and in the case of an equality of votes, the chair of the meeting shall not be entitled to a second or casting vote.

4.11 Disclosure- Conflict of Interest - A director or officer of the Corporation who is a party to, or who is a director or an 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 Corporation, shall disclose in writing to the Corporation or request to have entered in the minutes of meetings of directors the nature and extent of his or her interest. Disclosure, as aforesaid, shall be made at the time and in the manner required by the Act, and a director so having an interest in a contract or transaction shall, unless expressly permitted by the Act, not vote on any resolution to approve the contract or transaction.

4.12 Conflict of Interest - A director who is in any way directly or indirectly interested in a contract or proposed contract with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon directors by section 71 of the Act and specifically subject to the provisions contained in that section, it is declared that no director shall be disqualified by any such office from, or vacate any such office by reason of, holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly

or indirectly interested or contracting with the Corporation as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which the director is in any way directly or indirectly interested as vendor, purchaser or otherwise. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be voided or voidable and no director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

4.13 Submission of Contracts or Transactions to Members for Approval - The board of directors in its discretion may submit any contract, act or transaction with the Corporation for approval or ratification at any annual meeting of the members or at any general meeting of the members called for the purpose of considering the same and, subject to the provisions of section 71 of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Letters Patent) shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved, ratified or confirmed by every member of the Corporation.

4.14 Executive Committee - Subject to section 70 of the Act and in the event that the number of directors on the board is greater than six (6), the directors may elect from among their number an executive committee consisting of not fewer than three (3) directors and may delegate to such executive committee any of the powers of the board of directors, subject to the restrictions, if any, contained in the By-laws or imposed from time to time by the board of directors. Subject to the By-laws and any resolution of the board of directors, the executive committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard, provided, however, that if the executive committee is authorized to fix its quorum, such quorum shall not be less than a majority of its members. Subject to the Act, except to the extent otherwise determined by the board of directors or, failing such determination, as determined by the executive committee, the provisions of paragraphs 4.1 to 4.11 hereof, inclusive, shall apply with necessary modifications to the executive committee.

4.15 Other Committees - The board of directors may from time to time appoint any other committee or committees, as it deems necessary or appropriate for such purposes and with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors. The board of directors may fix any remuneration for committee members who are not also directors of the Corporation.

4.16 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, provided that a director may be paid reasonable expenses incurred by them in the performance of their duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.

5. POWERS OF DIRECTORS

5.1 Administer Affairs - The board of directors of the Corporation shall administer the affairs of the Corporation in all things and may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.

5.2 Expenditures - The board of directors shall have power to authorize expenditures on behalf of the Corporation from time to time for the purpose of furthering the objects of the Corporation. The board of directors shall have the power to enter into a trust arrangement with a trust company or other financial institution for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board of directors may prescribe.

5.3 Borrowing Power - The board of directors of the Corporation may from time to time:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation;
- (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and
- (d) delegate the powers conferred on the board of directors under this paragraph to such officer or officers of the Corporation and to such extent and in such manner as the directors shall determine.
- (e) The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its directors or officers independently of this By-law.

5.4 Fund Raising - The board of directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

5.5 Directors as Employees - No member of the board of directors may seek employment with the Corporation during their term as director or for a period of three (3) months after their resignation or termination as a director.

5.6 Agents and Employees - The board of directors may appoint such agents and engage such employees (and may delegate this function to an officer or officers of the Corporation) as it shall

deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed at the time of such appointment.

5.7 Remuneration of Agents and Employees - The remuneration of officers, agents, employees and committee members shall, subject to the other provisions of this By-law, be fixed by the board of directors by resolution provided that the board of directors may delegate this function to an officer or officers of the Corporation.

6. OFFICERS

6.1 Appointment - The board of directors shall annually or more often as may be required, elect a president, and vice-president(s), from among themselves and if deemed advisable may appoint annually or more often as may be required one or more officers with titles not included in this paragraph 6.1. A director may be appointed to any office of the Corporation but, subject to section 291 of the Act, none of the said officers except the president and the vice-president(s) need be a director or member of the Corporation. In case and whenever the same person holds the offices of secretary and treasurer that person may but need not be known as the secretary-treasurer. The board of directors may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the board of directors.

6.2 Vacancies - Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of;

- (a) that officer's resignation, which resignation shall be effective at the time the written resignation is received by the secretary of the Corporation or at the time specified in the resignation, whichever is later;
- (b) the appointment of a successor;
- (c) that officer ceasing to be a director or member if such is a necessary qualification of appointment;
- (d) the meeting at which the directors annually appoint the officers of the Corporation;
- (e) that officer's removal; or
- (f) that officer's death.

If the office of any officer of the Corporation shall be or become vacant the directors by resolution may appoint a person to fill such vacancy.

6.3 Remuneration of Officers - The remuneration of all officers appointed by the board of directors shall be determined from time to time by resolution of the board of directors except that no officer who is also a director shall be entitled to receive remuneration for acting as such. All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the officer's duties.

6.4 Removal of Officers - All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the board of directors at any time, with or without cause.

6.5 Duties of Officers may be Delegated - In case of the absence or inability to act of any officer of the Corporation or for any other reason that the board of directors may deem sufficient, the board of directors may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.

