



**NOC Annual General Meeting (AGM)
Virtual Annual General Meeting due to COVID-19 Pandemic
Thursday, September 23, 2021**

Invitees

Performing Members
Volunteers

Steering Committee
members of the public

Board of Directors

Member Package

Meeting Agenda

Minutes of AGM held December 16, 2020

Ratification of Acts of Board of Directors

Financial Report 2020-2021

2021 - 2022 Budget

AGENDA

1. Welcome to NOC Members and Guests
2. Due Notice of Meeting
3. Approval of 2020 AGM package and minutes and Ratification of the Acts of the Board of Directors
4. Presentations

1. John Kraus, Music Director:
 - a. 2021-2022 Season Program – Potential start dates
2. Marie Narini – Vice President
 - a. Bingo Fundraising and Attendance
3. David Kuhnke - Vice-President,
 - a. Fundraising and Donations
4. Ken Noronha – President
 - a. Member's fees – 2021-2022 season: \$250.00 with \$125.00 tax donation receipt.
 - b. Change of Year End to August 31 approved by CRA
 - c. Constitution and Bylaws revamped to meet Oct 21, 2021 Provincial enactment
 - d. Vaccination status for Members, volunteers, and patrons.
5. Nominations Report / Call for other nominations
 - a. Returning Directors:
 - i. Marie Narini, Vice President
 - ii. David Kuhnke – Vice President
 - iii. Deirdre Bryant
 - iv. Francine Nesbitt
 - v. Lorna Miller
 - vi. Adriana Monti
 - vii. Stephanie Allen
6. Other Business
7. Adjournment



**NOC Annual General Meeting (AGM)
Virtual Annual General Meeting due to Covid-19 Pandemic
Wednesday, December 16, 2020**

MINUTES

1. Call to Order and welcome to NOC Members and Guests – Ken Noronha

Meeting called to order at 6:35 pm welcoming members and guests. Meeting protocols were established, show of hands to be acknowledged and manage participation. It was mentioned that the meeting would be recorded, as part of this virtual forum.

2. Due notice of meeting

In tabling the notice, and declaring the virtual meeting opened, Ken Noronha recognized a good turnout of members (25 at meeting start). A quorum of at least 12 members is required which was exceeded.

3. Approval of 2019 AGM package and minutes – Ken Noronha

Motion:- to approve the minutes of the last AGM, Aug 28, 2019 as written was requested, with reference to package provided, which included the Ratification of Acts of the board of directors 2019-2020, a summary of which is attached to the agenda issued prior to meeting

It was moved by David Kuhnke and seconded by Marie Narini. “That the package and 2019 AGM minutes be accepted”. Motion carried

4. Ratification of Acts of Board of Directors

The **Ratification** of Acts of the Board of Directors 2019-2020 addressed, underscoring some of the items listed in the document. A duplicated entry was identified and the extra entry will be removed. (*Decision to review the contract payment schedule and revise. The contracts, and fee etc.....*)

Motion: - to adopt that all acts taken or purported to have been taken by the Directors and Officers of the NOC as disclosed be approved, ratified and confirmed

It was moved by Susan Irwin and seconded by Marie Narini. Motion carried

5. Bingo Fundraising and Attendance – Marie Narini.

Bingo continues to be a significant and valuable line item in NOC financials. It helps to offset member fees which allows those fees to be the lowest in Northumberland.

There are currently only 2 Bingo teams. (Marie Narini –Fri session, Marion Castleton – Sun session), still a draw of approx. \$600 /month.

Adjustments have been made to the routine, as a result of Covid-19 to ensure continued health and safety of all. Teams no longer are required to be on the floor, as the Bingo staff will perform those functions. Recognizing, that it is perfectly understandable for those members who are uncomfortable and hesitant to participate during these time. Volunteers still encouraged.

Marie Narini and Marion Castleton were recognized for their service

NOC masks are selling quite well. The cost is \$10, (cost distribution - \$5 to the organization, \$5 to cover costs and supplies) the contact to purchase is Marie Narini

6. 2020/2021 Season - Music Director - John Kraus

2019/2020 - recapped the concert season and the adjustments (and finally the cancellation) that had to be made as a result of the Covid 19 pandemic.

2021/2022 – introduced the proposed program to the group, highlighting collaboration with Matt Dusk, Brahms Requiem, and Song. The full drafted program, available on the NOC website, will be formally presented to membership when approved.

Availability of the vaccine and the need for NOC members to be inoculated discussed, as safety of membership is the priority,

Matt Dusk special performance a possibility around mid-May to line up with his tour.

Facility safety a concern – consider alternate locations as proper spacing for audience/choir and orchestra must include a Plan B.

ACTION: - Best Western Ballroom, currently available for free – for consideration and a follow-up necessary (Ken/Francine)

7. Vice-President presentation - David Kuhnke

Reported on the status of the choir director selection. Preliminary interviews completed, there are now 5 finalists from a group of 12. Before the final selection, multiple meet and greet sessions will be scheduled (January/February) with choir members to ensure a good fit on both sides.

We are supplementing the use of MailChimp with Gmail, due to simplicity and ability to send attachments. Campaign Monitor will continue to be used for external patrons & subscribers, until the list can be consolidated into MailChimp. Members are encouraged to open email when received, share with others who do not directly have a computer, send all email changes to David Kuhnke (dkuhnke1@gmail.com) to keep mailing contact list current.

Concern re: improving communication with members, follow-up phone call will be used to fill gap, particularly with those with limited internet access.

8. Financial Review –By law and comments – President - Ken Noronha

a) 2019/2020 financial review Formal Charity Financial Statement available, the 1st in 3 years. Statement prepared by The Ford Group Professional Corporation. Expect to retain them for future products, like the income tax report filed recently. Approximately \$450.00 per year The various reports (Balance Sheet/ Income Statements) were presented, Members took the opportunity to review and query line items on the reports especially the Income statement – Budget 2020-2021. Budget numbers are ‘best guesses due to the cancelled season. Seeking to raise NOC profile (upcoming program include Matt Dusk)

Motion: - of adoption of the Financial Statements, along with the Treasurer’s report, for the fiscal year ended May 31, 2020, as printed and circulated to the members.

