



Annual Report 2013

H'Art of Ottawa Annual Report
April 1, 2012 to March 31, 2013

A Year in Review

One year into its second decade and H'Art continues to enhance the lives and beautify the walls of all who are fortunate enough to be encompassed by its light.

This year the Board has been actively seeking ways to ensure the financial future of the program. A number of different possibilities were canvassed for increasing revenues, many of which were set out in a comprehensive business plan. While substantial efforts were involved in the preparation of the business plan and many interesting options have been put forward, it is still a work in progress.

The web site has been completely updated and looks great, thanks to a significant amount of effort by a number of people.

The By-Laws have been updated, as required by law, thanks again to sustained efforts by certain members of the Board.

We expect to finish the year with a deficit again. However, we continue to work toward financial stability and, if all goes well, expect to report a surplus in the next few years as a result of the plan to gradually increase the number of participants in the program when capacity permits.

We are actively recruiting new Board members to assist with various efforts so please let us know if you are aware of anyone who may be interested.

Thanks to all who have supported H'Art this year in various ways. We couldn't do it without you!



Jennifer McKay
Chairperson
Board of H'Art of Ottawa

This past year was a year of celebration, change and growth—leading the way into our next decade—one that promises to be as rich and exciting as the last.

2012 marked H'Art's tenth anniversary, which was aptly celebrated at ten pl+ s ten, our celebration/art show/fundraiser at SAW gallery and the Ottawa Art Gallery. It was an event that best exemplifies the coming together of community. With that in mind, many thanks to Bill Staubi, Francesco Corsaro, the ten visiting artists, Jason St. Laurent, SAW gallery, The Ottawa Art Gallery, Adrian Harewood, Mayor Jim Watson, H'Art's board and the many dedicated friends and supporters of H'Art.

Looking forward, our year ahead includes a number of landmark events—an artistic collaboration/ production at the National Arts Centre that will coincide with an art show at Gallery 101; our tenth art show at the Ottawa Bagelshop; and, the launch of our new website, just to name a few.

H'Art Studio is the place where "the power of the arts" continues to open doors and lead our artists on their personal, creative journeys, creating, working and engaging within the studio and the community at large. Thank you to all of you for supporting H'Art of Ottawa.



H'Art.
Lin Rowsell
Executive Director

A Year in Review

COMMITTEE REPORTS

Last year we advised that the Board of Directors would be taking steps to ensure H'Art of Ottawa's ("H'Art") compliance with the new Canada Not-for-profit Corporations Act.

To become compliant with the legislation and receive a Certificate of Continuance confirming compliance, H'Art must comply with the following requirements:

1. Review and revise current by-laws to comply with new legislation; and
2. Prepare and submit Articles of Continuance to Corporations Canada.

As we promised, the Board of Directors has now completed a review of the by-laws and has prepared a version that is compliant with the new legislation. Please find attached a copy of the revised by-laws along with the Articles of Continuance, at the end of this report.

At the annual general meeting on November 19, 2013, we will be asking you to approve the documents so that we can acquire the Certificate of Continuance.

We look forward to seeing you on November 19, 2013.

Sincerely,

Michael Leaver—Director, Vice-Chair, and Legal Advisor



I like painting at H'Art because I make beautiful paintings that my friends and family enjoy to look at and I meet new people at the art shows.

I even liked when I had my own painting on a H'Art invitation. I also like the Bagel Shop shows and Green Door shows.

Painting makes me feel important in the community.

~ Frances Laube

A Year in Review

ART SHOWS

At the Bottom of the Sky

March 12–May 14, 2012
Opening/Vernissage: March 15, 2012
Ottawa Bagelshop and Deli
1321 Wellington Street West, Ottawa

ten pl+s ten at SAW Gallery

May 25, 2012
Ottawa Art Gallery
67 Nicholas Street, Ottawa

H'Art's 10th anniversary, celebration, art exhibit, and fundraiser. Adrian Harewood emceed and Mayor Jim Watson spoke. Ten visiting artists also attended.

The New Art Festival 2012

June 2–3, 2012
Central Park, the Glebe, Ottawa
H'Art participated.

International Day of Peace Show

September 21–22, 2012
One World Dialogue
Shenkman Centre
H'Art artists' paintings were included in this juried show.

Moon is Laughing Gas

September 30–October 27, 2012
Opening/ Vernissage Monday, October 1, 2012
Green Door Restaurant
198 Main Street, Ottawa

Nepean Fine Arts League Winter Sale

November 30, December 1–2, 2012
Ukrainian Hall, 1000 Byron Avenue Ottawa
H'Art participated. The Nepean Fine Arts League supports H'Art as their charitable organization.

