



Architectural
Conservancy
of Ontario Inc.

POLICY MANUAL

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This document contains all the Policies approved by the ACO Board of Directors. The Policy Manual, in its entirety, governs the operations of ACO, its branches and members.

To supplement the Policy Manual, the Branch Handbook summarizes key policies and offers advice and guidance for both new and established branches.

The Governance Handbook offers guidance and direction for ACO Board members and to members of Branch Executives.

The staff of ACO are here to help. If you cannot find the answer to a query or need guidance or advice, please reach out to any member of staff at the Toronto office.

Definitions

These definitions are used throughout the policies in this manual.

- a) “**ACO**”, “**Corporation**”, and “**Organization**” means The Architectural Conservancy of Ontario Inc.;
- b) “**Auditor**” means the independent, external auditor appointed by the Board of Directors to perform an annual audit of the Corporation’s consolidated financial statements;
- c) “**Board**” means the Board of Directors of the Corporation of ACO (previously called “Provincial Board of Directors” or “Council”);
- d) “**Branch**” means a Branch of the Corporation as defined in the Organization’s By-law;
- e) “**Branch Representative**” means the elected or appointed representative of a Branch to the Board of Directors (c);
- f) “**Branch Treasurer**” means, collectively, any Branch member or members who assist the Branch Representative in fulfilling their financial obligations under this Policy;
- g) “**Chair**” means the elected chair of the Board of Directors (previously called “President”), as elected or otherwise determined by the Organization’s By-law;
- h) “**Confidential Information**” means (a) any information which is required to be kept confidential pursuant to applicable privacy laws and (b) any information regarding the affairs of ACO that has not been widely disclosed to the public and which if disclosed to the public or a specific person, would be unduly detrimental to ACO’s interests. Without limiting the generality of the foregoing, information would be considered “Confidential Information” if disclosure of such information would interfere with ACO’s pursuit of a strategic objective or otherwise impair ACO’s ability to negotiate with a third party or complete a proposed transaction.
- i) “**COO**” or “**C.O.O.**” means the person designated as holding the position of Chief Operating Officer by the Corporation’s Board of Directors;
- j) “**Corporate Bookkeeper**” means the employee of ACO, or third-party contracted to provide bookkeeping services to the Corporation, specifically the Provincial or Head Office. For avoidance of doubt, the Corporate Bookkeeper does not, except as specified in Section 3 of the Finance Policy, provide services to ACO’s Branches.
- k) “**Executive Committee**” means, to the extent that such a committee is in existence, the executive committee established by the Corporation’s Board of Directors;
- l) “**Finance and Audit Committee**” or “**FAC**” means, to the extent that such a committee is in existence, the committee established by the Corporation’s Board of Directors in accordance with the Finance and Audit Committee Charter;

- m) “**Human Resources Committee**” means, to the extent that such a committee is in existence, the committee established by the Corporation’s Board of Directors in accordance with the Human Resources Committee charter;
- n) “**Provincial Office**” means, collectively, the Corporation’s Staff and central administrative functions, including the Board Chair and Board Treasurer (may also be referred to herein as ACO Corporate);
- o) “**Staff**” mean any staff of the Corporation employed by the Provincial Office. For greater certainty, including any regular staff of Branches of the Corporation; and
- p) “**Treasurer**” means the elected Treasurer, as elected or otherwise determined by the Organization’s By-law. For avoidance of doubt, Treasurer does not refer to any person holding a position consistent with the roles of Branch Treasurers, as defined above.

Principal Values and Code of Conduct

(Code of Ethics)

Summary: Describes the ACO's Principal Values and Code of Conduct for members. The Principal Values are the core values that guide our decision-making. The Code of Conduct governs our actions or how we behave as ACO members with each other and as representatives of ACO.

Introduction

Maintaining the trust and confidence of fellow members, staff, the Board of Directors, and the communities where we work is crucial to ACO's continued growth and success. We earn that trust when we conduct ourselves according to the standards embodied in these principles and set out in this code of conduct.

SCOPE

These codes apply to all activities and services provided by ACO at both the Corporate (Provincial) and Branch (local) level. ACO Members and volunteers are expected to apply these values and adhere to the Code of Conduct. ACO staff are governed by ACO's Human Resources Policy.

Our Principal values

Values are a set of individual and collective principles that guide our way of thinking, our decision-making and our behaviours, as well as the emotional priority we attach to something. ACO's By-law refers to *Our Principal Values* as the *Code of Ethics*, which this policy covers. In their dealings with and on behalf of the ACO members and staff should be guided by the following principle values:

- **Integrity of the organization**
- **Respect for Places**
- **Respect for People**
- **Prudent Resource Management - Stewardship**
- **Excellence**

CODE OF CONDUCT

How we will behave ethically and consistent with our values.

2.1 Integrity

We will behave with integrity by:

- Promoting ACO's principles and leading by example;
- Honouring all laws, statutes, regulations and contractual obligations that apply to ACO's activities or may impact upon ACO's reputation (see list Appendix 1);
- Complying with all of ACO's By-law and policies (see list Appendix 2);
- Acting in the best interests of ACO and not seek or accept any financial or other advantage for themselves or people connected to them (see ACO Conflict-of-Interest Policy);
- Being accountable for our actions by being open and transparent about relevant decisions, financial and other interests; and by recording our decisions and

sharing knowledge to enable the best heritage preservation decisions to be taken both today and by future generations.

2.2 Respect for Places

We will demonstrate our respect for places by:

- Conserving natural and cultural heritage to enable sustainable access and engagement for the benefit of society, gaining the support of the widest range of people by promoting understanding, enjoyment and participation in our work.
- Anticipating and work with change that affects our heritage preservation interests, embracing, accommodating or adapting where appropriate, and mitigating, preventing or opposing where there is a potential adverse impact.
- Consider the impact on the environment in decision criteria.

2.3 Respect for People

We will demonstrate our respect for people by:

- Following the principle of mutual respect in all dealings on behalf of ACO and being prepared to accept that others may have equally strong views in good faith that differ from your own;
- Treating members and staff courteously and in a professional manner, respecting their privacy and diversity;
- Respecting the confidentiality of members and member information (as per the Federal and Provincial Privacy Acts), including data on membership lists, mailing lists etc. which is private and may only be released with written confirmation;
- Complying with the provisions of the Ontario Human Rights Code on equality and diversity issues and promoting compliance by others. Every Member, Employee or volunteer has a right to equal treatment without discrimination and a right to freedom from harassment;
- Creating and maintaining a safe and healthy organization.

2.4 Prudent Resource Management - Stewardship:

Our behaviour will evidence prudent resource management and stewardship of entrusted assets by:

- Dealing responsibly and prudently with the assets entrusted to ACO branches, committees and Provincial office. Assets include property, charitable status, reputation, time and financial resources.
- Making purchasing decisions honestly and with integrity, using such decision criteria as competitive pricing, quality, quantity, delivery, service and benefit to our community. Refusing to make purchasing decisions based on favouritism, prejudice, preferential treatment or personal gain. Disclosing concerns and refusing involvement in any purchasing decision that could lead to a conflict-of-interest.
- Protecting sensitive information¹ against theft, loss, destruction, unauthorized access, or misuse and complying with any applicable regulations that govern the

¹ **Sensitive information** includes information that is proprietary, technical, business, financial, or personal, requiring confidentiality. It is owned by, or has been entrusted to ACO and it must be kept confidential for the following reasons:

- To preserve ACO's financial and operational interests;
- To comply with legal, regulatory, or contractual obligations;

use of sensitive information. Not disclosing sensitive information to anyone outside ACO, including family and friends, both during and after one's term of service to ACO, except as required by law.

- Protecting the organization's assets, use them properly and use them only for ACO business. Also, protect the organization's assets from theft and destruction, for example, by vandalism or neglect.
- Protecting the organization's intellectual property (such as copyrighted information, trademarks and logos, patents and trade secrets) against loss or infringement and use it only for ACO activities.
- Using ACO funds only for lawful, approved and proper purposes. Exercising integrity, prudence, and judgment when incurring and approving business expenses.

2.5 Excellence

Our behaviour demonstrates a commitment to excellence by:

- Providing ACO members with programs that meet their needs, measuring or surveying performance and striving for continuous performance improvement.
- Developing our skills and experience in partnership with others to promote and improve the conservation of natural and cultural heritage now and for the future.

Compliance

ACO is determined to be an ethical organization. All members and volunteers must read and certify that they have read this Code and it must be included in the orientation program for new Board and Branch members and volunteers. Non-compliance will not be welcome and may result in termination of membership as per Article 5.4 of ACO's By-law, and/or the termination of branch status for branches which knowingly and willingly condone non-compliance, as per Article 7.7 of ACO's By-law.

4. ENFORCEMENT

4.1 Complaints concerning a possible Code of Conduct violation **shall be made in writing to the Chair of Board of Directors.** The Board will then determine further actions. The complaint must include the nature of the allegations; the name of the complainant; the relationship of the respondent to the complainant (e.g. fellow branch member, volunteer), the date and a description of the incident(s); and if applicable, the names of witnesses. The information provided should be as precise and concise as possible.

The Chair will appoint a tribunal composed of three members of the Human Resources and Governance and Nominating Committees, at least one of whom must be an ACO Director. The Tribunal will investigate as required and submit a written report on the

-
- To safeguard assets;
 - To preserve the individual privacy or safety of members and staff;
 - To preserve ACO's reputation

Do not disclose sensitive information, except as required by law, to anyone outside ACO including family and friends. This applies even after leaving ACO's employment or membership.

validity of the complaint to the Board Chair and COO within 30 days. The Chair and COO will attempt a resolution of the problem with the complainer and the complainant. If resolution is not possible, the Chair and COO will render a decision and recommend a corrective action and/or penalty.

4.2 Penalties imposed for breach of the Code of Conduct may include, but are not limited to, the following:

- Excluding the member from portions of all future meetings and discussions that relate to the stated conflict of interest, and/or
- Excluding the member from all future meetings or events if the identified problem behaviour is not corrected
- Censure of the member, in private, in public, or both, and/or
- Revocation of the individual's membership in ACO
- If the member is an ACO Director, removal of the director from office by a resolution passed by a vote of two-thirds of the members voting at an annual or special general meeting of the not-for-profit organization's members, provided that notice of such a proposed resolution is given with the notice calling this meeting.

4.3 Appeals The joint Chair and COO decision may be appealed in writing to the Board of Directors for consideration at the Board's next regular meeting.

4.4 Alternate Procedures

If the complaint is against the Board Chair, the complaint shall be made in writing to the Vice Chair, (or, if there is no vice chair another Director agreed upon by the Executive), who will replace the Chair in the process.

If the complaint is against the COO, the complaint shall be made in writing to the Chair of the Human Resources Committee.

Appendix 1 Federal and Provincial Statutes and Acts which govern ACO's affairs ACO's activities must comply many federal and provincial Acts. Those Acts more frequently governing ACO's administration are highlighted:

- Anti-terrorism Act (Canada) <https://laws-lois.justice.gc.ca/eng/acts/a-11.7/index.html>
- **Canada Business Corporations Act** <https://laws-lois.justice.gc.ca/eng/acts/c-44/>
- Canada Not-for-Profit Corporations Act <https://laws.justice.gc.ca/eng/acts/c-7.75/>
- **Canada Pension Plan Act** <https://laws-lois.justice.gc.ca/eng/acts/c-8/index.html>
- **Corporations Act (Ontario)** <https://www.ontario.ca/laws/statute/90c38>
- **Charitable Gifts Act (Ontario)** <https://www.ontario.ca/laws/statute/90co8>
- **Charities Accounting Act (Ontario)** <https://www.ontario.ca/laws/statute/90c10>
- Competition Act (Canada) <https://laws.justice.gc.ca/eng/acts/C-34/index.html>
- Customs Act (Canada) <https://laws-lois.justice.gc.ca/eng/acts/c-52.6/>
- **Employer Health Tax Act (Ontario)** <https://www.ontario.ca/laws/statute/90e11>
- Environmental Protection Act (Ontario) <https://www.ontario.ca/laws/statute/90e19>

- **Excise Tax Act (Canada)** <https://laws-lois.justice.gc.ca/eng/acts/e-15/>
- **Employment Insurance Act (Canada)** <https://laws-lois.justice.gc.ca/eng/acts/e-5.6/>
- **Freedom of Information and Protection of Privacy Act**
<https://www.ontario.ca/laws/statute/90f31>
- **Health Insurance Act (Ontario)** <https://www.ontario.ca/laws/statute/90h06>
- **Human Rights Code (Ontario)** <https://www.ontario.ca/laws/statute/90h19>
- **Income Tax Act (Canada)** <https://laws-lois.justice.gc.ca/eng/acts/i-3.3/>
- **Income Tax Act (Ontario)** <https://www.ontario.ca/laws/statute/90i02>
- **Insurance Act (Ontario)** <https://www.ontario.ca/laws/statute/90t23>
- **Loan and Trust Corporations Act (Ontario)** <https://www.ontario.ca/laws/statute/90l25>
- **Municipal Freedom of Information and Protection of Privacy Act (Ontario)**
<https://www.ontario.ca/laws/statute/90m56>
- **Not-for-Profit Corporations Act (Ontario)**
<https://www.ontario.ca/laws/statute/10n15>
- **Occupational Health and Safety Act (Ontario)**
<https://www.ontario.ca/laws/statute/90o01>
- **Ontario Employment Standards Act**
<https://www.ontario.ca/laws/statute/00e41>
- **Pay Equity Act (Ontario)** <https://www.ontario.ca/laws/statute/90p07>
- **Personal Health Information Protection Act (Ontario)**
<https://www.ontario.ca/laws/statute/04p03>
- **Personal Information Protection and Electronic Documents Act (Canada)**
<https://laws-lois.justice.gc.ca/ENG/ACTS/P-8.6/index.html>
- **Privacy Act (Canada)** <https://laws-lois.justice.gc.ca/ENG/ACTS/P-21/index.html>
- **Securities Act (Ontario)** <https://www.ontario.ca/laws/statute/90s05>
- **Trustee Act (Ontario)** <https://www.ontario.ca/laws/statute/90t23>
- **Workplace Safety and Insurance Act (Ontario)**
<https://www.ontario.ca/laws/statute/97w16>

Our heritage preservation activities are facilitated by:

<https://www.ontario.ca/laws/statute/90o18> , the Planning Act,

<https://www.ontario.ca/laws/statute/90p13>, the Municipal Act

<https://www.ontario.ca/laws/statute/01m25> and the Provincial Policy Statement,

<https://www.ontario.ca/document/provincial-policy-statement-2014>

Canadian Environmental Protection Act <https://laws-lois.justice.gc.ca/eng/acts/c-15.31/>

Corporate Communications Policy

Purpose:

This Policy identifies who (role) has the authority to speak on behalf of ACO and contains precautions for confidential information. The Policy applies to both ACO branches and the corporate organization.

