



THE GEORGINA CENTRE
FOR ARTS AND CULTURE

Annual General Meeting

The Georgina Centre for
Arts and Culture

149 High St, Sutton, ON L0E 1R0

Monday, September 19, 2022

7:00 pm

www.thegcac.ca

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Welcome Message from the Board Chair, Bill Major

2021 was a year of dramatic changes in what we used to call the Georgina Arts Centre and Gallery. We changed our name to the Georgina Centre for Arts and Culture, our Executive Director, Grant Peckford, left his position at the end of October, we hired Jeanie Faria as our new executive director, and we are in year two of a Five-Year Strategic Plan for our Centre.

For the first six months of 2021, we were closed because of COVID-19. Work on planning, connecting with our Town and funding groups continued, leading us in future directions. The first program offering of 2021 was an active Summer Camp, with masked children and camp counsellors bringing new life into our renovated basement. We gradually opened our retail space three days a week and followed all the COVID protocols to receive people into our space.

2021 also saw many renovations to the outside of our building, including changing the façade, new signage, painting, and landscaping. During the Studio Tour of 2021, we held a silent auction where many Studio Tour artists contributed items for auction. Our board member, Dee Lawrence, coordinated a weekend event of music and entertainment on the High Street lawn.

We were also successful in helping us receive a Trillium grant for a program we are calling "Creative Ageing in Georgina".

Along with a new name, we developed a new Logo. We hired a website development company to help us create a new website, which has, because of many factors, taken over a year to become operational. An exhibition of our permanent collection was curated, which was greatly appreciated by all who were able to come to the gallery during the fall months. We held a celebratory farewell gathering for outgoing Executive Director Grant and wished him well in his retirement. I would also like to thank Wendy Cuttriss and Eva Chwojko-Strawley for their many years of service to our Art Centre.

On November 1, our new Executive Director, Jeanne Faria, began her work. Jeanne began to implement our new staff model, consisting of a Volunteer and Program Coordinator, a Communications and Digital Content staff, and an Information and Retail Services Coordinator who would manage our retail space. Jeanne used our OTF Resiliency Fund money to upgrade our technology and to buy new technology & equipment to enable us to make more use of various types of social media and create a viable digital presence. Jeanne also worked very hard, re-designing our retail space and having Town staff build a wall at its north end to give us space to inventory, repair, and catalogue our permanent collection more effectively.

Jeanne began immediately to reach out to members, town officials, and community and government agencies who are allies with us in our work. She is a very able bridge builder and community representative. Jeanne is very passionate about our strategic plan, our mission, and the development of our work in the community. She is a wonderful addition to our organization in this time of re-building and re-structuring.

I want to thank our treasurer, Meaghan Mckinzey, for her tireless work in accessing government subsidies, grants, and support programs during COVID. We are now, financially, in the best shape I have seen in my six years on the board of directors.

2021 has been a very difficult year for all of us. To me, it seems that we paused our work as an Art Centre, made some important decisions about our future, and began to implement them. This amount of change, in a relatively short time, is extremely stressful and challenging for all of us. One of our biggest challenges has been communicating effectively with our members and our community as we made changes and weathered the storm of COVID closures and uncertainties. Our website has recently launched and will help us communicate and interact with the community more effectively. We really need all who care about our work to “get the word out” and help more of our community to be part of our “communication team”.

I want to thank all who have helped in this most precarious year of 2021. It seems we've had almost to start over as a Centre. Staff, board members, community supporters, many stakeholder groups, and town and other government funders have helped us travel through very uncertain times. This has not been an easy time, with so much change in 12 months. But I strongly believe that what we have been able to do will bear much fruit in the months and years to come.

Tonight, our Vice Chair, Anita David, and I finish our three two-year terms of service on our board of directors. The last six years have been very challenging for all of us. I decided to stand for election on the board, also in a challenging time of much change in our Centre. My main hope was that I would be able to help more people in our community know about our Centre, take part in our programs, and form a wider membership base. I see new people taking part in our programs now and we are starting to appeal to several parts of our community who were not involved in our work before. But we have a long way to go to help our Centre for Arts and Culture become a real community movement. I thank all our members and supporters for helping us move along to become more and more the GEORGINA CENTRE FOR ARTS AND CULTURE!

Regards,

Bill

Message from our Executive Director

Create. Connect. Community: Adapt & Evolve

November 1st, 2021 was the beginning of my Executive Direction of the newly coined Georgina Centre for Arts & Culture. Reflecting on the year I am struck by the themes of adaptation and evolution, of navigating adversity and the challenges of change, of building resiliency and community together.

We have just completed year two of our five-year strategic plan and are led by our core values of collaboration, relationship building, community, diversity, leadership, innovation and art & culturally based programming. The physical site has undergone many changes: extensive cleaning, updating, modernizing, remodeling and changes that support our strategic direction of environmental sensitivity. We have been unwavering in creating a transformation that creates a safe, welcoming experience for all community members. We have created internal best practices that will empower the community to explore art and culture in new and diverse ways in the coming months and years with the highest standards of programming.

We have met with established artists and creators as well as launched two Art Exhibits fulfilling our passion and obligation of finding and supporting new and emerging local talent and one exhibit of our permanent collection. We launched our first incredibly successful Pride festival and celebrated the unique diversity of our community. We are launching our new volunteer program this fall and already have been blessed with the volunteer support of many new volunteers. Since March of this year, we have had almost 500 volunteer hours supporting our efforts.

We have hired new positions that ensure the necessary skillsets that are needed to execute our operational goals and support our strategic direction. We have acquired and implemented the required technology including the launch of our brand-new website which will be the solid basis for our digital imprint online.

In the coming year we will be creating original content that will highlight and promote local artists and performers of all kinds, support our e-commerce and revenue generation and most importantly, bring us out of a dated analogue existence into the vast potential of the digital realm.

The first quarter of 2022 saw new Cultural Programming, a 6-week program that was so well attended we achieved the highest first quarter in the organization's history. We have applied for and received over \$120,000 in grant funding during the last 9 months and have our eyes set on the vastness of possibility, inspiration and always, creation. At the heart of what we do, we are creators, collaborators, visionaries and in being so, we create a community that welcomes and seeks an appreciation and love of the arts.

My most important message: *thank you.*

I want to thank everyone who has been so incredibly supportive during this sometimes trying and difficult transition time. Change is hard. I want to thank all of the new patrons & members and volunteers who tried something new and have come back again and again to support us. Your faith, patience, kindness, creativity and passion for Art Culture in Georgina is both humbling and inspiring. I reflect that perhaps more than just community, we are creating family. To the Board of Directors who volunteer their time so graciously and who have entrusted me with such a precious and important challenge and responsibility: thank you. To my small but mighty staff team, and most especially Lynda Quirino, our new Program & Volunteer Coordinator, I cannot thank you enough for what you bring to the Centre and to the community.