It was moved by Susan Irwin and seconded by Bill Cross. Motion carried

Motion: - to approve changing the fiscal year end of the corporation from May to September

This change should make the organization year end more meaningful and allow proper time for the financial statements, filing the required taxes with CRA

It was moved by Francine Nesbitt and seconded by Susan Irwin. Motion carried

Motion: -that Michael Ford be re-appointed as Auditor of the NOC until the next AGM or until a successor is appointed, at a remuneration to be fixed by the Board of Directors, the Board being hereby authorized to fix such remuneration

It was moved by Susan Irwin and seconded by David Kuhnke. Motion carried

b) 2020/2021 Season Cancellation Rationale

The difficult decision to cancel the season was made out of an abundance of caution due to the Covid 19 pandemic. Tickets were refunded, other bills paid. Work underway to position ourselves for reopening.

Member suggestion that we take a look at other musicians and how they handle their programs virtually as they connect and entertain, something we could model.

c) Payment of Orchestra principals

Contracts for paid principals honored and paid to end of March.

With market place standards information gathered, discussions continue.

d) Change of Year End and Bylaws

The work done by Alex Scanlon, Director, to streamline and update the document was recognized.

The by-laws will be reattached to the constitution and circulated. A special meeting will be held to introduce the updated document

9. Nominations of Directors and call for other nominations

The list of nominees for the returning Directors was introduced, the floor was opened for new nominees to the board. No further nominee received from the floor.

Members were asked to signify their acceptance of the slate proposed by raising their hands Request passed, which therefore declared those members subject to the provision of the by-laws. The slate of directors as presented, is elected.

10. Other Business

John Kraus request that members of the NOC board contact Victoria Hall and obtain written assurance as to the renovation plan and future use of space at the hall, Some are of the opinion that the current spaces are being converted into office space , however there has been no confirmation or communication from the Town

Susan Nakamichi request information regarding the practice session offered to NOC by Oriana. Program focuses on Broadway stage style music; runs from January to April, cost to participate \$100. 5 rehearsals for the Brahms’ Requiem are included in the program. David Kuhnke to forward request from Jeff Pudwell, President, Oriana Singers.

John Kraus is open to another trivia night

Marion Castleton asked to be provided with the names of the Orchestra principals, and the amounts paid to each principal. Names and positions of all principals were provided, but Marion was not provided with payment information as the NOC considers that confidential information. Marie Narini noted that only the string principals are paid.

New webmaster, Patricia McCaw of etextImage services, in Port Hope has been retained.

11. Adjournment

There being no further business from the floor, it was moved by Marie Narini and seconded by Marion Castleton “That this NOC Annual General Meeting (AGM) of Wednesday December 16, 2020 be adjourned” at 8.30pm

Motion Carried.

12. Date and Place next meeting

TBD

RATIFICATION OF ACTS OF THE BOARD OF DIRECTORS 2020-2021

- ❖ Decision to accept the resignation of Susan Irwin with many thanks for her service.
- ❖ Decision to accept the 5 + 1 candidate selections for Choral Director as nominated by the Selection Committee with final decision to be made after interactive sessions with choristers can be held.
- ❖ Decision to hold 4 interactive sessions with members to preview the final 4 candidates
- ❖ Decision to hold a delayed AGM December 14, 2020 via Zoom
- ❖ Decision to create Choral Section Leader(s) and review a payment structure, for action in 2020-2021 season, pending budget approval. Moved to 2021-2022 season, if possible
- ❖ Decision to engage Matt Dusk as headline performer for May 2021 Finale Concert. Moved to Sept 2022
- ❖ Decision to try and restart performances in December 2021
- ❖ Decision to accept revisions to Constitution to bring into line with new ONCA legislation, removing By-Laws and Job descriptions from the Constitution, keeping these as separate documents. ONCA legislation slated to be in force by October 21, 2021.
- ❖ Decisions to budget for and acquire necessary communication technology for the organization, which such current expenditure not to exceed \$1,000.
- ❖ Decision to direct Michael Ford, auditor and accountant to proceed with Canada Revenue Agency to move year end to August 31. CRA has accepted this request.
- ❖ Decision to conduct meetings via electronic means where possible, reduce travel time, carbon emissions, and improvident weather conditions.
- ❖ Decision to accept and publish in draft the 2021-2021 program set by John Kraus, recognizing that such program may be delayed as a result of the COVID-19 pandemic
- ❖ Decision to re-engage John Kraus as Musical Director for a 5 year period from September 2020 August 2025, with a token honorarium for the 2020-2021 season.
- ❖ Decision to cancel 2020-2021 season in its entirety due to the COVID-19 pandemic .
- ❖ Decision to hold 3 consecutive audition nights to allow for members to interact and vote for the new Choral Director
- ❖ Decision to choose Trinity United as the Northumberland Orchestra “home base”, and to seek time and space for Thursday night Orchestra rehearsals, in addition to Tuesday night Choir rehearsals.
- ❖ Decision to adopt a COVID-19 protocol that requires proof of fully vaccinated status for all members, volunteers and patrons, including audience members. This decision allows the Board to follow the guidance provided by the provincial and federal governments.



Northumberland Orchestra and Choir (NOC) thank you for your participation and your support of our musical family!

Please consider joining us for our 2021-22 “butterfly” season. Tentative program below. Visit us on our web site at www.northumberlandmusic.ca and follow us on <http://www.facebook.com/NorthumberlandOC> for all updates.