1. INTRODUCTION

ACO has adopted this policy (this “Policy”) to establish guidelines with respect to the disclosure of information regarding the views, operations, and affairs of ACO, including without limitation the disclosure of information, whether positive or negative, to the membership, general public, regulators, the media, analysts, donors, and other stakeholders.

More specifically, the purpose of this Policy is to:

- establish guidelines to protect and preserve the confidentiality of Confidential Information (as defined below);
- ensure that consistent standards and procedures apply to all corporate communications, including communications with respect to non-material or non-confidential information; and
- protect the ACO’s reputation with clear, consistent and fact-based information.

2. SCOPE

This Policy applies to ACO’s directors, officers and staff, and any other individuals authorized to speak on the ACO’s behalf. It applies to both ACO’s corporate organization and ACO branches.

3. AUTHORIZATION TO COMMUNICATE

The ACO Chair has the authority to speak on behalf of the entire ACO organization. The Chair and the ACO Board may delegate other individuals or roles (e.g. COO) to speak on behalf of the corporate organization on a particular topic. The COO may speak without specific authorization on issues that have been decided by the Board of Directors or Executive Committee of ACO.

Branch Presidents are authorized to speak on behalf of their Branch and can authorize other Branch members to speak on their behalf.

Where a member, who is not the current Chair of ACO, wishes to speak as an individual without authority to speak for ACO, **they must disclaim and note that they are not authorized to speak on behalf of ACO.** For example, a non-Chair member of ACO voicing their own opinion as a presenter on a heritage issue could state at the start of their presentation that they: “are a member of ACO, but the opinions they are about to express are their own and not necessarily those of ACO”.

4. BRANCH AND COMMITTEE RESPONSIBILITIES

It is the responsibility of the chair of each Branch, Committee, or sub-committee to keep the Chair up to date on decisions, information or conversations which may be important in informing the membership or the public about the position of ACO. In particular, it is important to keep the chair informed of anything that may cause media to contact them about ACO and how the chair responds to such contacts.

5. DEVELOPMENT OF MESSAGE

- The Chair's comments are informed by policy comments/ guidelines developed by the Policy Committee, Government & Community Relations Committee, Executive Committee and/or Board of Directors;
- The Chair's comments are informed by previous statements or actions made or authorized by the ACO Board;
- ACO comments and talking points may be drafted by staff or the Chair, but must be approved by the Chair acting on behalf of the ACO Board and Membership.
- ACO staff assists with communication by developing and keeping updated lists of conventional and social media contacts, including social media influencers.

6. ACO WEBSITE, SOCIAL AND PRINT MEDIA

The COO is authorized by the Board Chair and the ACO Board to disseminate information to members and the public on the ACO website, in print and on social media. Any links to other sources included on the ACO website should be approved by the Chair and COO. Social media postings should follow ACO's Social Media Guidelines.

7. ACORN MAGAZINE

Acorn Magazine will keep in mind the overall position and policies of ACO when they make editorial decisions.

8. CONFIDENTIAL INFORMATION

All ACO staff, board members and branch executives shall take reasonable steps within their control to ensure the confidentiality of Confidential Information of Members and of Confidential Information pertaining to ACO's activities. The following precautions shall be adopted (*by both ACO Corporate and Branches*) to the extent feasible:

- ensure all correspondence with respect to a matter that involves Confidential Information is labelled "CONFIDENTIAL" and, where appropriate, stored in locked cabinets to which access is restricted;
- refrain from open discussions concerning any matter that involves Confidential Information in the vicinity of colleagues or other persons who do not have access to such information;
- ensure that Confidential Information is not copied unnecessarily or discarded or disposed of in a manner that enables it to be retrieved;
- do not leave correspondence and other documents concerning any matter that involves Confidential Information in plain view in a working area;

- transmission of confidential documents by electronic means, such as by fax or directly from one computer to another, should be made only where it is reasonable to believe that the transmission can be made and received under secure conditions;
- access to confidential electronic data should be restricted through the use of passwords; and
- report any information leaks or suspected information leaks to the COO or Chair.

9. CONSEQUENCES OF POLICY VIOLATION

The communication situations described in this policy are critical to ACO's reputation and achievement of its objectives. Thus, the consequences for violation of this Communication Policy, as described in the ACO Bylaw could include cancellation of an individual membership or the closing of an ACO branch.

CONFLICT-OF-INTEREST POLICY

Summary: This Policy defines conflict-of-interest in the conduct of Board of Directors, Executive Committee and Branch Members and provides guidance to prevent actual conflicts-of-interest and manage the perception of conflict-of-interest.

1. INTRODUCTION:

The ACO, its Board of Directors, Executive, Branch Executives and staff endeavour to make decisions in the best interests of ACO. Situations can arise where decision-makers motivations maybe challenged or they may find themselves in actual, potential or perceived conflicts-of-interest that could challenge ACO's and the individual's reputation. This policy defines conflict-of-interest and gives guidance to avoid actual and potential conflicts-of-interest and reduce perception of such a conflict.

2. DEFINITIONS:

A conflict-of-interest occurs when a personal interest or obligation may influence an individual's decision making or performance on behalf of ACO.

Types of Conflicts - A personal interest may create:

- **An actual conflict** – (for example, a Board member is offered and accepts a financial consideration for awarding a contract to a supplier);
- **A potential conflict** - (for example, a Branch executive member's role includes responsibility for selecting a consultant and a close friend or relative offers that service);
- **A perceived conflict-of-interest** – (for example, a Board member is on the Human Resources Committee and involved in hiring staff for ACO, and a relative is hired)
- **Fiduciary conflict-of-interest** – a fiduciary conflict of interest is one where there is a financial gain or a perceived financial gain. If you think there may be such a conflict, but are unsure, please check with the COO or Chair to ensure there is not.

3. SCOPE:

Members of the ACO Board and Executive Committee, associated committees and Executive of ACO branches.

4. AVOIDING CONFLICTS OF INTEREST:

This policy recommends that the Board of Directors and Executive Committee members, and Branch Executive members avoid situations where their personal interests actually or potentially conflict with their duties to ACO. This avoidance includes situations in which the individual Member, or their spouse, children or other relatives or associates, could directly or indirectly benefit personally from a contract with ACO or from the individual's knowledge of or ability to influence decisions for the organization. ACO Board Members are prohibited from receiving special treatment not generally available to the public, including preferential pricing that may be offered by a party seeking to do business with ACO.

4.1 **Avoiding Actual and Potential Conflicts of Interest at ACO Board and Executive Committee Meetings** Where a Board Member identifies that they may

have an actual or potential conflict of interest, either on their own behalf or while or while acting for, by, with or through another, has any pecuniary interest, direct or indirect, in any matter and is present at a meeting of the Board or any committee of the Board, or Branch at which the matter is the subject of consideration, they:

a) will, prior to any consideration of the matter at the meeting, disclose their interest and the general nature thereof;

b) will not take part in the discussion of, or vote on any question in respect of the matter, and will forthwith leave the meeting during which the matter is under consideration; and

c) will not attempt in any way whether before, during or after the meeting to influence the voting on such questions.

d) **Absence:** Where the interest of a Board Member has not been disclosed by reason of their absence from the meeting of the Board of Directors or committee of the Board, the Board Member will disclose their interest and the general nature thereof at the first meeting of the Board of Directors or such committee, attended by him or her thereafter.

e) **Not Eligible for Employment with ACO for six months:** To avoid conflicts of interest, board members are not eligible to apply for ACO staff or management positions for a period of six months from the end of their board term.

4.2 Avoiding Perceived Conflicts of Interest at Board and Executive Committee Meetings

Where a Board Member identifies that they may have a perceived conflict-of-interest that could negatively influence their personal or ACO's reputation we suggest that they:

a) will, prior to any consideration of the matter at the meeting, disclose their interest and the general nature thereof;

b) will not attempt in any way whether before, during or after the meeting to influence the voting on such questions.

4.3 **Recorded in Minutes:** Every declaration of conflict-of-interest, but not the general nature of that interest, will be recorded in the Minutes of the meeting of the Board of Directors or committee of the Board, or of the Executive meeting of a branch.

MEMBERSHIP POLICY

Summary: This policy defines the categories and types of ACO membership and articulates the privilege and expectations of members.

As a not-for-profit charity, ACO (ACO, Organization) is a member-driven organization. This policy defines the powers, privileges and obligations of Members of ACO. It applies the Ontario Business Corporations Act (1990) and the Ontario Not-for-Profit Corporations Act (2010) and ACO Bylaw 2018 to ACO.

Members join ACO to show support for its objectives.

1. Scope

This policy applies to all members of ACO in good standing.

2. Qualification and Categories

The Corporation has four membership categories: Individual, Associate, Entity, and Honourary. The Board may, from time to time, add additional membership levels, in consultation with the COO. Individual members can choose to be affiliated with local branches or with the provincial organization.

Membership Categories	Definition and Voting Privileges
Individual Member	A person who has paid the full amount of their annual fees. Individual members are entitled to one vote at the annual meeting of members. At the discretion of the Board of Directors, fees for individual members may reflect the member's status as a student, or their co-location within the household of another individual member.
Associate Member	A corporation or not-for-profit organization with aligned objectives may be approved as an Associate Member. The organization must have a similar mandate (i.e. heritage conservation). Associate members do not pay fees and are not entitled to vote at meetings of the membership.
Entity Member	Community groups or organizations eligible to contract an agency agreement as described in the Governance Policy may be approved by the Board of Directors as an Entity Member. An Entity Member is entitled to one vote.
Honourary Member	A person who has been recognized by resolution of the Board of Directors for important or distinguished service to the Corporation to hold membership for life or such period as may be specified in the resolution shall be an Honourary Member. Honourary members do not pay fees and are not entitled to vote at meetings of the membership.

3 Members' Responsibilities

- Complete and sign the official membership form provided by ACO's Provincial Office and pay the applicable membership fee.

Members are encouraged to

- Convey suggestions and concerns to the Board pertaining to the operations of the

Organization;

- Express concerns to the Board regarding advocacy issues within the heritage community;
- Respond to surveys directed to members and/or the heritage community;
- Encourage colleagues to join and become involved in ACO;
- Volunteer to serve as a member of ACO’s Board, committees, task forces, and teams on a regular basis;
- Attend the annual general meeting of ACO.

4. Annual Membership Dues

There shall be annual dues or fees payable for the various categories of membership as shall from time be approved by the Board. The Bylaw defines "members in good standing" as members whose dues are paid in full for a given fiscal year. As ACO has moved to a continuous intake and renewal model, practically speaking, members in good standing are those who have paid in advance for a twelve-month-long membership and/or have renewed their expired membership sometime within the given fiscal year.

Membership duration is 365 days.

Members may be notified at any time in writing or by phone of the outstanding dues or fees payable by them. If any amounts are not paid within 30 days of the date of such notice, or arrangements made for payment, the member will no longer be in good standing and will lose their rights as a member. The Member's membership shall automatically terminate if such outstanding dues or fees are not paid within ninety (90) days of expiry date.

Membership Category (as defined in Section 5 of ACO Bylaw)	Membership Type	Annual Membership Fee
Individual Member - one vote per member	Personal	\$40.00
	Household	\$10.00 for each additional member of the household over the main individual member (each person holds an individual membership)
	Registered student in secondary or post-secondary institution	\$20.00
	Emerging professional, recent graduate or person at start of their career	\$20.00 (5-year limit)
Associate Member - no vote	Incorporated similarly mandated group whose objects align with those of ACO, e.g. Community Heritage Ontario	No fee

	Municipal organization or committee, not-for-profit corporation, library, museum	\$50
	For profit corporation	\$100
	Associate Branch, unincorporated group of at least five fully paid up ACO Individual members	No fee (but must have a minimum of 5 paid members)
Entity - one vote per member	Community group or organization eligible to contract an Agency Agreement with ACO	No fee
Honourary - no vote	Individual person	No Fee

Privileges of Members

ACO provides to all its members:

- Maintenance of ACO's charitable status
- Subscriptions to ACORN, and ACORN in a Nutshell
- Attendance at ACO Annual General Meeting
- Liability insurance for Branch- and member-sponsored events which help fulfill ACO's objects or benefit ACO
- Other Provincial Office services including fundraising, advocacy, heritage conservation, program advice and support
- The support and collective knowledge of a network of committed heritage advocates

Member benefits vary slightly according to membership type, as outlined in the following table:

Member Type	Member Benefits							
	ACORN in a Nutshell	Acorn Magazine	Acorn Members Only website	Advice and help on conservation legislation, measures, etc.	Fundraising advice & assistance	Financial & bookkeeping advice & assistance	Invitations to ACO reception s e.g. Queens Park	Tax Receipt: for full amount of membership fee
Individual	1 copy	1 copy	X	X	X		X	X

Household	1 copy	--	X	X	X		X	--
Student	1 copy	1 copy	X	X	X		X	X
Emerging Professional	1 copy	1 copy	X	X	X		X	X
Associate incorp'd org	1 copy	--		X			X	n/a
Municipal, library, community non-profit	1 copy	2 copies	1 access point	X	X		X	X
Corporation	1 copy	2 copies	1 access point	X	X		X	X
Associate Branch unincorp'd	1 copy	Via individual members	Via individual members	X	X		X	n/a
Entity/ Agency	1 copy	1 copy		X	X	X	X	X
Honourary	1 copy	1 copy	X	X			X	n/a
ACO Branch	X	--	X	X	X	X	X	n/a

Membership Revenues

To help ensure that ACO maintains the financial and administrative oversight necessary to safeguard ACO's charitable status, while at the same time supporting local educational and advocacy work, membership fees will be shared between the member's local branch and the Provincial Office. The first \$18 of each individual membership fee paid to a local branch will be retained by the branch, the rest will be transferred to the Provincial Office.