Henri Matisse said, "Creativity takes courage." and change of any kind also takes courage. So let us be courageous together, let us create together and let us build something incredibly special for our community.

Best Regards,



EXECUTIVE DIRECTOR

AGM Agenda

Wednesday, August 18th, 2022

Meeting called to order

Welcome & Opening remarks – Board Chair, Bill

Approval of Agenda

Reading and Approval of AGM Minutes dated August 18, 2021

Message from the Board Chair - Bill

Statement from the Mayor & Town Councilor – Margaret Quirk & Dave Neeson

Message from the Executive Director - Jeanne Faria

Reports of Committees:

Financial

- Presentation and acceptance of Audited Financial Statements for the year ended December 31, 2021 – Amanda DeRudder
- Financial Statement Highlights – Board Treasurer, Meaghan Mckinzey
- Appointment of Auditors

Governance Board

- Presentation and acceptance of revised By-Laws

Announcements:

- Introduction of New Board Members – Board Chair, Bill

Membership - Executive Director, Jeanne

- Life Members
- Volunteer Recognition

Closing Remarks - Board Chair, Bill

Adjournment

AGM Meeting Minutes

August 18, 2021

Minutes of the Annual General Meeting, August 18, 2021, For 2020, By Zoom

Georgina Centre For Arts And Culture

Minutes Taken by Bill Major

MEMBERS PRESENT: Tom Zolt, Dee Lawrence, Grant Peckford, Anita David, Jeanne Faria, Eva Chwojko-Strawley, Steve Chwojko, Barbara Banfield, Bill Major, Doris Major, Brett Hill, Margaret Almack, Sharon, Sheila Dobson, Thelma Sellers, Dave Neeson, Margaret Quirk, Piri Pandy, Meaghan Mclnzey.

Meeting Called to Order by Bill Major, Board Chair at 7:00 p.m.

MOTION to approve the agenda as Presented- Piri Pandy, seconded by Barbara Banfield, Carried

MOTION to Approve the Minutes of the Annual General Meeting held on October 26, 2020- Tom Zolt, seconded by Thelma Sellers, Carried.

STATEMENTS from Margaret Quirk, Mayor, Town of Georgina, and Dave Neeson, Councillor, Ward Three, and appointed board member of the Georgina Centre for arts and Culture.

Both Mayor Quirk and Councillor Neeson thanked the board and members of the Georgina Centre for Arts and Culture for their work over 2020, especially in our time of Covid-19, and reflected on the importance of both the arts and culture for the wellbeing of the Town of Georgina.

AUDITED FINANCIAL STATEMENTS: Amanda DeRudder, of Ascend CPA, presented the Audited Financial Statements for the year ended, December 31, 2020.

MOTION to accept the financial statements made by Meaghan Mckinze, seconded by Sheila Dobson, Carried.

FINANCIAL STATEMENT HIGHLIGHTS: Meaghan Mckinze highlighted that we had received over \$175,000 as income in 2020 and finished the year with over \$51,000 in our bank account. We have received just under \$26,000. In Wage Subsidies in the Covid-19 wage subsidy program as part of our income in 2020.

MESSAGE FORM BOARD CHAIR- Bill Major. Bill reflected on the challenges of 2020 in terms of coping with Covid-19. We were closed from March 13 to the Studio Tour weekend at the end of September. Then we opened for limited hours and were closed again by mid-December. During 2020, we received a Creative Ageing in Georgina Grant from the Trillium Foundation for \$22,500.

We worked closely with the Town as they renovated our reception space and kept us informed of Covid – 19 protocols throughout the year. Bill thanked the staff, board, and members for supporting each other and making the most of this challenging time in Covid-19. He also welcomed Dee Lawrence and Brett Hill to our board after their election in 2020.

MESSAGE FROM GRANT PECKFORD, EXECUTIVE DIRECTOR: Grant reflected on his time at the Georgina Centre for Arts and Culture, sharing his accomplishments and feelings he has about retiring. Many members thanked Grant for his work over his time at our Art Centre.

RE-ELECTION OF A BOARD MEMBER: Anita David moved Piri Pandi be re-elected to another two-year term on our board of directors. Seconded by Barbara Banfield, Carried.

APPOINTMENT OF AUDITORS FOR 2021: Meaghan Mckinzey moved that we appoint the Auditing Firm Ascend, CPA, to be our auditors for 2021. Seconded by Brett Hill, Carried.

CLOSING REMARKS. Bill Major, Board chair, thanked everyone for their participation in this Zoom AGM and asked for a motion to Adjourn.

MOTION TO ADJOURN: Anita David moved that we adjourn, seco

Schedule A

Audited Financial Statements

Year ended December 31, 2021

GEORGINA ARTS COUNCIL
(GEORGINA CENTRE FOR ARTS & CULTURE)

FINANCIAL STATEMENTS

Year ended December 31, 2021

GEORGINA ARTS COUNCIL
(GEORGINA CENTRE FOR ARTS & CULTURE)
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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of
Georgina Arts Council

Qualified Opinion

We have audited the financial statements of Georgina Arts Council (Georgina Centre for Arts & Culture) (the "Organization"), which comprise the statement of financial position as at December 31, 2021, and the statements of operations, changes in net assets and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the financial statements present fairly, in all material respects, the financial position of Georgina Arts Council as at December 31, 2021 and its results of operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Basis for Qualified Opinion

In common with many not-for-profit organizations, the Organization derives revenue from fundraising activities the completeness of which is not susceptible to satisfactory audit verification. Accordingly, verification of these revenues was limited to the amounts recorded in the records of the Organization. Therefore, we were not able to determine whether any adjustments might be necessary to fundraising revenue, excess of revenues over expenses, and cash flows from operations for the year ended December 31, 2021 and December 31, 2020, current assets as at December 31, 2021 and December 31, 2020, and net assets as at January 1 and December 31 for both the 2021 and 2020 years. Our audit opinion on the financial statements for the year ended December 31, 2020 was modified accordingly because of the possible effects of this limitation in scope.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Organization in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Emphasis of Matter

Without qualifying our opinion, we draw attention to note 11 in the financial statements, which indicate that the Organization is economically dependent on revenue received from government funding without which the Organization would not be able to discharge its liabilities. Our opinion has not been modified in respect to this matter.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian accounting standards for not-for-profit organizations, 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.