ART SHOWS, CONTINUED

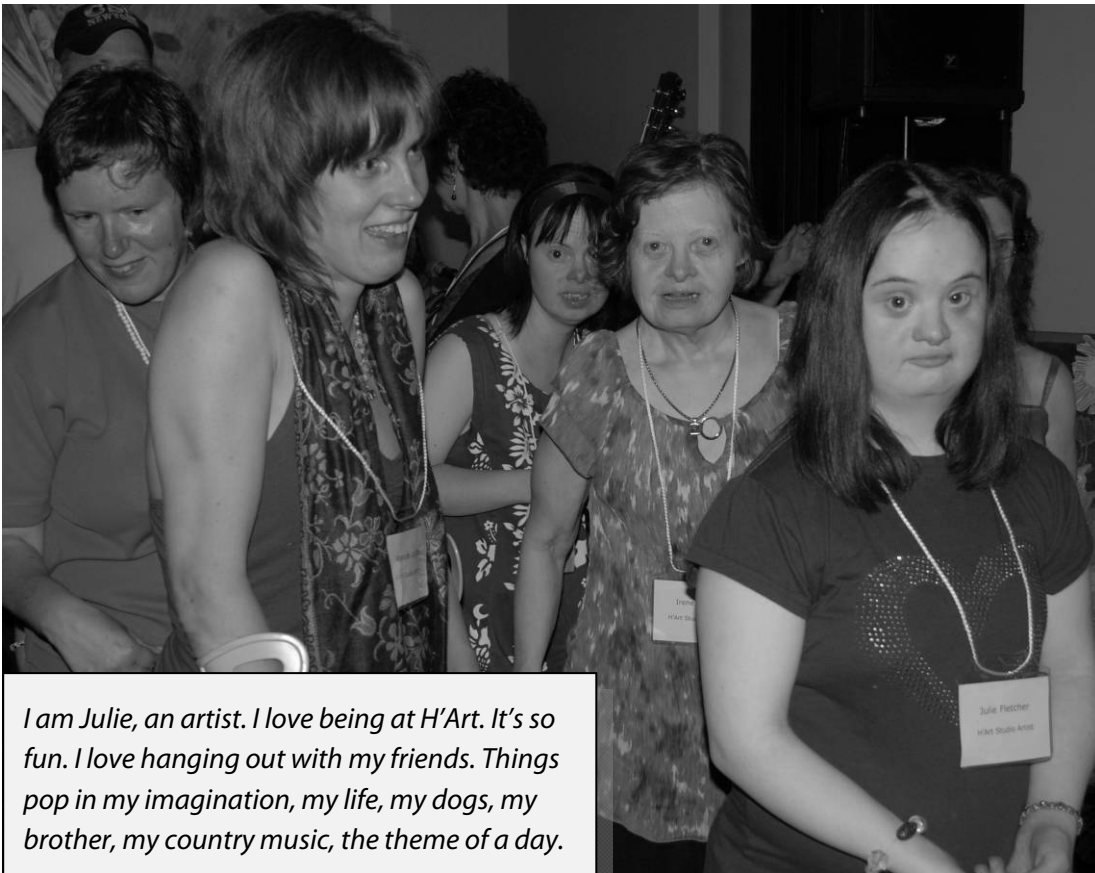
SKETCH

November 30, 2012
Galerie SAW gallery
67 Nicholas Street, Ottawa

H'Art donated drawings and paintings for SAW gallery's fundraiser SKETCH. The work was exhibited and auctioned.

Running of the Blue Shoes

March 5–April 26, 2013
Opening/ Vernissage: March 7, 2012
Ottawa Bagelshop and Deli
1321 Wellington Street West, Ottawa



I am Julie, an artist. I love being at H'Art. It's so fun. I love hanging out with my friends. Things pop in my imagination, my life, my dogs, my brother, my country music, the theme of a day.

I love everything plus I love to learn new things and be flexible. No more drama, no more saying can't or being frustrated—it is not my thing—just be yourself. Open your mind, paint yourself away.

I'm a famous Artist. I'm Julie Fletcher.

~ Julie Fletcher

OTHER EVENTS

10 Workshops by 10 Visiting Artists

March, April, and May 2012
H'Art Studio

To celebrate our tenth anniversary, ten visiting artists ran ten workshops with H'Art artists. The works created were exhibited and sold at the ten pl+s ten fundraiser at SAW Gallery.

Workshops were in silkscreen printing, letterpress printing, collage, poster making, colour wheels, painting with palette knives, drip techniques, yupo paper and inks, 3-D relief, creating backgrounds, and photography.

Many thanks to artists Valorie Preston, Daniel Martelock, Guillermo Trejo, Jeremiah Degrandpre, Mark Schacter, Danny Hussey, Michael Zavacky, Meaghan Haughian, Adam F. Davidson, Nathalie Grice.

Social Enterprise Committee Meeting

April 17, 2012

Gordon Harrison Gallery

April 27 2012
Sussex Avenue, Ottawa

Lin attended one of their openings and spoke about H'Art. The gallery donated a percentage of the sales to H'Art.

Propeller Dance Collaboration

May 14, 2012
H'Art Studio

H'Art artists created a large canvas/backdrop for Propeller Dance's spring production at CentrepoinTE Theatre.

SAW Gallery

May 16, 2012

H'Art, Bill Staubi, Francesco Corasaro, Jason St. Laurent discussed logistics for the ten pl+s ten event.

CBC Radio All in a Day with Allan Neal

May 25, 2012

Artist Debbie Ratcliffe and Director Lin Rowsell were interviewed about H'Art Studio and the ten pl+s ten event at SAW Gallery.

Ottawa Citizen

May 2012

Article by Peter Simpson on H'Art of Ottawa and our 10th anniversary celebration ten pl+s ten at SAW gallery.

OTHER EVENTS, CONTINUED

Attitude: Propeller Dance's Annual Performance

June 1–2, 2012

CentrepoinTE Studio Theatre

CentrepoinTE Theatre 101 CentrepoinTE Drive, Ottawa

H'Art collaborated with Propeller Dance by creating a large painting/back drop that was used in the performance.

Online Journal Piece on H'Art

June 2012

The article was about H'Art's tenth anniversary.

Pecha Kucha

June 12, 2012

St. Brigid's Centre for the Arts

Lin Rowsell spoke on H'Art of Ottawa. Other speakers were Jesse Stewart, Katrina Siks and Jason Garlough, Jim Davies, Robert Red, Rolf Klausner, Nathaniel Larochette, Maria Gomez Umana, Tony Fushe, Ashley and Chris Price

Volume #5 line-up of speakers: visit their profiles at: <http://www.scoop.it/t/patrons-of-pecha-kucha-ottawa>.

To learn more about Pecha Kucha events worldwide visit: <http://pecha-kucha.org/>

DSA–NCR Annual Golf Tournament

August, 13, 2012

Kanata Golf and Country Club

7000 Campeau Drive, Kanata

H'Art donated 36 paintings: one per table, and three paintings: one for the emcee, one for the chair person, and one for the auction. We also donated our first reproduction piece, Caroline's Stained Glass Bird, done by Canvas pop.

Kayla Crowe, Co-op Student Placement, Immaculata High School

September 13, 2012–January 24, 2013

Carleton University Fourth-year Journalism Students

September 20, 2012

Journalism students visited H'Art to film and interview for a TV feature.

Board: Social Enterprise Business Plan Meetings

September 25, 2012

October 2, 2012

October 16, 2012

OTHER EVENTS, CONTINUED

Harmony House

October 2012

H'Art donated a painting for their fundraiser.

Sunshine Foundation

October, 2012

H'Art donated a painting for their fundraiser.

Carleton University Third-Year Journalism Student

October 12, 2012

Kierra Jones and crew visited H'Art to film and interview for a TV feature.

Passport Case Managers

October 17, 2012

The case managers visited H'Art.

H'Art's 2012 Holiday Cards

Fall-Winter 2012

Annual General Meeting (AGM) and Open House

November 13, 2012

H'Art Studio

Mayor Jim Watson

November 29, 2012

The mayor visited the studio.

Adaptive Learning Centre

November 21, 2012

Visited the studio.

First Aid and CPR Training, Red Cross

November and December 2012

Standard First Aid with CPR/AED, Level C. H'Art staff attended.

OTHER EVENTS, CONTINUED

University of Ottawa Third-Year Medical Students

November 28, 2012—Jordi McLeod and Elliot Stanfield

January 23, 2013—Krista McKee

Third-year medical students did placements at H'Art as part of their family medicine rotation.

Students are required to visit 3 Allied Health Care Providers in the community. The visit allows the students to meet and observe, in order that they may gain an understanding of each organization's role in providing health care.

Gallery 101

December 6, 2012

Laura Margita, Director and Curator visited the studio to discuss an art show in 2014.