REVIEW OF FEES

The COO reviews membership fees in consultation with the Finance Committee annually at the time the annual budget is prepared. Should changes to fee be recommended, a five-year fee schedule will be prepared by the COO for the Executive Committee's review, discussion and recommendation to the Board of Directors.

Voting Members

As outlined in the ACO Bylaw (revised 2018) each Individual Member has one vote. An Entity Member is entitled to one vote. Associate and Honourary Members are not entitled to vote.

Individual and Entity Members in good standing shall be entitled to one vote on each question arising at any special or general meeting of membership, including but not restricted to election of Elected Directors and confirming and amending Bylaws.

Revocation of Membership

Upon fifteen (15) days' written notice to a Member, the Board of Directors may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles, Bylaw or corporate policies. Any member may be expelled from ACO for cause by a two-thirds (2/3) vote taken by ballot of the Board of Directors at a Board of Directors meeting.

Termination of Membership

A membership automatically terminates upon the happening of any of the following events:

- (a) if the person, in writing, resigns as a member of the Corporation;
- (b) if the member dies;
- (c) if a person is expelled from the Corporation pursuant to Article 5.4, ACO Bylaw 2018; or
- (d) if an assessment under the authority of Article 5.2 remains unpaid for more than ninety (90) days after notice of the assessment has been given to the member.

Membership Form

To ensure all required information is captured, all members must complete the official membership form provided by ACO's Provincial Office either electronically or in the form (appendix "A"), which may be changed from time to time by the administration office of ACO.

APPENDIX A: Official ACO Membership Form

Application for New Membership or Membership Renewal

Incorporated in 1933

Branch logo

Yes, I want to help preserve Ontario's heritage buildings and landscapes for future generations.

Please check one:

New OR Renewal

Individual \$40

Household Individual + \$10 for each additional member

Associate \$
See reverse

Full-time student \$20

Emerging Professional \$20

Charitable donation amount: _____

Total amount enclosed:

Please send your cheque, payable to **ACO Hamilton Region**, at the address listed below. Where eligible a charitable tax receipt will be issued for memberships.

If you would prefer to pay for your membership or donation by VISA or Master Card, contact ACO at T 416.367.8075 ext. 404

Thank you for choosing to be a member of ACO. We appreciate your interest and support, and we look forward to your active participation. As a member you automatically receive all the benefits of membership, including ACO's magazine *ACORN* and its electronic newsletter, *ACORN in a Nutshell*.

I give permission for ACO to contact me electronically.

Please do not send me email updates.

First / Last Name Primary Member:

First / Last Name Secondary Member:

Address:

Postal Code: _____ Phone: _____

E-Mail:

FINANCE POLICY

Summary: This Finance Policy and accompanying procedures describes the financial management and controls practiced by ACO to protect its assets, ensure prudent use of funds and alignment with ACO's mission. This Policy is to be reviewed every two years.

1. Introduction

This Policy and procedural guidelines are designed to:

- Protect the assets of ACO;
- Document the Organization's internal controls over financial reporting;
- Ensure the maintenance of accurate records of ACO's financial activities;
- Provide a framework of operating standards and behavioural expectations; and
- Ensure compliance with federal, provincial, and local legal and reporting requirements.

2. Scope

All personnel with financial responsibilities are expected to be familiar with and operate within the parameters of these policies and procedures.

This Policy applies to all financial activities of ACO, including ACO's Branches.

Sections 3 through 21 address policies applicable to the Provincial Office and staff, and Sections 22 through 33 address policies applicable to Branches.

Provincial Office Policies

3. Roles

Treasurer and Finance and Audit Committee

The Treasurer chairs the Finance and Audit Committee, which is composed of members designated by the Board of Directors. The Finance and Audit Committee has whatever authority as may be designated by the Board of Directors as described in the Finance and Audit Committee Charter, including:

- Recommendation of appointment and oversight of Auditor;
- Recommendation of approval of annual audited financial statements;
- Oversight and review of internal controls;
- Oversight and review of the annual budget;
- Review of interim financial statements;
- Review and monitoring of Branch financial reporting;
- Oversight and monitoring of ACO's investments, including compliance with ACO's Investment Policy; and
- Reviewing this policy, Donations Policy, and Investment Policy and making

recommendations to the Board of Directors for changes to these policies and for approval.

COO

The COO has the responsibility for administering these policies and ensuring compliance with procedures that have been approved by the Board of Directors. The COO's authority is designated by the Board of Directors, including, but not limited to the following:

- Preparing annual budget for recommendation by the Finance and Audit Committee and Board of Directors approval;
- Expenditure decisions within the parameters of the approved budget and the COO's expenditure authority;
- Recommending expenditures to the Chair, Executive Committee and Board of Directors, as appropriate, that exceed the COO's expenditure authority;
- Monitoring expenditures in relation to budget;
- Employing and terminating personnel in consultation with the Human Resources Committee;
- Determining wage levels;
- Creating and amending operating procedures and controls;
- Entering into contractual agreements within the Board of Directors' designated parameters;
- Liaising with the appointed Auditor;
- Communicating with the Finance and Audit Committee and the Board of Directors regarding policy
- compliance and ACO's financial status.

Policies and procedures which are not specifically addressed by this document may be determined by the COO when the financial impact is not over \$1,000 for any fiscal year. The Board of Directors must approve any unaddressed policy or procedure with an impact of over \$1,000.

Corporate Bookkeeper

The Corporate Bookkeeper is hired by the COO (with consultation with the Chair, Treasurer, and others, as necessary. The role of the Corporate Bookkeeper is to support the COO in ensuring timely and accurate fulfilment of the Organization's administrative duties as they pertain to financial management. Duties may include, but are not limited to:

- Assist in preparing annual budget for recommendation by the Finance and Audit Committee and Board of Directors approval;
- Perform day-to-day bookkeeping and financial reporting for the Organization;
- Track expenditures in relation to budget and reporting to the COO on areas of concern or where the budget is not in keeping with expected expenditures;
- Work with the appointed Auditors to ensure the annual audit is completed in a

timely manner;

- Work with the Treasurer and COO to ensure compliance with financial policies and provincial and federal legislation; and
- Assist Branches in complying with this Policy.

4. Expenditure Limits

The COO, in conjunction with the Bookkeeper, will ensure that all expenditures are within the scope of the approved annual budget. Any expenditure over \$1,000 not contemplated in the budget must be approved by the Board of Directors. Expenditures under \$1,000 not contemplated in the budget must be approved by the COO. All capital expenditures must be approved by the Board of Directors either as part of the budgeting process or prior to purchase if not addressed during the budgeting process.

5. General Principles

ACO follows Part III of the CPA Canada Handbook – Accounting Standards for Not-for-Profit Organizations.

Financial statements are prepared using the accrual basis of accounting.

The fiscal year is January 1 through December 31.

Administration

Financial duties and responsibilities are separated so that no one employee has sole control over cash receipts, disbursements, payroll, reconciliation of bank accounts, or any critical accounting function.

The corporate bookkeeper has primary responsibility for designing and maintaining the accounting system under the supervision and approval of the COO. Bookkeeping support may be provided by other Staff as designated.

The accounting records are updated regularly and subject to the oversight of the COO or Board of Directors or its designate on at least a quarterly basis, or more frequently when necessary.

A filing system accessible to the COO is maintained for all financial records. This filing system may be electronic or paper, or both.

Bank reconciliations are done monthly. Bank statements are reconciled by the bookkeeper by the 15th business day of the following month. The monthly bank reconciliation is reviewed and approved by the COO or Treasurer by the 19th business day of the month. Other balance sheet accounts are reconciled at least quarterly and such reconciliations are reviewed and approved by the COO or Treasurer.

All books must be made available to the provincial office for keeping on hand at all time.

6. Annual Budget

The annual budget for the fiscal year is prepared by the COO in consultation with the Finance and Audit Committee and appropriate Staff.

The Board of Directors approves the budget annually, prior to the beginning of the fiscal year if possible. The budget is compared to actual results on a monthly basis by the bookkeeper and reviewed quarterly by the Finance and Audit Committee to monitor actual results.

The Board of Directors approves proposed changes in the budget which exceed \$1,000 or 50% of the line item, whichever is less.

7. Financial Statements

Quarterly financial statements are completed and presented to the Finance and Audit Committee within 20 days of the close of the period. The quarterly statements will include actual year to date (YTD) results, YTD budget, prior year's YTD results, and a variance to budget analysis.

A financial overview and profit & loss statement are provided to the Board of Directors at each Board of Directors meeting, covering the period up to the end of the most recent month.

8. Audit

An annual audit is conducted by an independent Auditor after the close of each fiscal year. The audit covers the fiscal year. The audit will be completed, and the audited financial statements presented and approved by the Board of Directors no later than June 30 of the following year.

The Treasurer, the COO and the bookkeeper are responsible for oversight of the annual audit, including review of the audit plan and supporting the Auditor in completion of the audit in a timely manner. The presentation to the Board of Directors of the audit is done by the auditing firm with assistance from the Treasurer and Corporate Bookkeeper. Copies of the annual audit are provided to funders in accordance with agreements in effect.

9. Banking

The COO recommends the choice of financial institution to the Finance and Audit Committee based on service, cost, and location.

Separate bank accounts are maintained only if required by law.

The operating account maintains sufficient funds to meet all anticipated immediate or near-term expenditures. In accordance with the Investment Policy, the COO shall withdraw funds from ACO's investment portfolio on an as-needed basis to ensure sufficient funds to meet all anticipated immediate or near-term expenditures. Withdrawals are to be performed considering cost of liquidating investments, as well as with the advice of ACO's investment advisors to maintain compliance with ACO's Investment Policy.

Quarterly, the Treasurer will report to the Finance and Audit Committee and Board of Directors on banking activity between the investment and operating accounts.

Deposits (also see *Appendix A - Procedures*)

In general, deposits are made weekly. Amounts greater than \$5,000 are deposited by the next business day. Amounts less than \$250 may remain undeposited for a period

of up to 7 calendar days. Under no circumstances will funds remain undeposited for more than 7 days.

Funds received via electronic payment processing service (e.g., PayPal, Square) are to be transferred to ACO's primary operating bank account or investment account on a routine basis, considering the fees associated with performing such transfers. In any case, not more than \$1,000 should remain undeposited for greater than one month.

All funds are deposited in an assigned financial institution, except for petty cash (see also *Section 11. Petty Cash*). The deposit receipt is attached to the deposit record.

10. Delegation of Authority to Sign Cheques

The Board of Directors delegates authority to sign cheques. There shall be two (2) signing officers on each cheque. Signing officers are to be the Chair, Treasurer, the COO, and may include up to three other officers/members of the Executive Committee. Signing officers are decided each year at the first meeting of Board of Directors after the Annual General Meeting and must be updated with ACO's financial institution no later than 90 days following decision by the Board of Directors.

The signing officers must not be the individual who writes or receives the cheques or the individual who does the bookkeeping. Blank cheques are never signed in advance. No person should sign a cheque which is payable to themselves.

Payments made by EFT require two (2) signing officers. These signing officers must not be the individual who writes or receives the cheques or the individual who does the bookkeeping.

11. Petty Cash (also see *Appendix A - Procedures*)

A petty cash account is kept at the discretion of the COO. Petty cash is used only when it is necessary to pay for goods or services by someone who cannot take a cheque, and to provide an adequate amount of change at fund-raising events where cash is accepted. A requisition form is completed for each transaction and a receipt acquired upon payment.

12. Corporate Credit Card

The Board of Directors can approve the use of a corporate credit card to a limit as approved by the Board of Directors. The card will be issued to the COO for ACO expenditures only, which may include ACO Staff and Board of Directors expenditures. The COO will be responsible for managing the proper use of the card as directed by the Board of Directors. The card will be available for expenditures arising in the ordinary course of business, such expenditures being incurred in accordance with all other sections of this Policy.

13. Disbursements (also see *Appendix A - Procedures*)

Whenever possible, separate persons are responsible for coding, preparing, and authorizing disbursements. Invoices are paid in a timely manner, generally weekly, and before late penalty charges apply. Cheques for urgent or emergency issues must have a minimum of one-week request.

No cheques may be written to "cash" or "bearer."

14. Reimbursements

A requisition form is prepared when requesting personal reimbursement for ACO expenses and approved by the COO. Amounts can be reimbursed for expenses that are included in the budget. For reimbursement of expenses not included in the budget preapproval must be obtained from the COO prior to incurring the expense. If preapproval is being sought for expenses greater than \$1,000 the COO will seek approval from the Board of Directors. Relevant invoices and receipts are attached.

