



The Junction Heritage Conservation District

CONSTITUTION and BYLAWS

Adopted 10 October 2017

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CONSTITUTION

ARTICLE I: NAME

The organization shall be known as The JUNCTION HERITAGE CONSERVATION DISTRICT (HCD), hereafter referred to as The JUNCTION HCD, or by its acronym JHCD.

ARTICLE II: PURPOSE

The JUNCTION HCD is formed to establish, maintain and promote a heritage conservation district, as defined by the Ontario Heritage Act (OHA).

ARTICLE III: STATUS

The JUNCTION HCD shall be incorporated as a not-for-profit corporation through affiliation with The Ontario Historical Society (OHS) in 2017. The JHCD shall maintain its annual membership with the OHS.

ARTICLE IV: GENERAL OBJECTIVES

The JUNCTION HCD shall be dedicated to the preservation of the historic built form, which includes public, commercial (business and industrial) and residential properties, and to implement the District Plan that results from the pending heritage study.

Collect and serve as a repository of documentary materials pertaining to the cultural, genealogical and historical heritage of a geographical area which represents the core of and evolved from the former City of West Toronto Junction that was amalgamated with the City of Toronto (Ontario, Canada) in 1909, hereinafter referred to as the Junction heritage conservation district (HCD).

Promote through communication and cooperation with individuals, group associations, institutions and local government, the need for and value of a Junction heritage district, and follow the Terms of Reference as published by HPS in *Heritage Conservation Districts in Toronto: Procedures, Policies and Terms of Reference*.¹

Undertake other ancillary activities that complement these objectives.

¹ Available at - https://www1.toronto.ca/city_of_toronto/city_planning/urban_design/files/pdf/hcd_policies.pdf

Boundaries

The ultimate boundaries of The Junction HCD shall be defined by a pending heritage study. During the interim, the boundaries are as proposed in the HCD nomination application as submitted to heritage preservation services (HPS) on 25 April 2014 and subsequently approved by two Community Councils on 13 May 2014.²

These interim boundaries may be periodically revised by the Board of Directors in consultation with HPS until approved by Toronto City Council under Part V of the OHA.

ARTICLE V: MEMBERSHIP

Membership in The JUNCTION HCD shall be open to any property owner within the heritage district boundaries, and to other persons interested in supporting the purpose of the Junction HCD.

Members shall abide by the code of conduct established by the Board of Directors.

Membership Classes

Pursuant to the Articles, there shall be one (1) class of Membership in The JUNCTION HCD, namely, voting Members.

Voting Members shall be those registered with the Secretary, either in writing, or by other means determined by the Board, thirty (30) days prior to the delivery of any required notice to the membership.

Households and corporate properties with joint or multiple owners are entitled to one Membership and one vote.

Any individual or group of individuals, or a company owning multiple properties in the Junction HCD is entitled to one Membership and only one vote.

Company owners may identify a representative to act on their behalf provided the name of their designated representative is registered with the Secretary. Such person may be enrolled as a member upon receipt of an application and fee in accordance with the Bylaws. The designated representative shall be the member eligible to vote and hold any position of office in accordance

² Decisions available at - <http://app.toronto.ca/tmmis/viewAgendaItemHistory.do?item=2014.EY33.39> and <http://app.toronto.ca/tmmis/viewAgendaItemHistory.do?item=2014.TE32.87>

with the Bylaws. The owner may change their designated representative by registering that change with the Secretary.

Membership shall run concurrent with the fiscal year.

Conditions of Membership

Members are required to meet criteria for Membership adopted by the Board from time to time, including the following:

- i. an interest in furthering the purposes and objects of The JUNCTION HCD;
- ii. must be at least eighteen years old and have applied to be a Member;
- iii. payment of the applicable fee or dues prescribed by the Board;
- iv. be accepted by the Board as a Member; and
- v. have agreed to abide by the JHCD's Bylaws, policies, procedures, rules and regulations.

