

Pellatt United Firefighters / Pellatt Community Centre

Annual Members' Meeting (AGM)

August 12, 2023, 9:00 am, at PCC

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## Agenda

1. Fire Chief's Report
2. Financial Report
3. Committee Reports: a. Building Committee b. Communications c. Fundraising d. Health and Safety e. Community Centre f. Vehicles g. Insurance
4. Chairperson's Report (See Page 8)
5. Business of the board (See Page 10)

Pellatt United Fire Fighters  
Annual General Meeting Minutes  
July 16, 2022

Call to order

Minutes of the last meeting, August 28, 2021

No changes.

Moved by Bobbie, seconded by Ken that the minutes be accepted. Approved.

Fire Chief Report – Barry

There are 20 volunteers, three of whom are just medical responders.

We are becoming more active with prevention activities. We had the pancake breakfast, and other events.

Upgrades of the facilities are underway.

New truck coming, which will make fire calls easier. The new truck is a 2009 4x4, which will allow access on smaller roads.

Training guidelines from the OFM are increasing. This requires more time from volunteers.

We are training several fire crew members on DZ licenses, for air brake compliance.

The summer season has been busy, with 8 calls in July.

There is a new phone app to make calls easier.

Barry thanks the fire team for their dedication. Barry also thanks the board for taking care of the business end of the operation.

Barry Baltessen added that the new app allows for everyone to see who is responding, and whether they are going to the hall or the incident.

Moved by Maurice, seconded by Ray that the Fire Chief's report be accepted. Approved.

Financial Report – Rob

There has been a change in compliance reporting, which Rob noted.

Cash increased.

There has been an increase in insurance.

There was a minor increase in investments.

There was a decrease in assets due to amortization.

We have about \$586,000 in assets and cash.

We've cashed a GIC for fire truck acquisition.

Payables are not much different and are current.

There is deferred revenue from the LSB, about \$39,000.

Bonnie did a great job on dealing with Raise The Roof.

Firefighting revenue varies from year to year. Barry pointed out that this was because of the major fire season last year.

Most other items are the same.

Total revenue was about \$202000. The difference was from fundraising for the roof.

Amortization is about \$42000.

Insurance continues to go up.

Repairs and maintenance are much the same from year to year.

Total expenses are about \$146,000, within a couple of thousand dollars of last year.

Everything balances.

CRA accepted most HST claims.

Fundraising was unallocated this year, split of PUFF / PCC.

PCC would have owed money for running costs.

Automotive assets are lower due to depreciation.

The remaining part of the report is sub-schedules.

Barry thanked Rob for the huge amount of work he does.

Moved by Cheryl, seconded by Maurice that the financial report be accepted.

Approved.

### Committee Reports:

#### 1. Building Committee - Maurice, Don, Mark

Maurice reported on the pickle ball court, the roof, the parking lot, the mezzanine, the water system, rapid fill pump on order, and kitchen renovation.

#### 2. Communication - Bonnie, Ron, Bobbie, RJ

Bonnie thanked everyone for all the work done. She thanked Amanda for the website, and Ron Waruk for the tax receipts, and thanks to Bobbie for helping out during her medical issue.

#### 3. Fundraising - Barry, Bonnie, Ron

Ron – our fundraising has increased due to lessening of Covid restrictions. Fishing derby, pancake breakfast, symphony

4. Health and Safety – Maurice, Mark, Don

Maurice - We are one of the few organizations compliant with Health and Safety reporting.

5. Pellatt Community Centre – Ron

There was a lot of use of the pickleball court, with increased revenue. The hall is seeing more use.

6. Vehicles - Fred, Randy

Fred, Barry – all vehicles fine. Barry commented on the long fire season last year.

7. Insurance – Cheryl

Insurance continues to go up, but only about 7%, which was less than community average. Gil is continuing to work on one ongoing WSIB claim. Cheryl commented on the community support.

Moved by Cheryl, seconded by Bobbie that the committee reports be accepted.

Ken Ray

8. Other

Chairperson Report

The Chairperson's Report is appended to these minutes.

Tribute to retiring directors – Mark

Mark thanked all the retiring directors – Bonnie, Gil and Ray – for their work over the years.