TO BE CONFIRMED - NOC Programme tentative outline 2021-22

- **Christmas in Northumberland – December 11, 2021**
with Trinity United Choir and Bells
Program to be Announced (approximately 2 hours including intermission)
Venue - Trinity United Church, Cobourg
- **Gilbert & Sullivan’s Pirates of Penzance! - January 22, 2022**
featuring soloists from the Centre for Opera Studies, University of Toronto, directed by Darryl Edwards, (approximately 2 hours including intermission)
Venue - Trinity United Church, Cobourg
- **Family Concert - February 5, 2022**
Program to include SONG
Program to be Announced
Venue - Trinity United Church, Cobourg
- **Spring Concerts -**
April 23 Cobourg- April 24 Lindsay 2022
Armed Man Mass with Kawartha Lakes Singers
Venue - Trinity United Church, Cobourg
Venue Lindsay – Cambridge Street United Church, Lindsay
- **May 2022 Ends of Season Gala Fundraiser**
Program as set out by the guest artist

**CONSTITUTION OF THE
NORTHUMBERLAND ORCHESTRA SOCIETY**
(Amended September 2021)

ARTICLE ONE: DEFINITIONS

The Constitution of the Northumberland Orchestra Society is the basic charter of the Society, establishing rights and responsibilities for its members.

The By-laws of the Society contain the policies, rules and guidelines used to conduct the affairs of the Society, which includes the Northumberland Symphony Orchestra, the Northumberland Philharmonic Choir, and the Northumberland Youth Ensemble.

ARTICLE TWO: NAME

The name of the organization shall be "THE NORTHUMBERLAND ORCHESTRA SOCIETY," hereinafter referred to as the "Society." It shall be a legally incorporated not-for-profit organization.

ARTICLE THREE: PURPOSE AND LIMITATIONS

The purpose of the Society shall be to promote interest in and performance of orchestral and choral music and their variations, and the on-going development of orchestral and choral musicians.

The Society shall be non-profit, non-partisan and non-sectarian in its purposes and activities.

ARTICLE FOUR: MEMBERSHIP AND VOTING PRIVILEGES

Membership in the Society shall be open only to individuals interested in furthering the Society's purposes and who have applied for and been accepted into membership in the Society by resolution of the board or in such other manner as may be determined by the board. Categories of membership and membership fees relative to each category may be established by the Society and shall be as prescribed in the By-laws. Voting privileges as set out in the By-laws shall be accorded to all members.

ARTICLE FIVE: OFFICERS

The Officers of the Society shall be the President, Vice-President, Secretary, Treasurer, and Past President. In the event of a vacancy in the position of Immediate Past President, or a decision not to serve, the Executive Council may fill such vacancy by appointing another Society member. All Officers shall be members of the Society and shall serve a term of office as prescribed by the By-laws.

ARTICLE SIX: DIRECTORS

The affairs of the Society shall be managed by a Board of Directors which shall act on recommendations from the Executive Council.

ARTICLE SEVEN: EXECUTIVE COUNCIL

There shall be an Executive Council consisting of elected Officers of the Society who shall be charged with conducting all matters of business and the continuous affairs of the Society.

ARTICLE EIGHT: CONSTITUTION AND BY-LAWS

The Constitution and By-laws of the Society shall provide the guidelines, policy and procedures for the Society and shall be adhered to by the Board of Directors. In addition, the Member's Handbook, as may be revised from time to time, will provide members with the expectations, guidelines, and information regarding membership In the Society.

Amendments, deletions, or additions to the Constitution and/or By-laws shall require a two-thirds (2/3) majority vote by the members present at the annual general meeting or such special meeting as may be called to consider the matter.

Conditional By-laws are not permitted, nor shall any By-law be established or amended unless it is in accordance with the Constitution of the Society.

Should there be any questions as to the interpretation of the Constitution and/or By-laws, the interpretation as determined by the Board of Directors shall be final.

ARTICLE NINE: COMMITTEES

There shall be standing, and ad hoc committees appointed to fulfill the functions of the Society. The duties of the standing committees shall be described in the Member's Handbook. Every standing committee shall be chaired by a member of the Board of Directors.

ARTICLE TEN: MEETINGS

There shall be an Annual General Meeting of the members in accordance with the procedures set out in the By-laws. Meetings of the members and meetings of the Board of Directors may be either regular or special. Regular and special meetings differ in the notice required and in the subjects that may be voted on, as prescribed in the By-laws.

ARTICLE ELEVEN: FINANCES

The financial affairs of the Society shall be overseen by the Board of Directors, being consistent with, in accordance with the By-laws.

BY-LAWS OF THE NORTHUMBERLAND ORCHESTRA SOCIETY

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Section 1 – General

Section 1.01 – Definitions

In this by-law, unless the context otherwise requires:

- a. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended, or re-enacted from time to time.
- b. "Board" means the board of directors of the Corporations.
- c. "By-Laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time in force.
- d. "Chair" means the chair of the Board.
- e. "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act; can also be noted as "Society".
- f. "Director" means an individual occupying the position of director of the Corporation
- g. "Member" means a member of the Corporation.
- h. "Members" means the collective membership of the Corporation; and
- i. "Officer" means an Officer of the Corporation.

Section 1.02 – Interpretations

Other than as specified in Section 1.01, all terms contained in this By-Law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

Section 1.03 – Severability and Precedence

The invalidity or unenforceability of any provision of this By-Law shall not affect

the validity or enforceability of the remaining provisions of this By-Law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

Section 1.04 – Seal

The seal of the Corporation, if any, shall be in the form determined by the Board, as revised from time to time.

Section 1.05 – Execution of Contracts

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time direct the way and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy thereof.

Section 2 – Directors

Section 2.01 - Election and Term

The Directors shall be elected by the Members. The Members shall elect the Directors to hold office for a term ending no later than the end of the third annual meeting of Members following the election.