RBC Dominion Securities Ltd.

December 7, 2012

Scott Smith visited the studio and purchased 11 paintings for their offices.

Immaculata High School Cooperative Education Department Employer Breakfast

December 12, 2012

140 Main Street, Ottawa ON

Kayla Crowe, coop student, and Lin Rowsell, Director, attended.

Administrative Assistant Change

January 2013

Terri Skuce retired as H'Art's Administrative Assistant. Cait Gordon replaced Terri.

Algonquin College DSW Student Placement

January 7–February 19, 2013

First-year student Rebecca Daoud did a seven-week placement.

Algonquin College Recreation and Leisure Student Placement

January 29–February 19, 2013

Vanessa Jackson did a seven-week placement.

Outreach Tamir

January 17– February 28, 2013

H'Art filled in for art instructor on leave. H'Art artist Mike Hinchcliff co-facilitated with H'Art instructor, Carmel Whittle.

OTHER EVENTS, CONTINUED

Business Plan Board meeting

Feb 12, 2013

Kiwanis Club of Ottawa speaking engagement

February 15, 2013

Fairmont Chateau Laurier, 1 Rideau St.

Lin Rowsell was the guest speaker and spoke about H'Art. Artists André Lanthier, Analisa Kiskis, and Julie Fletcher attended and exhibited their paintings. There was also a slide-show of the work and the studio.

Photojournalism project on H'Art

March 1, 2013

King's College, Halifax, student Rachel Gray visited the studio to photograph the artists.

Tamir

March 2013

Mike Palmer and Adam Langlois filmed H'Art artist Mike Hinchcliff in the studio for their documentary.

The Society for Neuroscience

March 2013

The Society for Neuroscience invited H'Art artists to submit work to their second annual *Brain and Mental Health Art Show*. Five H'Art artists had their work accepted—André Lanthier, Caroline Joannis, Irene Beck, Henry Hong, and Marika Smart. This event was held in celebration of the beauty and creativity of artistic facets of brain research and mental health.

Vernissage

April 19, 2013

Grounded Kitchen and Coffeehouse

100 Gloucester St., Ottawa

Jesse Stewart

March 2013

Jesse Stewart, composer, artist and professor of music at Carleton University visited the studio to discuss an artistic collaboration for 2014.

H'Art of Ottawa

BOARD OF DIRECTORS, STAFF AND STUDIO VOLUNTEERS 2012–2013

Board of Directors

Jennifer McKay, Chair
Mike Leaver, Vice–Chair, and, Marketing Development and Social Media Committee
Aziz Nasher, Treasurer
Angela Vanveen, Secretary
Claire Leduc, Marketing Development and Social Media Committee
Angie Stockley, Marketing Development and Social Media Committee
Suzanne Swan, Strategic Planning
Aymen Shibani
Sarah Bartal

Staff

Lin Rowsell, Executive Director, Studio Instructor and Facilitator
Carmel Whittle, Studio Coordinator, Studio Instructor and Facilitator
Eliora Hall, Studio Instructor and Facilitator
Azucena Rogers, Studio Instructor and Facilitator
Terri Skuce, Administrative Assistant
Cait Gordon, Administrative Assistant

Studio Volunteers

Our volunteers are secondary school coop students; University of Ottawa, Carleton University, and Queen's University students; Community Service Learning Program and Experiential Learning Service Program students (University of Ottawa and Carleton University); and, people from the community.

Anais Cousin
Julia Proshina
Alexandra Seymour
Zsofia Grandpre
Emma Bryans

High School Co–op Students:

Thea Johnston
Kayla Crowe

Placements

Jordi Mcleod, Elliot Stansfield, and Krista McKee—third- year medical students, family medicine rotation, University of Ottawa
Rebecca Daoud—first-year DSW student, DSW program, Algonquin College
Vanessa Jackson—Recreation and Leisure program, Algonquin College

DONORS' LIST 2012 – 2013

Thank you to all our donors. We couldn't do it without you!

Supporter (\$0 – 99)

Beth MacKay
David Dunlop
Hoshein Mawlawi
Laura Chajkowski

Laura Gusba
Lynda Shaw
Marilyn J.F. Letts
Sylvie Grenier

Funder (\$100 – 499)

Claire Sarda
Clementine Vanveen
Dawn Bell
Diane Lefrançois
Franklin Templeton Investments
Gordon Harrison Gallery
Jennifer Ward
Joanne Levoguer
Judith Dunn
Linda Wilson

Malcolm Fletcher
Marie–France L'Écuyer
Martha Scott
Pamela McCurdy
Regina Traczyk–Jurjonas
Sandy Beeman

ten pl+s ten sponsor:

Jason Howarth, McCay Duff LLP

Associate (\$500 – 999)

Chadwick Management Group Inc.
Clementine Vanveen
Diane Elie

ten pl+s ten sponsor:

Michael Leaver, Kelly Santini

Patron (\$1,000 and more)

Bill Staubi
CI Investments
Gowling Henderson LLP
Invesco Canada Ltd.
Jennifer Ward
RBC Foundation

William and Angela Vanveen

ten pl+s ten sponsor:

Angie Stockley, Glenncastle Group
Mackenzie Financial Services
Suzanne Swan, Bellham PDS Inc.

United Way Donors

Thank you to our many anonymous and designated United Way donors.

Canada Helps Donors

Thank you to the many of you who used Canada Helps to make memorial, anonymous and regular donations.

SPONSORSHIPS AND COMMUNITY SUPPORTERS

Many thanks to our sponsors and community supporters!

Holiday Card Campaign

Our sincere thanks to all individuals who also have supported our Card Campaign!

Organizations who have also supported H'Art:

Callan Honeywell
Cavanagh LLP
CIBC Wood Gundy
Lumenera
RBC Dominion Services
RocheBanyan
Village Quire

Gifts in Kind

- Brian Brown—video from Japan
- Nepean Fine Arts League—books, and proceeds from food sales from their spring and fall shows
- Good Day Workshop—wooden items— hearts for Ten plus Ten show
- Art Mad—acrylic paint
- HRSDC Human Resources and Skills Development Canada—art supplies
- Joanne Le Voyuer—large canvas
- Anne Villeneuve/Harold Grice—watercolor paper and canvases
- Bonnie Donovan—resource material
- Linda Miroslava Sabbath iconographer/artist—easel and art supplies



SPONSORSHIPS AND COMMUNITY SUPPORTERS, CONTINUED

ten pl+s ten

Thank you to these individuals and organizations that supported, donated to, and sponsored the ten pl+s ten event. Special thanks to Bill Staubi, Francesco Corsaro, and Jason St. Laurent.