Termination of Membership

Membership in The JUNCTION HCD shall be terminated when the Member:

- (a) in the case of a Member that is a corporation, is dissolved, or, in the case of a Member who is an individual, dies;
- (b) fails to maintain any of the conditions or qualifications for Membership adopted by the Board from time to time;
- (c) fails to pay membership dues or monies owed to The JUNCTION HCD within thirty (30) days of the date on which the JHCD shall have sent to the Member a written demand for payment or by the deadlines otherwise set by the Board from time to time;
- (d) resigns from The JUNCTION HCD by delivering written notice of the Member's intention to resign by delivering a copy thereof to the Secretary of the JHCD; such resignation shall not be permitted if the Member is subject to any disciplinary investigation or action, unless otherwise determined by the Board;
- (e) is removed as a Member in accordance with the process outlined in the Discipline of Members section; or
- (f) The JUNCTION HCD is dissolved.

Discipline of Members

The Board shall, at a meeting called and held pursuant to the Bylaws, have the authority to suspend or remove any Member from The JUNCTION HCD for any one or more of the following reasons:

- i. for violating any provision of this Bylaw, the Articles or any policies, rules or regulations of The JUNCTION HCD;
- ii. for carrying out conduct that is considered to be detrimental to The JUNCTION HCD, as determined by the Board in its sole discretion; and/or,
- iii. for any other reason that the Board, in its sole and absolute discretion, considers to be reasonable, having regard to the purposes, objects, mission, vision and values of The JUNCTION HCD.

In the event that the Board determines that a member should be removed or suspended from membership in The JUNCTION HCD, the President, or such other Officer as may be designated by the Board, shall provide twenty-one (21) days notice of suspension or removal to the member (the “Subject Member”) and shall provide reasons for the proposed suspension or removal. The Subject Member may make written submissions to the President or designated Officer within such twenty-one (21) day notice period. The Board shall consider any written submissions from the Subject Member and shall notify the Subject Member of the result of its decision regarding such proposed suspension or removal within a further thirty (30) days of the completion of the next Board meeting at which the issue is considered.

The Board's decision shall be final and binding on the member, without any further right of appeal.

Dues

Annual Membership dues shall be fixed by resolution of the Board from time to time.

Termination or suspension of Membership for any reason shall not relieve any Member of such obligations to pay applicable annual dues or other monies owing to The JUNCTION HCD.

ARTICLE VI: MEETINGS

The Members of The JUNCTION HCD shall be convened at least once annually by notification at a minimum of thirty (30) days in advance of the meeting.

All meetings shall be convened by the President or his/her delegate and conducted according to, *Call to Order*, contemporary meeting rules, procedures and advice for not-for-profit organisations.³

Annual Member Meetings

An Annual Meeting shall be held not later than six (6) months after the end of the preceding financial year, at such place within Toronto, on such day and at such time as the Board may determine.

At every Annual Meeting, in addition to any other business that may be transacted, the Members shall:

- (a) approve Minutes of the previous annual meeting;
- (b) fill Director vacancies on the Board;
- (c) have presented to them the un-audited Financial Statements for the preceding financial year;
- (d) appoint a Public Accountant to review Financial Statements for the ensuing year; and
- (e) receive reports from the appropriate Directors, Officers, and Committees.

Special Member Meetings

A Special Meeting of Members may be held from time to time as required to address matters that are appropriate to come before the Members, as determined by the Board. A Special Meeting shall be held at such place within Toronto, on such day and at such time as the Board may determine.

Special member meetings may also be called by Members, carrying not less than one-third (1/3) of eligible voting members, with the reason for the meeting clearly stated and the agenda restricted to that issue. These one-third (1/3) voting members in good standing must provide a written requisition for a special meeting, which will then be called by the Board. If the Board does not call a Special Meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call such meeting.

³ Herb Perry and Susan Perry, *Call to Order*, (2004), second edition, fifth printing, 2017. Big Bay Publishing Inc., Kanata, Ontario.

Proxies and Voting at Member Meetings

Votes at meetings of the members must be given personally by the voting member or, in the case of a member who is a corporate owner, by an individual authorised as the designated representative.

At every meeting at which a Member is entitled to vote, every member and/or designated representative of the member who is attending in person shall have one vote on a show of hands.