Section 2.02 – Vacancies

The office of a Director shall be vacated immediately:

- a. If the Director resigns office by written notice to the Corporation, 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.
- b. If the Director dies.
- c. If the Director is found to be incapable of managing property by a court or under ~~Orta~~ law; or
- d. If at the meeting of the Members, a resolution is passed by at least most of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

Section 2.03 – Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a. A quorum of Directors may fill a vacancy among the Directors.
- b. If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles the Directors in office shall, without delay call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member.
- c. If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to

fill the vacancy shall hold office for the remainder of the removed Director's term; and

- d. The Board may fill any other vacancy by a majority vote, and the appointee shall hold the office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

Section 2.04 – Committees

Committees may be established by the Board as follows:

- a. The Board may appoint from their number a Managing Director or a committee of Directors and may delegate to the Managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated; and
- b. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

Section 2.05 – Remuneration

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

Section 3 – Board Meetings

Section 3.01 – Calling of Meetings

Meetings of the Directors may be called by the Chair, president or any two (2) Directors at anytime and any place on notice as required by this by-law.

Section 3.02 – Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for such meetings.

Section 3.03 – Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-Law to every Director of the Corporation not less than seven (7) days before the date of the meeting is to be held. Notice of a meeting is not necessary if a quorum of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board member, without notice, shall hold the first meeting immediately following the annual meeting of the Corporation.

Section 3.04 – Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

Section 3.05 – Voting

Each Director has one vote. Questions arising at any Board meeting shall be

decided by a majority of votes. In case of an equality of votes, the Chair shall have a second vote or casting vote.

Section 4 – Financial

Section 4.01 – Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

Section 4.02 – Financial Year

The financial year of the Corporation ends on August 31 in each year or on such other date as the Board may from time to time by resolution determine.

Section 5 – Officers

Section 5.01 – Officers

The Board shall appoint from among the Directors a Chair and may appoint any other person to be president, treasurer, and secretary at its first meeting following the annual meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The office of Chair and president may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

Section 5.02 – Office Held at Board’s Discretion

Any Officer shall cease to hold office upon resolution of the Board.

Section 5.03 – Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

Section 5.04 – Duties of the Chair

The Chair shall perform the duties described in sections 3.04 and 9.5 and such other duties as may be required by law or as the Board may determine from time to time.

Section 5.05 – Duties of the President

The Chair shall perform the duties described in Schedule 5.01.2 and such other duties as may be required by law or as the Board may determine from time to time.

Section 5.06 – Duties of the Vice- President

The Chair shall perform the duties described in Schedule 5.01.3 and such other duties as may be required by law or as the Board may determine from time to time.

Section 5.07 – Duties of the Treasurer

The Chair shall perform the duties described in Schedule 5.01.4 and such other duties as may be required by law or as the Board may determine from time to time.

Section 5.08 – Duties of the Secretary

The Chair shall perform the duties described in Schedule 5.01.5 and such other duties as may be required by law or as the Board may determine from time to time.

Section 5.09 – Duties of the Past- President

The Chair shall perform the duties described in Schedule 5.01.6 and such other duties as may be required by law or as the Board may determine from time to time.

Section 6 – Protection of Directors and Others

Section 6.01 – Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is to be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money 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, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a. Complied with the Act and the Corporation's articles and By-laws; and
- b. Exercised their powers and discharged their duties in accordance with the Act.

Section 7 – Conflict of Interest

Section 7.01 – Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

Section 8 – Members

Section 8.01 – Members

There shall be three classes of membership in the Society, namely: Members, Performing Members and Honorary Members.

- 8.01.1 Membership in the Society shall be open only to individuals interested in furthering the Society's purposes and who have applied for and been accepted into membership in the Society by resolution of the board or in such other manner as may be determined by the board. Members shall pay annual membership dues, the amount of which shall be set from time to time by the Board of Directors of the Society and members may receive any

benefits as may be determined from time to time at the discretion of the Board of Directors.

8.01.2 Performing members shall include the conductor and members of the Symphony Orchestra, the Philharmonic Choir, the Youth Ensemble and members of any other performance or endeavour as set out in By-law One.

8.01.3 Honorary members shall be those who, in the opinion of the Board of Directors, would contribute to the prestige and the welfare of the Society.

8.01.4 The membership year shall be September 1 to August 31 in each year.

8.01.5 Each member shall be entitled to one vote on each question arising at the annual general meeting or any special meeting of the members. Only the individual in whose name the membership is registered shall be entitled to vote. Only currently paid-up members shall be entitled to vote, and a member must be present at a meeting in order to vote. A member may resign at any time by submitting a resignation in writing, but no refund of fees shall be made.

Section 8.02 – Disciplinary Act or Termination of Membership for Cause

Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the articles or By-Laws.

The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15) day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

Section 9 – Members' Meetings

Section 9.01 – Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than twenty-one (21) days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-Laws or articles.

The business transacted at the annual meeting shall include:

- a. Receipt of the agenda.
- b. Receipt of the minutes of the previous annual and any subsequent special meetings.
- c. Consideration of the financial statements.
- d. Report of the auditor or person who has been appointed to conduct a review engagement.
- e. Reappointing or new appointment of the auditor or a person to conduct a review engagement for the coming year.
- f. Election of Directors; and
- g. Such other or special business as may be set out in the notice of meeting.

No other item of business shall be included in the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

Section 9.02 – Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

Section 9.03 – Notice

Subject to the Act, not less than ten (10) and not more than fifty (50) days written notice of annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

Section 9.04 – Quorum

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

Section 9.05 – Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all the Directors present decline to act as chair, the Members present shall choose one of their members to chair meeting.

Section 9.06 – Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-Law provided that:

- a. Each Member shall be entitled to one vote at any meeting.
- b. Votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote.
- c. Votes may be taken via electronic polling if the meeting is held in a virtual setting.
- d. An abstention shall not be considered a vote cast.
- e. Before or after a show of hands, or electronic polling, has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct.

- f. If there is a tie vote, the chair of the meeting shall require a written ballot and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost, and
- g. Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.
- h. Where a written ballot is required during a virtual meeting, such a written ballot may be provided in the form of an email, and the written ballot response may be provided as the email reply.