INDEPENDENT AUDITOR'S REPORT, continued

In preparing the financial statements, management is responsible for assessing the Organization's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Organization or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Organization's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ◆ Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ◆ Obtain an understanding of internal control relevant to the audit 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 Organization's internal control.
- ◆ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ◆ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Organization's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Organization to cease to continue as a going concern.
- ◆ Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

INDEPENDENT AUDITOR'S REPORT, continued

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

A handwritten signature in black ink that reads "Ascend". The letter "A" is large and stylized, with a long horizontal stroke that extends to the right and then curves upwards. The word "Ascend" is written in a cursive, handwritten style.

Ascend LLP, Chartered Professional Accountants, LPA
Independent Member Firm of
PORTER HÉTU INTERNATIONAL
Bancroft, Ontario
May 30, 2022

GEORGINA ARTS COUNCIL
(GEORGINA CENTRE FOR ARTS & CULTURE)
STATEMENT OF OPERATIONS
Year ended December 31, 2021

	2021	2020
Revenues		
Grants - note 11	\$ 158,865	\$ 113,000
Classes and camp fees, Schedule 1	25,970	5,144
Gallery, Schedule 2	13,768	15,301
Donations	6,720	17,140
Memberships	1,245	2,345
Room rental	510	175
Interest	204	-
	207,282	153,105
Cost of sales		
Executive director	42,158	16,516
Curator wages	26,016	9,538
Other wages	20,426	15,166
Office administration wages	3,904	6,494
Materials	2,595	1,151
	95,099	48,865
Gross margin	112,183	104,240
Expenditures		
Advertising and promotion	18,830	4,522
Classes and camp fees, Schedule 1	26,291	2,466
Office and general	16,970	9,969
Gallery, Schedule 2	15,748	16,325
Insurance	9,425	10,792
Professional fees	9,360	10,231
Repairs and maintenance	8,115	4,216
Utilities	6,246	5,567
Telephone	3,625	3,345
Interest and bank charges	2,707	4,008
Amortization	2,107	2,421
Supplies	109	-
	119,533	73,862
Deficiency of revenues over expenditures from operations	(7,350)	30,378
Other income		
Canadian Emergency Wage Subsidy	28,940	20,726
Forgiveness of long-term debt - note 10	20,000	-
	48,940	20,726
Excess of revenues over expenditures	\$ 41,590	\$ 51,104

2021

	Total	General Fund	Capital Fund
Balance, beginning of year	\$ 1,390,877	\$ (22,996)	\$ 1,413,873
Excess of revenues over expenditures	41,590	41,590	-
Amortization of tangible capital assets	-	2,107	(2,107)
Purchase of tangible capital assets	-	(1,387)	1,387
Balance, end of year	\$ 1,432,467	\$ 19,314	\$ 1,413,153

2020

	Total	General Fund	Capital Fund
Balance, beginning of year	\$ 1,339,773	\$ (76,520)	\$ 1,416,293
Excess of revenues over expenditures	51,104	51,104	-
Amortization of tangible capital assets	-	2,420	(2,420)
Balance, end of year	\$ 1,390,877	\$ (22,996)	\$ 1,413,873

	2021	2020
ASSETS		
Current		
Cash	\$ 82,020	\$ 45,150
Guaranteed investment certificates	40,204	-
Canadian Emergency Wage Subsidy receivable	6,457	1,802
Inventories - note 5	408	172
Prepaid expenses	5,865	1,259
HST receivable	3,234	4,028
	138,188	52,411
Tangible capital assets - note 6	34,149	34,869
Art collection - note 7	1,379,004	1,379,004
	\$ 1,551,341	\$ 1,466,284
LIABILITIES AND NET ASSETS		
Current		
Accounts payable and accrued liabilities - note 8	\$ 17,819	\$ 12,999
Unearned revenue - note 9	28,265	23,000
Current portion of long-term debt - note 10	6,365	6,264
	52,449	42,263
Long-term debt - note 10	66,425	33,144
	118,874	75,407
General Fund	19,314	(22,996)
Capital Fund	1,413,153	1,413,873
	1,432,467	1,390,877
	\$ 1,551,341	\$ 1,466,284

CONTINGENT LIABILITIES (note 14)
 COMMITMENTS (note 16)
 SUBSEQUENT EVENTS (note 17)

On behalf of the board

 Board of Director

 Board of Director

	2021	2020
Operating activities		
Excess of revenues over expenditures	\$ 41,590	\$ 51,104
Adjustments for items which do not affect cash		
Amortization	2,107	2,420
Forgiveness of long-term debt - note 9	(20,000)	-
	23,697	53,524
Change in non-cash working capital items		
Canada Emergency Wage Subsidy receivable	(4,655)	(1,801)
Inventories	(236)	1,467
Prepaid expenses	(4,606)	(1,259)
HST receivable	794	(2,280)
Accounts payable and accrued liabilities	4,820	(11,435)
Unearned revenue	5,265	(6,202)
	25,079	32,014
Financing activities		
Repayment of long-term debt	(6,618)	(6,469)
Proceeds of long-term debt	60,000	-
	53,382	(6,469)
Investing activities		
Purchase of guaranteed investment certificates	(40,204)	-
Purchase of tangible capital assets	(1,387)	-
	(41,591)	-
Increase in cash	36,870	25,545
Cash, beginning of year	45,150	19,605
Cash, end of year	\$ 82,020	\$ 45,150

1. NATURE OF OPERATIONS

Georgina Arts Council (the "Organization"), operating as Georgina Centre for Arts & Culture, is a not-for-profit organization incorporated provincially under the Not-for-profit Corporations Act of Ontario by letters patent and without share capital on May 4, 1999. As a registered charity, the Organization is exempt from the payment of income tax under Section 149(1) of the Income Tax Act.

The objectives for which the Organization was incorporated are:

- (a) promoting interest in arts and crafts;
- (b) establishing and granting prizes, awards and distinctions;
- (c) promoting lectures, classes and seminars in arts and crafts and related activities;
- (d) providing facilities for instruction in arts and crafts;
- (e) developing and fostering community spirit; and
- (f) such other complementary purposes not inconsistent with these objectives.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Organization applies the Canadian accounting standards for not-for-profit organizations.

Revenue recognition

The Organization follows the restricted fund method of accounting for contributions.

Restricted contributions related to the purchase of tangible capital assets and artwork are recognized in the Capital Fund in the year received. Restricted contributions for which no appropriate fund exists are deferred and recognized as revenue of the General Fund in the year in which the related expenses are incurred.

Unrestricted contributions are recognized as revenue of the General Fund in the year received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured.