Adrian Harewood
Andrew Hall
Art Delivered
Artistic Cake Design
Beau's Brewery
Bill Staubi
Canadian Museum of Civilization
Canadian War Museum
Costco
Currency Museum
Diane Hammond
Focus Massage Therapy
Francesco Corsaro
Konzelmann Estate Winery
La Botega Nicastro
Loeb
Malcolm and Alex Fletcher
Marriott Hotel, Kent Street
Museum of Civilization Corporation

National Capital Region
National Gallery of Canada
Natural Food Pantry
Ottawa Art Gallery
Ottawa Canada Book
Ottawa Hospital Printing
Ottawa School of Art
Patrick Gordon Framing
Sandbanks Estate Winery
SAW Gallery, Jason St. Laurent
Shareen Miller
Sweet Things Cakepops
The Galleries at Kew
The Printing House
The Westin Ottawa
Venus Envy
Wallack's Art Supplies
William P. McElligot

Many thanks to artists: Valorie Preston, Daniel Martelock, Guillermo Trejo, Jeremiah Degrandpre, Mark Schacter, Danny Hussey, Michael Zavacky, Meaghan Haughian, Adam F. Davidson, Nathalie Grice.



Attachment 1—Bylaws

H'ART OF OTTAWA

(the "Corporation")

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

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

INTERPRETATION

1. **Definitions:** In this By-law and all other By-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

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

"**Board**" means the board of directors of the Corporation and "Director(s)" means a member of the board;

"**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;

"**Corporation**" means H' Art of Ottawa;

"**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;

"**Members**" means the Participant, Family/Caregiver, and General Members of the Corporation;

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

"**Participant**" means a person enrolled in the Program;

"**Program**" means the daily classes of the Corporation.

"Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 of the Act;

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

"Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and

"Voting Members" means the Family/Caregiver and General Members of the Corporation.

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

(a) all terms contained herein and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or such Regulations;

(b) words importing the singular number only shall include the plural and vice versa; and the word "person" shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and

(c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

HEAD OFFICE

3. **Head Office:** The head office of the Corporation shall be in the City of Ottawa, in the Province of Ontario.

SEAL

4. **Seal:** The Corporation may have a corporate seal in the form approved from time to time by the Board.

DIRECTORS

5. **Number of Directors:** The Board shall consist of not less than five (5) and not more than fifteen (15) Directors. The number of Directors may be fixed by the Voting Members from time to time by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by ordinary resolution of the Board.

6. **Qualifications:** Every Director shall be an individual who is at least eighteen (18) years of age. No more than 50% of Directors shall have a family relationship with a Participant. Every Director shall be a General Member of the Corporation.
7. **Election and Term:** The Directors shall be elected by the Voting Members entitled to vote at each annual general meeting and shall hold office for a term of one (1) year from the date of their election or until the second annual general meeting following the annual general meeting at which they were elected and shall be eligible for re-election.
8. **Disqualification of Directors:** The office of a Director shall automatically be vacated:
 - a) if the director becomes a bankrupt ;
 - b) if the director has been declared incapable by a court in Canada or in another country;
 - c) if the director, by notice in writing to the Corporation, resigns which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
 - d) if at a special Meeting of Members, an ordinary resolution is passed by at least 66% of the Voting Members present at such meeting that the Director be removed from office; or
 - e) if the director dies.
9. **Filling Vacancies:** A vacancy occurring in the Board shall be filled as follows:
 - (a) if the vacancy occurs as a result of the removal of any Director by the Members in accordance with paragraph 8(d) above, it may be filled by ordinary resolution of the Voting Members and if not so filled said vacancy may be filled in accordance with subparagraph (b) hereof and any Director elected to fill a removed Director's place shall hold office for the remainder of the removed Director's term;
 - (b) any other vacancy in the Board may be filled for the remainder of the term by the Directors then in office provided there is a quorum, except for a vacancy resulting from the increase in the number or the minimum or maximum number of Directors provided for in the articles or the failure to elect the number or the minimum number of Directors provided for in the articles. If there is not a quorum of directors, the remaining Directors shall forthwith call a Meeting of the Members to fill the vacancy, and, in default or if there are no Directors then in office, the meeting may be called by any Voting Member;

- (c) If the Voting Members at a meeting adopt an amendment to the articles to increase or decrease the number or minimum or maximum number of directors, the Voting Members may, at the meeting, elect the number of Directors authorized by the amendment, and for that purpose, despite subsections 202(1) and 276(3) of the Act, on the issue of a certificate of amendment, the articles are deemed to be amended as of the date the Voting Members adopt the amendment; or.
- (d) otherwise such vacancy shall be filled at the next annual Meeting of the Members at which the Directors for the ensuing year are elected.
10. **Appointment of Committees:** Subject to section 138(2) of the Act, the Board may from time to time appoint a managing Director or a committee of Directors and delegate to the managing Director or committee of Directors any powers of the directors, as it deems necessary or appropriate for such purposes and with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such direction and approval of the Board, from time to time. Any committee member may be removed by ordinary resolution of the Board.
11. **Reimbursement:** A Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties.

MEETINGS OF DIRECTORS

12. **Place of Meeting:** Meetings of the Board may be held at any place within or outside Canada to be determined by the Board.
13. **Calling of Meetings:** A meeting of Directors may be convened by the Chair of the Board, the Vice-Chair of the Board, or any two Directors at any time. The Secretary, when so directed or authorized shall convene a meeting of Directors. The Executive Director and one staff representative, as appointed by the Executive Director, shall have the right to attend meetings of the Board, not held in camera, and will have no right to vote.
14. **Notice of Meetings:** Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided for giving notice in this By-law to every Director of the Corporation not less than seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits of Authority) of the Act that is to be dealt with at the meeting.
15. **Error or Omission in Giving Notice:** No error or accidental omission in giving notice of any meeting of Directors shall invalidate such meeting or make void any proceedings taken at such meeting.

16. **Adjournment:** Any meeting of Directors may be adjourned from time to time by the Chair of the meeting. Notice of any adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
17. **Regular Meetings:** The Board may appoint a day or days in any month or months for regular meetings of the Board at a place or hour to be named by the Board and a copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings.
18. **Quorum:** The minimum number of directors required by the Articles constitutes a quorum at any meeting of Directors, and, despite any vacancy among the directors, a quorum of Directors may exercise all the powers of the Directors. For the purpose of determining quorum, a Director may be present either in person, or, if authorized under paragraph 20 by electronic means.
19. **Voting at Meetings of Directors:** Each Director is authorized to exercise one (1) vote. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chair of the meeting in addition to an original vote, shall have a second or casting vote.
20. **Meetings by Other Electronic Means:** If all Directors consent, the Directors of the Corporation may participate in any meeting of the Directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in such a meeting is deemed to be present at the meeting.
21. **Resolution in Writing** A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors. A copy of every such written resolution shall be kept with the minutes of the meetings of Directors or committee of Directors.