Section 9.07 - Voting by Staff of the Society

The paid professional and support staff of the Society, including the Music Director, Administrative Manager, and the General Manager, may attend meetings of the Board of Directors and of the Executive Council but may not take part in any vote at these meetings. However, staff who are also members of the Society may vote at the Annual General Meeting and at Membership Special Meetings.

Section 10 – Notices

Section 10.01 – Services

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

Section 10.02 – Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

Section 10.03 – Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

NORTHUMBERLAND ORCHESTRA SOCIETY
Schedules and Footnotes

The Corporation shall encompass the Northumberland Symphony Orchestra, the Northumberland Philharmonic Choir and the Northumberland Youth Ensemble and any other performance or related endeavour, artistic and/or educational, as the Board of Directors may from time to time determine; shall be non-profit, non-partisan and non-sectarian in its purposes and activities; and shall hereinafter be referred to as the "Society."

OFFICE AND EMPLOYEES

- a. The Society shall maintain its Head Office in the County of Northumberland and at such place therein as the Board of Directors may from time to time determine.
- b. The Society may from time to time employ professional and support staff such as a General Manager and/or Administrative Manager to accomplish its purposes and may enter into such contractual agreements with this staff as may be deemed necessary.
- c. **Duties of Administrative Manager** – the Administration Manager shall perform such duties as are set out in the latest statement of powers and duties that has been approved by the Board from time to time and such further duties as the Board or the President may prescribe. Where such duties also vest with any Officer or Director, the Officer or Director may delegate those duties to the Administrative Manager while maintaining responsibility for same on an oversight basis.
- d. **Duties of General Manager** – The General Manager shall have general supervision of the affairs of the Society, shall have such powers and duties as are set out in the latest statement of powers and duties that has been approved by the Board from time to time and such further duties as the Board or the President may prescribe. These shall include the following: The General Manager shall be responsible for compliance by the Society with all provisions of the Corporations Act and any other applicable laws relating to the entry in record books of minutes of the proceedings at such meetings, the keeping of corporate documents and registers of members and Directors and the filing of all required information returns in respect thereof, and shall be responsible for the safe custody of all books, papers, records and documents of the Society except those in respect of which some other Officer or agent has been appointed by the Board for that purpose.

Schedule 2: DIRECTORS

The affairs of the Society shall be managed by a Board of Directors whose maximum number including Officers, shall be twenty (20). Each Director and Officer at the time of his/her election, or within ten (10) days thereafter, shall be a member of the Society.

- 2.1 **Selection of Directors and Officers** – Following the Annual General Meeting, hereinafter referred to as AGM, the President shall appoint a

Steering Committee that shall report to the Board. The Committee shall include the Secretary, Treasurer, Vice President(s) and Past-President, or appointee. Candidates shall be elected to office by vote of the membership at the AGM. Voting shall be by a show of hands, or electronic polling, or by a ballot if demanded by any member.

2.2 **Terms of Office** – The term of office is three years with a maximum of three consecutive terms (nine years). Each Director must be re-confirmed at each Annual General Meeting, and will serve until their term expires, they are removed, or resign, and until their successors are elected or appointed. The Board of Directors may, by simple majority, vote to appoint additional Directors up to the number of twenty (20) to fill any vacancies. Such appointed Directors shall serve until the next annual general meeting. A Director may be removed from the elected post by a two-thirds (2/3) majority of those members present and entitled to vote at a meeting called for that purpose.

2.3 **Protection of Directors and Officers** – Indemnification - Every Director and Officer of the Society, and their heirs, executors and administrators, and estate and effects respectively shall, from time to time and always, be indemnified and saved harmless out of the funds of the Society, from and against:

a) all costs, charges, and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding that is brought, commenced, or prosecuted against them, for or in respect of any act, deed, matter, or thing whatsoever, made, done, or permitted by them, in or about the execution of the duties of their office, and

b) all other costs, charges, and expenses that they sustain or incur in or about or in relation to the affairs of the Society, except such costs, charges, and expenses as are occasioned by their own willful neglect or default.

Vacancies and Delegation of Duties – If a vacancy occurs in any office, the Board may by resolution appoint a qualified person to fill such a vacancy. In case of the absence or disability of any Officer or for any other reason that the Board may consider sufficient, the Board may direct that any of the powers and duties of such Officer be performed for the time being by any other Officer or other person.

Schedule 2.04: COMMITTEES

The Executive Council is composed of five members all of whom are members ex officio, namely the President, the Vice-President, the Secretary, the Treasurer and the Past-President, and the provisions set out below apply thereto.

2.04.1 **Powers** – Subject to any limitations or directions which may be imposed or given by the Board, the Executive Council may exercise such powers of the Board as are necessary to deal with any matter that arises between meetings of the Board and requires action during that period, provided that such Council shall not have the power to borrow money on the credit of the Society to levy an assessment, to adopt, amend or repeal any by-law or special resolution, to admit, suspend or expel a member, to appoint or remove any

Officer, or to take any action which, by the terms of any provision of this by-law, must be authorized by the votes of more than a majority of those present at a meeting of the Board.

Chairman and Secretary – The Chairman of the Executive Council shall be the President or, if absent, the Vice-President; and the secretary of the Committee shall be the Secretary.

- 2.04.2 **Standing Committees** – At a meeting of the Board held following each annual general meeting of members, the Board shall confirm standing committees. These committees are to be chaired by a member of the Board of Directors.
- 2.04.3 **Duties of Standing Committees** – In addition to any other matters designated by the President, executive Council, or the Board of Directors from time to time, the general responsibilities will be contained in the Member's Handbook, as revised from time to time.
- 2.04.4 **Other Committees** – The Board may from time to time appoint such other committees as it may deem necessary or advisable and may assign to each such committee such duties as the Board may prescribe.
- 2.04.5 **Quorum for Committees** – A majority of the members of a committee shall constitute a quorum and no business may be transacted by any committee unless a quorum is present. The minimum number to form a committee shall be three members.
- 2.04.6 **Vacancies** – If a vacancy exists on a committee, the remaining members may exercise its powers so long as a quorum remains. If any member of a committee who was appointed by the Board ceases to be a member thereof, the resulting vacancy shall be filled by the Board.
- 2.04.7 **Conflict Resolution** – Whereas it is expected that the decisions or recommendations of a committee may reflect the will of a majority of committee members and may be fairly communicated to the Board by committee chairs, if any committee member feels that the will of a committee has not been fairly communicated to the Board, said member may apply to the President in writing for review of his/her concern by the Board. This request must include a summary of the issue for which the review is requested. A decision on the matter will be rendered by the Board and communicated to the member at the earliest opportunity. At the Board's discretion, the member may be required to attend a Board meeting to address his/her concern further.