6.6 Powers and Duties - All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the board of directors. The duties of the officers shall include:

- (a) **President.** The president shall be a director and shall be vested with and may exercise all of the powers and perform all of the duties of the chair of the board in the event that there is no chair of the board, or where there is a chair of the board and such person is absent or refuses to act;
- (b) **Vice-President.** The vice-president or, if more than one, the vice-presidents, in order of seniority, shall be vested with all the powers and shall perform all the duties of the president in the absence or inability or refusal to act of the president; provided, however, that a vice president who is not a director shall not preside as chair at any meeting of the board of directors or of committees of directors, if any, and that a vice-president who is not a director and member shall not, subject to paragraph 10.7 of this By-law, preside at any meeting of members;
- (c) **Treasurer.** The treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, he shall render to the board an account of his transactions as treasurer and of the financial position of the Corporation. The treasurer may be required to give such bond for the faithful performance of the treasurer's duties as the board of directors in their uncontrolled discretion may require but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

- (d) **Executive Director.** The executive director, when in attendance, shall be the secretary of all meetings of the board and committees of the board and, whether or not they attend, the secretary shall enter or by designate cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; they shall give, or cause to be given, as and when instructed, notices to stakeholders, directors, auditors and members of committees; they shall be the custodian of the corporate seal as well as all books, papers, records, documents and other instruments belonging to the Corporation. The Executive Director shall also be responsible for the overall management, leadership and the delivery of service within the policies established by the Board of Directors. This will include adherence to the following:
- (i) General operating by-law relating to the conduct of the business and affairs of the Corporation;
 - (ii) Policy and procedures adopted for the Corporation, as enacted from time to time;
 - (iii) Ongoing follow-up and management of the Strategic Plan as enacted from time to time and adopted and approved by the Board;
 - (iv) Identify and seek out sources of revenue to meet operational requirements; and
 - (v) Attendance and reporting at meetings of the Board of Directors, Executive Committee, Annual General Meeting and special meetings or event as deemed necessary or directed by the Board.
- (e) **Past President** – The Past-President shall be the person who served as President during the most recent election year and shall have those powers and perform those duties which are assigned to the Past-President by the board and/or the President, including:
- (i) the right to receive all notices that Directors are entitled to receive; and
 - (ii) to attend and speak at all meetings of the Board of Directors, except for the following:
 - 1) no Honorary Director shall be entitled to vote at meetings of the Board of Directors; and
 - 2) no Honorary Director shall be entitled to serve on any committee of the Board or of the Corporation in any position reserved to a Director.

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board

otherwise directs.

6.7 Disclosure- Conflict of Interest - An officer shall have the same duty to disclose his interest in a material contract or transaction or proposed material contract or transaction with the Corporation, as is, pursuant to the provisions of the Act and the by-laws, imposed upon directors.

7. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

7.1 Standard of Care - Every director and officer of the Corporation in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every director and officer of the Corporation shall comply with the Act, the Regulations, the Letters Patent and the By-laws.

7.2 Limitation of Liability. Except as otherwise provided in the Act and provided that the standard of care required of him has been satisfied, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own willful neglect or default.

7.3 Indemnity of Directors and Officers – Subject to the Act, every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and all other costs, charges and expenses which the director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default. The Corporation shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this Bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

7.4 Insurance - Subject to the Act, the Corporation may purchase and maintain such insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding section as the board may from time to time determine.

8. MEMBERS

8.1 Entitlement - Membership in the Corporation shall be available to those persons who are interested in furthering the objectives of the Corporation and whose application for admission as a member has received the approval of the board of directors of the Corporation. The board of directors may also pass membership rules, providing, among other things, for the admission of members by the secretary of the Corporation. Each member shall be promptly informed by the secretary of their admission as a member.

8.2 Resignation - Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of same with the secretary of the Corporation. A resignation shall be effective from acceptance thereof by the board of directors. In the case of resignation, a member shall remain liable for payment of any outstanding membership dues levied or which became payable by the member to the Corporation prior to such person's resignation.

8.3 Termination of Membership - The interest of a member in the Corporation is not transferable and terminates:

- (a) upon death or dissolution of the member;
- (b) when the member's period of membership expires (if any);
- (c) when the member ceases to be a member by resignation or otherwise in accordance with the By-laws;
- (d) if at a general meeting of members, a resolution is passed to remove the member by at least two-thirds (2/3) of the votes cast at the general meeting provided that the member shall be granted the opportunity to be heard at such meeting.

8.4 Membership Dues - Members shall be notified in writing of the membership fees at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, as the case may be, the members in default shall thereupon cease to be members of the Corporation.

9. MEMBERS' MEETINGS

9.1 Annual Meeting - Subject to compliance with section 293 of the Act, the annual meeting of the members shall be held on such day in each year and at such time as the directors may by resolution determine.

9.2 General Meetings - Other meetings of the members may be convened by order of the president, a vice-president or by the board of directors at any date and time. The board of directors

shall call a general meeting of members on written requisition of not less than one-tenth of the members.

9.3 Place of Meetings - Meetings of members shall be held at such place within Ontario as the board determines or, in the absence of such a determination, at the place where the head office of the Corporation is located.

9.4 Special Business - All business transacted at a general meeting or an annual meeting of members, except consideration of the minutes of an earlier meeting, the financial statements and auditor's report, election of directors and reappointment of the incumbent auditor constitutes special business.

9.5 Notice - Subject to section 133(2) of the Act, ten (10) days' written notice shall be given in the manner specified in paragraph 10.1 to each voting member, director and the auditor of any annual or general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken, and the text of any special resolution or by-law to be submitted to the meeting.

9.6 Persons Entitled to be Present - The only persons entitled to be present at a meeting of members shall be those entitled to vote thereat, the directors and the auditor of the Corporation and such other persons who are entitled or required under any provision of the Act, Letters Patent or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

9.7 Quorum - A quorum at any meeting of the members (unless a greater number of members and/or proxies are required to be present by the Act, Letters Patent or By-law) shall be persons present being not less than two in number and being or representing by proxy not less than a majority of the voting members. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 11.1 with regard to notice shall apply to such adjournment.