Election of new directors

Directors are elected for a two-year term. Returning for the second year are:

Maurice Carriere, Randy Hill, Ron Mauthe, Bobbie Robinson, Mark Simkin, Cheryl Siran

## Nominees:

George Goossen, Rob Hrabec, Kerry Livingstone, Don Mathieson, Fred Moeller, RJ Moran

Moved by Bobbie, seconded by Cheryl that the slate of directors be accepted.  
Approved.

## New Business

- Discussion of the addition of Power Recreation to the LSB tax levy to cover costs of running Pellatt Community Centre in the event of unanticipated loss of revenue (such as a pandemic lockdown). The LSB is required to do consultations to add any revenue tax powers. We weren't receiving enough revenue due to the Covid emergency. We are proposing to add Power of Recreation. There will be a meeting on August 27, 1:00 pm, with an election, and vote on the power of recreation. This must be submitted and approved by the government. This is just to ensure that we can meet expenses to keep this wonderful facility going.
- Open the floor to any other new business. Dieter Schmidt believes we need to pay our firefighters. Kenora is paying their volunteers \$28 an hour. Dieter proposes paying the volunteers \$20 an hour for practices and call. He believes that Clearwater Mackenzie is paying that amount. He believes that the cost would be about \$45 per household. There was a question about the process. We will discuss it at the next board meeting.
- Mark explained the process of going to the LSB.
- Barry Bennett said that Kenora pays \$28.22, minimum 4 hours. Captains get \$36.
- Barry said that there are 45 practices a year. They are one of the top practicing teams in Ontario.
- There were 44 calls in 2021, 33 in 20, 59 in 19.
- There is additional special training that takes days of time.
- Ray – suggestion that we need to compare to the regional situation.
- Barry Baltessen – the board will figure out all the issues, including CPP / EI. In Clearwater the board just went ahead with it. It will be studied, and there will be public consultations.
- A straw vote was taken, with almost unanimous support.

Ken Pride spoke about the community support for PUFF, and how great this organization is. He thanked us for the fantastic job.

Barry Baltessen spoke about DOKURA. He said that there are anticipated increases of 50 to 100% in land tax after 2023. DOKURA will ask to be part of the process. Mark will distribute the newsletter through MailChimp.

Ken Pride spoke about the need to have assessments done on a timely basis.

Barry said that in a municipality the government covers 45% or more of the costs, but in unincorporated we cover 100% of costs.

Ron announced that this will be his last year on the board. Time for someone else to have the fun.

Adjourn

## Chairperson's Report – 2023 Annual Members' Meeting (AGM)

I would like to begin by expressing our thanks and appreciation to the fire team and emergency responders, who work tirelessly to keep us safe. The whole community is grateful for your dedication.

Next, I would like to thank the Board of Directors for all their hard work. Ron Mauthe, Bobbie Robinson, and Maurice Carriere are leaving the board this year. Ron has served for over a decade as Vice-Chair of the board and person responsible for practically everything associated with the community centre. His contributions will be sorely missed.

Most of you are aware that in January we lost a dear friend and board member, Fred Moeller, after a brief fight with cancer. Our new training centre on the mezzanine is dedicated to Fred and his wife Pat, who were both firefighters and emergency responders and dedicated volunteers for many years. They are sorely missed.

PUFF could not run the fundraising events that keep our costs down without the help of dozens of volunteers. To all of them, our deep thanks. I would particularly like to highlight the work of the following organizers: Cam Hagen, for the Poker Derby, our biggest fund raiser; Kerry Livingston for the Family Fishing Derby; Jocelyn Mauthe for the Pancake Breakfast, Bingo events, and the Regatta concession; Linda and Brad Stevens and Linda and Randy Hill for the Symphony; and Roxie and Danny Wiebe and Ronette and Davon Barkman for the fall supper.

The person who organizes the inside volunteers for all these events, and for other events like weddings and memorial services that are held at the Pellatt Community Centre is Jocelyn Mauthe. The contribution that Jocelyn has made to PUFF / PCC over the last decade plus is really beyond words. Regrettably, Jocelyn is pulling back from these duties, and we are hard-pressed to find replacements – for really, she has done the work of five people. Anyone who can contribute, please, let us know. Thank you, Jocelyn!

I would also like to thank everyone in the community who has donated or contributed to keeping the wonderful organization running.