Members may not appoint a proxy holder to attend and vote for them at any member meetings.

Quorum

A minimum of twenty-five percent (25%) of members, in good standing inclusive of directors, attending in person shall constitute a quorum for the transaction of business at any meeting of the Members.

A meeting, once duly called to order with quorum present, may continue at the pleasure of the remaining members, should members leave the meeting and reduce the remainder to less than quorum.

ARTICLE VII: BOARD OF DIRECTORS

The Board of Directors shall consist of at least five (5) members to a maximum of seven (7) members, who shall act in the best interests of The JUNCTION HCD, attend board meetings regularly, respect confidentiality policies, and support Board decisions once voted on.

Three (3) of the five (5), or Four (4) of the seven (7), Directors shall be reserved for property owners of the Junction HCD.

Two (2) of the five (5), or Three (3) of the seven (7), Directors may be members irrespective of their property ownership status or the location of their residence, provided that they support the aims and objectives of The JUNCTION HCD and are interested in fostering and preserving the architectural built form heritage of the Junction.

If required, a former Junction HCD property owner may be deemed eligible as a current property owner for one of the Directors, provided that they support the aims and objectives of The JUNCTION HCD and are interested in fostering and preserving the architectural built form heritage of the Junction.

All Directors shall meet such other requirements as specified in the Bylaws of this governing document.

Eligibility

Any person is eligible to be a Director of The JUNCTION HCD who is:

- i. a member of The JUNCTION HCD in good standing at least 90-days prior to the election or appointment;
- ii. not an employee of, or have any contract relationship with, The JUNCTION HCD; and
- iii. otherwise legally competent to conduct business under the laws of Canada and its provinces.

Officers

The JUNCTION HCD Board of Directors shall have four (4) Officers and one (1) to three (3) Directors-at-Large. The Past-President shall serve as a Director-at-Large.

Officers of The JUNCTION HCD include the President, Vice-President, Secretary, and Treasurer.

Directors of the duly elected Board shall elect, by majority vote, the Officers immediately following adjournment of the Annual Meeting.

Remuneration

The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from their position as such; although they may be reimbursed for reasonable expenses incurred in carrying out their duties as Directors, if those expenditures were approved in the annual budget or by resolution at a Board meeting.

Powers of Individual Directors

No individual Director shall have any authority to act on behalf of:

- (a) the Board with respect to agents or employees of The JUNCTION HCD except as provided in the Bylaws or by resolution of the Board.
- (b) The JUNCTION HCD with respect to the transaction of the affairs of the JHCD except as provided in the Bylaws or by resolution of the Board.

Meetings of Directors

The Board of Directors shall meet at least four times a year in a location and at such other times as deemed appropriate by the chair.

Only Directors shall be present at Board meetings. Any other person may be admitted to a meeting of the Board by invitation of the chair of the meeting or by resolution of the Directors.

Quorum

A majority of Directors of The JUNCTION HCD shall constitute a quorum for the transaction of business at any meeting of the Board.

Voting

Each Director shall have one vote. Every motion at a meeting of the Board shall be decided by a majority of the votes cast by the Directors present unless specific clauses in this governing document rule otherwise. In the event of an equality of votes on any motion at a meeting of the Board, the chair shall cast the deciding vote.

ARTICLE VIII: ELECTION and TERM OF OFFICE

Subject to the provisions of the Bylaws, Directors shall be elected by the Members at an annual meeting of The JUNCTION HCD.

A slate of inaugural Officers and Directors shall serve until the first annual meeting.

At the first annual meeting, three (3) Directors shall be elected to serve a two (2) year term and up to four (4) Directors may be elected to serve a one (1) year term. At each subsequent annual meeting of the members, Directors shall be elected for a two (2) year term to fill any vacancies then existing on the Board.

The Directors shall be elected from those persons nominated. Election is by a simple majority vote of the members of The JUNCTION HCD in attendance at the annual meeting. The candidate or candidates with the largest number of votes shall fill director vacancies where the number of candidates exceeds the number of vacancies to be filled.