Donated material and services

Donated capital and investments are recorded in the financial statements at fair value on the date of the donation. Donated materials and services are not recorded because the fair market value is not readily determinable. With the exception of volunteer time, such material and services are not significant.

Inventories

Inventories are valued at the lower of cost and net realizable value. Cost is determined using the first-in, first-out method.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Financial instruments

(i) Measurement of financial instruments

The Organization initially measures its financial assets and financial liabilities at fair value adjusted by, in the case of a financial instrument that will not be measured subsequently at fair value, the amount of transaction costs directly attributable to the instrument. Amounts due to and from related parties are measured at the exchange amount, being the amount agreed upon by the related parties.

The Organization subsequently measures its financial assets and financial liabilities at amortized cost, except for derivatives and equity securities quoted in an active market, which are subsequently measured at fair value. Forward exchange contracts and interest rate swaps that are not hedging items are measured at fair value. Changes in fair value are recognized in net income.

Financial assets measured at amortized cost include cash, accounts receivable, and guaranteed investment certificates.

Financial liabilities measured at amortized cost include accounts payable and accrued liabilities, callable debt, long-term debt.

(ii) Impairment

For financial assets measured at cost or amortized cost, the Organization determines whether there are indications of possible impairment. When there is an indication of impairment, and the Organization determines that a significant adverse change has occurred during the period in the expected timing or amount of future cash flows, a write-down is recognized in income. A previously recognized impairment loss may be reversed. The carrying amount of the financial asset may both be greater than the amount that would have been reported at the date of the reversal had the impairment not been recognized previously. The amount of the reversal is recognized in income.

Fund accounting

The Organization follows the restricted fund method for accounting.

The General Fund accounts for all resources over which the Board of Directors has discretionary control to use in carrying on the day-to-day operations of the Organization.

The Capital Fund reports the net book value of the tangible capital assets and the appraised value of the art collection and the debt associated with their purchase if applicable. Uses of operating funds for acquisition of tangible capital assets and principal debt service payments are accounted for as an allocation to the Capital Fund.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Measurement uncertainty

The preparation of financial statements in conformity with Canadian accounting standards for not-for-profit organizations requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reported period. Such estimates are periodically reviewed and any adjustment necessary are reported in earnings in the period in which they become known. Actual results could differ from these estimates. Significant items subject to estimates and assumptions include:

- Amortization of tangible capital assets;
- Estimated useful live of assets;
- Deferred contributions; and
- Art Collection.

Short-term investments

Short-term investments consist of short-term guaranteed investment certificates, bearing interest ranging between 0.54%, are recorded at cost and mature within one year.

Cash

Cash consists of balances with financial institutions.

Tangible capital assets

Tangible capital assets are recorded at cost. The Organization provides for amortization using the declining balance method at rates designed to amortize the cost of the tangible capital assets over their estimated useful lives. The annual amortization rates are as follows:

Building improvements	4%
Furniture and fixtures	20%
Piano	0%
Camera	20%
Computer equipment	45% and 55%
CCTV security	20%
Database	100%

The Organization regularly reviews its tangible capital assets to eliminate obsolete items. Government grants for assets are recorded as revenue in the year received.

Tangible capital assets acquired during the year but not available for use are not amortized until they are placed into use.

Amortization is recognized beginning in the month the property and equipment is available for use until the asset is disposed of or use is discontinued.

3. CHANGE IN ACCOUNTING ESTIMATES

Effective January 1, 2021, the Organization changed its accounting estimate in relation to its recognition of amortization of its tangible capital assets in the year of acquisition from one-half of the noted rates disclosed in its significant accounting policy to the recognition of amortization starting in the month the tangible capital asset is available for use. In addition, amortization will be recognized to the final month of use. This change in accounting estimate is applied prospectively with no impact on prior year earnings or stated property and equipment net book values.

4. FINANCIAL INSTRUMENT RISKS

The Organization is exposed to various risks through its financial instruments and has a comprehensive risk management framework to monitor, evaluate and manage these risks. The following analysis provides information about the Organization's risk exposure and concentration as of December 31, 2021:

(a) Liquidity risk

Liquidity risk is the risk the Organization may not have cash available to satisfy financial liabilities as they come due. Management oversees liquidity risk to ensure the Organization has access to enough readily available funds to cover its financial obligations as they become due. The Organization manages liquidity risk by continuously monitoring actual daily cash flows and longer term cash forecasted cash flows and monitoring maturity profiles of financial assets and liabilities. The Organization is exposed to this risk mainly in respect of its receipts of funds from its customers and other related sources, accounts payable and accrued liabilities and long-term debt.

Unless otherwise noted, it is management's opinion that the Organization is not exposed to significant credit risk or market risk arising from these financial instruments.

5. INVENTORIES

	2021	2020
Indigenous retail	\$ 408	\$ 172

6. TANGIBLE CAPITAL ASSETS

	2021		2020	
	Cost	Accumulated amortization	Net Book Value	Net Book Value
Building improvements	\$ 95,081	\$ 75,112	\$ 19,969	\$ 19,577
Furniture and fixtures	14,046	9,653	4,393	5,492
Piano	9,200	-	9,200	9,200
Camera	740	668	72	89
Computer equipment	11,323	11,149	174	85
CCTV security	5,511	5,170	341	426
Database	32,030	32,030	-	-
	\$ 167,931	\$ 133,782	\$ 34,149	\$ 34,869

7. ART COLLECTION

As artwork is prone to appreciating in value, no depreciation has been taken. Note that artwork has been recorded at its appraised value when donated as a gift-in-kind.

	2021	2020
Purchased art	\$ 356,532	\$ 356,532
Donated art:		
Paintings from Smith and Chiarandini	358,700	358,700
Sky Spirit painting	200,000	200,000
104 stonecut prints and 21 woodcut prints by Stanley Lewis	98,200	98,200
Paintings	46,500	46,500
Stanley Lewis paintings	24,000	24,000
Strength, Nobility and Power painting	23,000	23,000
Mother and Child painting	22,000	22,000
21 photographs by Tom Zsolt	20,450	20,450
Norval Morrisseau paintings	20,000	20,000
Whale Bone carving of Inuk	20,000	20,000
32 art prints by Tom Zsolt	18,100	18,100
Cycles art collection	18,000	18,000
Paintings	16,252	16,252
Red cedar transformation mask of Sea Eagle	16,000	16,000
Marcel Bellerive paintings	14,200	14,200
Wolf family totem pole	12,500	12,500
Marcel Bellerive paintings	11,100	11,100
Stanley Lewis paintings	10,000	10,000
Cedar thunderbird mask	9,000	9,000
Painted cedar portrait of Indian Man	8,500	8,500
Bronze Maquette for Universal Man Sculpture	8,000	8,000
Argillite Dogfish Woman frontlet	8,000	8,000
10 photographs by Tom Zsolt	7,600	7,600
Steatite carving of Raven Looking at the Moon	6,000	6,000
York Wilson Paintings	5,045	5,045
Painted Wood Spirit mask	4,000	4,000
Kay Murray-Weber collection	3,200	3,200
Sylvia Singer paintings	3,000	3,000
Soapstone carving of a Man and two Seals	2,400	2,400
Soapstone carving of Shaman Spirit	2,300	2,300
Soapstone carving of Mother and Child	2,000	2,000
Viking warrior statue	1,600	1,600
Copper mask	1,400	1,400
Cedar Old Woman portrail mask	1,000	1,000
Cedar masks	425	425
	\$ 1,379,004	\$ 1,379,004