I especially want to acknowledge the work of Amanda Brabant of Pink Toad Studio. Amanda does all our web work and send out emails with fire update, news, etc. We couldn't do what we do without her!

Now, on to business, past and present:

We had a very successful year with our renovations thanks to the generous support of the community through Raise the Roof and our NOHFC grant.



We have:

- Replaced the roof.
- Improved the entrance to PCC and drainage in the parking lot.
- Upgraded to a regulation size pickleball court.
- Installed a ramp and a high-volume pump for rapid filling of the tanker trucks.
- Upgraded the wiring and completely renovated the kitchen and mezzanine.
- Installed a noxious gas exhaust system in the firehall, and air exchange and air conditioning in the kitchen and mezzanine.

We are pleased to report that this project came in slightly under budget, which allowed us to install ventilation and air conditioning in the kitchen and mezzanine.

We acquired a new to us rapid attack 4x4 fire truck last September, at a net cost of about \$105,000. This truck is particularly useful on the smaller bush and cottage roads in the area.

This purchase seriously depleted our vehicle reserve fund. However, we were the beneficiaries of some good fortune which will offset this and replenish the fund. The Lake of the Woods Search and Rescue Organization ceased operations this year, and all their assets were gifted to PUFF. We acquired several pieces of useful equipment and will eventually have about \$90,000 from sale of assets that we don't need.

All in all, at this time, as Rob Hrabec reported, and as you can see from the simplified financial overview that is included below, we are in sound shape fiscally.

I attach two caveats. We are about to commission a capital needs assessment, so that we have a good idea of projected expenditures to keep the building in good shape. Secondly, you can anticipate a small increase to the levy due to changes in government-mandated audit requirements, as explained below.

I would like to briefly update the community on the proposal made by Dieter Schmidt at last year's annual meeting. Dieter suggested that we pay volunteers for participation in practices and fire calls. We conducted extensive consultations with the fire and emergency response team. We agreed that for several reasons the team preferred an increase in the annual honorarium from \$100 per year to \$500 per year. We made this change effective the end of 2022. This is a matter that we will revisit on a regular basis.

Thank you all for your ongoing support. It is an honour to participate in this great organization.

Mark Simkin  
PUFF Board Chairperson



## Business of the Board

### Election of Directors

We would like to express our thanks and appreciation to Ron Mauthe, Bobbie Robinson, and Maurice Carriere, who are not returning to the board.

Directors are elected for a two-year term. Returning for the second year are:

George Goossen, Rob Hrabec, Kerry Livingstone, Don Mathieson, RJ Moran

### Nominees:

Randy Hill, Mark Simkin, Cheryl Siran, Dan Hrabec, Brady Lund

Moved by Rob Hrabec, seconded by George Goosen that the slate of directors be accepted.

## The Ontario Not-for-profit Corporations Act (ONCA)

The Ontario Not-for-profit Corporations Act (ONCA) has required a complete re-writing of the PUFF by-laws. If we do not adopt and register by-laws that conform with ONCA by October 2024, the government will impose ONCA template by-laws on us.

The new by-laws are at the end of this document. Most of the changes are in terminology, but a couple require attention.

- Motion to adopt new PUFF by-laws that conform to the Ontario Not-for-profit Corporations Act (ONCA).

Moved by Mark Simkin, seconded by Rob Hrabec, that new ONCA conforming by-laws be accepted and come into force at once.

1. Under the ONCA we will be required to conduct a financial review or audit through a certified accounting firm **every year**. The cost of this review or audit will be in the range of \$6000 to \$15,000. We are currently requesting quotes and estimating a \$10,000 cost. This cost will impact the tax levy by an amount of approximately \$10 per household per year, beginning in 2024.
  2. Under the ONCA we are not permitted to have vacancies on the board. We must diligently and immediately try to replace board members who leave, and if we are unable to do so we must adjust our prescribed number of board members within the agreed upon range. Our new by-laws prescribe a range of 7 to 12 Directors. The power to change the prescribed number of directors rests with the general membership, not the Board of Directors, unless specifically delegated. We will be asking members present at the Members' Meeting to delegate this power to the Board of Directors. (Otherwise, we would have to call a Members' Meeting every time we need to adjust the number).
- Motion to allow the Board of Directors to elect to have an annual financial review rather than an audit. (A review is less expensive than a full audit).