Mileage expenses are reimbursed at the approved rate in effect at the time of the expense. (See *Appendix A – Procedures*)

15. Accounts Receivable (also see *Appendix A - Procedures*)

If required, invoices for grants receivable are sent out, either by email or mail, as soon as practical in accordance with the terms of the grant agreement or contract.

The Corporate Bookkeeper and/or COO, as appropriate, are responsible for follow-up with grant providers to the extent collection of accounts receivable is not taking place in a timely manner.

In the event a receivable balance is deemed to be uncollectible, approval to write-off the balance must be granted by the COO if the balance is under \$1,000 and by the Board of Directors if the balance exceeds \$1,000.

16. Procurement

Purchases greater than \$200 are approved by the COO.

As described in Section 6, purchases greater than \$1,000 or 50% of a budgeted line item which were not approved as part of ACO's budget require Board of Directors approval.

ACO will seek three quotations for purchases greater than \$2,500 where at least three suppliers are available for that service or product.

Consistent with ACO's Conflict-of-Interest Policy, purchases of goods or services will not be made from any employee, director, or other personnel with financial responsibilities of the organization. Directors of the Board of Directors and any other members of ACO to whom this Policy applies shall declare any conflict of interest regarding financial terms.

17. Capital Expenditures

Tangible assets exceeding \$2,000 and expected to last longer than a year are classified as capital assets and included in a capital asset register. The capital asset register contains descriptions, serial numbers, dates of purchase or receipt, valuations, dates of valuation and item locations.

A depreciation schedule will be prepared annually by the Auditor.

18. Donations (also see Donations Acceptance Policy)

Donations in-kind are recorded at fair market value. Where fair market value is in excess of \$1,000, ACO will engage a knowledgeable, qualified and independent third-party appraiser, the name and address of which must be included on the

donation receipt. In all cases, the Organization will retain documents supporting the determination of fair market value.

19. Payroll and Benefits (also see *Appendix A – Procedures*)

All personnel salary and wage rates (other than the COO) are authorized by the COO. COO salary and wage rate is authorized by the Board of Directors. All changes in employment are likewise authorized by the COO or the Board of Directors.

Staff are paid on a semi-monthly basis.

All staff (hourly and salaried) are responsible for submitting complete time sheets monthly; time sheets must be submitted by the 6th working day of each month. All time sheets must be signed and dated by staff and their supervisors. Computerized time sheets are used for efficiency and accuracy. Incomplete time sheets are returned to staff for correction.

Benefits (See the Employee Handbook for the full policy regarding employee benefits.)

Regular staff working at least 20 hours per week are entitled to benefits after a 90-day introductory period.

Insurance benefits enrollment begins the first of the month following the end of the introductory period. Other employee benefits include paid time off (PTO), holidays, family leave and bereavement time and will be as defined in staff employment contracts.

20. Investments

See ACO's Investment Policy

21. Protection of Financial Records

Back-up of digital files are done by a contracted third party. The COO and Corporate Bookkeeper will annually review the cost and details of the backup and either renew or engage a new company.

Retention limits for financial and related records are listed in *Appendix B*.

Branch Policies

22. Roles

Branch Representatives and Branch Treasurers

Branches, each elect or appoint a representative to Board of Directors of Directors. For purposes of this Policy, this representative is defined as the Branch Representative. The Branch Representative may, at their and their members' discretion, enlist the support of other branch members to fulfil to obligations and objectives of the Branch and ACO – these members are collectively referred to in this Policy as the Branch Treasurer. The role of the Branch Representatives and Branch Treasurer (as applicable), as it pertains to this Policy include:

- Managing Branch finances, including keeping accounts;
- Provide reports on the financial position and performance of the Branch to the Branch members and executive committee (as applicable);
- Maintain minutes of all Branch meetings, and provide minutes to the Provincial Office in a timely manner;
- Provide a financial report for the annual Branch meeting; and
- Provide financial information to the Provincial Office in a timely manner so that the audit can be completed by the applicable deadlines.

23. General Principles

Administration

Financial duties and responsibilities are separated so that no one employee has sole control over cash receipts, disbursements, or any critical accounting function.

The Branch Representative has primary responsibility for designing and maintaining a system of administration that meets the requirements of ACO's policies and is accountable to Board of Directors in fulfilling this duty. The Branch Representative may, at their discretion, employ the aid of other members (Branch Treasurer) or external aid (e.g., bookkeeping services) to meet these requirements, however, maintains ultimate responsibility for their accuracy and timeliness.

Branch records, specifically financial records (including copies of invoices, cheques received and issued, expense authorizations, bank statements, and any other financially pertinent records) and minutes of meetings must be stored at the Provincial Office. This process must take place no less than monthly (annually for branches with less than \$300 in annual revenue, though more frequent submission is strongly encouraged), and can be either physical or electronic, or both.

24. Orientation and Training

Branch Representatives, as well as Branch Treasurers (if applicable) must attend an orientation and training session with a representative of the Provincial Office within 90 days of being elected or appointed to their role. The session may take place in-person or virtually.

25. Financial Statements

Financial records for all Branches are required to be maintained in QuickBooks.

Financial statements and underlying files are completed and provided to the Provincial Office Staff at least monthly, except for Branches with less than \$300 of annual revenue where files may be provided annually. Notwithstanding the above, **all** financial statements and minutes of the Branch must be delivered to the Provincial Office by the end of February of the year following the fiscal year to which they pertain. Financial statements and underlying files (QuickBooks files) must be provided to the Provincial Office electronically, preferably through the Branch's Dropbox folder or other such system in place at the time.

26. Audit

Branches are responsible for providing all financial and non-financial information requested of them by the COO, Corporate Bookkeeper, Treasurer, or Auditor no later than the end of the second month following ACO's fiscal year (February).

To the extent requested by ACO's Auditor, Branch Representatives must make every reasonable effort to accommodate Auditor requests for meetings (in-person or virtual) in a timely manner. Similarly, written questions from ACO's Auditor must be responded to as soon as is practicable, and in no case later than seven (7) days from receipt of such questions.

27. Banking

The COO will recommend to branches a choice of financial institution based on convenience of compliance with this Policy. Branches are encouraged to heed this recommendation and must do so unless a reasonable barrier exists to the use of the recommended financial institution. In any case, the COO and Board of Directors maintain authority to designate the financial institution of all Branches.

At all times, the COO and Chair must be signing officers for all of a Branch's banking accounts, including investment accounts and electronic payment processing service accounts. In the event of a change of COO or Chair, efforts must be made to update access to banking records at the earliest possible convenience of all parties, and in any case not later than 90 days following the change in COO or Chair.

Deposits (also see Appendix A - Procedures)

Deposits greater than \$250 are made the following business day. Deposits less than \$250 may remain undeposited for a period of up to seven (7) calendar days. Under no circumstances will funds remain undeposited for more than seven (7) calendar days.

Funds received via electronic payment processing service (e.g., PayPal, Square) are to be transferred to the Branch's primary operating bank account or investment account on a routine basis, considering the fees associated with performing such transfers. In any case, not more than \$500 should remain undeposited for greater than one month.

28. Delegation of Authority to Sign Cheques

The Branch Representative will have signing authority for the Branch bank accounts. A minimum of two additional members of the branch must be signing officers. There shall be two (2) signing officers on each cheque.

29. Petty Cash (also see *Appendix A - Procedures*)

A petty cash account may be kept at the discretion of the Branch Representative. Petty cash is used only when it is necessary to pay for goods or services by someone who cannot take a cheque, and to provide an adequate amount of change at fund-raising events where cash is accepted. A requisition form is completed for each transaction and a receipt acquired upon payment.

30. Disbursements

ACO is required to comply with the requirement that it devote all its resources to charitable activities carried on by the organization itself as per ACO's Letters Patent or for gifting to qualified donees (as defined by the Income Tax Act). Branches must exercise great caution when providing funds to a third party, to ensure that they are either (a) a qualified donee, or (b) that ACO's relationship with them is such that ACO maintains direction and control over resources. Branches are strongly encouraged to consult with the COO when funding a third party that is not a qualified donee.

Additionally, ACO may not, in devoting its resources to charitable activities, deliver undue private benefits. To comply with this requirement, Branches may not provide grants for heritage restoration or other purposes without written approval from the COO.

Branches may not issue funds for scholarships.

Whenever possible, separate persons are responsible for coding, preparing, and authorizing disbursements.

31. Procurement

Consistent with ACO's Conflict-of-Interest Policy, purchases of goods or services will not be made from any Branch Representative, Branch Treasurer, or other personnel with financial responsibilities of the Branch. Members of the Branch serving in executive roles, or any other members of ACO to whom this Policy applies shall declare any conflict of interest regarding financial terms.

32. Investments

See Investment Policy.

Branches with cash or liquid assets in excess of their requirements for the coming fiscal year are responsible for investing their assets in accordance with the Investment Policy.

33. Failure to Comply

In the event that a Branch is not in compliance with this Policy, the Provincial Office will make all reasonable efforts to support the Branch Representative in remediating non-compliance. The steps to be taken by the Provincial Office are:

- **Notification of Non-Compliance:** communication with the Branch

Representative indicating that their Branch is not compliant, and an explanation of which section(s) of this Policy they are not in compliance with.

- **Training:** Provincial Office will offer continuing training to the Branch Representatives and others involved in the financial management of the Branch.
- **Supervision:** if a violation of this Policy is not remediated within three (3) months following the notice of non-compliance, the Provincial Office may formally indicate that a branch will be under Supervision. The Provincial Office will become the sole signing authority and record keeper for the Branch, until such time as, in the Provincial Office's sole discretion, the Branch Representative has demonstrated ability to comply with this Policy (which may include training and shadow-management by existing Branch Representative, or, if Branch members elect, replacement of existing Branch Representative with new Branch Representative).

Should the above steps not be sufficient to resolve identified non-compliance with this Policy, the Provincial Office and Board of Directors will evaluate the need to terminate the Branch's status, as outlined in Article 7.7 of ACO's By-Law.

Appendices

APPENDIX A – Procedures

Deposits

All cheques and cash received are recorded either in a daily log or in a bookkeeping software approved by the provincial office, listing the date deposited, payer, purpose, type of payment, and amount received. All cheques are stamped “for Deposit only” immediately upon receipt.

All funds received are filed in a designated location accessible by the bookkeeper for processing. Total funds are compared document totals to ensure an accurate total of cash received. All funds are placed in a secure place until preparing the deposit.

A Deposit Record is prepared using the QuickBooks deposit module, listing the source account, source description, date received, amount received, and amount deposited for each line item, cheque numbers where applicable, and a total of all funds received and deposited. None of these funds is used to pay for expenses of any kind. Notes are added for any discrepancies. The Deposit Record is initialed by the preparer. A QuickBooks created bank deposit slip is attached to copies of all cheques deposited and other documents verifying amounts deposited and payers’ information.

After the deposit is made, the bank stamped Deposit Record is filed with the deposit back up, which is then attached to the bank statements once received and reconciled.

All payments, except petty cash, are made by pre-numbered cheques and are accompanied by substantiating documentation. Documentation may be an invoice (bill) or requisition form.

Invoices:

Invoices are reviewed to ensure that the goods were received or services rendered.

Each invoice is attached to a requisition form or marked with the ACO Payment Approval stamp. The proper account(s), funding source, and program are identified and coded for each invoice. The requisition form or marked invoice is approved by the appropriate manager and the COO. If the COO is not available, the COO designates or the Board of Directors Treasurer may approve an invoice for payment.

After approval, invoices are passed to the Corporate Bookkeeper for review and printing of cheques. Printed cheques are attached to the requisition forms and passed to the COO for signing.

Cheques

Signed cheques are passed to the bookkeeper for mailing or distribution. Once payment is made the requisition form is be filed with the cheque stub in the appropriate vendor folder.

A relevant invoice or back-up document accompanies each cheque for the cheque signers to review. The cheque stub is used to ensure a record of the cheque is maintained.

Sequentially numbered organizational cheques are used to maintain a proper control over the cheques. Voided cheques are kept and clearly marked VOID. The signature of voided cheques is cut out and discarded to prevent misuse.

Petty Cash

Individual petty cash disbursements are limited to \$100.

Total petty cash funds are not to exceed \$200, except where additional funds are needed for change at fundraising events. When funds drop below \$50, the COO may replenish the account by completing a cheque requisition form for a cheque.

Alternatively, petty cash may be replenished by depositing some cash into the petty cash account that would otherwise be deposited into the ACO bank account. Full documentation for this deposit should be retained.

Petty cash can be disbursed only with the approval of the COO. Petty cash requisitions are reviewed and coded by the bookkeeper or COO. Actual funds are managed and kept in a locked, fire-resistant box by the bookkeeper.

The petty cash account is reconciled by the bookkeeper prior to replenishment and at least monthly. The reconciliations are reviewed and approved by the COO or Treasurer.

Accounts Receivable

A copy of each invoice is kept in the appropriate grant Accounts Receivable file with a notation of the date it was sent. When payment is deposited, a copy of the cheque stub is attached to the invoice, which is then notated with the date paid and marked "POSTED."

Invoices for other accounts receivable are kept in a general Accounts Receivable file. When payment is deposited, these invoices are marked "POSTED" and transferred to

an Accounts Receivable received file; this may be done with accounting software, where applicable.

Account Reconciliations

Bank accounts are reconciled monthly against the account statement. Other balance sheet accounts are reconciled quarterly using the ACO Reconciliation Statement. Bank and balance sheet account reconciliations are reviewed and approved by the COO or Treasurer. Supporting documentation is either attached (as for Petty Cash) or the location is referenced (as for Grants Receivables files). Individual documentation, such as the number of a cheque or journal entry, may be referenced in the Details Column of the Reconciliation Statement.