Schedule 5.01: OFFICERS

- 5.01.1 **General** – At a meeting of the Board of Directors to be held following the Annual General Meeting of members, the Board, acting in concert, Officers of the Society.
- 5.01.2 **Duties of President** – The President is the Chief Executive Officer of the Society and subject to the authority of the Board, has general supervision of and is responsible for the management and direction of the business and

affairs of the Society. The President presides at all meetings of the Board, the Executive Council, and members. The President shall have such other powers and duties as may from time to time be assigned by the Board and shall also be an ex officio member of all committees.

5.01.3 **Duties of Vice-President** – During the absence or disability of the President, the Vice-President exercises the authority and performs the duties of the President. The Vice-President shall have such other powers and duties as the Board, or the President may prescribe.

5.01.4 **Duties of Treasurer** – The Treasurer shall be the Chairman of the Finance and Planning Committee, shall keep or cause to be kept proper books of account and accounting records required by the Corporations Act with respect to all financial transactions of the Society, and shall file or cause to be filed all reports and returns relating to the financial affairs of the Society required by any applicable laws. The Treasurer shall control or cause to be controlled the deposit of money, the safekeeping of securities and the disbursement of the funds of the Society, shall be responsible for the Society and its assets being insured at all times in such amounts and against such risks as the Board shall from time to time prescribe or approve, shall render to the Finance and Planning Committee and the Board when required a report on all his transactions as Treasurer and on the financial position of the Society, and shall have such other duties as the Board or the President may prescribe.

5.01.5 **Duties of Secretary** – Unless otherwise provided herein, the Secretary shall give or cause to be given all notices and minutes required to be given to members, Directors, and auditors. The Secretary shall be the secretary of each meeting of the Board, the Executive Council, and members, and shall perform such other duties as the Board or the President may prescribe

5.01.6 **Duties of Past-President** – The Past-President shall serve in an advisory capacity on the Executive Council and the Board of Directors.

BUSINESS OF THE ASSOCIATION

8.1 **Fiscal Year** – Until changed by resolution of the Board, the fiscal year of the Society shall end on the 31st day of August in each year.

8.2 **Borrowing Powers** – The Board shall have the power from time to time for the purposes of the Society:

a) to borrow money on the credit of the Society; or

b) to issue, sell or pledge securities of the Society, provided that no invitation shall be extended to the public to subscribe for any such securities; or

c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society, including book debts and its undertaking, to secure any such securities or any money borrowed, or other debt or any other obligation or liability of the Society.

8.3 **Banking Arrangements** – The banking business of the Society shall be transacted with such chartered bank or banks, trust companies or other

financial institutions as the Board may by resolution designate from time to time, and such banking business, or any part thereof, shall be transacted under such agreements, instructions, and delegation of powers as the Board may by resolution from time to time prescribe or authorize.

8.4 **Appointment of Auditor** – At each annual general meeting of Members the Members shall appoint an auditor or firm of auditors to hold office until the next annual meeting. The remuneration of such auditor or firm shall be fixed by the Board.

8.5 **Financial Statements** – The Directors shall have available at the Annual General Meeting:

a) for each Voting Member, the financial statements of the Society for the immediately preceding fiscal year and the report of the auditors therein, which reports shall be read at such meeting; and

b) any report to the Members at each such meeting on all matters of significance relating to the business and affairs of the Society including matters relating to its financial position.