Moved by Mark Simkin, seconded by Don Mathieson, that the Class A Members delegate to the Board of Directors the right to elect to hold a financial review rather than a full audit, as permitted under the ONCA.

- Motion to allow the Board of Directors to set the number of directors within the range specified in the by-laws (7 to 12 members)

Moved by Mark Simkin, seconded by Cheryl Siran, that the Class A Members delegate to the Board of Directors the right to set the number of directors within the range specified in the by-laws (7 to 12 members).

## Overview of PUFF / PCC Revenues, Expenditures and Reserves

### Section 1 – Normal annual Revenues and Expenditures

**NOTE:** Because we receive our LSB revenue in May, at the time of the annual meeting it may appear as if our reserves are higher than they are. Keep in mind that the LSB revenue covers most of our running expenses through the whole year, until next May.

#### REVENUES

1. LSB – current tax levy allocation is \$80,000, about \$80 per household per year.
2. Fire call, EMR and Motor Vehicle Accident response revenue – Range of \$5000 to \$25,000. Averaged at \$15,000.
3. Fundraising and Donations, rentals, Community Foundation endowment fund – In a normal (non-pandemic) year, averaged at \$30,000.

Total revenue: \$125,000

#### EXPENDITURES

1. Fire Team – includes honoraria, stipends, travel for training costs, software and paging, internet, appreciation dinner, miscellaneous - \$42,000
2. Insurance – includes property and vehicle insurance, fire team insurance, and liability insurance - \$30,000
3. Buildings – includes heat, power, water, building upkeep, cleaning, grass cutting - \$40,000. (See Note 1 below on building capital needs reserves).
4. Vehicle maintenance and fuel - \$5000
5. Vehicle replacement fund - \$10,000 (See Note 2 below)

Total expenditures: \$127,000

### Section 2 – Extraordinary Revenues and Expenditures – 2022-2023

#### REVENUES

We received a windfall infusion of capital from the dissolution of Lake of Woods Search and Rescue. This included some equipment we will use, and some that we will sell for a likely net gain of about \$90,000.

### EXPENDITURES

We purchased a 4x4 fire truck at a net cost of about \$105,000. This purchase cost came from our reserve funds.

The renovations made possible by the Raise the Roof campaign and the NOHFC grant came in slightly under budget, so we were able to add ventilation and air-conditioning to the kitchen and mezzanine.

### RESERVES

As noted above, our current reserves include our LSB revenue, which will be spent through the year. We estimate that our reserves will be around \$160,000 once we have sold all the assets from Search and Rescue.

### LSB levy

We do not anticipate requiring an increase in the LSB levy for general running expenses. However, as noted elsewhere, the government-mandated audit will probably require an increase in the levy of around \$10 per household beginning in 2024.

### NOTE 1 – Capital reserves for large scale building maintenance.

We are about to commission a capital needs assessment of the state of our buildings. Currently, we are not building reserves to cover likely future capital costs.

### NOTE 2: Vehicle Replacement

We are currently directing surplus funds from fundraising and firefighting towards replenishment of the vehicle reserve fund.

**DRAFT**

**Bylaws of Pellatt United Firefighters Inc**

**Section 1 – Directors**

<u>Electing and Appointing Directors</u>	
1.1	<b>Who elects the directors?</b> The Class A Members, elect the Directors, designated as Class B Members.
1.2	<b>How long do Directors serve?</b> The Members will elect <ul style="list-style-type: none"><li>• one half of the Directors for a 2-year term, and</li><li>• one half of the Directors for a 1-year term.</li></ul> After this time, newly elected Directors shall be elected for 2 year terms.
<u>Empty Seats</u>	
1.3	<b>In what situations does a Director cease holding office before the end of their term?</b>
	A Director will stop holding office immediately, if he/she:
	<ul style="list-style-type: none"><li>• dies</li><li>• becomes bankrupt, or</li><li>• is found to be incapable of managing property by a court or under Ontario law.</li></ul>
	A Director may resign by written notice to the Corporation. A Director who resigns will stop holding office when the Corporation receives the written notice or at the time specified in the notice, whichever is later.