Term of office shall normally be for two (2) years, and re-election to office shall be an option.

If the office of any Officer of The JUNCTION HCD shall become vacant, the Directors may, by Board resolution, appoint a member to fill such vacancy for the remainder of the term.

The term of office for an appointee to the Board of Directors begins the month following the date of appointment and the duration shall be one year, or until their respective successors are elected at the next annual meeting.

Every retiring Director shall, if qualified, be eligible for re-election or re-appointment. The Board reserves the right to limit Directors to a maximum of successive terms, or consecutive terms in the same role.

Directors Emeriti

The JUNCTION HCD shall not appoint any retiring Director as a Director Emeritus.

ARTICLE IX: NOMINATING COMMITTEE

The JUNCTION HCD shall have a Nominating Committee chaired by the Past-President.

Committee participants may be JHCD Members or non-members, who shall not be seeking election as a Director.

The Nominating Committee shall establish an application process to vet candidates for competencies to serve as a Director.

The Past-President, or one of the committee members, shall present the list of eligible director nominees at the annual meeting.

All nominees for the Board of Directors shall be members in good standing.

ARTICLE X: ADVISORY COMMITTEE

An Advisory Committee shall be struck by the Board of Directors. Members of the Advisory Committee should be chosen to provide a combination of business, administrative, charitable giving and non-profit operations, fundraising, communications and marketing, urban planning, heritage architecture, and historical knowledge of the former West Toronto Junction city.

Their function is to advise the Board of Directors and Executive Director, and shall assist The JUNCTION HCD with its stated objectives and fundraising activities.

The President and/or Executive Director shall act as liaison with the Advisory Committee.

Advisory Committee members do not have any voting privileges, but they have authority to make recommendations and review recommendations from other (non-standing) ad hoc Committees.

The current Junction HCD Committee volunteers shall become Advisory Committee members when the incorporation is finalized.

The Board reserves the right to remove volunteers from the Advisory Committee at any time at their discretion.

ARTICLE XI: FISCAL YEAR

The fiscal year of The JUNCTION HCD shall be (the calendar year) from January 1st to December 31st.

ARTICLE XII: AMENDMENT TO THE CONSTITUTION

This Constitution may be amended by a two-thirds (2/3) majority vote of the Membership at the annual meeting or a special meeting of The JUNCTION HCD, provided the proposed revision is submitted, in writing, to the Board of Directors for review. The Board of Directors shall disseminate to the members a minimum of forty-five (45) days in advance of the meeting to the Membership at which the ratification will take place, and such proposal includes the reason for change and the potential impact of the change.

ARTICLE XIII: AMENDMENT TO THE BYLAWS

The Bylaws, associated with this Constitution, may be amended by unanimous consent of all Directors of The JUNCTION HCD and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members at a meeting duly called for the purpose of considering the said Bylaw, and provided the proposed revision is submitted, in writing, to the Board of Directors a minimum of forty-five (45) days in advance of the meeting at which the ratification will take place, and such proposal includes the reason for change and the potential impact of the change.

ARTICLE XIV: DISSOLUTION

In the event of dissolution of The JUNCTION HCD, historical and archival documents (having no monetary value), with the exception of designated personal property on loan for display purposes, shall become the property of the West Toronto Junction Historical Society.

In the event of dissolution of The JUNCTION HCD and after payment of all debts and liabilities, any remaining surplus of the JHCD shall be distributed or disposed of to Charitable Organisations, the purposes of which are beneficial to maintain, support and promote similar objectives.

BYLAWS

1. DUTIES OF THE BOARD

The Board of Directors shall be definitively accountable for the good governance and overall management of The JUNCTION HCD by:

- (a) developing, implementing and monitoring policies that will allow the organization to carry out its objectives;
- (b) ensuring fulfillment of legal and fiduciary responsibilities, and prudent fiscal management, including raising of funds and monitoring annual budgets;
- (c) maintaining effective partnerships and communication with the architectural and heritage preservation community, and supporting organisations;
- (d) maintaining and promoting the heritage district as a historic destination for all residents of Toronto and tourists;
- (e) ensuring transparency in all communication to the public;
- (f) evaluating the work of the Directors, ensuring continuous renewal of the Board, and planning for its succession; and
- (g) adhering to the provisions of this governing document and undertaking such other responsibilities specified in this Constitution and its Bylaws.