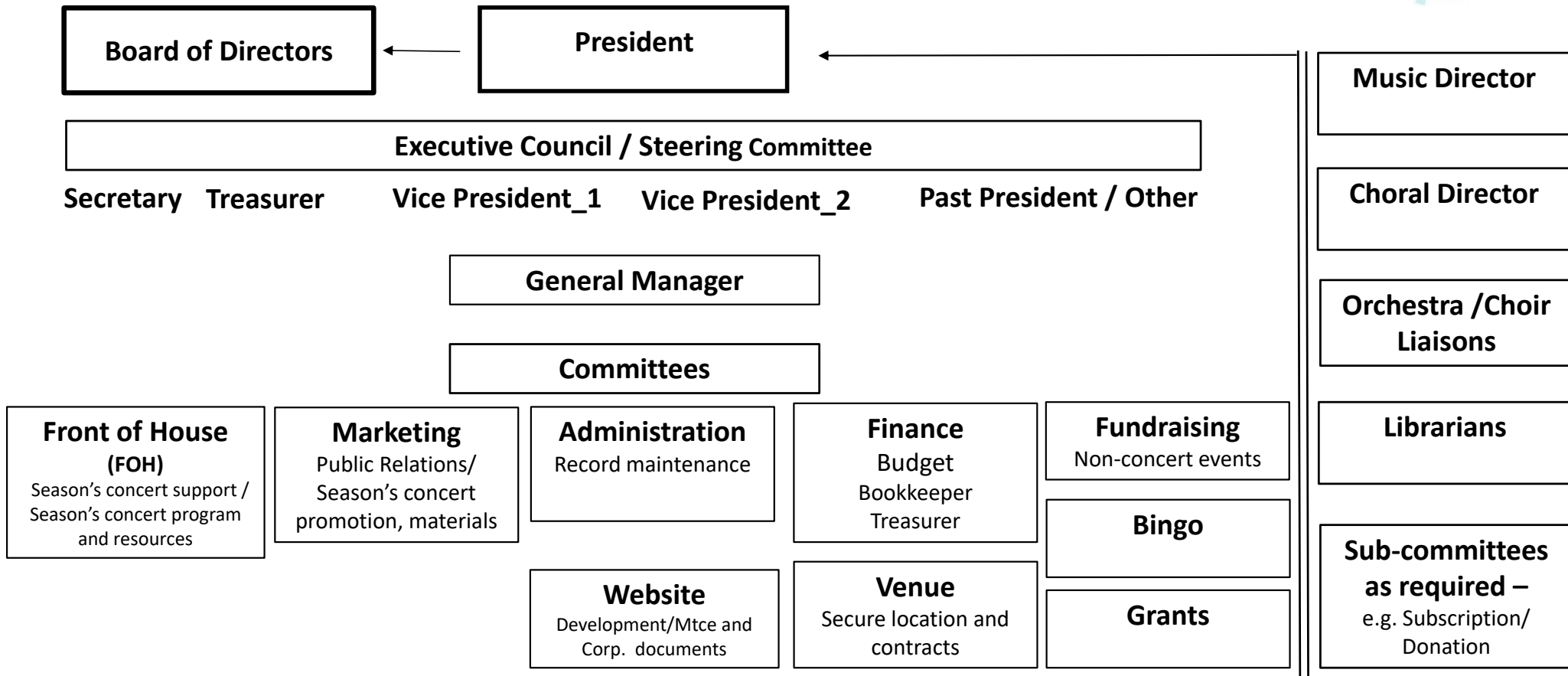
GENERAL PROVISIONS

- 1 **Notices** – Any notice to a member, Director or Officer of the Society shall be in writing and, except as otherwise provided in this By-law, shall be sufficiently given if:
 - a) delivered personally to the person to whom it is to be given; or
 - b) sent by prepaid mail addressed to such person if a Member or Director of the Society at his/her address as shown in the records of the Society.
 - c) sent by electronic means, addressed to such person, if a Member or Director of the Society at his/her address as shown in the records of the Society.
- 2 **Amendments** – Subject to matters requiring a special resolution, The Board may repeal, amend, or re-enact any provision or provisions of this By-law by a by-law passed by a vote of at least two-thirds (2/3) of those present at a meeting, the notice of which has stated that such by-law will be considered. This by-law shall be effective when made by the Board and certified as enacted by the directors of the Corporation (“Society”).
- 3 **Effective Date** – This By-law shall come into force on the date on which it has been confirmed by two-thirds (2/3) of the votes cast at a meeting duly called for that purpose.
- 4 **Repeal** – The provisions presently regulating the business and affairs of the Society are repealed as of the coming into force of this By-law; provided that such repeal shall not affect the previous operation of any provision of the said By-law or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any agreement made pursuant to, the said By-law prior to its repeal. All Officers and persons acting under the said By-law shall continue to act as if elected or appointed under the provisions of this By-law and all resolutions with continuing effect passed by the Executive Council under the said By-law shall continue to be good and valid, except to the extent inconsistent with this By-law and until amended or rescinded.
- 5 **Remuneration of Directors and Officers** – The Directors and Officers shall receive no remuneration for acting as such.
- 6 **Dedication of Funds and Dissolution** – The Society shall use its funds only to accomplish the objectives and purposes specified in the incorporating Letters Patent and amendments thereto. The Society, as a not-for-profit corporation can earn a “profit” through commercial activities (e.g., but not limited to, selling T-shirts, etc.) as long as it is reinvested to support the corporation’s not-for-profit purposes.

On dissolution of the Corporation any funds remaining after the payment of all debts shall be distributed to one or more not-for-profit organizations with goals similar to those of the Society.

7. **Adoption of Work Authorized by the Executive Council** – The Board of Directors may by motion, confirm or reject all the proceedings, motions, and decisions made by the Executive Council since the last meeting of the Board.
8. All meeting will us the terms of normal civil conduct.

Organization Chart



Northumberland Orchestra and Choir
Income Statement
For the Year Ended May 31, 2021

	Budget	Results	Budget
	2020-2021	2020-2021	2021-2022
Revenue			
Ticket Sales - Subscriptions	0	0	4,000
Ticket Sales - Single Concert	0	0	9,000
Total Ticket Sales	0	0	13,000
Other			
Bingo Revenue (net)	3,500	3,239	3,500
Fundraising (before expenses)	0	0	10,000
Grants	3,380	3,750	2,000
Individual Donors	800	650	3,000
Members Dues	0	0	10,000
Program Advertising	0	0	1,500
Sponsorship and Gifts		150	300
Total Revenue	7,680	7,789	43,300
Expenses			
Staff Musician Contracts	1,000	500	27,000
Extra Musicians & Soloists	0		0
Total Music Payroll Expenses	1,000	500	27,000
Operations			
Administration	1,800	2,706	3,000
Bank charges	200	(76)	500
Concert expenses			3,000
Dues & Subscriptions	300	208	300
Equipment	0		0
Facility Rentals	0	661	7,000
Fundraising expenses	250		3,000
Insurance	1,650	1,233	1,700
Library (Music Rental)	250	413	500
Maintenance & Repairs	0		0
Marketing & Advertising	250	366	1,000
Music Scholarship	0		200
Office & Printing	200	405	3,000
Postage & Courier	0	173	500
Stage Management	0		1,500
Telephone & Internet	750	487	750
Volunteer Management	0		1,500
Total Operating Expenses	5,650	6,576	27,450
Total Expenses	6,650	7,076	54,450
Restatement of HST			
Net income	1,030	713	(11,150)