9.8 Chair of the Meeting - In the event that the chair of the board, if any, is, by special resolution of the Corporation, entitled or required to act as chair of the meeting and is absent, , there is no vice-president present, and the director designated by the president or a vice-president is absent, the persons who are present and entitled to vote shall choose another director as chair of the meeting, and if no director is present or if all the directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their number to be chair..

9.9 Adjournment - The chair of any meeting may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.10 Right to Vote - Unless the Letters Patent provide otherwise, each member of the Corporation that is not an employee of the Corporation or the immediate family of an employee of the Corporation, is entitled to one vote at a meeting of members, provided that no member shall be entitled either in person or by proxy to vote at meetings of members of the Corporation unless the member has paid all dues or fees, if any, then payable by the member.

9.11 Votes to Govern - Subject to the Act, the Letters Patent and the By-laws, all questions proposed for the consideration of the members shall be determined by a majority of the votes cast thereon and, in case of an equality of votes, the chair of the meeting shall not have a second or casting vote.

9.12 Show of Hands - Except where a poll is demanded as hereafter set out, voting on any question proposed for consideration at a meeting of members shall be by a show of hands, and a declaration by the chair as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

9.13 Polls - A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chair or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

9.14 Proxies - Every member entitled to vote at a meeting of members may by means of a proxy appoint a proxyholder or one or more alternate proxyholders who need not be members, as the member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy. A proxy shall be in writing, shall be executed by the member or by his attorney authorized in writing and shall, in all other respects, be in a form which complies with the Act.

9.15 Deposit of Proxies - The directors may from time to time make regulations regarding the deposit of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be sent by facsimile or other means of electronic communication or sent in writing before the meeting or adjourned meeting to the Corporation or any agent of the Corporation for the purpose of receiving such particulars and providing that proxies so deposited may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chair of any meeting of members may, subject to any regulations made as aforesaid, in the chair's discretion accept facsimile or other electronic or written communication as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been deposited with the Corporation, and any votes given in accordance with such facsimile or other electronic or written communication accepted by the chair of the meeting shall be valid and shall be counted.

9.16 Time for Deposit of Proxies - The Corporation shall recognize a proxy only if it has been deposited with the Corporation and it shall be so deposited before any vote is taken under its authority, or at such earlier time as the board, in compliance with the Act, prescribes and which has been specified in the notice calling the meeting.

9.17 Form of Proxy – A proxy may but need not be in the following form:

The undersigned member of [name of Corporation] hereby appoints _____ of _____ or failing the person appointed above, _____ of _____ as the proxy of the undersigned to attend and act at the _____ meeting of the members of the said Corporation to be held on the ____ day of _____, 20____, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED the ____ day of _____, 20____.

Signature of member

9.18 Corporate Members and Associations - As an alternative to depositing a proxy, a body corporate or an association may deposit a certified copy of a resolution of its directors or governing body authorizing an individual to represent it at meetings of members of the Corporation.

10. NOTICES

10.1 Method of Giving Notices - Any notice, communication or other document required to be given by the Corporation to a member, director, officer, member of a committee of the board or auditor of the Corporation pursuant to the Act, the Regulations, the Letters Patent or the By-laws or otherwise shall be sufficiently given to such person if:

- (a) delivered personally to him, in which case it shall be deemed to have been given when so delivered;
- (b) delivered to his recorded address, in which case it shall be deemed to have been given when so delivered;
- (c) mailed to him at his recorded address by prepaid ordinary mail, in which case it shall be deemed to have been given on the fifth day after it is deposited in a post office or public letter box; or
- (d) sent to him at his recorded address by any means of prepaid transmitted, recorded or electronic communication, in which case it shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

10.2 Signature to Notices - The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

10.3 Computation of Time - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, "day" means a clear day and a period of days shall be deemed to commence the day following the event that began the period and shall be deemed to terminate at midnight of the last day of the period except that if the last day of the period falls on a Sunday or holiday (as defined in section 88 of the *Legislation Act*, 2006, S.O. 2006, c.21, Sched. F., as amended from time to time) the period shall terminate at midnight of the day next following that is not a Sunday or holiday;

10.4 Proof of Service - With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 11.1 of this By-law and put into a post office or into a letter box. A certificate of an officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation as the case may be.

10.5 Omissions and Errors - The accidental omission to give any notice to any member, director, officer, member of a committee of the board or auditor, or the non-receipt of any notice by any such person 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.

10.6 Waiver of Notice - Any member, proxyholder, director, officer, member of a committee of the board or auditor may waive or abridge the time for any notice required to be given him, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of members or of the board or of a committee of the board, which may be given in any manner. Attendance of any such person at a meeting shall constitute a waiver of notice of the

meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

11. AUDITORS

11.1 Auditors - Unless the Corporation is exempt from the requirement to appoint an auditor under sections 96.1 and 133(1) of the Act, the members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the members, who shall hold office until the next following annual meeting; provided, however, that the directors may fill any casual vacancy in the office of the auditor. If an appointment is not so made, the auditor in office must continue until a successor is appointed. The remuneration of the auditor shall be fixed by the members or by the directors if they are authorized to do so by the members and the remuneration of an auditor appointed by the directors shall be fixed by the directors. The members may by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast at that meeting appoint another auditor in such auditor's stead for the remainder of the term.

12. EFFECTIVE DATE

12.1 Effective Date - Subject to its being confirmed by the members, this By-law shall come into force when enacted by the board, subject to the provisions of the Act.

13. EXECUTION

13.1 This By-law may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute but one and the same instrument. The delivery of copies of this By-law and/or of signature pages by electronic transmission shall constitute effective execution of this By-law by the signatories and may be used in lieu of the original by-law for all purposes. Signatures of the signatories transmitted by electronic transmission shall be deemed to be their original signatures for all purposes.

ENACTED by the board this day of , .