2. DUTIES OF DIRECTORS

A. The President shall:

- i. when present, preside at all Board and Advisory Committee meetings and conduct the meetings in accordance with these Bylaws and current meeting rules as detailed in *Call to Order*, published in Canada for not-for-profit organisations;
- ii. set and follow agendas for Board and Advisory Committee meetings;
- iii. be the spokesperson for The JUNCTION HCD at other meetings and to the public;
- iv. be an ex-officio member of any committees struck by the Board;
- v. ensure that proper minutes of the meetings are kept, and all orders and resolutions of the Board are carried into effect;

- vi. sign Bylaws, resolutions, minutes of the previous meeting at which s/he presided, and other such documents requiring an official signature;
- vii. ensure compliance with federal and provincial legislation, with respect to personal information and electronic data as it pertains to Board meeting proceedings, board members, volunteers, donors, visitors and contract workers; and
- viii. carry out such other duties as prescribed by a resolution of the Board or that are otherwise incidental to this office.

B. The Vice-President shall:

- i. fulfil the duties and responsibilities of the President in their absence;
- ii. represent The JUNCTION HCD when asked to do so by the President or Board; and
- iii. carry out such other duties as delegated by the President, or prescribed by a resolution of the Board or that are otherwise incidental to this office.

C. The Secretary shall, under direction of the Board:

- i. record the proceedings of the Board and Member meetings in textual format noting the ideas expressed, decisions made and actions taken;
- ii. maintain in an appropriate binder, the meeting minutes adopted by the Board and signed by the President and Secretary, for reference and archive purposes;
- iii. report on the status of Memberships at Board meetings;
- iv. qualify Members of The JUNCTION HCD prior to the annual meeting, and provide a list of eligible voting members;
- v. prepare and present a Membership report at the annual meeting;
- vi. record and archive all correspondence addressed to and sent from the Board;
- vii. reply to correspondence as directed;
- viii. carry out any actions arising out of the meeting which pertain to the Secretary; and
- ix. carry out such other duties as prescribed by a resolution of the Board or that are otherwise incidental to this office.

D. The Treasurer shall, under direction of the Board:

- i. be a signing officer for all financial transactions of The JUNCTION HCD and maintain a record of all receipts and disbursements authorised by the Board;

- ii. prepare and distribute a financial statement to Board members for perusal and approval at each board meeting;
- iii. prepare the annual financial statement at year end and the proposed budget for the upcoming year;
- iv. recommend budget and expenditure policies;
- v. arrange for a review of the financial records by the Public Accountant prior to the annual meeting, and present a financial report at the annual meeting;
- vi. file with the Canada Revenue Agency, the appropriate reports with respect to The JUNCTION HCD charitable registration and prepare and mail official receipts for charitable donations (no later than the end of February of each year);
- vii. complete renewal applications or forms, and ensure timely payment of OHS membership, insurance coverage, subscriptions and other dues;
- viii. not serve in a similar capacity with any organization whose objectives conflict with The JUNCTION HCD;
- ix. carry out any actions arising at a Board meeting which pertain to the Treasurer; and
- x. carry out such other duties as prescribed by a resolution of the Board or that are otherwise incidental to this office.

E. The Past-President shall:

- i. chair the Nominating Committee;
- ii. administer the process of Board recruitment and orientation of new board members;
- iii. fulfil the duties and responsibilities of the President, if the Vice-President is unable to serve in that capacity; and
- iv. carry out such other duties as delegated by the President, or as prescribed by a resolution of the Board or that are otherwise incidental to this office.

F. Other Directors-at-Large shall, under the direction of the Board:

- i. fulfil the duties and responsibilities that are required of them by the Board; and
- ii. carry out such other duties as prescribed by a resolution of the Board or that are otherwise incidental to this office.

G. The Executive Director

The Board may appoint an Executive Director to manage the affairs of the organisation under the general direction of the Board.