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	2021	2020
Accounts payable	\$ 116	\$ 1,636
Accrued liabilities	14,101	9,406
Source deductions	3,602	1,957
	\$ 17,819	\$ 12,999

9. UNEARNED REVENUE

	2021	2020
Town of Georgina Trillium funds 2021	\$ 27,235	\$ -
Town of Georgina Trillium funds 2020	-	22,000
Community Initiatives grant	1,000	1,000
Gift certificates	30	-
	\$ 28,265	\$ 23,000

10. LONG-TERM DEBT

	2021	2020
Town of Georgina loan, bearing interest at 1.5%, repayable in blended monthly installments of \$568, due December 2026, secured by specified artwork with a net book value of \$64,600.	\$ 32,790	\$ 39,408
Canada Emergency Business Account (CEBA) loan, non-interest bearing, with no repayments until the loan matures in December 2023. Repayment of the loan balance on or before December 2023 will result in forgiveness of 33.3% up to \$20,000. This amount has been taken into income in the current year. If the balance is not paid by December 2023, the loan will be converted to a 3-year term loan at 5.00% per annum, paid monthly (Note 14).	40,000	-
	72,790	39,408
<u>Less current portion</u>	<u>6,365</u>	<u>6,264</u>
<u>Due beyond one year</u>	<u>\$ 66,425</u>	<u>\$ 33,144</u>
Principal repayments until maturity are as follows:		
2022	\$ 6,365	
2023	46,462	
2024	6,558	
2025	6,658	
2026	6,747	
	72,790	
	<u>\$ 72,790</u>	

11. GRANTS

	2021	2020
Grant revenue included in revenues:		
Town of Georgina	\$ 110,000	\$ 110,000
Ontario Small Business grant	20,000	3,000
Ontario Trillium	28,865	-
Magna Hoedown	-	-
	158,865	113,000
Grant revenue included in Classes and Camp Fees		
Canada Summer Jobs	13,366	-
<u>Total grant revenue</u>	<u>\$ 172,231</u>	<u>\$ 113,000</u>

12. ECONOMIC DEPENDENCE

The Organization receives 43% (2020 - 59%) of its revenue through a funding agreement with the Town of Georgina. The Organization's continued operations are dependent on this funding agreement and on satisfying the terms of the agreement. It is management's opinion that the Organization would need to obtain other funding to maintain operations if this source was no longer available.

13. SIGNIFICANT EVENT

Due to the COVID-19 pandemic, the Organization was closed to the public from March 2020 to late September 2020 and then from September 2020 to June 2021. The Organization was able to reopen in June of 2021 with limited hours of operation and capacity limits. In January 2022 the province ordered numerous business closures and the Organization was opened to the the public May 21, 2022. As the Organization operates within a Town of Georgina building, it took direction from the Town in closing down to limit the spread of the virus.

The effect of the pandemic and emergency measures cannot be quantified. No additional allowance of accruals have been recognized in these financial statements other than the government assistance disclosure.

14. CONTINGENT LIABILITIES

For the purpose of the accompanying financial statements, contingent liabilities have been evaluated by management.

The Organization obtained a Canada Emergency Business Account (CEBA) loan (Note 14) from the federal government in the amount of \$60,000. The government loan has a forgivable amount up to \$20,000. As a result, \$20,000 was recognized as income in the current year. If the Company defaults on the requirements to repay the remaining balance by December 2023, the amount of \$20,000 will be added to the loan balance and will become part of the three year term loan bearing interest at 5%.

15. CORRESPONDING FIGURES

The financial statements have been reclassified, where applicable, to conform to the presentation used in the current year. The changes do not affect prior year earnings.

16. COMMITMENTS

The Organization entered into an agreement, on January 1, 2016 with the Town of Georgina. The Town of Georgina will provide the Organization the building to operate out of. The Organization will:

- provide art programming on behalf of the town;
- maintain a registered charity status;
- provide annual scheduled exhibitions, events, programs, outreach activities and educational activities that contribute to achieving specific goals;
- the Organization shall continue to develop and maintain effective partnerships with local and regional arts organizations and professionals, local businesses, and community organizations to continue to deliver a diverse range of arts programming;
- the Organization will continue to be committed to providing, as a public use, the opportunity for all to participate in arts programming that are both accessible and affordable;
- the Organization shall operate in a fiscally responsible manner and maintain fiscal and operational stability of the Organization.

The contract expires December 31, 2026.

17. SUBSEQUENT EVENTS

For the purpose of the accompanying financial statements, subsequent events have been evaluated by management through May 30, 2022, which is the date these financial statements were available to be issued.

Subsequent to yearend, the Province of Ontario declared another lockdown. This lockdown resulted in the Organization's doors being closed to the public, as of January 24, 2022 and has opened to the public May 21, 2022.

On January 12, 2022, the Government of Canada announced that it extended the repayment deadline for the CEBA loan program to December 31, 2023. The repayment terms have been adjusted in these financial statements.