President –

Secretary -

The foregoing By-law is hereby enacted by the directors of the Corporation as evidenced by the

respective signatures hereto of all of the directors of the Corporation in accordance with the provisions of section 298 of the *Corporations Act* (Ontario).

DATED:

_____	_____
_____	_____
_____	_____

In lieu of confirmation at a general meeting of the members, the foregoing By-law is hereby confirmed by all of the members of the Corporation entitled to vote at a meeting of members in accordance with the provisions of section 298 of the *Corporations Act* (Ontario).

DATED:

_____	_____
_____	_____
_____	_____

NOMINATIONS REPORT 2018

The following is the proposed Board of Directors for the year 2018-2019:

Slate of Officers

<i>President</i>	<i>Andrew Melchers</i>
<i>Vice President</i>	<i>Heather Schmitz</i>
<i>Treasurer</i>	<i>Akash Arya</i>
<i>Past President</i>	<i>Terry Lake</i>

Board Members Currently Serving Their Term of Office

<i>Val Brooks</i>	<i>Year 3/Term 2</i>
<i>Blayne Rennick</i>	<i>Year 2/Term 2</i>
<i>Barry Ames</i>	<i>Year 2/Term 2</i>
<i>Leander Wigboldus</i>	<i>Year 2/Term 2</i>
<i>Peter Tudisco</i>	<i>Year 1/Term 2</i>
<i>Heather Schmitz</i>	<i>Year 1/Term 2</i>
<i>Irena Kramer</i>	<i>Year 3/Term 1</i>
<i>Maria Claydon</i>	<i>Year 3/Term 1</i>

Directors First Term of Office

<i>Darryl Law</i>	<i>Year 1/Term 1</i>
<i>Caitlin McIntyre</i>	<i>Year 1/Term 1</i>

Retiring from the Board

Silvana Henneman

This Proposed Slate of Directors recognizes one vacancy that may be filled at any time that a potential candidate is identified and vetted through the process identified within the operating bylaws of the Corporation.

Annual Report for Human Resources

Year Ended March 31, 2018

Change continues at Community Living Cambridge in part due to the dynamic nature of our sector, legislative updates, and program development. There has been much work to address and implement changes around new legislative leaves and job descriptions updates.

Talent management will continue to be the focus of this year. We will look at ways to attract and retain part time staff in order to address vacancies. As well, we will look at development opportunities for current staff. The upcoming year will also include a review of some human resources policies and processes such as internal recruitment.

This past year CLC recognized 45 employees for reaching service milestones of between 5 and 35 years. Everyone was invited to lunch at the Homewood Suites on March 1. This year there were 2 employees celebrating 25 years of employment; Jonathan Turnbull, and Theresa Kolanko. We had 9 employees celebrating 30 years: Jane Stanley, Teena Bickford, Sue Ashworth, Winston Reid, Karen Campbell, Emily Suceska, Sandy Baird, Don Crowther and Iona Thompson. Huge congratulations to Sandra Speckeen for reaching the milestone of 35 years. This year's lunch also included 5 employees with perfect attendance for 2017 and 16 with less than 3 days of sick leave.

This past year we welcomed two new representatives to the Employee Relations Committee. Thank you to Denis Cox, Kelly Wylie, April Morby and Sandy Caple of the Employee Relations Committee. Also, an acknowledgement goes out to worker representatives of the Joint Health and Safety Committee: Jane Stanley, Angele Faucher and Mark Evans. All have worked diligently in their roles on the committees.

Respectfully Submitted,
Miriam Bugeja
Director of Human Resources

Annual Report for Program Development and Residential Services ***Year Ended March 31, 2018***

Residential Programs News

In the last year we had been challenged with a number of changes in the programs, including the loss of people supported for many years in the agency. Paradoxically, these stressful experiences also brought positive aspects to the lives of peers and supporters in the form of bonding, greater appreciation for each other, for our life goals, and most importantly the understanding that at Community Living Cambridge there will always be people who will support and care about you. We honour the memory of those we've lost this year, by celebrating their lives and our contribution to them.

Youth Groups

In addition to all the traditional programs in which youth from the TAY system are supported in the agency, we continue to identify the need to create opportunities for positive interactions among young men and women, understanding that isolation and loneliness have a direct impact on the majority of the problematic situations we see while working with them. We developed and will continue to develop initiatives to foster community, autonomy, and belonging amongst this particular group, with the following initiatives,

- **The Bigger Picture** is a 12-week program co-developed by the agency and led by a professional youth counsellor specialized in coaching youth to make positive life changes by learning about, self-worth, positive relationships, healthy boundaries, peer pressure, self-care, love, respect, and caring for other people
- **Build The Beat**, facilitated by a very enthusiastic music therapist, experienced working with youth at risk, is a group workshop designed to assist youth with the development of music skills and technology while socializing, building community, and developing peer-support skills
- **Me Day**, our First Self-advocates Conference created by an energetic team formed from the Leadership Development Program, is a full day of learning self-care through empowerment, self-esteem, and hands-on techniques

Training

2017 was a busy year for staff training, as the agency continues investing in opportunities for skill development to remain current with new ideas and ways to offer quality in the services we provide to the community. The agency strives to promote educational opportunities to full and part-time employees in all areas of relevance, above and beyond the requirements, as noted by the number and high quality of workshops offered:

- **Resilience**
- **Working with families**

- Conflict de-escalation
- Solution-focused coaching
- Fetal Alcohol Spectrum Disorder
- Intellectual Disabilities and Mental Health Advocacy
- Project Management
- Toronto Summer institute

Research

- **Transitional Age Youth Best Practices** our agency is taking the lead in this research initiative, alongside Community Living Guelph, Stratford, Community Living Owens Sound and Bruce Peninsula, and in partnership with The University of Guelph. We secured funding to conduct a research project with the objective to collect data, experiential information, and outcome-analysis to identify barriers and opportunities developmental service agencies face while providing supports to youth in the Transitional Age System. We are aiming to conclude this research this year and to produce a document containing information on the experiences our agencies have acquired and best practices to support this group of the population.
- **Medication Adherence Mobile Application Project** with the Department of Computer Science with The University of Guelph.