Payroll

Payroll is prepared on a semi-monthly basis. The staff salary details are provided to the bookkeeper by the COO or in the case of the COO salary, the Treasurer. Pay cheques are prepared and given to the COO for approval and signing of two of the authorized signors. Pay cheques are then given to staff no later than the designated pay date, which is the 15th and last day of each month. Where pay day falls on a weekend or holiday, pay cheques will be provided on the last business day prior to the due date.

APPENDIX B – Business Record Retention Schedule

Business Record	Retention Period
Accident Reports and Claims (settled cases)	10 years
Accounts Payable Records	10 years
Accounts Receivable Records	10 years
Audit Reports	Permanently
Articles of Incorporation	Permanently
Annual Audit Reports	Permanently
Bank Statements and Reconciliations	10 Years
Budgets – Annual	10 Years
Bylaws	Permanently
Cash Receipt Records	10 years
Cheques (cancelled)	10 years
Contracts & Leases (expired)	10 years
Contracts & Leases (active)	Permanently
Corporation Reports	10 years
Correspondence with Vendors	1 year
Correspondence (general)	3 years
Correspondence (legal)	10 years
Disbursement Requests	10 years
Deposit Slip Duplicates	2 years
Employee Records (following termination)	10 years
Employment Applications	Do no retain
Financial Statements (unaudited)	2 years
Financial Statements (audited)	10 years
Grant Award Letters	10 years
Insurance Records, Policies, Certificates	Permanently
Invoices	10 years
Journals	Permanently
Minutes	Permanently
Payroll Records	10 years
Property Records	Permanently

Grants Management Policy and Procedures

Summary: This policy presents guidelines for ACO and ACO branches. It is a framework for making grant decisions and applying controls for approval of grants.

1. Purpose of GRANTS Management Policy and Procedures:

Grants Management Policies and Procedures are used for the financial and regulatory administration of all grants which are given by the Architectural Conservancy of Ontario (ACO) and ACO Branches (Branches). Overall responsibility for submitting proposals lies with the individual or group requesting funding. Responsibility for executing and submitting awards rests with the granting body; in this case the Branch or ACO. These guidelines establish lines of authority within the organization related to financial transactions on financial assistance received.

Special revenue funds, as related to ACO and its Branches, are funds from branches which have been sourced through donations from the public for the purpose of protecting, preserving and maintaining the built heritage of Ontario. To accomplish this purpose, ACO and its Branches have established programs to maintain heritage properties in order to prevent loss of built heritage. The approved programs are referred to as “grants”, and each has an intended special purpose individual to the property in the application.

2. SCOPE:

This policy applies to ACO staff, the ACO Board of Directors and ACO Branches and Members.

3. Policies Incorporated by Reference:

This Policy incorporates the following ACO policies by reference:

- Conflict of Interest Policy
- Finance Policy

4. Granting Criteria:

- Grant awards will be consistent with the ACO’s policies, priorities and funding purposes and mission requirements,
- Funded initiatives will have objective, concrete, measurable outcomes and will include formal procedures for evaluating progress towards those outcomes,
- All grants/funding will have a Letter of Understanding, signed by the parties involved which will outline the amount of the grant, the reason for the grant and will include steps which will be taken to ensure that the money is used where intended.

- The structure, district or landscape must either be designated under Part IV or Part V of the Ontario Heritage Act or listed in the registry of important Heritage structures, or be of significant historical, heritage or architectural value that it may be considered for funding.
- Work must conform to the Federal Guidelines for “The Preserving, Rehabilitating and Restoring of Historical Places”.
- Work must conform to any Heritage Committee or Municipal design guidelines for the municipality that the property is in.
- Work must conform to Local and federal laws and requirements.
- The grants are intended to restore elements of historical or architectural value. Grants are not intended for general maintenance such as painting, repairs, roofing or other work required which would be regarded as normal property maintenance. (areas that are of significant historical or heritage significance may be considered for this kind of work).
- Branches may have more requirements for funding approval at the branch level, but must meet the requirements of this policy at a bare minimum.
- Funds are considered income and, as such, will be dealt with as income (issued a t4A etc. as required)

To assist grant applicants an application checklist is provided in Appendix A and a Sample Letter of Understanding is illustrated in Appendix B.

6. CONTROLS AND PROCEDURES

6.1 Application

The Grant Application must meet the Criteria outlined in Section 3- Granting Criteria of this policy.

In addition, those seeking funding must provide the following information in a form approved by ACO for this purpose.

- Photos of the project including photos of current condition or other photos which explain why the funding is necessary,
- Any photos indicating original condition, if available,
- Drawings indicating intended work, where applicable,
- Estimates of cost of work by qualified Contractor (Heritage Contractor, Heritage Architect, or other), and
- Timetable of work to be completed.

6.2 Approval Process

- Each branch will have a group designated by the branch (committee/Board/Exec) who is responsible for approval of the disbursement of funds for grants. This group will be designated by the branch, and the Provincial office will be informed

of the nature of the group.

- The approval body will examine only completed applications for funding. Once it is
- established that the applicant qualifies the approval body will either approve or deny the grant. The applicant will be notified of the approval or denial, in writing, including reasons for the approval/denial. (Branches may have a stepped approval system, where the approval body then seeks approval from a Branch Board or Executive).
- All approvals will be minuted and copies of these minutes will be sent to the Provincial office
- A report will be sent to the Provincial Office stating the date of approval/denial, the amount of the grant, the purpose of the grant and any other pertinent details (this may be the approval form or some other report).
- A Letter of Understanding (using the format attached to this policy) will be signed by the grantor and grantee and filed with the branch and the Provincial office.

6.3 Evaluation of Application

The Letter of Understanding will include a date by which the work must be completed. Someone from the Branch, will visit the site after the date of completion and ascertain that the work has been completed as agreed to in the Letter of Understanding, and will advise the COO of such completion, in writing.

6.4 Monitor Performance and Compliance:

The branch will monitor the grant performance every 6 months to ensure compliance with this policy, and report to the COO on the status of any grants.

6.5 Reporting to ACO Board

On an annual basis all grants will be reported to the Board of Directors of ACO by the Chief Operating Officer.

6.6 Audit Process

The Auditor will receive copies of the application, minutes of any approvals, the Letter of Understanding and the final evaluation before the start of each annual audit.

6.7 Tax Records

T4 records will be issued to the grantees where applicable, and sent in February of each year.

7. Appeals

If an applicant who is turned down for a grant feels that there were irregularities or that a decision was made unfairly, there is an opportunity to appeal. The appeal process has two levels:

7.1 Appeal Process Level 1

- Within 21 days of receiving the notice from the branch that their application was not successful, the applicant may notify the branch that they are appealing the decision by stating the reasons for the appeal in writing to the branch.
- The branch will consider the notice within 60 days of receiving the appeal. The branch may choose, at this point, to engage with an independent local heritage planner or architect to consider the appeal.
- The decision of the branch will be written up and along with the appeal letter sent to the Provincial office for filing.
- If the decision is to still not grant the application, the applicant may choose to go
- to a second level appeal.
- This decision will be final. The applicant will not be eligible to reapply for the same project for two years from the date of the decision.

7.2 Appeal Process Level 2

- The applicant may decide to appeal the matter to ACO directly. A committee will be formed to perform a review for each appeal, the committee will consist of 2 members of the branch (preferably not on the original decision-making committee), 2 members of the ACO Board of Directors and the COO.

Appendix A: Check list for Grant Applicants and Branch Committees

The Grant application:

- Purpose is consistent with ACO's mission and purpose;
- Proposed work conforms to Local and Federal laws and requirements;
- Proposed work conforms to local Heritage Committee or Municipal design guidelines;
- Proposed work conforms to Federal Guidelines for "The Preserving, Rehabilitating and Restoring of Historical Places".
- The structure, district or landscape of the proposed work must either be designated under Part IV or Part V of the Ontario Heritage Act or listed in the registry of important Heritage structures, or be of significant historical, heritage or architectural value;
- Specifies objective, concrete and measurable outcomes;
- Specifies formal procedures for evaluating progress towards specified outcomes;
- Includes photos of the project including photos of current condition or other photos which explain why the funding is necessary;
- Includes any photos indicating original condition, if available;
- Includes drawings indicating intended work, where applicable;
- Includes 3 estimates of cost of work by qualified Contractors (Heritage Contractor, Heritage Architect, or other), and
- Includes a timetable of work to be completed.

Appendix B: Sample Letter of Understanding

SAMPLE LETTER OF UNDERSTANDING

Date:

Applicant's name

Address line 1

Address line 2

Dear applicant's name:

I am pleased to advise that the _____ Branch of The Architectural Conservancy Ontario ("ACO") has authorized that a Heritage Grant in the amount \$ _____ .00 to be awarded to the owner of street address, for eligible heritage conservation work to the property. This represents the total amount of the grant, including any applicable taxes and disbursements. The grant must be used only for **approved heritage conservation work (done in accordance with The Standards and Guidelines for the Conservation of Historic Place in Canada)** to the property as follows:

Brief but complete description of work.

The grant will be payable in one installment upon completion of the eligible heritage conservation work, to the satisfaction of the ACO. Release of grant funds is conditional upon receipt of the following:

- (a) A signed copy of this Letter of Understanding;
- (b) A total, itemized cost of only the eligible heritage conservation work including copies of all related invoices and proof of payment;
- (c) Photographs of the completed work. Digital images should be submitted via e-mail or on a cd;
- (d) Completion of a satisfactory review by a representative or agent of the ACO.

To remain eligible for the grant, the heritage conservation work must be completed by (date) unless the ACO in its sole discretion decides to extend the period in which funds may be paid.

Any material changes to the scope of work or budget for which the grant has been made, must receive prior written consent from the ACO. Any unused portion of the grant remains the property of the ACO. If you breach any of the Terms and Conditions of the grant as set out in Attachments No. 1 and 2 of this letter, or if you cease operating; wind

up or dissolve; merge or amalgamate with any other party; commence or have commenced against you any proceedings in bankruptcy, or are adjudged a bankrupt; knowingly provide false information in the grant application; use grant funds for purposes not approved by ACO, you agree to repay the grant in whole or in part at the request of the to the ACO.

The ACO shall not be liable for any damages, injury or any loss of use or profit of the grant Recipient arising out of, or in any way related to, the grant Recipient's operations. The grant Recipient shall indemnify the ACO, its officers, directors and agents, against all costs, damages and expenses incurred as a result of a claim or proceedings related to the grant Recipient's operations or its restoration project, unless such costs, damages or expenses arise from the negligence or willful act of an officer, employee or agent of the ACO.

Two copies of this Letter of Understanding are provided. Please retain one copy for your files. In order to confirm your participation in the ACO Heritage Grant Program, please sign and return the second copy before (Date as per Motion) to:

Branch Address

Once this office has received a signed copy of the Letter of Understanding, and you have met all conditions related to the release of your grant, arrangements will be made for the issuance of the grant award.

Sincerely,

Signatures

I/we have read, understand and agree to comply with the terms and conditions contained in this Letter of Understanding.

Name _____

Date _____

Title _____

Signature _____

Name _____

Date _____

Title _____

Signature _____

Attachment No. 2 – Terms and Conditions

1. THE APPLICATION

- 1.1. An Owner of an Eligible Heritage Property in the Municipality, who has completed a Heritage restoration project approved by the ACO Board, may apply to ACO to obtain a restoration grant for the alteration or improvement of any building or structure on the property.
- 1.2. No Heritage Restoration Grant shall be made by the ACO unless all of the following conditions have been satisfied or complied with, namely:
 - 1.2.1. A restoration project plan approved by the ACO has been completed for the alteration or improvement of any building or structure on the property.
 - 1.2.2. The eligible property must be restored in accordance with the restoration project plan as approved by the ACO.

2. REPAYABLE LOAN

- 2.1. In the event that this agreement is breached, or if a property in respect of which a Heritage Restoration Grant has been made by the ACO is, within three years of the making of the grant is:
 - 2.1.1. sold, transferred or otherwise disposed of; or demolished or
 - 2.1.2. significantly altered in such a manner that it no longer conforms to the original plan submitted to the ACO;the total of all Heritage Restoration Grants made by the ACO to the date of sale, transfer or other disposition of the property shall be deemed to automatically (without further action or steps being taken) become a repayable loan and shall be paid by the owner of such property to the ACO.
- 2.2. Notwithstanding the provisions of paragraph 2.1, if the purchaser of a property in respect of which a Heritage Restoration Grant has been made by the ACO agrees contractually to assume responsibilities of the original Owner and to abide by the terms and conditions of this original agreement for the remainder of its term, the grant will not be converted to a repayable loan.
- 2.3. Where a Heritage Restoration Grant has been converted to a repayable loan, the amount of the loan together with interest at a rate equal to the lowest prime rate reported to the Bank of Canada by any of the banks listed in Schedule I to the Bank Act of Canada calculated from the date or dates of the advance of funds under the grant shall become forthwith due and payable in full and in the event of default may be secured by a lien or charge upon the property in respect of which the loan was made.

3. OTHER

3.1. An Owner of an Eligible Heritage Property may retain the benefit of any grant obtained despite the provisions of any lease or other agreement relating to the property.

4. CONTACT

Further correspondence and contact may be made through the _____
branch of ACO at:

Address:

Email:

Any repayments required (if any) are to be made to the branch.

DONATION POLICY AND PROCEDURES

Summary: This policy states the principles and process guidelines for ACO acceptance, processing and receipting of donations. The policy will be reviewed by the Finance Committee every two years and recommendations, if any, will be made to the Board of Directors for approval.

Scope:

These policies and related processes apply to gifts and donations made to ACO and ACO Branches.