SCHEDULE OF CLASSES AND CAMP FEES**Schedule 1**

	2021	2020
Revenue		
Canada Summer Jobs grant - note 11	\$ 13,366	\$ -
Camps and art classes for children	11,059	359
Art classes for adults	1,545	3,046
Other programming	-	1,739
	25,970	5,144
Expenditures		
Art and camp classes	20,816	836
Contract services	5,475	1,077
Other expenses	-	553
	26,291	2,466
Deficiency of revenues over expenditures	\$ (321)	\$ 2,678

SCHEDULE OF GALLERY**Schedule 2**

	2021	2020
Revenue		
Artist commission	\$ 10,317	\$ 8,704
Retail	1,852	1,587
Indigenous commission	1,599	322
Other revenues	-	4,688
	13,768	15,301
Expenditures		
Artist commissions	7,892	6,324
Labour costs	6,810	8,620
Other supplies	1,046	1,161
Advertising	-	220
	15,748	16,325
Deficiency of revenues over expenditures	\$ (1,980)	\$ (1,024)

Schedule B

GCAC By-laws

August 10, 2022



THE GEORGINA CENTRE
FOR ARTS AND CULTURE

By-Laws of the Georgina Arts Council

Revised: AUGUST 2022

CGAC By-Law Committee

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By-Laws of the Georgina Arts Council

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

Georgina Arts Council
(the "Corporation")

Also known as the Georgina Centre for Arts and Culture (GCAC)

BE IT ENACTED as a by-law of the Corporation as follows:

Definitions

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

1.1 "**Act**" means the Not-For-Profit Corporations Act, 2010 (Ontario) including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

1.2 "**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

1.3 "**board**" means the board of directors of the Corporation and "director" means a member of the board;

1.4 "**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

1.5 "**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

1.6 "**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

1.7 "**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 56 (Members Right to Submit and Discuss Proposals) of the Act;

1.8 "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

1.9 "**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.10 "**proxy**" - a member in good standing may delegate their voting power to a representative to enable a vote in absence.

1.11 **member in good standing** shall be defined as **an active member in the category of Individual Membership or Life Membership paid up for three months or more**

Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.



By-Laws of the Georgina Arts Council

Severability and Procedure:

The invalidity or unenforceability of any provisions of these By-Laws shall not affect the validity or enforceability of the remaining provisions.

If any of the provisions contained in the By-Laws are inconsistent with those contained in the ARTICLES or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

Corporate Seal:

The Seal of the Corporation, if any, shall be in the form as determined by the Board.



By-Laws of the Georgina Arts Council

SECTION 1: MEMBERSHIP

Definitions

The applicants for the incorporation of the Corporation, and such other individuals, corporations, partnerships and other legal entities who have joined the Corporation by paying an annual membership fee to be determined by the Board of Directors, shall be members. Each annual membership shall begin the first day of attaining membership.

Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. Corporations, partnerships and other legal entities may vote through a duly authorized proxy.

Any member may resign by sending notice of such resignation in writing addressed to the Board of Directors of the corporation and such resignation shall be effective in accordance with its terms.

A membership fee may be set by resolution of the Directors. Membership dues are non-refundable.

Active Membership Defined

Adult individual Membership - An Adult individual member is any person aged 18 (eighteen) and over who is a fully paid-up member of the GCAG

Life Membership - This membership is an honorary award and is awarded at the unanimous discretion of the Board. Life members have all the rights and privileges of individual active members.

Youth Membership - Any person under the age of 18 (eighteen), who is fully paid up and who meets eligibility requirements as established by the Board of Directors may become a member of the GCAG Youth Group

Non-Active Membership Defined

Subscription Memberships are those members who have paid a subscription fee as determined by the Board of Directors. Subscription memberships are for admission to the regularly scheduled subscription productions for 1 (one) season.

Sponsor/Patrons Sponsor/Patron is a person or company is a patron of the GCAG upon payment of a donation as determined from time to time by the Executive of the GCAG

Member in Good Standing

For the purposes of these bylaws, a "Member in Good Standing" shall be defined as an active member in the category of Individual Membership or Life Membership only. The membership fee is paid in full 3 months prior to the AGM.



By-Laws of the Georgina Arts Council

Active Membership Fees

The requisite fees for the various categories of active membership are due and payable on the dates as set by the Board of Directors, in such amount as the Board of Directors may determine.

Adult/Individual Member

Individual active members being those people, who, notwithstanding, that they may also be subscription members, and/or patrons, shall have paid the required annual membership fee.

Life Member

Life Members are not required to pay membership fees.

Youth Member

Youth membership fees are determined by the Youth Coordinator or Youth Committee, subject to approval by the Board of Directors.

Expiry Date

All paid memberships expire on the 30th (thirtieth) day of the month of June in the season in which they were paid. At that time a member must renew their membership to remain a member in good standing.

Membership Fees

Members shall be notified by electronic means or telephone of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members in good standing of the Corporation and will not have voting privileges.

Membership Voting Privileges

Only a member in good standing is entitled to vote at Extraordinary or Annual General Meetings, pursuant to the following:

- a) Only members present and in person may vote. Proxy votes are only accepted by members in good standing.
- b) Only a member in good standing who has been fully paid up for a period of 3 (three) calendar months prior to such Extraordinary or Annual General Meetings is entitled to vote.



By-Laws of the Georgina Arts Council

SECTION 2: BOARD OF DIRECTORS

Board of Director Positions

The board shall consist of not less than 3, and not more than 11 persons. In addition, two representatives for the Town of Georgina will be Directors on the Board as determined by the Town of Georgina; one staff member and one Councillor representative who is a voting member. The Directors shall determine the number of Directors required to run the business of the Board and the affairs of the Corporation.

Responsibilities of Board of Directors

Unless otherwise specified by the board, the Directors shall have the following duties and powers associated with their positions:

Chair of the Board – The Chair of the Board, if one is to be appointed, shall be a Director. The Chair of the Board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify. The Chair is also a member of the Executive Committee and can operate as an ex-officio for any committee or advisory body

Vice-Chair of the Board – The Vice-Chair of the Board, if one is to be appointed, shall be a Director. If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the members. The Vice-Chair shall have such other duties and powers as the Board may specify. The Vice-Chair is also a member of the Executive Committee.

Secretary – If appointed, the Secretary shall attend and be the Secretary of all meetings of the Board, including the Executive Committee. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the public accountant and members of committees. The Secretary is responsible for recording and presenting minutes for all meetings to the Chair. The minutes are to be presented ten (10) working days prior to Board meetings.

Treasurer – If appointed, the Treasurer shall have such powers and duties as the Board may specify. The Treasurer is to present financial reports to the BOD prior to any Board meeting, in addition, present financial statements for approval of the Board in conjunction with the auditors report for presentation to the membership at the Annual General Meeting.

Duties of Officers

Each Board member shall execute the responsibilities of their position in accordance with the job descriptions as deemed necessary by the Board.

Term of Office of Directors on the Board of Directors

The Directors shall be elected to hold office for a term of two years from the date of the annual general meeting. Directors may be elected to stand for more than one term of office but not more than three terms without a break of one year.

Director terms will be set, if possible, so that no more than 50% of Director terms expire each year.

The Board of Directors comprises of seven (7) Directors and the Executive Committee (4) where they exist. The Executive Committee consists of the Board Chair, the Vice, Chair, the Treasurer and the Secretary where they exist.