The Executive Director shall hold office at the pleasure of the Board, or until s/he resigns the office.

The Executive Director shall, ex officio, attend all meetings of, the Board, its Committees and Members.

The Executive Director shall be accountable to the Board for:

- i. the proper and legal conduct of the business of The JUNCTION HCD according to the policies established and revised from time to time by the Board;
- ii. the organization of the work of The JUNCTION HCD and for the engagement, supervision, direction and discharge of any employed personnel in accordance with the personnel policies from time to time established by the Board; and
- iii. such other duties as may from time to time be prescribed by resolution of the Board or that are otherwise incidental to this office.

Remuneration and terms of employment for the Executive Director shall be determined by the Board and confirmed by a written agreement.

3. DIRECTOR – ELIGIBILITY

A Director shall be a member of The JUNCTION HCD and able to attend, without expense to the JHCD, regular and any special meetings of the Board.

4. DIRECTOR RESIGNATION or REMOVAL

A Director who wishes to resign shall do so in writing to the Board which shall be effective upon receipt thereof, or on a date mutually acceptable to both parties.

A Director may be removed before the expiration of their term of office, by a resolution passed by a majority of the vote cast at a special meeting of the Members. The removal shall follow the process outlined in Article V, code of conduct, conditions, termination and discipline of members.

A Director shall return all items deemed to be the property of The JUNCTION HCD on retirement, resignation or removal from the Board.

5. CONFLICT OF INTEREST

A Director who is, in any way directly or indirectly interested in a proposed contract under consideration by The JUNCTION HCD shall declare his or her interest at a meeting of the Board and shall not vote in respect of such transaction.

6. DELEGATION

The Board may delegate all or any of the powers of an Officer to any other Director, and may vary, add to or limit the powers and duties of any Officer.

The Board may make special appointments and assign, add or limit powers and/or duties of the appointees at its discretion and as it deems advisable from time to time. Appointees must return items deemed to be the property of The JUNCTION HCD at the conclusion of their assignment, on retirement, resignation or removal.

7. FINANCES

Accountability

The Board and individual directors represent the membership of The JUNCTION HCD and are directly accountable to said membership. They also have a fiduciary duty to those who provide funds to The JUNCTION HCD and to its staff for the sound administration of the JHCD. In addition, they have a general duty of trust to those served by The JUNCTION HCD and to the general public.

Every director shall exercise the powers and discharge the duties of his office honestly, in good faith and in the best interests of The JUNCTION HCD, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

Banking and Designated Signatories

The banking business of The JUNCTION HCD shall be transacted with such banks, trust companies or other institutions with a strong community interest carrying on a banking business in Canada, or elsewhere as may from time to time be designated by or under the authority of the

Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of power as the Board may, from time to time, prescribe or authorise.

Cheques drawn on any bank account shall require two (2) signatories, and may be signed on behalf of The JUNCTION HCD by the Treasurer and one other Officer of the Board.

Debts and Loans

No loans shall be contracted on behalf of The JUNCTION HCD and no evidence of indebtedness shall be issued in its name unless authorised by resolution of the Board.

Donations, Bequests and Gifts

The Board shall take such steps as they may deem requisite to enable The JUNCTION HCD to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the JHCD.

The directors shall establish a separate account for all legacies, gifts, grants, settlements, bequests, endowments and donations as may from time to time be received by the JHCD.

The Treasurer shall maintain this account and report to the Board quarterly, and as otherwise required by the Board, on the management of these funds.

Investment, Trust and Endowment Funds

The directors shall have the power to open an investment account for the purpose of creating a trust (endowment) fund in which the capital and interest may be made available for the benefit of promoting the interests of The JUNCTION HCD in accordance with such terms as the Board may prescribe.

The Treasurer shall report to the Board on the management of this account.

Proceeds

Any monies accruing from the activities and services provided by The JUNCTION HCD shall be used to further its aims, without financial gain to its directors, donors or supporting organisations.