1.4	<p><b>Can the Members remove a Director from office?</b></p>
	<p>Members may remove a Director before the end of their term of office. Members may do this by passing a resolution at a Members' Meeting with at least a majority (51%) of the votes cast by the Members.</p> <p>If a vacancy occurs because of the Members removing a Director, the Members may fill the vacancy by a majority vote.</p>
1.5	<p><b>How are Board seats filled when they've been vacated mid-term?</b></p>
	<p>Only a vote of the Members will fill a vacancy on the Board.</p> <p>In the event of a vacancy the Board of Directors must immediately and diligently attempt to install a new Director, to keep the number of Directors at the agreed upon level within the range.</p> <p>Any member wishing to be elected to the board or appointed to the board to fill a vacancy must attend a minimum of two board meetings in advance of their election or appointment, to become familiar with the procedures of the board.</p> <p>Any member appointed to the Board of Directors to fill a vacancy must have their appointment confirmed by election at the next Annual Members' Meeting.</p> <p>If a new director cannot be found the Board of Directors may, by virtue of the power granted to it by Class A Members, elect to change the number of directors within the agreed upon range of 7 to 12 directors.</p>
<p><u>Committees</u></p>	



1.6	<p><b>Can the Board delegate its powers to a Managing Director or Executive Committee?</b></p> <p>The Board may appoint Directors to be a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.</p>
1.7	<p><b>Who decides on the composition and rules of Board committees?</b></p> <p>Any committee of Directors may create its own rules of procedure, subject to such rules or directions as the Board may from time to time make. The Board may remove any committee member by resolution.</p>
<u>Paying Directors</u>	
1.8	<p><b>Can we pay directors for their work as Directors?</b></p>
	No.
1.9	<p><b>Can we pay directors for their work in other capacities?</b></p>
	No.
1.10	<p><b>Can we pay directors for their work as directors or in other capacities?</b></p>
	<p>No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.</p>

## Section 2 – Board Meetings

2.1	<b>Who can call Board Meetings?</b>
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	The Chair and any group of Directors comprising a quorum may call meetings of Directors at any time and any place on notice as required by the Notices Section of this Bylaw.
2.2	<b>Where will Board Meetings happen?</b>
	The Board may fix the place of regular Board Meetings and send a copy of the resolution fixing the place of such meetings to each Director. If the Board does this, no other notice will be required for any such meetings.
2.3	<b>When will Board Meetings happen?</b>
	The date of regular Board meetings will be First Monday of every month at 7:00 pm, unless that day is a statutory holiday, in which case the meeting will take place on the next Monday.
<u>Board Meeting Notices</u>	
2.4	<b>Do we have to give advanced notice for Board Meetings?</b>
	Notice of the time and place for the holding of a meeting of the Board will be given to every Director of the Corporation in the manner provided in the Notices Section of this Bylaw.
2.5	<b>How long in advance does the notice have to be given?</b>
	Notice of the time and place of the meeting must be given not less than 5 days before the date that the meeting is to be held.
2.6	<b>How should notice be given?</b>

	Notice must be given according to requirements set out in the Notices Section of this Bylaw.
2.7	<b>When can we have a Board Meeting without advanced notice?</b>
	Notice of a meeting is not necessary if:
	a. all the Directors are present, and none objects to the holding of the meeting,
	b. those absent have waived notice or have otherwise signified their consent to the holding of such meeting, or
	c. a quorum of Directors is present and it would be the first meeting of a newly elected or appointed Board immediately following the annual meeting of the Corporation.
<u>Conducting Board Meetings</u>	
2.8	<b>Who will chair Board Meetings? What if they are absent?</b>
	The Chair will oversee Board Meetings. If the Chair is absent, the Directors present will choose a Director to act as the Chair. The Chair may designate the Vice-Chair on another Director to chair the meeting.
2.9	<b>How will voting be conducted at the Board Meeting?</b>
	Each Director, including the Chair, has one vote. Questions arising at any Board Meeting will be decided by a majority (51%) of votes unless otherwise required by the Act.

2.10	<b>Will the Chair have the power to break ties?</b>
	In case of an equality of votes, the Chair will not have a second or deciding vote.
<u>Phone and e-Meetings</u>	
2.11	<b>Can Directors join Board Meetings online or by phone?</b>
	Directors may participate in meetings by phone or online, with full voting privileges.