POWERS OF DIRECTORS

22. **General:** Subject to this Act, the Board shall manage or supervise the management of the activities and affairs of the Corporation for the purpose of furthering the purposes of the Corporation in accordance with the strategic plans and policies of the Corporation approved by the Board from time to time.
23. **Borrowing Power:** The Board of the Corporation may from time to time:
- (a) borrow money on the credit of the Corporation;
 - (b) limit or increase the amount to be borrowed;
 - (c) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation; and
 - (d) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purpose of furthering the objects of the Corporation possessed by its Directors independently of this By-law.

24. **Fund Raising:** The Board may from time to time take such steps as it may deem necessary to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the purposes of the Corporation.
25. **Agents and Employees:** The Board may appoint such agents and engage such employees as it shall deem necessary from time to time for the purpose of furthering the purposes of the Corporation and such persons shall have such authority and shall perform such duties as shall be prescribed at the time of such appointment. The remuneration of officers, agents, and employees shall, subject to the other provisions of this By-law, be fixed by the Board by ordinary resolution. Provided that the Board may delegate their authority herein to an officer or officers of the Corporation.

OFFICERS

26. **General:** The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these By-laws otherwise provide. Two or more offices may be held by the same person.

27. **Term:** The officers shall hold office for a term of one (1) year from the date of appointment or until their successors are appointed.
28. **Description of Offices:** Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:
- a) **Chair of the Board** – The Chair of the Board, shall, when present, preside at all meetings of the Board and of the Members. The Chair shall have such other duties and powers as the Board may specify. The Chair shall be a Director.
 - b) **Vice-Chair of the Board** – If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board, shall, when present, preside at all meetings of the Board and of the Members. The Vice-Chair shall have such other duties and powers as the Board may specify. Vice-Chair shall be a Director.
 - c) **Secretary** – The Secretary shall attend and be the Secretary at all meetings of the Board, Members and committees of the Board. 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 shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall be a Director.
 - d) **Treasurer** – The treasurer shall be a Director and shall have such powers and duties as the Board may specify.
 - e) **Executive Director** –The Executive Director shall be responsible for implementing the strategic plans and policies of the Corporation as determined by the Board and shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The Executive Director shall not be a Director.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

29. **Vacancy in Office:** In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a) the officer's successor being appointed;
- b) the officer's resignation;
- c) such officer ceasing to be a director (if a necessary qualification of appointment); or
- d) such officer's death.

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

30. **Remuneration of Officers:** The remuneration of all officers appointed by the Board shall be determined from time to time by ordinary resolution of the Board. All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the officer's duties.

31. **Duties of Officers May be Delegated:** In case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of any such officer to any other officer or to any Director for the time being.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

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

INDEMNIFICATION

33. **Indemnification of Directors, Officers and Others:** The Corporation shall indemnify to the extent permitted by the Act, every present or former Director or officer of the Corporation, or another individual who acts or has acted at the Corporation's request as a Director or officer or in a similar capacity of another entity and their respective heirs, executors, administrators, successors and assigns out of the funds of the Corporation, from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation

The Corporation shall purchase and maintain insurance, in such amount as the Board may from time to time in its discretion determine, for the benefit of said individuals against any liability incurred by the individual in the individual's capacity as a director or an officer of the corporation or in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the corporation's request.

DIRECTOR, OFFICER DISCLOSURE OF INTEREST

34. **Conflict of Interest:** A Director or an officer of the Corporation shall disclose to the Corporation, in writing or by requesting to have it entered in the minutes of meetings of Directors or of committees of Directors, the nature and extent of any interest that the Director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation if the Director or officer is a party to the contract or transaction; is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or has a material interest in a party to the contract or transaction.

A contract or transaction for which disclosure is required is not invalid, and the Director or officer is not accountable to the Corporation or its members for any profit realized from the contract or transaction, because of the Director's or officer's interest in the contract or transaction or because the director was present or was counted to determine whether a quorum existed at the meeting of directors or of the committee of directors that considered the contract or transaction, if disclosure of the interest was made in accordance with the Act; the Directors approved the contract or transaction; the contract or transaction was reasonable and fair to the Corporation when it was approved; or the contract or transaction is approved or confirmed by special resolution at a meeting of the members and disclosure of the interest was made to the members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed; and the contract or transaction was reasonable and fair to the corporation when it was approved or confirmed.

MEMBERSHIP

35. **Membership Conditions:** There shall be three classes of membership in the Corporation.
- a) Participant Members:
 - i. A Participant Member shall be a person who is enrolled in and currently attending the Program.
 - ii. Each Participant Member in good standing is entitled to receive notice of and attend all Meetings of Members but shall not be entitled to a vote.
 - b) Family/Caregiver Members:
 - i. A Family/Caregiver Member shall be any one (1) family member or caregiver of a Participant who expresses an interest in becoming a Family/Caregiver Member and is accepted by the Board.
 - ii. Each Family/Caregiver Member shall be entitled to receive notice of and attend all Meetings of Members and each

Family/Caregiver Member shall be allowed one (1) vote at any meeting in which they are entitled to vote.

- iii. Additional family members or caregivers of a Participant that wish to be a member of the Corporation shall apply and shall be considered by the Board in their sole and absolute discretion.
- iv. Membership in this class shall be terminated when the Family/Caregiver Member's Participant is no longer enrolled in the Program.

c) General Members:

- i. A General Member shall be any person that is interested in furthering the purposes of the Corporation and expresses an interest in becoming a General Member and is accepted by the Board, in their sole and absolute discretion.
- ii. Each General Member shall be entitled to receive notice of and attend any Meeting of members and shall have one (1) vote at any meeting in which they are entitled to vote.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendments to this section of the By-laws if those amendments affect membership rights and/or conditions described in subsections 197(1)(e), (h), (l) or (m) of the Act.

36. **Termination:** A membership in the Corporation is terminated when:

- a) the Member dies;
- b) a Member fails to maintain any qualifications for membership as set out in these By-laws;
- c) the Member delivers a written resignation to the Corporation and lodges a copy of same with the Secretary of the Corporation and shall be effective the date the resignation is received by the Corporation or the effective date thereof whichever is earlier.
- d) the Member is expelled in accordance with section 37 below;
- e) the Corporation is liquidated or dissolved under the Act.

37. **Membership Fees:** There shall be no membership fees unless otherwise directed by the Board of the Corporation. For further clarity, Membership Fees does not mean Participant Fees, which are the fees charged to each Participant for enrollment in the Program. The Participant Fees are determined by the Board, in their sole and absolute discretion, from time to time.