1. Donation Acceptance Policy

1.1 General Principles

ACO solicits and accepts gifts that will help further and fulfill its mission. ACO will maintain complete control, consistent with any donor restrictions acceptable to ACO, of all funds provided by corporations, organizations and individuals. When considering whether to solicit or accept gifts, the organization will consider the following factors:

- **Principal Values** - whether the acceptance of the gift compromises any of the core values of ACO
- **Compatibility** - whether there is compatibility between the intent of the donor and ACO's use of the gift
- **Public Relationships** - whether acceptance of the gift damaged the reputation of ACO
- **Primary Benefit** - whether the primary benefit is to ACO versus the donor
- **Consistency** - is acceptance of the gift consistent with prior practice?
- **Form of Gift** - is the gift offered in a form that ACO can use without incurring substantial expense or difficulty?
- **Effect on Future Giving** - will the gift encourage or discourage future gifts?

The Board of Directors shall resolve matters in doubt around gift acceptance, in consultation with the COO (COO).

Donors are ultimately responsible for ensuring the proposed gift furthers their own charitable, financial and estate planning goals. Therefore, each prospective donor is urged to seek the advice of independent legal counsel in the gift planning process. It is not within the province of ACO staff to give legal, accounting, tax or other advice to prospective donors.

1.2 Gifts Generally Accepted Without Prior Review

Cash and Cash Equivalents

Cash gifts of any amount are accepted by ACO. These gifts can take the form of currency, cheque, EFT (electronic funds transfer), wire transfer, or credit card transaction.

Securities

Publicly traded securities (stocks, bonds, and mutual funds) are accepted by ACO. Gifts of publicly traded securities are typically sold immediately but may be retained under certain circumstances to be determined by Board of Directors.

Charitable Bequests

Donors are encouraged to make bequests to ACO in their wills, and to name ACO as the beneficiary under trusts, life insurance policies, commercial annuities and retirement plans.

If ACO is unable to follow the bequest exactly as stipulated under the will, we will attempt to obtain a mutually acceptable designation with the estate trustee or executor. If we cannot agree on a designation, then ACO may decline the gift.

Life Insurance

ACO will accept gifts of life insurance where we are named as both beneficiary and irrevocable owner of the insurance policy. The donor must agree to pay, before due, any future premium payments owing on the policy.

ACO requires written confirmation that the donor agrees to comply with this policy before accepting the donation.

Charitable Remainder Trusts

ACO will accept designation as a remainder beneficiary of charitable remainder trusts.

1.3 Gifts Accepted Subject to Prior Review

Certain forms of gifts or donated properties may be subject to review prior to acceptance. The COO is empowered to make decisions concerning gift acceptance, with the exceptions as noted explicitly below where Board of Directors approval is to be sought.

Pledges

Pledges typically will be fulfilled with payments of cash, credit cards, EFT, payroll deductions or marketable securities.

To be recorded as a documented pledge, all pledges in any amount and for duration beyond one fiscal year must be signed by the donor. A digital signature is acceptable.

If publicly traded securities are used as payment, the amount booked against the pledge shall be valued on the legal date of the gift.

Gifts-in-Kind

ACO may consider gifts-in-kind (personal property) such as works of art or other objects, developed software, and equipment. It is the policy of ACO to sell or otherwise dispose of all gifts-in-kind. Title to the gift property shall be clear and unencumbered, and properly documented. Careful consideration should be given to marketability, storage, transportation and disposal costs of all such gifts.

Gifts-in-kind shall be valued at their full fair market value. Gifts with fair market values exceeding \$5,000 will be reported at the values placed on them by qualified independent appraisers as required by Canada Revenue Agency for valuing non-cash charitable contributions. Gifts of \$5,000 or under may be reported at either the value declared by the donor or the value placed on them by a qualified expert or expert source.

Stock Options

Given the potential financial commitment of ACO to exercise stock options, and possibly negligible tax-deduction value to the donor, proposed gifts of stock options will be required approval of the Board of Directors.

Non-Publicly Traded Securities

Board of Directors must approve gifts of all non-publicly traded (closely held) securities prior to acceptance, taking into consideration measures such as potential legal liabilities, valuation, marketability, restrictions, and any other issue that may arise either in the gift negotiation or in a corresponding shareholders' agreement.

Real Estate

All gifts of real estate are subject to review by Board of Directors. Criteria for acceptance of gifts of real estate include:

- Is the property useful for the organization's purposes?
- Is the property readily marketable?
- Are there covenants, conditions, restrictions, reservations, easements, encumbrances or other limitations associated with the property?
- Are there carrying costs (including insurance, property taxes, mortgages, notes, or the like) or maintenance expenses associated with the property?
- Does an environmental review or audit reflect that the property is damaged or otherwise requires remediation?

ACO may consider retaining a gift of real estate in the interest of heritage preservation.

Endowments

An endowment is a donated sum of money owned, invested and with the capital held in perpetuity by ACO; the establishment of an endowment fund is subject to the approval of Board of Directors.

There are two types of endowments:

Discretionary – funds which have no direct restriction or stipulation as to how the investment income must be spent.

Designated – funds which have specific restrictions as to how the investment income must be spent, based upon core programs offered by ACO or research priorities that require ongoing funding.

Named endowments can be created when the donor has made the commitment (by gift and/or pledge) for a minimum of \$500,000. The inclusion of deferred gifts in fulfilling gift levels for naming requires approval on a case-by-case basis.

ACO may determine that certain provisions in a donor's endowment agreement have become impossible, inadvisable or impractical to meet. Therefore, ACO may, in its sole discretion, vary the terms of the provisions of the agreement, in consultation with the donor where possible. If changes are made, the annual payout from the fund will be used to the best advantage of ACO for other purposes consonant with the spirit and intent of the donor's gift.

Corporate Sponsorships

ACO is willing to negotiate partnerships and accept support from the corporate sector in ways that will benefit and recognize the supporting companies while enabling ACO to better achieve its mission without compromising its principles.

General Guideline

ACO will accept no support or enter into any partnership with any company or other organization that produces products that are or may be harmful to the ACO community.

Principles

ACO will accept funds for informational and educational activities only when the content is to be determined by ACO or an independent group designated by ACO.

A letter of agreement or other written document will outline parameters within which funds are to be used for direct funding of programs or projects or other restricted purposes.

Recognition of major corporate support will be developed in cooperation with the corporate donors and will be consistent with the level of support and ACO's mission and purposes. ACO will seek to develop recognition opportunities that are appropriate and meaningful for both the supporting companies and ACO.

ACO's intangible intellectual assets, including its name, research and other work, will be protected at all times:

- Donors will not be permitted to use ACO's name or other items for commercial purposes or in connection with the promotion of any product.
- Express written permission must be received to use ACO's name and/or logo, particularly in external communications.
- Approval must be sought for any copy produced which refers to an initiative of ACO that is supported by the company.
- Press releases cannot be issued which refer to the organization without ACO prior approval. Likewise, suggested quotes can be prepared but must always be agreed to by the appropriate person of authority within the organization.

ACO retains a veto over all materials produced in connection with an initiative.

ACO Board of Directors and staff reserve the right to refuse any donation if such support is not in keeping with the above principles or for other reasons that ACO deems appropriate.

1.4 Gift Refunds

According to Canada Revenue Agency, "A charity is occasionally obliged by law to return gifts to donors. This can happen, for instance, when a charity asks the public to contribute to a special project and later events make it impossible to carry out the project. Under certain laws, ownership of the gifted property can revert to the donors if the project becomes impossible to fulfill."

As such, Board of Directors will consult with legal counsel if it is determined that a gift must be returned.

2. Donation Processing

2.1 Cash Gifts

Cash or cheques may be delivered in person, by mail or electronically.

All cheques should be deposited within 7 business days. Original documentation, including letters and forms that accompany the cheque, must be kept with the cheque. For donations received by branches, documentation should be scanned and emailed to the provincial office within 7 days of deposit.

Original documentation may be mailed directly to the provincial office for processing, retaining a copy for backup.

Following the processing for accounting purposes, backup is sent to the COO for verification.

Monthly reports on donors and agency agreements will be provided to the COO on donor-giving activities.

2.2 Credit Card Transactions

Donations received via a phone call are recorded on a credit card donation processing form, which is sent to the provincial office if received at a branch. No credit card number is entered into the database for security reasons. Paperwork with credit card numbers needs to be kept in a secure location.

On-line credit card gifts are confirmed electronically with no credit card information included. Transactions are recorded in the accounting system.

2.3 Commemorative Gifts

Gifts “In memory of” or “in honour of”

Cash and credit card gifts are processed by the provincial office

Online gifts are processed by Canada Helps, and receipted automatically. Provincial staff are responsible for reviewing the online gift report on a monthly basis, and sending acknowledgement to the person designated by the donor.

The legal gift credit remains with the person who made the gift (that is, whoever signed the cheque or name on credit card).

3. Pledge Processes

3.1 Pledge Cards/Written Agreements

Depending on the size and complexity of the pledge, the documentation may be in the form of a simple pledge card or a formal pledge agreement, based on the standard template currently being used (see attached for pledge card sample). Pledge cards may only be used to document a gift that does not require a formal gift agreement. At a minimum, the pledge card should specify the donor’s name, address and contact information, amount of gift, the schedule of payment of the gift (payable to ACO) preferably not to exceed five years, the designation for use of the funds, contingencies or conditions, and include donor’s signature.

3.2 Documentation

All complete pledge documentation should be maintained in the files at the provincial office.

All Pledge Agreements are reviewed and confirmed by the COO.

3.3 Collection and Write-off

Pledge reminders will be mailed to donors according to agreed upon payment schedules. Lapsed pledges are those whose payments are overdue by more than 6 months.

The COO will review the lapsed pledges semi-annually (after December 31 and June 30) and make recommendations to Board of Directors for accounts to be written off.

3.4 Reporting

Report only pledges that were committed or awarded during the reporting period (fiscal year).

Report only pledges with documentation by the funding source or their legal representative.

Report only unconditional pledges not based on a future event. Pledges that are subject to matching fund requirements are considered conditional pledges and may not be reported until the condition is met.

Payments on pledges received in the reporting period when they were originally committed are reported as cash in that fiscal year.

Payments on pledges committed in prior reporting periods are reported as cash in that fiscal year and are subtracted from the total pledges to be received.

4. Special Arrangement Processes

4.1 Securities

All donors should be referred to the Development Manager or COO for information on processing gifts of securities. The Development Manager or COO will seek information from investment advisor/broker to determine the value of the security.

ACO will issue a receipt and send the valuation and original documentation to the COO and Development Manager. A copy of the receipt and formal thank you are maintained in the files. Copies of the receipt are forwarded to the designated branch for appropriate acknowledgment if required.

4.2 Real Estate

Gifts of real estate shall be evaluated jointly by the COO and Board of Directors.

4.3 Gifts-in-Kind

Provide documentation of gift value over \$500 including appraisal if a gift receipt is required. It shall be the donor's responsibility to order and pay for the qualified appraisal. The appraisal cannot be made earlier than 60 days prior to the gift. If the value of the gift in the appraisal is listed as a range of values, the gift will be valued at the midpoint of the range.

4.4 Gifts of Contributed Services

Canada Revenue Agency does not allow charitable deductions for gifts of services (only for tangible items), even if the market value of such services can readily be attained. The receiving branch or provincial office may acknowledge and thank the donor for services, without specifying a dollar amount. No receipt should be generated.

Canada Revenue Agency permits the use of the following process to enable receipting to contributors of services. Registered charities cannot issue official donation receipts for gifts of services. However, they can issue receipts under the following conditions.

- If a charity pays a service provider for services rendered and the service provider then chooses to donate the money back, the charity can issue a receipt for the monetary donation (this is often referred to as a cheque exchange). In such circumstances, two distinct transactions must take place:
 - a person provides a service to a charity and is paid for that service; and
 - that same person makes a voluntary gift of property to the charity.

A charity should also make sure that it keeps a copy of the invoice issued by the service provider. The invoice and cheque exchange not only ensure that the charity is receipting a gift of property, but they also create an audit trail, as the donor must account for the taxable income that is realized either as remuneration or as business income.

A charity should not issue an official donation receipt to a service provider in exchange for an invoice marked "paid." This procedure raises questions as to whether in fact any payment has been transferred from the charity to the service-provider and, in turn, whether any payment has been transferred back to the charity. If this process is followed, then the gift may be counted as revenue.

5. Planned Gift Processes (I have a note that says there is a name change)

Donor inquiries regarding planned gifts are directed to the ACO provincial office/Development Manager who forwards planned gift information for review and acceptance by the donor.

5.1 Bequest Intentions

When a donor advises staff that they have left a gift to ACO in their will, then the Development Manager and/or COO should be informed so that the bequest intention is noted in their database record.

The valuation of the intention will be a mean average of gifts received in the last three years.

5.2 Estate Distribution

The Development Manager/COO sends estate documents to ACO when it receives new bequest documentation for recording in the Finance records.

Upon receiving bequest proceeds and documentation from an estate, the COO sends copies of all relevant documentation to legal counsel if needed.

Finance staff issues a gift receipt (except when a receipt is not requested by the estate), and submits a summary report to the COO.

5.3 Other Planned Gifts

All other planned gifts (life insurance, charitable remainder trusts, etc.) are to be directed to the Development Manager/COO for consideration.

6. Donation Receipting and Recognition

ACO's practice is to issue receipts for all gifts of \$20 or more. Donors will be recognized in a timely manner.

7. Naming of Programs and Funds

The Board of Directors of ACO retains authority for naming programs or funds. Each proposal for naming shall be considered on its own merits. No commitment for naming shall be made prior to Board of Directors approval of the proposed name. A name presented for approval must honour an individual or an organization and must meet the following criteria:

- It is desirable for ACO to name programs and funds in honour of significant contributors of funds to the organization.
- When no donor gift is involved, a naming of a program or fund should honour a person who has achieved unique distinction in service to heritage, or who has earned a reputation in heritage preservation, or has made extraordinary contributions which warrant special recognition.