Behavioural Support Plan Successes

In the last 4 years, the Behavioural Support Plan Committee has worked closely with people served in the agency who are prescribed medications to decrease the effects of negative behaviors. The goal of this committee is to assist teams and to make recommendations to use techniques and resources that not only decrease and de-escalate challenging behaviors but also to reduce or completely avoid the use of medications to control them. Through the involvement of the committee, action plans, and discussion panels, people supported in this role not only had done much better in general but we reduced the numbers from 18 to 9. With each person, our goal is to work with teams, teach and foster de-escalation techniques, assist them to develop safety plans, see these medications as aides to reduce the anxiety that causes behaviors, and ultimately discontinue them.

New opportunities for growth

The agency is currently moving full speed ahead on preparations to support a group of 3 young men in a specialized residential program. This project will allow us to enhance our area of understanding and expertise in the Autism Spectrum Disorder providing an opportunity to bring the latest in training and resources in this area, new job opportunities for employees, and, most importantly, the addition of three families in search for supports to our agency. We will continue to provide updates as the project advances in its planning and implementation but, for now, it is official and we are very excited with all the possibilities it offers.

Respectfully Submitted by
Lourdes Toro

Director, Program Development and Residential Services

Annual Report for the Operations Department ***Year Ended March 31, 2016***

Property Management

In 2017-2018 we were fortunate to receive substantial funding from the Ministry of Community and Social Services to allow us to undertake several costly upgrades. The major upgrade required was to bring us into compliance with new Ontario Fire Marshall regulations in 6 of our homes. This required the installation of sprinkler systems throughout these homes in which our most fire vulnerable participants reside. This large project was completely funded by Ontario.

Other major projects were the complete interior updating of our Dudhope Avenue Group Home which included new flooring, new bathroom, paint, and the creation of a fifth bedroom to eliminate a shared bedroom. Additional improvements included bathroom renovations, foundation drainage improvements, and wheelchair ramp replacements.

Vehicles

During 2018-2019 we were able to achieve our goal of having no vehicles in our fleet older than 10 years. We also had new snow tires installed on our entire fleet.

Information Technology

During the period we continued to upgrade our program related hardware, insuring that laptops, desktops, and tablets were no older than 6 years and that sufficient hardware was available in most programs.

Respectfully Submitted,
Cindy MacKay-Musso
Director of Finance

Annual Report for Community Participation Supports

Year Ended March 31, 2018

The 2017 fiscal year was another busy one for Community Participation Supports. As a group, the CPS team continues to explore new and exciting programming opportunities, as well as better links within the Cambridge community that support the choices and goals of participants.

Franklin Centre continues to be a busy program with high demand for services. To that end, a full-time facilitator and aide were added to the staff team over the past year to support 113 participants.

In order to comply with Bill 148, the remaining work was completed at Franklin Centre by December 31, 2017 – a small work program had been in place since February 2017. Working with the SES team, Franklin Centre staff successfully transitioned all remaining work participants to either volunteer/work options or Franklin Centre programs. With work complete, it became clear that the previous financial model was insufficient to meet the needs of the new program. Beginning in January 2018, a monthly fee (\$75 for part-time and \$100 for full-time) was assessed to community participants. We continue to evaluate the financial stability of the program to ensure long-term viability and the ability of all to afford the fees.

In November, the Franklin Centre renovation project was nominated for a Cambridge & North Dumfries Community Awards. While the project didn't win, it and the FC team deserve recognition for the success of the program to date.

Karen Ferguson, one of the two managers at Franklin Centre (and a long-time manager of ARC Industries) has announced her retirement – effective August 2018. We thank her for her tremendous contributions to CLC and wish her all the best.

Inclusion Supports had another successful year. In response to growing passport funds under management (CLC now manages more than \$400,000), we added an additional part-time staff to help manage this program.

Since the close of the Job Track program, CLC has continued to administer several remaining participant files in that program. As of the close of the fiscal year, the final Job Track files have now been closed.

This past summer, the Fundayz camp welcomed 19 individuals over the course of six weeks. Five staff presented a strong program that was well received. Fundayz continues to be profitable due to support from the Canada Summer Jobs fund.

ADP has entered a transitional phase. The long-time manager, Dorothy Rosengarten, retired after a lengthy and successful career at CLC. We thank her and wish her the best in the future. The Director of CPS is currently managing this program while an evaluation of the portfolio is completed.

Volunteering and Employment continues to be a priority for the agency. Bill 148 has created several challenges for CLC supported employment efforts – namely, a decline in positions (and hours) available

to individuals seeking employment. Additionally, previous on-site employment programs such as our internal cleaning crew and the “Grass Assassins” grounds crew were closed at the end of 2017 in response to Bill 148 requirements.

In an effort to address this issue and advance the conversation about employment in Cambridge, CLC applied for and received a grant to launch a program called “**Employer Champions**”. This recently launched program will target local employers at the highest level to push organizations to become champions of more diverse workplaces.

CLC continues to pursue **partnerships** that advance the work of the agency with outside skills and expertise. This past fiscal year, partnership development focused on post-secondary institutions. The following projects are currently underway:

- University of Guelph College of Management and Economics – development of a communications training plan and organizational case study
- University of Guelph School of Computer Science – creation of a mobile application that will help individuals adhere to their medication regime
- Wilfrid Laurier University Lazaridis School of Business – graduate research on a model for supported entrepreneurship for adults with developmental disabilities
- York University – graduate research on the therapeutic potential of dance for adults with disabilities

In addition to the above updates, we also completed development of a new CLC website. The site, which launched on March 6, has drawn extremely positive internal and external reviews. The design of www.communitylivingcambridge.ca focuses on vibrant images; clear, concise communication; and rich storytelling to share the work of the agency and continue to build awareness and support. The website will be a key tool as the agency continues its important work.