8. SIGNING AUTHORITY

- i. The designated signing officers of The JUNCTION HCD shall have the power to draw, make, accept, endorse, execute and issue cheques and other negotiable or transferable instruments to a value, not exceeding CA\$5,000. (Five thousand Canadian dollars) provided the transaction has been approved by a majority vote at a regular meeting of the Board.
- ii. Officers shall have the authority to approve expenditures within the approved budget up to \$1,000. (One thousand Canadian dollars) that may arise between regular Board meetings.
- iii. The Executive Director shall be a signing officer of The JUNCTION HCD, with the same authority as a board member, provided that it's in the plan and approved in the budget.

Electronic signatures are acceptable in accordance with financial institution standard practice.

9. PUBLIC ACCOUNTANT

If an audit is not mandatory, financial statements may be prepared through a review engagement. A review engagement is the process of securing an independent public accountant to prepare financial statements on a review basis. The accountant will not express an opinion on the fairness of the financial statements, but will only provide a limited assurance that the financial information is plausible and conforms to generally accepted accounting principles.

Members of The JUNCTION HCD shall appoint a Public Accountant to hold office until the next Annual Meeting.

The person or firm appointed as a Public Accountant shall not be a Director, an Officer or an employee of the JHCD, or a business partner or employee of any such person, but shall:

- i. be a member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province of Canada;
- ii. meet any qualifications under an enactment of a province for performing any duty that the person is required to perform under relevant sections of the Act; and
- iii. be independent, within the meaning of the Act, of the corporation, its affiliates, the Directors and Officers, and the directors and officers of such affiliates.

The remuneration of the Public Accountant shall be fixed by a resolution of the Board.

10. NOTICE of MEETINGS

Notice of Annual and Special meetings of the Members may be delivered by e-mail to the roster of recognised voting members. Those without a registered e-mail address may be given notice by delivery to their last registered mailing address.

11. DISCLOSURE of INFORMATION

Minutes

The minutes of the Board and the minutes of its Committees meetings shall be available to the Directors, auditors or public accountant, government offices and public funders upon request.

Financial Statements

Un-audited financial statements shall be distributed to members, donors, prospective donors, interested parties and government offices as required and requested.

Donor Information

Donor information shall be confidential, unless the donor expressly stipulates public acknowledgement of their charitable gift.

12. DIRECTORS' INSURANCE

The Board shall purchase and maintain insurance for the benefit of the Directors and The JUNCTION HCD.

13. FEES

The Board shall determine the fees for access to information held by The JUNCTION HCD and post the schedule of fees on the website.

The membership dues payable by each Member shall be fixed, from time to time, by resolution of the Board.

The Secretary shall notify the members of the dues owed by them and, if any are not paid within ninety (90) days after the fiscal year begins, the members in default shall thereupon automatically cease to be members of The JUNCTION HCD. Any such members may, upon payment of all unpaid fees, be reinstated as members at the discretion of the Board.

14. COMMITTEES

The JUNCTION HCD Board of Directors may form such ad hoc or continuing Committees as are deemed necessary to achieve its objects (mandate).

No Committee shall have the power to make decisions affecting or representing the objectives, policies and/or finances of The JUNCTION HCD without the explicit approval of the Board.

A Committee may not enter into a written and/or verbal contract and/or agreement for paid or unpaid services without prior written approval by the Board.

Any Committee may meet for transaction of business and regulate its meetings as it sees fit.

Neither the Chair of a Committee, nor any individual member, is required to be on the Board of Directors.

Each Committee Chair shall be a member of the Advisory Committee and shall report regularly on the actions of their committee and any recommendations to be considered by the Board.

The Board shall make decisions on Committee recommendations at a meeting, or by votes conducted by email.

Committees shall record notes of its meetings, and provide these notes at the Board's request.

Proper accounts of cash receipts and disbursements shall be kept by every Committee and shall be submitted to the Board as expediently as possible within sixty (60) days following the expense transaction.

Any member of a Committee may be removed from the committee at any time at the discretion of the Board.

Enacted by the inaugural Directors of The JUNCTION HCD on this 10th day of October, 2017.

President

Vice-President

Secretary

Treasurer

Director-at-Large