Naming of Programs

Board of Directors will take into consideration the significance and amount of the proposed gift as either or both relate to the realization or completion of a program or the enhancement of a program's usefulness to the organization.

Programs may be named for individuals or for organizations responsible for a "substantial gift" benefiting ACO. The interpretation of the term "substantial gift" is meant to be flexible so that each situation may be judged on its own merits and may consider significant contributions of personal services as well as monetary or in-kind gifts. It is expected that each naming opportunity will recognize the donor according to the level of gift and size of program.

While each gift may be judged on its own merits, a best practice is 50% of the cost of a program.

A donor gift can provide the funding for that portion of the total cost which would not have been available from any other source (such as government grants).

Payment of the gift should be realized in full within six years of the commitment.

Naming of Funds

Unrestricted funds (to be used at the discretion of ACO) may be named by the donor with a donation at or above \$100,000. Restricted funds may be named by the donor with a donation at or above \$250,000.

8. Acknowledgement and Recognition Process

8.1 Acknowledgement

Gift Acknowledgement is a separate procedure. (to be attached)

9. Gift Review and Acceptance Process

Gifts determined by the COO to pose moderate or material risk to the organization will be reviewed and considered for approval by Board of Directors before being accepted.

- Before a proposed gift is submitted for consideration, the COO performs the due diligence task of reviewing the background of the donor and the source of the gift funds, and prepares briefing note and information for Board of Directors review.
- Board of Directors on the advice of the COO as needed approves the gift in question.
- Board of Directors may authorize the COO to approve changes to the terms and conditions of the agreement under which they accepted the gift.

ACO may hold a gift and not immediately book it if there are questions or if documentation is incomplete.

10. Donor Privacy and Confidentiality

ACO provides staff access to a number of information and office automation systems. The use of all computers, peripherals, software and telecommunications facilities is reserved exclusively for support of tasks that are required of staff in performing their official duties.

The information maintained on all systems is subject to stringent confidentiality restrictions. Because the data maintained by ACO includes personal and medical information, gift/pledge records and biographic data for a large set of donors, clients, volunteers and friends, from time to time an employee may handle information about people they know. Staff are required to refrain from discussing such information with non-ACO personnel.

ACO is committed to respecting the privacy of donors. ACO uses donors' information to understand their interests in its mission and to update them on the organization's plans and activities. The types of donor information that it collects and maintains are as follows:

- Contact information: name, address, telephone number and email address
- Giving information
- Information on events attended, publications received and special requests for program information
- Information provided by the donor in the form of comments and suggestions

This information is shared with staff, board members, volunteers and consultants only on a "need-to-know" basis.

The organization also assures donors that their names and addresses will not be shared with any third party unless permission has been granted. For those who do not wish to be included on a mailing list that might be sold, rented or leased to other organizations, donors should contact the organization to have their names removed.

INVESTMENT POLICY

Summary: This policy presents the investment guidelines for ACO and ACO branches. It is a framework for making investment decisions and applying controls for approval of investments and investment limits

Duty to Invest: *Directors of charitable corporations and trustees of charitable trusts are responsible for the assets of the charities they manage. They have a duty to manage the funds responsibly. This includes investing funds not immediately needed to carry out the charity's purposes.* Trustees Act.

<https://www.attorneygeneral.jus.gov.on.ca/english/family/pgt/charbullet/bullet7.php>

1. Purpose of Investment Policy:

The Investment Policy sets out the authorities and responsibilities for the investment of restricted and unrestricted funds of the ACO. This Investment Policy is in accordance with the Trustee Act (1990, 2001) and any subsequent provisions (noted where appropriate). In Ontario, the Trustee Act requires that there be an investment policy if investment decision making is delegated. Previously, this policy formed part of the ACO Finance Policy (Section 21)

The ACO investment funds consist of grants and donations received prior to their period of application as well as income from events and the sale of heritage items. The funds are invested until such a time as they are required for their particular program or project. In the case of public sector grants, typically funds must be used within specified time periods (usually one year).

The key consideration for the investment of funds by ACO and ACO Branches is to achieve an appropriate balance between investment security, liquidity and yield. Investment activities will be undertaken in a prudent manner to minimize risk and to ensure sufficient liquidity to meet operational cash flows and grant or donor conditions.

2. SCOPE:

This policy applies to ACO staff, the Board of Directors and ACO Branches.

3. Roles and Responsibilities

3.1 Board of Directors of ACO:

ACO, acting through its Board of Directors (the "Board"), has ultimate responsibility for the prudent investment of the funds. The Board of Directors assigns the responsibility for formulating and administering the Investment Policy to the Finance and Audit Committee (the "Committee"). The Board of Directors approves the Investment Policy with consideration of the recommendations of the Committee.

3.2 Finance and Audit Committee:

The Finance Committee (the "Committee") shall:

- Review the Investment Policy at least every three years to consider any amendments and/or exceptions or otherwise whenever a change by the Committee is deemed to be necessary. The Committee will then propose amendments and exceptions to the Board of Directors for consideration and approval by the Board of Directors;
- Oversee implementation of Board of Directors risk appetite (as updated from time to time, including by the Committee on behalf of the Board of Directors) to the asset allocations and diversification within the portfolio(s);
- Recommend to the Board of Directors the Investment Manager(s) to be appointed;
- Monitor the investment returns and implementation of investment policy on at least a quarterly basis and report findings to the Board of Directors at least annually;
- Approve appropriate benchmarks for monitoring portfolio performance;
- Advise ACO Branches on the establishment and monitoring of an investment account;
- Advise the Board of Directors of non-compliance with the aforementioned legislation and recommend remedial action or consequences of non-compliance;
- Should it arise that ACO's Finance and Audit Committee ceases to function, the aforementioned responsibilities will be delegated to COO, Treasurer and the Board of Directors Chair.

3.3 ACO COO (COO):

The ACO COO will act in an advisory capacity to the Finance and Audit Committee, which has the responsibility to monitor the performance of the Investment Manager(s).

The Board of Directors delegates the ability to transfer funds from ACO's investment portfolio(s) to ACO's cash account, to the COO to pay for Board approved budget expenditures. Timing of such transfers will consider both portfolio liquidity and return on investment.

The COO will advise the Committee on the application of the Trustee Act and compliance with applicable common law requirements relating to ACO Inc. and ACO Branches' investment activities.

The COO will monitor ACO Branch compliance with this policy and report at least annually to the Finance and Audit Committee and the Board of Directors.

3.4 ACO Branches:

ACO Branches must also comply with applicable legislation and fulfill their duty to invest as noted in the Introduction. Where funds exceed cash flow requirements for the following 12 months, Branches are required to:

- Establish a contractual relationship (as described in Section 4) with the Investment Manager recommended by the ACO Finance and Audit Committee and approved by the Board of Directors;
- Designate a Branch Executive Member and a back-up to communicate with ACO's Investment Manager and the Finance and Audit Committee;
- Annually submit a cash flow estimate indicating the probable timing of quarterly

(3 month) fund requirements to the Investment Manager and the ACO COO. Where quarterly estimates are unpredictable, Branches may, with the concurrence of the ACO COO submit an annual estimate. This requirement will enable the Investment Manager(s) to match investment term horizons with Branch liquidity requirements while maximizing investment returns;

- Branch investment risk appetite will be articulated by the Finance and Audit Committee on behalf of the Board of Directors;
- Branches will receive investment reports from the Investment Manager (3.5) and will be expected to monitor their investments;
- The Board of Directors has delegated ability to transfer funds from the investment portfolios to the operating account. Branches will communicate to the Investment Manager when funds need to be transferred to their cash account.

3.5 Investment Manager(s):

The Investment Manager(s) shall invest the funds of ACO within these specific written guidelines and in accordance with the Investment Objectives (Section 4.1) and Risk Appetite (Section 4.3). In carrying out their duties and responsibilities, the Investment Manager(s) shall exercise such competence and skill as may be expected of a prudent, diligent Investment Manager in similar circumstances.

The Investment Manager(s) shall prepare Reports, which shall contain, as a minimum:

Monthly

- list of portfolio holdings and their cost vs. current market values
- list of transactions for the month.
- portfolio listing by security showing cost vs. market value

Quarterly

- income (interest, dividends and realized capital gains) for the Year-to-Date (YTD) quarter period
- asset mix as at the quarter end date
- quarterly and past 12-month total return calculations by asset class versus approved benchmarks
- economic and market commentary with forecasts for the next 12-month or other relevant period

In addition, investment manager(s) should have at least one formal meeting a year with Finance and Audit Committee representatives to review the portfolio performance and discuss strategy for the ensuing period. Manager(s) will refer, on a timely basis, any contentious issue so that guidance may be sought from the Investment Committee.

Investment Manager(s) must disclose any material interest in any investment or proposed transaction. All investment activities must be conducted in accordance with the Chartered Financial Analyst code of ethics, and the Conflict-of-Interest Policy as adopted by Board of Directors.

The Investment Manager is delegated the responsibility of exercising all voting rights with the intent of fulfilling the objectives and goals of ACO's. The Manager shall maintain a record of how voting rights of securities in the portfolio were exercised.

Asset class allocations may fluctuate over time due to market movements. The portfolio allocations should be reviewed at least quarterly by the Investment Manager(s), and rebalancing should be considered by the Investment Manager when the asset class allocations fall outside of the ranges established in Table 1, Section 5.4. To the extent that it is reasonable, cash inflows and outflows should be used to rebalance the Portfolio.

The COO shall provide as much notice as possible regarding cash requirements or additional funds available for investment. But as these may not always be known in advance, consideration of this factor will be considered in assessing investment performance.

3.6 External Auditor

ACO's External Auditor annually reviews ACO's investments in the course of their annual audit.

4. Establishment of Branch Investment Accounts

All ACO branches with funds in excess of their annual requirement are required to open an investment account with ACO's approved Investment Manager;

Consistent with ACO's Finance Policy this account must also include the ACO COO and the ACO Chair as signing officers of the account;

Where an ACO Branch has existing financial investments prior to the approval of this Policy, those existing investments should be allowed to mature before transfer to an ACO approved investment account, unless there is no financial penalty for immediate transfer of funds;

Branches will be responsible for their investment decisions within the parameters of this policy (See Section 3.4);

Branches will monitor their investment decisions and act prudently as per the Trustees Act.

5. CONTROLS

5.1 Investment Objectives:

The investment objectives of all ACO investment portfolios are to:

1. Preserve capital;
2. Optimize the rate of return, within acceptable risk levels as articulated by the Finance and Audit Committee on behalf of the Board of Directors; and
3. Provide necessary liquidity to fund the operating account to pay ongoing operating expenses.

5.2 Authorized Investments:

In accordance with the Trustees Act, ACO will invest in any form of property in which a prudent investor might invest as noted in Appendix A- Authorized Investments.

5.3 Risk Appetite:

The Board of Directors defines risk appetite in terms of their collective judgement as to ACO's comfort level with financial market uncertainties including: safety of principal, liquidity, return on investment and reputational risk. The Board of Directors delegates

defining ACO’s financial market risk appetite to the Finance and Audit Committee. The Committee should be polled every two years to confirm their appetite for financial market risk scenarios. Appendix B contains a sample of a simple rating scale and applicable risk event scenarios which can be used to survey Committee Members.

ACO’s risk appetite for the risk events identified in Appendix B are also articulated by its controls and investment decisions taken to mitigate risk such as:

- Single portfolio or specialized portfolios
- Asset mix: the percentage amount of cash, equity and debt in each account and on a consolidated basis
- Types of investment instruments allowed
- Diversification by sector, investment horizon and the types of investment instruments
- Currency mix
- Investment time horizon
- Operational risk e.g. appointment of agent or self-manage
- Frequency of monitoring
- Reputational risk

5.4 Asset Class Allocation Ranges and Targets

Asset class allocation (asset mix) and diversification are two investment tools that articulate risk appetite.

Typically, two separate accounts are maintained: a short-term account or portfolio to meet immediate cash needs and a longer time horizon account for investment of funds surplus to immediate needs. The table below illustrates recommended asset mix (asset class) allocation ranges.

Table 1: Asset Class Allocation Asset Mix Ranges and Targets

Portfolio Function	Cash or Money Market Equivalent	Debt Instruments	Equities
Short-term Requirements	100%		
Funds Surplus to Annual Requirements	0 – 20%	40 - 60% Target 50%	40 -60% Target 50%

Annually, as ACO prepares its budget for the following year, it is recommended that the investment portfolios be “shocked” or tested to confirm that fluctuations in asset prices, rates of return or liquidity would not adversely affect ACO’s budget for the following year(s).

5.5 Restrictions:

- The cash (or money market equivalent) portion of the portfolio should mirror ACO’s or the ACO Branch’s projected cashflow needs (e.g. a 3 to 18-month

maturity ladder).

- Except for government bonds (Canadian Government and Canadian Provinces), not more than 10% of the total market value of the portfolio will be invested in securities of any one issuer;
- There will be no borrowing from any source to make investments;
- The investment manager may invest in pooled funds that may use derivatives, such as options, futures and forward contracts, for hedging purposes, to protect against losses from changes in interest rates and market indices; and for non-hedging purposes, as a substitute for direct investment. However, the pooled funds must hold enough assets or cash to cover its commitments under the derivatives. The pooled funds cannot use derivatives for speculative trading or to create a portfolio with excess leverage;
- Short-term investments are only permitted in CDIC insured instruments with Canadian Chartered Banks.
- Liquid assets are restricted to 10% of the net assets of each pooled fund.
- Where donated funds have restrictions, these too will be followed and monitored.

5.6 Investment Approval:

The Board of Directors delegates its authority to make investments to the ACO Treasurer and the Committee who in turn delegate their authority to the selected Investment Manager. As noted in Section 3.3 the Board of Directors delegates the ability to transfer funds from ACO's investment portfolio(s) to ACO's cash account, to the COO to pay for Board of Directors approved budget expenditures.