Over the coming months, the CPS leadership team will continue the work of the modernization report. Recommendations for the next phase of CPS modernization will come over the summer.

Respectfully submitted,
Danny Williamson
Director, Community Participation Supports

COMMUNITY LIVING CAMBRIDGE

**FINANCIAL STATEMENTS
YEAR ENDED MARCH 31, 2018**

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INDEPENDENT AUDITORS' REPORT

To the Members of
Community Living Cambridge

We have audited the accompanying financial statements of **Community Living Cambridge**, which comprise the statement of financial position as at March 31, 2018, and the statements of revenue and expenditure - combined operations, fund balances and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information. The financial statements have been prepared by management based on the reporting requirements of the Ministry of Community and Social Services.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the agreed reporting requirements of the Ministry of Community and Social Services and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion the financial statements present fairly, in all material respects, the financial position of **Community Living Cambridge** as at March 31, 2018, and the results of its operations and its cash flows for the year then ended in accordance with the reporting requirements of the Ministry of Community and Social Services.

Basis of Accounting and Restriction on Use

Without modifying our opinion, we draw attention to note 2 to the financial statements, which describes the basis of accounting. The financial statements are prepared to comply with the reporting requirements referred to above. As a result, the financial statements may not be suitable for another purpose. Our report is intended solely for the members of **Community Living Cambridge** and the Ministry of Community and Social Services and should not be used by any other parties.



Cambridge, Ontario
May 28, 2018

Chartered Professional Accountants, authorized to practise public
accounting by the Chartered Professional Accountants of Ontario

**FINANCIAL POSITION
MARCH 31, 2018**

	2018 \$	2017 \$
ASSETS		
HST and other receivables	50,667	99,707
Fees receivable	25,034	43,460
Prepaid expenses	3,070	7,409
Current assets	78,771	150,576
Land	1,288,255	1,288,255
Buildings	4,142,328	4,142,328
Leasehold improvements	578,409	578,409
Furniture and equipment	524,853	524,853
Vehicles	567,503	549,060
Capital assets	7,101,348	7,082,905
Assets held for estate and bequest fund		
Cash and fixed income investments (note 6)	903,882	894,138
Replacement reserve investment	267,208	265,841
Receivable from Cambridge Rehabilitation Homes	47,200	59,849
Other assets	1,218,290	1,219,828
	8,398,409	8,453,309
LIABILITIES		
Bank advances, secured by general security agreement (note 9)	18,661	692,061
Accounts payable and accrued liabilities (note 3)	1,613,424	1,059,008
Current portion of long-term debt (note 8)	200,616	57,463
Current liabilities	1,832,701	1,808,532
Long-term debt (note 8)	381,927	516,698
	2,214,628	2,325,230
FUND BALANCES		
Operating fund	71,607	29,089
Estate and bequest fund	903,882	894,138
Bingo and Nevada fund	32,937	32,694
Capital asset fund	4,908,147	4,906,317
Replacement fund	267,208	265,841
	6,183,781	6,128,079
	8,398,409	8,453,309

APPROVED ON BEHALF OF THE BOARD:

_____ Director

_____ Director

The explanatory financial notes form an integral part of these financial statements.

**STATEMENT OF REVENUE AND EXPENDITURE
COMBINED OPERATIONS
YEAR ENDED MARCH 31, 2018**

	2018 \$	2017 \$
Revenue		
Provincial subsidy (note 11)	13,254,310	12,394,742
Participant fees	1,949,839	2,088,773
Contract and product sales	46,269	126,675
Fund raising and miscellaneous	121,049	117,578
Program fees	18,218	22,035
Gain on sale of capital assets	4,269	2,800
	15,393,954	14,752,603
Expenditure		
Salaries and benefits	12,491,630	11,963,484
Travel and training	132,906	113,251
Incentive allowance	28,616	38,419
Purchased services and supplies	1,005,406	960,625
Occupancy expenses	1,288,211	1,182,754
New furnishings and replacements	43,907	61,483
Vehicle operations	182,600	150,514
Personal needs	143,991	117,273
Other administrative shareable expenses	17,264	6,181
Non-shareable administrative and fund raising expenses	16,905	24,264
	15,351,436	14,618,248
Excess of revenue over expenditure for year	42,518	134,355

STATEMENT OF FUND BALANCES
YEAR ENDED MARCH 31, 2018

	2018 \$	2017 \$
Operating Fund (unrestricted)		
Balance, beginning of year	29,089	(105,266)
Excess (deficiency) of revenue over expenditure for year:		
Administrative operations	(66,004)	(35,105)
Fee for service	113,621	254,200
Employment supports	(197,241)	(20,586)
Community participation services and supports	189,640	(24,365)
Group living supports	(6,414)	21,804
Dedicated housing support	(6,048)	(5,304)
Respite program (day camp)	(581)	(48)
Children's residential services	(96,189)	(16,915)
Supported independent living	90,750	(3,803)
Job track	13,938	31,346
Specialized community support - children's services	(148)	3
Repairs and maintenance	(6,595)	
Associate home program	8,814	(5,644)
Recreation programs	4,975	(61,228)
	42,518	134,355
Balance, end of year	71,607	29,089
Estate and Bequest Fund (note 6)		
Balance, beginning of year	894,138	877,666
Revenue for year	9,744	16,472
Balance, end of year	903,882	894,138
Bingo and Nevada Fund		
Balance, beginning of year	32,694	19,151
Revenue for year	24,953	26,170
Expenses for year	(24,710)	(12,627)
Balance, end of year	32,937	32,694