By-Laws of the Georgina Arts Council

Vacancies / Attendance at Board of Director Meetings

Vacancies on the Board of Directors, however, caused, may so long as a quorum of Directors remain in office, be filled by the Directors as they shall see fit to do so, and if not so filled, such vacancies shall be filled at the next annual meeting of the members at which the Directors for the ensuing year are elected. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Directors to fill the vacancy.

A vacancy shall be deemed to occur if a Director has resigned, is absent from three consecutive meetings without good cause expressed to the Board in writing, or has not met the requirements of the Director responsibilities related to the Director position. Any Director absent but voting by proxy at a meeting shall be deemed not in attendance at that meeting. The Board of Directors shall then appoint a successor immediately. Any member absenting themselves from four or more Board meetings shall be required to resign from the Board of Directors.

Appointment of Board of Directors

The Board may designate the offices of the Corporation, appoint Directors on an annual or more frequent basis, specify their duties and delegate to such Directors the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. Two or more Director offices may be held by the same person.

Removal of Board of Directors

A Director may resign their office by notice in writing delivered or sent to the Executive Committee, and such resignation shall become effective on receipt thereof or on such later date as specified in such notice.

The Board, with two thirds (2/3) votes, may remove, whether for cause or without cause, any Director of the Board by notice in writing delivered to the Director. Unless so removed, a Director shall hold office for the duration of their term until the earlier of:

- a) the Director's successor being appointed,
- b) the Director's resignation,
- c) such Director's death.

Meetings of the Board of Directors

The Board of Directors of the Georgina Arts Council shall meet regularly once each month, at such time and place as the Board may from time to time determine. The Secretary (who may act only on the written request of the Chair or the Vice-Chair, or any 3 (three) Directors) shall call a Special Meeting of the Board of Directors of the Georgina Arts Council at such time and place as the officer(s) requesting such meeting may direct. Notice of any Special Meeting of the Board of Directors shall be given to each Board member, by ordinary post, or by telephone, not less than 48 (forty-eight) hours prior to such meeting.

Quorum at Board of Directors Meetings

To Board of Directors meetings, a quorum will consist of 50 (fifty) percent +1 of the members of the Board of Directors.



By-Laws of the Georgina Arts Council

Indemnification of Directors

Every Director of the Corporation and their heirs, executors, and administrators, respectively, shall from time to time and at all times be indemnified and save harmless out of the funds of the Corporation from and against:

- a) All costs, charges and expenses, whatsoever such Director sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office;
- b) All other costs, charges and expenses they sustain or incur in or about or in relation to the affairs of the Corporation
- c) except such costs, charges or expenses as are occasioned by their own negligence or default or failure to act honestly and in good faith with a view to the best interests of the Corporation.

Remuneration of Board of Directors

The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit or remuneration in any capacity whatsoever from their position as Director, provided that Director may be paid reasonable expenses incurred by them in the performance of their duties with prior approval from the Board.

Calling of Meetings of Board of Directors

Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board or any two (2) Directors at any time. If the Corporation has only one Director, that Director may call and constitute a meeting.

Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a regular meeting of the Board shall be determined on an annual basis via resolution. 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 via e-mail forthwith after being passed.

Not less than five (5) working days before the time when the meeting is to be held will be given for additional Board of Directors' meetings.

Votes to Govern at Meetings of the Board of Directors

At all meetings of the Board, every item of business shall be decided by a majority of the votes cast.

A quorum for the approval of business at a Board meeting shall consist of two-thirds (2/3) of the Directors present either in-person, electronically or telephonically.

Committees of the Board of Directors

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for. Any such committee must consist of one Board Director. 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.



By-Laws of the Georgina Arts Council

Code of Ethics

It is the responsibility of the GCAC Board of Directors to act in the best interest of the corporation, setting aside partiality to any particular organization and their own personal interests. While acting in a board member capacity, they will do so with loyalty to the organization, impartiality and uncompromised integrity – both in action and signed declaration.

Directors must sign the code of ethics and conflict of interest prior to assuming the office of Director and then sign again on a yearly basis.

Conflicts of Interest

Conflict of Interest policies are fundamental to the Code of Conduct. Any individual who is in a position to make a decision or influence one and at the same time has the potential to derive a benefit (direct or indirect) has a conflict of interest. Any time that there is a potential conflict in the motivation between making the right decision for the organization and making the right decision for the individual and/or their employer, that individual should remove themselves from any and all discussion on the matter.

A conflict of interest exists where a Board member, a partner, a business associate, or a close family member:

- a) is a party to a material contract or a proposed material contract with the organization
- b) is a director or officer of another organization or has a material interest in any company or person who is a party to a material contract or proposed material contract with the organization
- c) is directly involved in an issue under discussion, or associated with an issue under discussion in a substantive way and stands to benefit or personally gain from the decision made, or
- d) assists a third party in its dealings with the organization, where such assistance could result in favourable or preferential treatment being accorded to that third party by the organization.

Examples of potential conflicts include

- a) an employee that selects suppliers who are personal contacts/relations with Board Members
- b) a Board member who may personally benefit, or whose business/employer may benefit from a particular decision
- c) provide advice to outside agents with whom the Board member has a family, business, financial or professional tie that could potentially influence a decision of the Board
- d) a decision that will allow an individual to avoid a negative consequence
- e) a romantic relationship exists between a Board member and staff.

Upon appointment to the Board, a Board member must sign a statement that they have read and understood the Conflict-of-Interest Policy. These statements will be held in electric file format.



By-Laws of the Georgina Arts Council

Board of Director's Fiduciary Duties

Duty of Care

Members of the GCAC Board of Directors owe the organization a duty to exercise reasonable care when making corporate decisions and when performing their corporate responsibilities. They are obligated to perform their duties in good faith, in a manner reasonably believed to be in the best interests of GCAC and with the care that an ordinarily prudent person would reasonably be expected to exercise under similar circumstances. When making decisions, the duty of care requires the Board of Directors to put forth a good faith effort to inform themselves of all material information reasonably available and to exercise appropriate judgment. The duty of care also requires the Board of Directors to take adequate steps to see that the senior officers of GCAC are effectively managing the organization's business and affairs.

Duty of Loyalty

A Director's duty is to not benefit personally at the expense of GCAC. In order for a Director to satisfy this

obligation, the Director must not allow personal, business or political interest to prevail over the interests of the organization. Furthermore, the Director may not use assets of GCAC (including information) for personal gain or to the detriment of the organization.