### Section 3 – Officers

<u>Appointments and Removals</u>	
3.1	<b>What Officers can the Board appoint?</b>
	The Board will appoint from among the Directors a Chair and may appoint any other person to be President, Treasurer and Secretary at its first meeting following the annual meeting of the Corporation. The Board may appoint other Officers and agents as it deems necessary. These Officers and agents will have such authority and duties as the Board may assign from time to time.
3.2	<b>Can one person hold more than one office?</b>
	The same person may hold two or more offices of the Corporation.
3.3	<b>Who can remove an Officer?</b>
	The Board may remove any Officer by resolution.
3.4	<b>For what reasons may an Officer be removed?</b>

	An Officer may be removed for any of the following reasons: theft, mismanagement, perjury.
<u>Duties</u>	
3.5	<b>What duties does the Chair have?</b> The Chair will perform the duties described in the Bylaws and such other duties as may be required by law or as the Board may determine from time to time, including: calling and chairing meetings of the Board, setting meeting agendas and chairing executive committees.
3.6	<b>What duties do other Officers have?</b>
	Each Officer will perform the duties required by law or as the Board may determine from time to time.
3.7	<b>Can Officers delegate their powers?</b>
	Officers shall be responsible for the duties assigned to them and may not delegate to others the performance of any or all of such duties.

#### Section 4 – Conflicts of Interest

4.1	<b>Are Directors required to disclose any conflict of interest?</b>
	A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act.

4.2	<b>Are Directors who have a conflict of interest allowed to vote?</b>
	No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction, except as provided by the Act.
4.3	<b>Can a Director get a direct or indirect financial benefit from a contract or transaction with our charity?</b>
	No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

**Section 5 – Members**

5.1	<b>How many classes of Membership are there?</b>
	Membership in the Corporation shall consist of 2 classes of Members, Class A and Class B.
5.2	<b>How does someone become a Member?</b>
	Class A members are any permanent or seasonal resident of Pellatt, Pelican, Umbach, or Gidley townships who is 18 years of age or older. Class B members, the Directors Class, are Class A members who have been selected by the Class A membership to act as Directors

	<p>of the Corporation. Class B Membership will consist of individuals who have applied and been accepted for Director's membership in the Corporation. Nominations to the Board of Directors must be made at least 30 days prior to the Annual Members' Meeting. The Board of Directors shall consist of a range of 7 to 12 elected members including, if possible, at least 2 members from each of the following 4 areas: Trout Lake, Muriel Lake, Laclu, and the south side of Locke Bay. The Fire Chief is an ex officio member of the Board of Directors and upon ceasing to hold the office of Fire Chief as the case may be, such person shall cease to be a member of the Board of Directors. The Fire Chief is a voting member of the board and is counted in the calculation of quorum.</p>
5.3	<b>What rights do Members have?</b>
	<p>As set out in the articles, each Member of the Directors class is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Member of the Directors class will be entitled to one (1) vote at such meetings.</p>
5.4	<b>How does membership end?</b>
	<p>Membership in Directors class automatically terminates if the Member resigns or such membership is otherwise ended according to the Act.</p>
5.5	<b>How long does Director's Class membership last?</b>
	<p>The term of membership will be 2 years, subject to renewal in accordance with the policies of the Corporation.</p>
<p><u>Transferral of Membership</u></p>	

5.6	<b>Can Members transfer their Membership to others?</b>
	Membership in either class of the Corporation is not transferable.

## Section 6 – Members’ Meetings

<u>Annual Members’ Meeting</u>	
6.1	<b>When and where will the Annual Members’ Meeting be held?</b>
	The Board will decide the date of the Annual Members’ Meeting. The Annual Members’ Meeting will take place at Pellatt Community Centre.
6.2	<p><b>What will the agenda of the Annual Members’ Meeting (AGM) be?</b></p> <p>The business at the annual meeting will include the following:</p> <ol style="list-style-type: none"> <li>a. Approve the agenda for the AMM.</li> <li>b. Approve the minutes of the previous AGM and any special meetings</li> <li>c. Approve the financial statements for the previous year.</li> <li>d. a report from the auditor or the person appointed to review the nonprofit’s finances.</li> <li>e. reappoint the auditor or appoint a new public accountant to do an audit or review engagement.</li> <li>f. elect directors, and</li> <li>g. any new or special business that was included in the notice of the meeting.</li> <li>h. Report from the Board chairperson</li> </ol>