STATEMENT OF FUND BALANCES (CONTINUED)
YEAR ENDED MARCH 31, 2018

	2018 \$	2017 \$
Capital Asset Fund		
Balance, beginning of year	4,906,317	4,850,402
Ministry assistance to purchase assets	58,880	55,915
Disposal of assets	(57,050)	
Balance, end of year	4,908,147	4,906,317
 Replacement Fund		
Balance, beginning of year	265,841	263,531
Revenue for year	1,367	2,310
Balance, end of year	267,208	265,841

**STATEMENT OF CASH FLOWS
YEAR ENDED MARCH 31, 2018**

	2018 \$	2017 \$
Cash flows from operating activities:		
Excess of revenue over expenditure for year	42,518	134,355
Items not involving cash:		
Changes in non-cash working capital balances relating to operations (summarized below)	626,221	13,685
	668,739	148,040
Cash flows from investment and financing activities:		
Change in capital assets (net)	(18,443)	(80,344)
Receivable from Cambridge Rehabilitation Homes	12,649	(59,849)
Increase (decrease) in long-term debt	8,382	(55,915)
Change in Bingo and Nevada Fund	243	13,543
Change in Capital Asset Fund (net)	1,830	55,915
	4,661	(126,650)
Net change in bank advances	673,400	21,390
Bank advances, beginning of year	(692,061)	(713,451)
Bank advances, end of year	(18,661)	(692,061)
Summary of changes in non-cash working capital balances related to operations:		
HST and other receivables	49,040	(49,266)
Fees receivable	18,426	12,506
Prepaid expenses	4,339	1,615
Accounts payable and accrued liabilities	554,416	48,830
	626,221	13,685

**EXPLANATORY FINANCIAL NOTES
YEAR ENDED MARCH 31, 2018**

1. Incorporation

The Organization was incorporated as a charitable corporation without share capital by letters patent dated May 23, 1961 under the Laws of the Province of Ontario.

As Community Living Cambridge is a registered charity under the Income Tax Act, its income is not taxable and it is eligible to issue official income tax receipts for charitable donations.

2. Summary of Significant Accounting Policies

This summary of the major accounting policies is presented to assist the reader in evaluating the financial statements contained herein. These policies have not been and were not intended to be in accordance with Canadian generally accepted accounting principles but rather comply with the agreed reporting requirements of the Ministry of Community and Social Services and have been followed consistently in all material respects for the periods covered:

(a) Use of estimates

The preparation of these financial statements in conformity with the requirements of the Ministry of Community and Social Services requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the current period. These estimates are reviewed periodically and adjustments are made to income as appropriate in the year they become known.

(b) Capital assets

Capital assets are recorded at cost and are not amortized for financial statement purposes. Certain minor equipment is expensed in the year of purchase. This is in accordance with the requirements of the Ministry of Community and Social Services.

(c) Donated materials and services

Donated materials and services, which would otherwise be paid for by the Organization, are recorded at fair value when determinable.

(d) Financial instruments

Investments are shown on the statement of financial position at their fair values at the year-end date, with changes in fair value recognized in the statement of revenue and expenditure. All other financial assets and liabilities are recorded at amortized cost less any discovered impairment.

(e) Allocation of expenditure

Certain indirect costs of the Organization which are not specifically attributable to one of the operating areas of the Organization are allocated to these operating areas based on formulae approved by the Province of Ontario (as noted on page 12, "Administrative Operations").

EXPLANATORY FINANCIAL NOTES
YEAR ENDED MARCH 31, 2018

2. Summary of Significant Accounting Policies (Continued)

(f) Fund accounting

To ensure observation of restrictions placed on the use of resources available to Community Living Cambridge, the accounts are maintained in accordance with the principles of fund accounting. The resources are classified for accounting and reporting purposes into the following funds which have been established according to their nature and purpose:

The **Operating fund**, accounts for all of the Organization's program delivery and administrative activities.

The **Estate and Bequest fund**, consists of estate funds and bequests received. This fund is internally restricted and interest earned during the year may be used to assist the recreation and volunteer program at the direction of the Board of Directors.

The **Bingo and Nevada fund**, consists of a trust account for funds received from the proceeds of bingo and Nevada ticket sales under license from the City of Cambridge. This fund is restricted for use in the Organization's programs by permission of the City of Cambridge.

The **Capital Asset fund**, includes the proceeds of major and minor capital grants received. These funds have been invested in land, buildings, equipment and other capital assets that are used in the operations of the Organization.

The **Replacement fund**, in fiscal 2011 the Board of Directors elected to establish a replacement fund. The purpose of the fund is to provide funds for replacement of capital items that are not funded by government funding sources.

(g) Revenue recognition

The Organization follows the deferral method of accounting for contributions.

Subsidies are recognized as income in the year they are earned.

Interest received on unrestricted funds is reported as income in the year it is earned.

Interest received on internally restricted funds (estate and bequest fund) is reported as an increase in the internally restricted fund balances.

Donations received, which are expendable by the Organization, are reported as income in the year in which they are received.

Income earned through user fees, contract or product sales are recognized when the service or product is provided and payment is reasonably assured.

**EXPLANATORY FINANCIAL NOTES
YEAR ENDED MARCH 31, 2018**

3. Accounts Payable and Accrued Liabilities

There were no amounts payable with respect to government remittances as of the year end date.

4. Interfund Transfers

No amounts were transferred from the general fund to other funds in the current year. Internally restricted amounts are not available for any other purpose without approval of the board of directors.