38. **Discipline of Members:** The Board shall have authority to suspend or expel any Member, in its sole and absolute discretion, from the Corporation for any one or more of the following grounds:

- a) violating any provision of the Articles, or policy of the Corporation;
- b) carrying out any conduct which may be detrimental to the Corporation; or
- c) for any other reason that the Board considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair or such other officer as may be designated by the Board, the Corporation may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

MEMBERS' MEETINGS

39. **Place of Meetings:** Subject to compliance with section 159 of the Act, Meetings of the Members may be held on such day in each year and at such time as the Board may determine at any place within Canada, or if a majority of the members so agree, outside Canada.
40. **Persons Entitled to be Present at a Meeting of Members:** The only persons entitled to be present at a Meeting of Members shall be the Directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or by ordinary resolution of the Voting Members.
41. **Annual Meetings:** At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statements and the report of the public accountant shall be presented and the Directors shall be elected and the public accountant appointed for the ensuing year, if applicable. The Members may consider and transact any business either special or general at any Meeting of Members.

42. **Special Meetings:** The Board shall call a special Meeting of Members in accordance with Section 167 of the Act, on written requisition of Voting Members carrying not less than 5% of the voting rights. If the Directors do not call a meeting with twenty-one (21) days of receiving the requisition, any Voting Member who signed the requisition may call the meeting.
43. **Notice:** Notice of the time and place of a Meeting of Members shall be given to each Member entitled to receive notice of the meeting by the following means:
- a) by mail, courier or personal delivery to each Member entitled to receive notice of the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
 - b) by telephonic, electronic or other communication facility to each Member entitled to receive notice of the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) of the Act, a special resolution of Voting Members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

44. **Waiver of Notice:** A Member and any other person entitled to attend a Meeting of Members may in any manner waive notice of a Meeting of Members and attendance of any such person at a Meeting of Members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
45. **Error or Omission in Giving Notice:** No error or omission in giving notice of any annual or special meeting or any adjourned Meeting of the Members of the Corporation shall invalidate any resolution passed or any proceedings taken at any Meeting of Members.
46. **Quorum:** A quorum at any Meeting of Members (unless a greater number of members are required to be present by the *Act*) shall be five (5) members entitled to vote at the meeting. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
47. **Chairperson of the Meeting:** In the event that the Chair and the Vice-Chair are absent, the persons who are present and entitled to vote shall choose another Director as Chair of the meeting and if no Director is present or if all the Directors present decline to take the Chair then the persons who are present and entitled to vote shall choose one of their number to be Chair.
48. **Adjournment:** The chair of any Meeting of Members may with the consent of

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

49. **Meetings by Teleconference or other Electronic Means:** If a majority of the Voting Members of the Corporation consent (either at a Meeting of Members by ordinary resolution or by consents signed individually by a majority of the Voting Members), a Meeting of Members of the Corporation may be held by teleconference or other electronic means. A Member 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 a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
50. **Voting of Members:** At all Meetings of Members, every question shall be determined on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by these By-laws. In the case of an equality of votes, the Chair of the meeting shall both, on a show of hands and at a poll, have a second or casting vote in addition to the vote or votes to which the Chair may be otherwise entitled. No Voting Member shall be entitled either in person or by proxy to vote at Meetings of Members of the Corporation unless the member has paid all dues or fees, if any, then payable by the Member.

At any meeting unless a poll is demanded a declaration by the Chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact. A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a Chair or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the Chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

51. **Proxies:** Votes at Meetings of the Members may be given either personally or by proxy or, in the case of a Voting Member who is a body corporate or association, by an individual authorized by a resolution of the board of directors or governing body of the body corporate or association to represent it at meetings of members of the Corporation. At every meeting at which a Member is entitled to vote, every member and/or person appointed by proxy to represent one or more Members and/or individual so authorized to represent a Member who is present in person shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Articles every Member who is entitled to vote at the meeting and who is present in person or represented by an individual so

authorized shall have one vote and every person appointed by proxy shall have one vote for each Member who is entitled to vote at the meeting and who is represented by such proxy holder.

A proxy shall be executed by the Member or the Member's attorney authorized in writing or, if the Member is a body corporate or association, by an officer or attorney thereof duly authorized. A person appointed by proxy must be a Voting Member. A proxy may be in the following form:

The undersigned member of *H'Art of Ottawa* hereby appoints *John Doe of Ottawa, On* or failing the person appointed above, *Jane Doe of Ottawa, ON* as the proxy of the undersigned to attend and act at the meeting of the members of the said Corporation to be held on the *Xth* day of *month* , 20XX , and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED the *Xth* day of *Month* , 20XX

Signature of Member

The Directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned Meeting of Members is to be held. The Chair of any Meeting of Members may, subject to any regulations made as aforesaid, in the Chair's discretion accept electronic or written communication as to the authority of any person claiming to vote on behalf of and to represent a Member notwithstanding that no proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such electronic or written communication accepted by the Chair of the meeting shall be valid and shall be counted.

52. **Resolution In Writing:** Except where a written statement is submitted by a Director under subsection 131(1) or by a public accountant under subsection 187(4) of the Act,
- (a) a resolution in writing signed by all the Members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of Members; and
 - (b) a resolution in writing dealing with all matters required by this Act to be dealt with at a Meeting of Members, and signed by all the Members entitled to vote at that meeting, satisfies all the requirements of this Act relating to Meetings of Members.
53. **Corporate Minutes:** The minutes of meetings of the Board and the Executive Committee shall not be available to the Members of the Corporation, but shall be available to the Board upon request.

CUSTODY AND VOTING SHARES AND SECURITIES

54. **Voting Shares and Securities:** All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such company or corporation and in such manner and by such person or persons as the Board of the Corporation shall from time to time determine. The duly authorized signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the Board.
55. **Custody of Securities:** All shares and securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the Board, with such other depositories or in such other manner as may be determined from time to time by the Board.

EXECUTION OF INSTRUMENTS

56. **Execution of Instruments:** Deeds, transfers, assignments, contracts, obligations or any other instruments in writing requiring the signature of the Corporation may be signed by:
- a) the Treasurer and the Executive Director; or
 - b) any two Directors.

and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The term "contracts, documents or instruments in writing" as used in this By-law shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

The seal of the Corporation when required may be affixed to any instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board.

CHEQUES, DRAFTS, NOTES, ETC.

57. **Cheques, Drafts, Notes, Etc.:** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation and in such manner as the Board may from time to time designate by resolution.

NOTICES

58. **Method of Giving Any Notice:** Any notice (which term includes any communication or document), other than notice of a Meeting of Members or a meeting of the Board, to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, officer or member of a committee of the Board or to the auditor shall be sufficiently given:
- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
 - b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
 - c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, auditor or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or

printed or partly written, stamped, type-written or printed.