6.3	<p><b>Can anything be added to the agenda? If so, how?</b></p> <p>Voting Members have a right to submit proposals to be added to the agenda. They must give the proposal to the Board prior to the giving of notice of the Annual Members' Meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Members' Meeting. No other item of business shall be included on the agenda for the Annual Members' Meeting.</p>
6.4	<p><b>Do Members have a right to access financial documents ahead of the meeting?</b></p> <p>Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the Bylaws or articles.</p>
<p><u>Special Members' Meetings</u></p>	
6.5	<p><b>Who can call a Special Members' Meeting?</b></p> <p>The Directors may call a Special Members' Meeting.</p>

6.6	<p><b>Can the Members make the Directors call a Special Members' Meeting? If so, how?</b></p> <p>The Board will convene a Special Members' Meeting on written request of not less than 10% of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the request.</p>
<u>Notice</u>	
6.7	<p><b>Do we have to give advanced notice of Members' Meetings? If so, what criteria must it meet?</b></p> <p>Subject to the Act, not less than 10 and not more than 50 days prior to the Meeting written notice of any annual or Special Members' Meeting must be given in the manner specified in the Act and the</p> <p>Notices Section of this Bylaw to each Member and to the auditor or person appointed to conduct a review engagement.</p>
6.8	<p><b>How much detail must the notice contain?</b></p> <p>Notice of any meeting where special business will be transacted must contain enough information to permit the Members to form a reasoned judgement on the decision to be taken.</p>
<u>Phone and e-Meetings</u>	
6.9	<p><b>Can Members join Members' Meetings online or by phone?</b></p>
	<p>A Member may participate in a Members' Meeting by telephone or electronic means. The telephone or electronic means must:</p>

	<ul style="list-style-type: none"> <li>allow all participants to communicate adequately with each other during the meeting</li> </ul>
	<ul style="list-style-type: none"> <li>allow you to verify the identity of anyone casting a vote</li> </ul>
	<ul style="list-style-type: none"> <li>prevent you from knowing how they voted.</li> </ul>
A Member participating in the above ways is deemed to be present at that meeting. Members' Meetings may be held entirely by phone or electronic means.	
<u>Quorum</u>	
6.10	<b>How many Members need to be at the Members' Meeting to conduct official business?</b>
	There is no minimum number of Class A members necessary for the transaction of business at a Members' Meeting. Resolutions will be accepted or rejected based on 51% of the Class A Members present at the meeting.
6.11	<b>What happens if you lose quorum part way through the meeting?</b>
	If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
<u>Chair of the Meeting</u>	
6.12	<b>Who will chair Members' Meetings?</b>
	The chair of the Members' Meeting will be the Chair of the Board of Directors or designate.

6.13	<p><b>Who will chair Members' Meetings if the Chair is absent?</b></p> <p>In the Chair's absence, the Members present at any Members' meeting will choose another Director as chair. If no Director is present, or if all the Directors present decline to act as chair, the Members present will choose a Member present to chair the meeting.</p>
<p><u>Voting</u></p>	
6.14	<p><b>How many votes will be necessary to pass a resolution?</b></p>
	<p>Business arising at any Members' Meeting will be decided by 51% of votes unless otherwise required by the Act or the Bylaws.</p>
6.15	<p><b>How many votes will each Member have?</b></p>
	<p>Each voting Member will be entitled to one vote at any Members' Meeting.</p>
6.16	<p><b>Can Members vote by proxy?</b></p>
	<p>If a Member is unavailable to attend or participate in a Members' Meeting, they may not appoint someone to vote for them by proxy.</p>
6.17	<p><b>How will votes be taken?</b></p>
	<p>Votes will be taken by a show of hands among all voting Members present unless otherwise required by the Act.</p>
6.18	<p><b>Can anyone demand a written ballot?</b></p>
	<p>Before or after a show of hands has been taken on any question, any Member may demand, a written ballot. If 51% of the Members present vote by show of hands for a written ballot, a written ballot so demanded will be taken in such manner as the chair of the meeting directs.</p>