5. Lease Arrangements

The Organization leases certain equipment, vehicles and building premises with these costs being subsidized by government grants. The Organization is committed to annual lease payments of approximately \$21,000 in 2019, \$16,000 in 2020, \$5,000 in 2021 and \$4,000 in 2022 in 2022.

In addition, the Organization has various property lease commitments of approximately \$70,000 annually for each of the next five years. These leases can be cancelled by the Organization upon written notice.

6. Estate and Bequest Fund

The estate and bequest fund consisted of the following assets at year end:

	2018	2017
	\$	\$
Cash and investments	903,882	894,138

The investments are a mix of mutual funds and deposit notes with no specific maturity dates.

7. Capital Management

Community Living Cambridge has an investment policy that establishes the following as its core objectives:

- Adherence to statutory requirements for eligible investments;
- Preservation and security of capital;
- Maintenance of necessary liquidity; and
- Realizing a competitive rate of return.

The investment policy of Community Living Cambridge is directed toward the preservation and security of capital. Investments are undertaken in a manner that seeks to ensure preservation of capital within the overall investment portfolio. Investments are managed through Manulife Securities.

**EXPLANATORY FINANCIAL NOTES
YEAR ENDED MARCH 31, 2018**

	2018 \$	2017 \$
8. Long-Term Debt		
2.35% First mortgage, secured by properties on Elliott and Mercer Streets, payable in monthly instalments of \$1,411 including principal and interest, and maturing July 2019	84,828	99,589
2.35% First mortgage, secured by properties on Churchill, Eleanor and Cooper Streets, payable in monthly instalments of \$2,398 including principal and interest, and maturing July 2019	286,246	308,051
4.22% Term loan to finance the acquisition of property on Saginaw Parkway in Cambridge, secured by general security agreement, payable \$1,060 bi-weekly including principal and interest maturing March 2019	145,469	166,521
4.55% Vehicle loan, payable in monthly instalments of \$1,703 including principal and interest, and maturing September 2021	66,000	
	582,543	574,161
Current portion due within one year	200,616	57,463
	381,927	516,698

Long-term debt principal repayments to be made during the next four years are as follows:

2019	200,616
2020	353,350
2021	18,491
2022	10,086
	582,543

9. Bank Facility

The Organization has an operating loan with its bank with a limit of \$1,500,000. Payments are interest only monthly at prime plus 1%. The loan is secured by a general security agreement on all of the assets of the Organization.

At year end a balance of \$120,000 (\$790,000 in 2017) was outstanding on the loan.

EXPLANATORY FINANCIAL NOTES
YEAR ENDED MARCH 31, 2018

10. Financial Instruments

The entity is exposed to various risks through its financial instruments. The following analysis provides a measure of the entity's risk exposure and concentrations at the year end date.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The entity is exposed to this risk mainly in respect of its long-term debt, bank advances and accounts payable.

Trade accounts payable and accrued liabilities are generally repaid within 30 days.

Credit risk

The entity is exposed to credit risk with respect to the HST and other receivables. The entity assesses, on a continuous basis, amounts receivable on the basis of amounts it is virtually certain to receive based on their estimated realizable value, and the entity virtually never has any bad debts.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk. The entity is mainly exposed to interest rate risk.

Interest rate risk

The entity is exposed to interest rate risk on its fixed and floating interest rate financial instruments. Fixed-rate instruments subject the entity to a fair value risk while the floating-rate instruments subject it to a cash flow risk. The entity is exposed to this type of risk as a result of investments in bonds, bank advances and long-term debt. The risk associated with investments is reduced to a minimum since these assets are invested in stable securities.

11. Economic Dependence

The Organization receives annual subsidies from the Government of Ontario to assist with offsetting the amount of costs incurred by the Organization. The Organization is dependent on receiving these annual subsidies to fund its operations.

**ORGANIZATION DIRECTORY
YEAR ENDED MARCH 31, 2018**

Board of Directors

Chairperson	Terry Lake	(President)
	Andrew Melchers	(Vice-President)
	Akash Arya	(Treasurer)
	Silvana Henneman	
	Val Brooks	
	Leander Wigboldus	
	Peter Tudisco	
	Blayne Rennick	
	Barry Ames	
	Heather Schmitz	
	Irena Retskaya Kramer	
	Maria Claydon	

Slate of Officers

President	Terry Lake
Vice President	Andrew Melchers
Treasurer	Akash Arya
Secretary	Denise Gruber (ex officio)

Executive Committee

Chairperson	Terry Lake
Members	Andrew Melchers
	Akash Arya
	Blayne Rennick
	Peter Tudisco
	Larry Arndt (ex officio)
	Denise Gruber (ex officio)
	Cindy Mackay-Musso (ex officio)

Asset Leveraging Committee

Chairperson	Andrew Melchers
Members	Terry Lake
	Blayne Rennick
	Peter Tudisco
	Maria Claydon
	Denise Gruber (ex officio)
	Cindy Mackay-Musso (ex officio)

**ORGANIZATION DIRECTORY
YEAR ENDED MARCH 31, 2018**

Nominations Committee

Chairperson	Terry Lake
Members	Andrew Melchers Heather Schmitz Irena Retskaya Kramer Denise Gruber (ex officio)

By-Law Review Subcommittee

Chairperson	Terry Lake
Members	Irena Kramer Andrew Melchers Denise Gruber (ex officio)

Strategic Plan Reporting Committee

Chairperson	Terry Lake
Members	Andrew Melchers Denise Gruber (ex officio)

Executive Director Annual Performance Review Committee

Chairperson	Terry Lake
Members	Blayne Rennick Irena Kramer

Joint Health and Safety Committee

Co-Chairperson	Denise Gruber
Co-Chairperson	Jane Stanley
Members	Miriam Bugeja Mark Evans Winston Reid Angele Faucher