Northumberland Orchestra Society

Profit and Loss

October 2020 - August 2021

	TOTAL	
	OCT. 2020 - AUG. 2021	OCT. 2019 - AUG. 2020 (PY)
INCOME		
Donations		
Individual Donations	3,860.00	1,250.00
Total Donations	3,860.00	1,250.00
Fundraising		903.00
Bingo	2,972.39	9,552.83
Other Special Events	760.00	7,544.00
Total Fundraising	3,732.39	17,999.83
Government Funding		
Amts rec'd from Provincial Gvt	3,750.00	11,585.00
Total Government Funding	3,750.00	11,585.00
Non-Profit Income		
Advertising		1,400.00
Ticket Sales		
Individual Concerts		18,882.24
Subscriptions		5,966.00
Total Ticket Sales		24,848.24
Total Non-Profit Income		26,248.24
zOther Non-Profit Income		300.00
Member Dues		7,875.00
Sponsorships	-172.00	
Total zOther Non-Profit Income	-172.00	8,175.00
Total Income	\$11,170.39	\$65,258.07
GROSS PROFIT	\$11,170.39	\$65,258.07
EXPENSES		
Charitable Activities		
Advertising and Promotion		
Digital Advertising	36.00	1,389.00
Graphic Design		3,401.25
Print Advertising	42.00	5,038.50
Radio Advertising		2,144.00
Website Design and Maintenance	255.00	
Total Advertising and Promotion	333.00	11,972.75
Musicians		
Accompanist		2,100.00
Choral Director		4,740.00
Concert Master		4,450.00
Extra Musicians		350.00
Music Director	1,000.00	6,900.00
Principals		4,200.00
Total Musicians	1,000.00	22,740.00

Northumberland Orchestra Society

Profit and Loss

October 2020 - August 2021

	TOTAL	
	OCT. 2020 - AUG. 2021	OCT. 2019 - AUG. 2020 (PY)
Non-Profit Expense		
Concert Expenses		7,200.31
Equipment Rental		325.00
Fundraising Costs		2,082.00
Library and Music		743.27
Office and Printing	272.08	829.74
Orchestra Instruments and Equip		445.00
Security		1,457.70
Special Events		250.00
Musicians & Soloists		3,400.00
Rent		366.00
Total Special Events		4,016.00
Stage Management		360.00
Transportation		374.73
Total Non-Profit Expense	272.08	17,833.75
Total Charitable Activities	1,605.08	52,546.50
General and Admin Expenses		
Administration	301.00	301.00
Bank Service Charges	9.50	-3.90
Banking	221.38	177.52
Stripe - Square Fees		191.11
Transaction Fee	108.07	50.00
Total Bank Service Charges	338.95	414.73
Bookkeeping Expense	2,282.50	4,550.00
Dues and Subscriptions	132.74	75.00
Insurance	1,233.36	1,622.16
Maintenance and Repairs	40.00	
Postage and Courier	173.00	190.77
Rent Expense		4,531.13
Telephone and Internet Expense	274.26	742.01
Total General and Admin Expenses	4,775.81	12,426.80
Uncategorized Expense		0.00
Total Expenses	\$6,380.89	\$64,973.30
PROFIT	\$4,789.50	\$284.77

Northumberland Orchestra Society

Balance Sheet

As of August 31, 2021

	TOTAL	
	AS OF AUG. 31, 2021	AS OF AUG. 31, 2020 (PY)
Assets		
Current Assets		
Cash and Cash Equivalent		
Cash in Drawer		
Bingo Float	50.00	50.00
Concert Float	455.00	455.00
Total Cash in Drawer	505.00	505.00
Ganaraska Credit Union		
Bingo	-14.90	-14.90
Operating	-579.90	-579.90
Raffle Account	0.00	0.00
Security Line Deposit	685.26	3,500.00
Total Ganaraska Credit Union	90.46	2,905.20
Plooto Clearing	0.00	0.00
TD Bank		
Bingo (8690)	8,555.98	4,913.02
Chequing (8593)	10,770.22	5,668.24
Deposit (8925)	3,029.02	3,022.80
Total TD Bank	22,355.22	13,604.06
Undeposited Funds	0.00	0.00
Total Cash and Cash Equivalent	\$22,950.68	\$17,014.26
Accounts Receivable (A/R)		
Accounts Receivable	1,720.00	1,720.00
Total Accounts Receivable (A/R)	\$1,720.00	\$1,720.00
Instruments	0.00	0.00
Prepaid Expense	0.00	0.00
Uncategorized Asset	0.00	0.00
Total Current Assets	\$24,670.68	\$18,734.26
Non-current Assets		
Other Assets	-736.44	-736.44
Total Non Current Assets	\$ -736.44	\$ -736.44
Total Assets	\$23,934.24	\$17,997.82

Northumberland Orchestra Society

Balance Sheet

As of August 31, 2021

	TOTAL	
	AS OF AUG. 31, 2021	AS OF AUG. 31, 2020 (PY)
Liabilities and Equity		
Liabilities		
Current Liabilities		
Accounts Payable (A/P)		
Accounts Payable	-290.42	-17.96
Total Accounts Payable (A/P)	\$ -290.42	\$ -17.96
Credit Card		
TD Visa		
Visa (4940)	228.13	127.13
Visa (4965)	0.00	398.95
Total TD Visa	228.13	526.08
Total Credit Card	\$228.13	\$526.08
Deferred Revenue	0.00	0.00
GST/HST Payable	-12,131.58	-11,544.85
GST/HST Payable	1,966.98	
Total GST/HST Payable	-10,164.60	-11,544.85
Other Liabilities	0.00	0.00
Receiver General Suspense	7,144.67	7,144.67
Total Current Liabilities	\$ -3,082.22	\$ -3,892.06
Non-current Liabilities		
Unutilize port. of gov't grants	0.00	0.00
Total Non-current Liabilities	\$0.00	\$0.00
Total Liabilities	\$ -3,082.22	\$ -3,892.06
Equity		
Opening Balance Equity	24,286.00	24,286.00
Retained Earnings	-2,059.04	-2,680.89
Profit for the year	4,789.50	284.77
Total Equity	\$27,016.46	\$21,889.88
Total Liabilities and Equity	\$23,934.24	\$17,997.82