6.19	<b>Will the chair of the meeting have a vote?</b>
	The chair of the meeting, if a voting Member, will have a vote.
6.20	<b>What if there's a tie vote?</b> If there is a tie vote, the chair of the meeting must call for a written ballot. If the written ballot results in a tie, the motion doesn't pass.
6.21	<b>How will a vote by show of hands be recorded?</b> Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
6.22	<b>Will abstentions be counted as votes?</b> An abstention will be considered a vote cast.
<u>Adjournments</u>	
6.23	The chair may, by resolution of a majority of votes cast at any Members' Meeting, adjourn the Members' Meeting. The Members must be provided with notice of the adjourned meeting. 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.
<u>Attendance</u>	

6.24	<p><b>Who has a right to attend Members' Meetings?</b> The only persons entitled to attend a Members' Meeting are:</p>
	<ul style="list-style-type: none"> <li>• the Members</li> </ul>
	<ul style="list-style-type: none"> <li>• the Directors</li> </ul>
	<ul style="list-style-type: none"> <li>• the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and</li> </ul>
	<ul style="list-style-type: none"> <li>• others who are entitled or required under any provision of the Act or the articles to be present at the meeting.</li> </ul>
	<p>Any other person may be admitted only if the Chair of the meeting invites them or the majority (50%+1) of the Members present at the meeting consent to their being there.</p>

**Section 7 – Notices**

7.1	<p><b>What are valid ways of sending advanced notice of meetings?</b> Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be delivered:</p>
	<ul style="list-style-type: none"> <li>• To the last address on record for that director or member</li> </ul>
	<ul style="list-style-type: none"> <li>• Telephone</li> </ul>
	<ul style="list-style-type: none"> <li>• Email</li> </ul>
	<ul style="list-style-type: none"> <li>• Other electronic means</li> </ul>
	<ul style="list-style-type: none"> <li>• As the directors determine</li> </ul>

7.2	<p><b>Where should notices be sent?</b>  Notices mentioned above will be sent to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Board.</p>
7.3	<p><b>Can the right to notice be waived?</b>  Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to the notice.</p>
7.4	<p><b>Can we count the day notice is sent as part of the total number of days required for advanced notice?</b>  Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice will, unless it is otherwise provided, be counted in such number of days or other period.</p>
7.5	<p><b>What effect does an error or omission have on the validity of the notice?</b> No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.</p>

## Section 8 – Finances & Signing Authority

8.1	<b>Fiscal year.</b> The fiscal year ends on May 31 each year or on such other date as the Board may from time to time by resolution determine.
8.2	<b>Audit / Review.</b> The Board of Directors will appoint a Public Accountant to conduct an annual audit, or by special resolution, an annual review of financial statements.
8.3	<b>Access to accounts and documents.</b> Only Directors and Auditors / Reviewers shall have the right to inspect any accounts or documents of the Corporation.

## Section 9 – Adoption and Amendment of Bylaws

9.1	<b>What percentage of Member support does it take to change these Bylaws?</b> The Members may from time to time amend this Bylaw with 51% of the votes cast at a Members' Meeting.
9.2	<b>Can the Board change the Bylaws between Members' Meetings?</b> The Board may from time to time in accordance with the Act pass or amend this Bylaw.



9.3	<p><b>Can the Board create new Bylaws or change the Bylaws on their own?</b>  The Board must submit any Bylaws it passes or changes it makes to existing Bylaws to the Members at the next Members' Meeting. The Members may confirm, reject, or amend the new Bylaw or Bylaw changes.</p>
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**Section 10 – Definitions & Interpretation**

10.1	<p>a. "Bylaws" means this Bylaw (including the schedules to this bylaw) and all other bylaws of the Corporation as amended and which are, from time to time, in force;</p> <p>b. "Chair" means the chair of the Board;</p> <p>c. "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act.</p> <p>d. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called.</p> <p>e. "Member" means a member of the Corporation.</p> <p>f. "Members" means the collective membership of the Corporation; and i. "Officer" means an Officer of the Corporation.</p>
10.2	<p><b>What if something isn't defined above?</b>  Other than as specified in the Definitions section, all terms contained in this Bylaw that are defined in the Act will have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words in one gender include all genders.</p>

10.3	<b>What if part of the Bylaw is invalid?</b> The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.
10.4	<b>What if parts of the Bylaw are inconsistent with the Articles or Act?</b> If any of the provisions contained in the Bylaws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles, or the Act will prevail.