Duty of Candor

The duty of candor requires that a Director disclose to the other Directors all facts of which the Director is aware that could be material to the Board's consideration of the matters before it. The duty of candor is of particular relevance in those instances in which the Director has a conflict of interest or a potential conflict, the duty of candor requires that the Director disclose the Director's self-interest so that the disinterested Directors can make an informed decision.

Prohibition Against Use of Confidential and Non-Public Information

No Director shall disclose to others, make personal use of, or permit others to make use of, any information obtained as a result of their relationship with GCAC, which is not generally available to the public or is otherwise confidential, whether for direct personal gain or for advice to others with whom he or she has family, business, financial, or professional ties.

Loss of Public Confidence

Beyond the specific points above, each Director shall avoid any contact that might result in the loss of public confidence in CCT's programs and activities, the impairment of corporate efficiency or economy, or might reasonably give the appearance of:

- a) Extension of preferential treatment to any person, group, organization, or other entity; or,
- b) Compromise or loss of complete impartiality of judgment and action; or,
- c) Making or implementation of a corporate decision outside of standard corporate policies and procedures.



By-Laws of the Georgina Arts Council

Board Relations with Management

Board member concerns or questions about management performance may only be raised with the Board Chair, GCAG's Executive Director, or at Board meetings. Board members are to refrain from:

- a) Interfering with the day-to-day administration of GCAC
- b) Contacting individual employees in order to influence their conduct or decisions.
- c) Assisting individuals and stakeholder organizations in their dealings with GCAC, if this would result in preferential treatment for the individual/stakeholder organization

Apparent or alleged violations of this Code by any Director shall be referred to the Governance Committee which shall, after appropriate inquiry and investigation of the relevant facts, communicate its findings and recommendations to the Board. If the Board concludes that a Director has knowingly violated the Code, it may impose such disciplinary measures as are appropriate and permissible under the circumstances, including but not limited to, removal from the Board.



By-Laws of the Georgina Arts Council

SECTION 3 MEMBERSHIP MEETINGS

Annual or Other Meetings of Members

The annual or any other general meeting of the members shall be held at the Georgina Art Center and Gallery, or elsewhere as the Board of Directors may determine and on such day as the said Directors shall appoint.

The Annual Meeting will be held at least once every fifteen (15) months. A minimum of thirty (30) business days will be given in advance of the meeting. Notice will be posted on the GCAG website.

At every annual meeting, in addition to any other business that may be transacted the report of the Directors, the Financial Statement and the Report of the auditors shall be presented, and a Board of Directors elected, and the Auditors appointed for the ensuing year, and the remuneration of the Auditors shall be fixed. The members may consider and transact any business, either special or general, without any notice thereof at any meeting of the members.

A call for nominations and the responsibilities of each Director positions are to be posted on the GCAG website thirty (30) days prior to the Annual Meeting. Nominations will be closed five (10) working days prior to the Annual Meeting.

The Chair or Vice-Chair of the Board of Directors shall have the power to call, at any time, a general meeting of the members of the Corporation. Public notice by way of notification posted on the GCAG website of meetings of members, annual or general, shall be required and notice of the time and place shall be stated therein thirty (30) business days prior to the meeting.

Members Calling a Members' Meeting

- a) The Board of Directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members in good standing carrying not less than 25% of the total active membership shall constitute a quorum at all general and special meetings for the transactions of business..
- b) Proxies shall not be accepted as votes or to establish a quorum. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

Absentee Voting at Members' Meetings

Only a member in good standing is entitled to vote at a meeting of members. Members may vote if the Corporation has a system that:enables the votes to be gathered in a manner that permits their subsequent verification, and permits the proxy votes to be presented to the Corporationfive (5) days before the meeting.

Persons Entitled to be Present at Members' Meetings

Members, non-members, Directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.



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Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose. The method of electronic participation is determined by the GACAG Board and is not negotiable.

Errors and Omissions

The accidental omission to give any notice to any member, Director, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Mediation and Arbitration

Disputes or controversies among members, the Board of Directors, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration principles.

By-laws and Effective Date

Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of members (the Annual General Meeting) where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

Dissolution

In the event of the winding up, dissolution or cancellation of the GCAC, following the payment of any debts and liabilities of the GACAG, and the fulfillment of any conditions contained in any agreements regarding external or third-party donations to the GCAC, all of the GCAC's material assets, save and except its permanent art collection, shall belong to the Town and any remaining cash assets shall be given to the Town for it to administer. The Town shall place such remaining funds into an existing reserve fund of the Town to be used for such arts programming purposes as the Town may determine.



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Execution of Documents

Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by any two of the following Board members: the Executive Director, Board Chair, or Vice-Chair, and by the Treasurer.

Contracts in the ordinary sense of the Corporation's operations, up to a monetary limit per contract determined from time to time by the board, may be entered into on behalf of the Corporation by the Executive Director, Chair, Vice Chair, Treasurer or by any person authorized by the Board. Each contract in the ordinary sense beyond the said monetary limit shall be signed by two of the following: the Executive Director, Board Chair, the Vice-Chair, or the Treasurer.

The Board Chair, Vice-Chair, the Directors, Secretary or Treasurer, or any one of them or any person or persons from time to time designated by the Board of Directors, may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise, and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation. Any and all instruments in writing necessary or proper for such purposes include the appointment of an attorney or attorneys to make or accept transfer of shares, bonds or other securities in the books of any Company or Corporation.

Notwithstanding any provisions to the contrary contained in the By-laws of the Corporation, the Board of Directors may, at any time by resolution, direct the manner in which, and the person or persons by whom any particular instrument, contract or obligations of the Corporation may or shall be executed.

Financial Year

The financial year end of the Corporation shall be December 31 in each year.

Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by the Executive Committee.

Borrowing Powers

If authorized by a by-law which is duly adopted by the Board of Directors may:

- a) borrow money on the credit of the corporation;
- b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office, by electronic means, or by prepaid mail.



THE GEORGINA CENTRE
FOR ARTS AND CULTURE

By-Laws of the Georgina Arts Council



**DONNELL
LAW
GROUP**

Professional Corporation

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August 15, 2022

Sent via electronic mail

Attn: Bill Majors
Georgina Centre for Arts and Culture
149 High St
Sutton, ON
L0E 1R0

Dear: Mr. Majors

Re: Compliance Review with regards to: *Not-For-Profit Corporations Act, 2010* of Ontario

This will confirm, based on materials provided to this office and the suggested By-Law amendments we have offered, it is our opinion the once amended By-Laws would be in compliance with the requirements of the *Not-For-Profit Corporations Act, 2010*, of Ontario.

Thank you for allowing us to assist your Organization in these matters.

If we can assist further on these or any other matters, kindly advise.

I remain,

DONNELL LAW GROUP

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