59. **Signature to Notices:** The signature of any Director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
60. **Computation of Time:** Where a given number of days' notice or notice extending over a period is required to be given under the By-laws or Articles of the Corporation, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.
61. **Proof of Service:** With respect to every notice or other document sent by mail, it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 61 of this By-law and mailed at a post office or mail box. With respect to any notice or other document sent by electronic means, it shall be sufficient to produce the electronic confirmation that the notice or other document was sent electronically. A certificate of an officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any Member, Director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation as the case may be.

RULES AND REGULATIONS

62. **Rules and Regulations:** The Board may prescribe such rules and regulations not inconsistent with the By-laws relating to the management and operation of the Corporation and other matters provided for in these By-laws as they may deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed and in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

FINANCIAL

63. **Financial Year:** The financial year end of the Corporation shall be March 31 in each year.
64. **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 may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

BY-LAWS

65. **By-laws:** Subject to the Articles, the Board 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 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 Voting 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.

This section does not apply to a By-law that requires a special resolution of the Members according to subsection 197(1) (fundamental change) of the Act because such By-law amendments or repeals are only effective when confirmed by Members.

ENACTED this 19th day of November, 2013.

Attachment 2— Articles of Continuance



Canada Not-for-profit Corporations Act (NFP Act)
Form 4031
Articles of Continuance (transition)

To be used only for a continuance from the *Canada Corporations Act*, Part II.

1 - Current name of the corporation

H'ART OF OTTAWA

2 - If a change of name is requested, indicate proposed corporate name

3 - Corporation number

4 3 0 4 8 3 - 7

4 - The province or territory in Canada where the registered office is situated

Ontario

5 - Minimum and maximum number of directors (for a fixed number, indicate the same number in both boxes)

Minimum number

5

Maximum number

15

6 - Statement of the purpose of the corporation

The purpose of the Corporation is to design and deliver programs to train and educate developmentally handicapped youth and adults.

7 - Restrictions on the activities that the corporation may carry on, if any

None.



Canada Not-for-profit Corporations Act (NFP Act)
Form 4031
Articles of Continuance (transition)

8 - The classes, or regional or other groups, of members that the corporation is authorized to establish

See attached Schedule "A".

9 - Statement regarding the distribution of property remaining on liquidation

Any property remaining on liquidation of the corporation, after discharge or liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act.

10 - Additional provisions, if any

The corporation shall be carried on without the purpose of financial gain for its members, and any profits or other accretions to the corporation shall be used in furtherance of its purposes.

11 - Declaration

I hereby certify that I am a director or an authorized officer of the corporation continuing into the NFP Act.

Signature: _____

Print name: Michael Leaver Phone Number: 613-238-6321

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

Attachment 3—Schedule A of Articles of Continuance

SCHEDULE “A”

8 - The classes, or regional or other groups, of members that the corporation is authorized to establish

The corporation is authorized to establish Participant Members, Family/Caregiver Members and General Members as follows:

Participant Members:

A Participant Member shall be entitled to receive notice of and attend meetings of the members, but except as otherwise provided by the Act, shall not be entitled to vote.

Family/Caregiver Members:

A Family/Caregiver Member shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Family/Caregiver Member shall have one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class.

General Members:

A General Member shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each General Member shall have one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class.

**Attachment 4—Financial Statements
for H'Art of Ottawa
Year end: March 31, 2013**

FINANCIAL STATEMENTS

For

H'ART OF OTTAWA

For years ended

MARCH 31, 2013 AND 2012

INDEPENDENT AUDITOR'S REPORT

To the directors of

H'ART OF OTTAWA

We have audited the accompanying financial statements of H'Art of Ottawa, which comprise the statements of financial position as at March 31, 2013 and 2012 and the statements of operations and changes in net assets and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these 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.

Auditor's Responsibility

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

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

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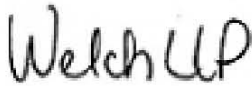
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

Basis for Qualified Opinion

In common with many charitable organizations, H'Art of Ottawa derives revenue from the general public in the form of donations and fundraising events, the completeness of which is not susceptible to satisfactory audit verification. Accordingly, our 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 donation and fundraising revenues, excess of expenses over revenue, for the years ended March 31, 2013 and 2012, current assets as at March 31, 2013 and 2012, and net assets as at April 1 and March 31 for both the 2013 and 2012 years. Our audit opinion on the financial statements for the year ended March 31, 2012 was modified accordingly because of the possible effects of this limitation in scope.

Qualified Opinion

In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, the financial statements present fairly, in all material respects, the financial position of H'Art of Ottawa as at March 31, 2013 and 2012 and the results of its operations and its cash flows for the years then ended in accordance with Canadian accounting standards for not-for-profit organizations.





Chartered Accountants
Licensed Public Accountants

Ottawa, Ontario
November 7, 2013.

H'ART OF OTTAWA
(Incorporated under the laws of Ontario)
STATEMENT OF FINANCIAL POSITION
MARCH 31, 2013 AND MARCH 31, 2012

	<u>2013</u>	<u>2012</u>
<u>ASSETS</u>		
CURRENT ASSETS		
Cash	\$ 13,942	\$ 29,945
Investments (note 5)	58,900	58,141
Accounts receivable	3,373	4,201
Prepaid expenses	<u>1,521</u>	<u>2,541</u>
	<u>\$ 77,736</u>	<u>\$ 94,828</u>
<u>LIABILITIES AND NET ASSETS</u>		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	\$ 9,389	\$ 11,767
Deferred contributions	-	2,500
Deferred revenue	<u>6,190</u>	<u>550</u>
	15,579	14,817
NET ASSETS		
Unrestricted	<u>62,157</u>	<u>80,011</u>
	<u>\$ 77,736</u>	<u>\$ 94,828</u>

Approved by the Board:


 Director

 Director

(See accompanying notes)

H'ART OF OTTAWA
STATEMENT OF OPERATIONS AND CHANGES IN NET ASSETS
YEARS ENDED MARCH 31, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
Revenue		
Participant fees	\$ 92,875	\$ 96,925
Donations	23,198	23,305
Sales	21,298	22,716
Grants and other contributions	4,000	12,065
Interest earned	759	753
Other income	636	467
	<u>142,766</u>	<u>156,231</u>
Expenses		
Salaries, wages and employee benefits	114,749	114,934
Rent	15,395	11,998
Professional fees	9,512	10,374
Office expenses	5,015	6,855
Profit sharing	3,870	1,736
Art and general supplies	3,081	2,470
Event and public affairs	2,955	1,441
Insurance	2,746	2,811
Postage and printing	1,472	5,544
Telecommunication	1,101	954
Miscellaneous	464	150
Bank charges	260	51
	<u>160,620</u>	<u>159,318</u>
Excess of expenses over revenue	(17,854)	(3,087)
Net assets, beginning of year	<u>80,011</u>	<u>83,098</u>
Net assets, end of year	<u>\$ 62,157</u>	<u>\$ 80,011</u>

(See accompanying notes)

H'ART OF OTTAWA
STATEMENT OF CASH FLOWS
YEARS ENDED MARCH 31, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Excess of expenses over revenue	\$ (17,854)	\$ (3,087)
Changes in non-cash working capital components:		
Investment income reinvested	(759)	(753)
	(18,613)	(3,840)
Changes in the level of:		
Accounts receivable	828	9,108
Prepaid expenses	1,020	1,184
Accounts payable and accrued liabilities	(2,378)	1,830
Deferred contributions	(2,500)	2,500
Deferred revenue	5,640	(50)
INCREASE (DECREASE) IN CASH	(16,003)	10,732
CASH AT BEGINNING OF YEAR	29,945	19,213
CASH AT END OF YEAR	<u>\$ 13,942</u>	<u>\$ 29,945</u>

(See accompanying notes)

H'ART OF OTTAWA
NOTES TO THE FINANCIAL STATEMENTS
YEARS ENDED MARCH 31, 2013 AND 2012

1. NATURE OF OPERATIONS

H'Art of Ottawa is a unique and innovative art studio where self-expression and a sense of place are encouraged and celebrated for people with developmental disabilities. Through the common language of art and self-expression, the artists of H'Art of Ottawa contribute to the community and the cultural life of Ottawa. On June 3, 2005, H'Art of Ottawa was incorporated under the Canada Corporation Act as a not-for-profit organization without share capital.

2. ADOPTION OF ACCOUNTING STANDARDS FOR NOT-FOR-PROFIT ORGANIZATIONS

Effective April 1, 2013, the organization adopted the requirements of the Canadian Institute of Chartered Accountants (CICA) Handbook - Accounting, Canadian accounting standards for not-for-profit organizations (ASNFPPO). These are the organization's first financial statements prepared in accordance with the accounting standards for not-for-profit organizations and these standards have been applied retrospectively. The accounting policies set out in note 3 have been applied in preparing the financial statements for the year ended March 31, 2013 and the comparative information presented in the financial statements for the year ended March 31, 2012.

The organization had previously issued financial statements for the year ended December 31, 2012 using a difference accounting framework known as the Canadian generally accepted accounting principles. The adoption of ASNFPPO had no impact on the previously reported assets, liabilities, net assets, revenues and expenses of the organization and accordingly no adjustments have been recorded to the comparative financial statements. There were also no required changes to the opening ASNFPPO statement of financial position as at April 1, 2011 (organization's date of transition) and as a result these figures were not presented. Certain disclosures have been added to these financial statements to comply with the new ASNFPPO disclosure requirements.

3. SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

The organization prepares the financial statements in accordance with Canadian accounting standards for not-for-profit organizations.

Revenue recognition

H'Art of Ottawa follows the deferral method of accounting for contributions which include grants and donations. Restricted contributions are recognized as revenue in the year in which the related expenses are incurred. Unrestricted contributions are recognized when received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured.

a) Participant fees

Participant fees are recognized as revenue as the courses are completed.

b) Sales

Art sales are recognized as revenue when the sales occur.

H'ART OF OTTAWA
NOTES TO THE FINANCIAL STATEMENTS - Cont'd.
YEARS ENDED MARCH 31, 2013 AND 2012

3. SIGNIFICANT ACCOUNTING POLICIES - Cont'd.

Capital assets

Capital assets are recorded as expenses on the statement of operations in the year they are purchased.

Use of estimates

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 disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Financial instruments

i) Measurement of financial instruments

The organization initially measures its financial assets and financial liabilities at fair value and subsequently re-measures them at cost or amortized cost at the year-end date.

ii) Transaction costs

Transaction costs associated with the acquisition and disposal of investments are capitalized to the acquisition costs or reduce proceeds of disposal.

4. FINANCIAL INSTRUMENTS

The organization is exposed to various risks through its financial instruments. The following analysis provides a measure of the organization's risk exposure and concentrations at March 31, 2013 and March 31, 2012.

The organization does not use derivative financial instruments to manage its risks.

Credit risk

The organization is exposed to credit risk resulting from the possibility that parties may default on their financial obligations. The organization's maximum exposure to credit risk represents the sum of the carrying value of its cash, investments and its accounts receivable. The organization's cash and investments are deposited with a Canadian chartered bank and as a result management believes the risk of loss on these items to be remote. The organization manages its credit risk by reviewing accounts receivable aging monthly and following up with outstanding amounts. Management believes that all amounts receivable at year end will be collected.

Liquidity risk

Liquidity risk is the risk that the organization cannot meet a demand for cash or fund its obligations as they become due. The organization meets its liquidity requirements by preparing and monitoring detailed forecasts of cash flow from operations, anticipating investing and financing activities and holding assets that can be readily converted into cash.

H'ART OF OTTAWA
NOTES TO THE FINANCIAL STATEMENTS - Cont'd.
YEARS ENDED MARCH 31, 2013 AND 2012

4. FINANCIAL INSTRUMENTS - Cont'd.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk is comprised of currency risk, interest rate risk and other price risk.

i) Currency risk

Currency risk refers to the risk that the fair value of instruments or future cash flows associated with the instruments will fluctuate relative to the Canadian dollar due to changes in foreign exchange rates.

The organization's financial instruments are all denominated in Canadian dollars and it transacts primarily in Canadian dollars. As a result, management does not believe it is exposed to significant currency risk.

ii) Interest rate risk

Interest rate risk refers to the risk that the fair value of financial instruments or future cash flows associated with the instruments will fluctuate due to changes in market interest rates.

The organization's exposure to interest rate risk arises from its investments. The organization's investments include amounts on deposit with financial institutions that earn interest at market rates.

iii) Other price risk

Other price risk refers to the risk that the fair value of financial instruments or future cash flows associated with the instruments will fluctuate because of changes in market prices (other than those arising from currency risk or interest rate risk), whether those changes are caused by factors specific to the individual instrument or its issuer or factors affecting all similar instruments traded in the market. The organization is not exposed to other price risk.

Changes in risk

There have been no changes in the organization's risk exposures from the prior year.

5. INVESTMENTS

The organization has invested in a B2B Trust High Interest Investment Account to earn a sufficient investment return while ensuring that the capital is preserved.

6. ART INVENTORY

The art inventory of the artists of H'Art of Ottawa has not been presented in these financial statements due to the difficulty in accurately valuating the inventory.

7. LEASE COMMITMENT

The organization has signed a lease for its premises which requires monthly payments totaling \$12,421 annually and expires December 31, 2013.