5.7 Socially Responsible Investing:

ACO defines Socially Responsible Investing as making no investments in companies whose activities are inconsistent with ACO's mission and Principal Values and Code of Conduct. We request that our Investment Manager(s) consider these principles when suggesting possible investments, or investing the ACO's money in accordance with the Trustee Act.

5.8 Monitor Results and Compliance:

The Committee will monitor investment performance every quarter to ensure compliance with this policy.

6. CONFLICTS OF INTEREST

No person, including ACO's management, Board of Directors members or appointees in the management of the ACO's funds, shall benefit financially directly or indirectly from the investment of the ACO's funds. Funds shall be invested strictly for the benefit of the organization and any proceeds from investment shall be directed into ACO's operating budget.

7. REVIEW OF INVESTMENT MANAGER(S) SERVICES

It is the responsibility of the Board of Directors to monitor the performance of the Investment Manager(s) on an ongoing basis with input from the Finance and Audit

Committee. Circumstances which could require a special review of an Investment Manager appointment include, but are not limited to:

- Changes in ownership, personnel, structure, investment philosophy, style or approach of the investment management firm, which might adversely affect the potential performance and/or risk level of the fund portfolio(s). It is expected that the Investment Manager(s) will routinely advise the Investment Committee of any significant changes within the firm.
- Unauthorized departure from the stated investment guidelines. (Note: If the Investment Manager(s) believes the guidelines are no longer appropriate, the Investment Manager(s) should make a recommendation for amending the policy.)
- Investment performance which over a reasonable period of time is less than the performance targets and standards as outlined in this policy.

8. FUND WITHDRAWALS

- Cash flow activity will be reported by the COO to the Committee and Board of Directors on a quarterly basis. This information will enable the Committee to prepare a notice to the Board of Directors of any anticipated significant change in expected investment income. This information is relevant when the Committee and Board of Directors are reviewing the expectations and outcomes of the Investment Manager(s) performance. Any change of expectation should be documented and included in Board minutes.
- Withdrawals of donated funds must be applied to the donors' intended purpose if stated at the time of the donation. For example, donations to ACO's operations can be used to supplement other income to meet approved budget requirements. Withdrawals from donations specified as endowment funds can only include the income earned from the endowment. The Investment Manager should segregate special- purpose funds.
- The Committee and the Board of Directors should be advised by the COO if an unscheduled fund withdrawal is required from an investment fund. The Board of Directors is required to pass a motion allowing the funds to be withdrawn. Any such unanticipated withdrawal will potentially change the investment income expectation and becomes relevant in reviewing the expectations and outcomes of the Investment Manager(s) performance. Any change of expectation should be documented and included in Board minutes.

9. Consequences of Policy non-compliance

9.1 ACO Finance and Audit Committee (Provincial)

Should the Board of Directors be advised or be concerned that the Finance and Audit Committee has failed to comply with this policy or the referenced legislation, the Board of Directors is obliged to review and investigate the allegation. Depending on the nature of the allegation, the Board of Directors may delegate review to the ACO external auditor or a licensed financial advisor or forensic accountant. Should the Board of Directors determine that the Finance and Audit Committee has failed to comply with this policy or the referenced legislation, or that the FAC lacks the competency to fulfill its role in this regard, the Board of Directors may appoint an Investment Committee with appropriate

qualifications, to oversee the appointment of the investment manager and monitor investment performance.

9.2 ACO Branches

Should the ACO Finance and Audit Committee be advised or be concerned that an ACO Branch has failed to comply with this policy or the referenced legislation, the FAC is obliged to communicate its concerns to the Board of Directors and review and investigate the allegation. Depending on the nature of the allegation, the FAC may delegate review to the ACO external auditor or a licensed financial advisor or forensic accountant. Should the FAC determine that an ACO Branch has failed to comply with this policy or the referenced legislation, or that the ACO Branch lacks the competency to fulfill its role in this regard, the FAC may request that it be delegated by the Board of Directors to oversee the investment and withdrawal of funds on behalf of the ACO Branch. This redelegation of authority by the Board of Directors may be regarded as either a permanent or an interim measure until such time as the Branch can demonstrate to the Board of Directors that it has the competencies to oversee the Branch investment account.

Appendix A: Requirements for ACO Investment Portfolios

Asset Class	Strategic Target	Range	Benchmark	Minimum Rating	Authorized investments
Cash and Cash Equivalents	100%	N/A	Dex 30-day T-Bill Index	R1-low	Deposit receipts, deposit notes, certificates of deposit, bankers' acceptances, guaranteed investment certificates, commercial paper and other similar instruments issued or endorsed by any chartered Bank to which the Bank Act (Canada) applies, Treasury Bills.
Debt (Bonds)	●	●	DEX Universe Bond Index	BBB or higher	Federal, provincial or corporate. Maximum amount of 'BBB' rated bonds will be 15% of the total portfolio. All ratings are at time of purchase.
Equities	●	●	TSX Composite Index		Equity investments shall be in common or preferred shares of any Company listed and publicly traded upon the TSX, mutual funds, trust units, exchange traded funds (ETFs)

thereto. Investment in preferred shares will be rated at least PFD-2 or higher by DBRS and rated at least BBB- or higher by Standard & Poor's. Illiquid securities are restricted to 10% of the net assets of each pooled fund.

Appendix B: Sample Risk Appetite Scale and Investment Risk Scenarios

The Board of Directors delegates the articulation of investment risk appetite to the Finance and Audit Committee. The Committee will annually determine investment risk appetite and communicate it to the Investment Manager and the Board of Directors

The chart below (1) defines a scale for risk appetite. Using that scale 0 to 3, rate your appetite for the risk events (future uncertainties that influence the achievement of objectives) in chart 2.

Chart 1: A Scale for Rating your risk appetite

- High: 3** Willing to accept a high likelihood of loss, in circumstances where there could be a very significant gain. I am very comfortable with this risk.
- Modest: 2** Willing to accept a medium likelihood of loss in circumstances where there could be medium amount of gain. I am comfortable with a balanced approach.
- Low: 1** Unwilling to accept even a limited amount of downside risk (loss) in most circumstances unless the upside risk (gain) greatly exceeds the downside risk.
- “Zero Risk”:
0** Not willing to accept any risks or future uncertainties.

Chart 2:		
Investment Risk	Description	Risk Appetite
Credit Risk	The possibility of a loss of principal and/or income stream (e.g., interest payments, dividends) from the investment as a consequence of the deterioration of the issuing entity’s credit or defaulting on its debt. How comfortable are you with this future uncertainty?	
Interest Rate Risk	The possibility that interest rates could move up or down thereby potentially creating either investment losses or gains for bonds or other interest-bearing investments. How comfortable are you with this future uncertainty?	

Equity Market Risk	The possibility that the prices of individual stocks (equities) or all stocks in a market change thereby creating gains or losses. How comfortable are you with this future uncertainty?
Liquidity Risk	Uncertainty concerning the ease and speed at which investment assets can be converted into cash to meet ACO's obligations. How comfortable are you with this future uncertainty?
Operational Risk	The possibility that operational investment procedures (people, processes, systems) fail and create losses. For example, are you more comfortable with a qualified financial advisor (Investment Manager) making investment decisions within defined parameters or should we do it in-house with our own staff and volunteers?
Foreign Exchange (Currency) Risk	All of ACO's expenditures (liabilities) are currently in Canadian dollars. If an investment was made in a foreign currency, ACO could possibly lose or gain on the future exchange rate. How comfortable are you with this scenario?
Reputation Risk	Imagine ACO's Investment Manager purchases a stock or a fund with a high rate of return that includes companies whose activities are not environmentally sustainable, or pose a threat to built heritage and cultural landscapes. How comfortable are you with this scenario?

For more information about investment risks visit these links:

Overview: <https://www.securities-administrators.ca/>

https://www.securities-administrators.ca/uploadedFiles/General/pdfs/Investing_Basics_E.pdf

https://www.securities-administrators.ca/uploadedFiles/General/pdfs/Investments_at_a_glance_E.pdf

Credit Risk: <https://ca.video.search.yahoo.com/search/video?fr=mcafee&ei=UTF-8&p=credit+risk+definition&type=E210CA0Go#id=3&vid=odaa9e52083797c4601967bdc3e5e44f&action=view>

Interest Rate Risk: <https://www.thestreet.com/dictionary/i/interest-rate-risk>

Equity Market Risk: https://en.wikipedia.org/wiki/Equity_risk

Liquidity Risk: <https://www.investopedia.com/terms/l/liquidity.asp>

Currency Risk: <https://smartasset.com/investing/currency-risk>

EMERGENCY LEADERSHIP TRANSITION POLICY

Summary: Describes the annual requirement for a Board of Directors approved contingency plan in the event of a need for COO emergency leadership transition.

1.0 OVERVIEW

The Board of Directors of ACO recognizes that this is a plan for contingencies due to the disability, death or departure of the COO (COO). If the organization is faced with the unlikely event of an untimely vacancy, ACO must have an Emergency Leadership Transition Plan (Plan) in place to facilitate the transition to both interim and longer-term leadership.

2.0 DEFINITIONS

Emergency Leadership Transition Plan: A plan that is considered annually by the Human Resources Committee that names the individual(s) or role(s) of individual(s) that would provide temporary transition leadership in the event of: **1.** a COO's unplanned, temporary absence or

2. a period of leadership transition

Leadership Transition Event: an event where ACO must search for a new COO owing to the resignation, termination or death of a board approved COO.

Unplanned, temporary absence: an event that arises unexpectedly where it is expected that the COO will return to her/his position once the events precipitating the absence are resolved. For example, an illness or family crisis.

Planned absence: COO's planned leave, such as a vacation or a sabbatical.

3.0 ROLES

Human Resources Committee: Annually develops the Plan and recommends changes to the Plan based on review of the current COO's job description, and ACO's human capital capacity.

Board of Directors: Annually approves the Emergency Leadership Transition Plan (Plan)

Board Chair: Communication of Emergency Transition

Board Chair and members of the HR Committee: Monitoring performance and supporting the Acting COO

3.0 EMERGENCY LEADERSHIP TRANSITION PLAN CONTENTS AND IMPLEMENTATION

3.1 Plan Contents

At a minimum, the annual Emergency Leadership Transition Plan shall:

Name the individual who will assume temporary leadership for the first two weeks (e.g. Senior Staff Member);

- Name the individual who will assume temporary leadership beyond the first two weeks;
- Name the individual responsible for communication of temporary leadership;
- Name the individuals responsible for monitoring and supporting the temporary COO; Prepare and attach two organizational charts to the Plan:
 1. A chart reflecting staffing positions and lines of authority/reporting throughout the organization; and
 2. A second organizational chart that reflects how that structure will change within the context of an emergency/unplanned absence of the COO; and
- Prepare and attach a current list and contact information of ACO's Directors and Officers

3.2 Authority and Compensation of the Acting COO

The person appointed as Acting COO shall have the full authority for decision-making and independent action as the regular COO.

The Acting COO will be compensated for additional responsibilities with a temporary salary to the entry level salary of the COO.

3.2 Board of Directors Oversight of Temporary COO

The Board of Directors members responsible for monitoring the work of the Acting COO shall be:

- Chair ACO,
- Other members of the HR Committee

The individuals responsible for this oversight will be sensitive to the special support needs of the Acting COO.

3.3 Communications Plan

Immediately upon transferring the responsibilities to the Acting COO, the Board Chair will notify all staff members, members of the Board of Directors and Branch Chairs, sponsors and key volunteers of the delegation of authority.

As soon as possible after the Acting COO has begun covering the unplanned absence, Board of Directors members and the Acting COO shall communicate the temporary leadership structure to the following key external supporters of ACO. This may include (but not be limited to) government contract officers, foundation program officers, civic leaders, and major donors as well as members of the press as appropriate. If possible and feasible, the COO will be consulted on the language concerned his/her absence.

4.0 COMPLETION OF EMERGENCY SUCCESSION PERIOD

4.1 If the COO Returns

The decision about when the absent COO returns to lead ACO should be determined by the COO and Board Chair. They will decide upon a mutually agreed upon schedule and start date. A reduced schedule for a set period of time can be allowed, by approval of the Board Chair, with the intention of progressing to a full-time commitment.

4.2 If the COO Does Not Return

As soon as feasible after notice that the COO will not return, the Board of Directors, will call a special meeting, consistent with the procedures in the bylaws, to appoint a Transition and Search Committee to plan and carry out a transition to a new permanent COO, including plan for the recruitment and selection of a permanent COO.

5.0 COPIES OF THE PLAN

Current copies of this Emergency Leadership Transition Plan along with the corresponding documents shall be maintained by the Board Chair, the COO, (Senior Staff Member), and the Acting COO Appointee.

ACO EMERGENCY LEADERSHIP TRANSITION PLAN 2023

For the coming year, 2023, that in the event of the COO's unplanned temporary absence, the Board of Directors will ask Alex MacKinnon to assume temporary leadership of ACO for the first two weeks and to continue leadership of ACO until a temporary replacement COO can be hired. Board Chair Diane Chin will be responsible for communicating the temporary leadership situation to key external supporters of ACO. The Board Chair, assisted by the Chair of the Human Resources Committee, will be responsible for monitoring and supporting the temporary COO.

Appendices:

1. Organizational chart reflecting current staffing positions and lines of authority / reporting throughout ACO
2. Chart reflecting how that structure will change in the context of an emergency / unplanned absence of the COO

COMMITTEE TERMS OF REFERENCES

Acorn EDITORIAL COMMITTEE TERMS OF REFERENCE

Purpose

Acorn magazine is the official publication of ACO, designed to educate and inform its members and interested members of the public about heritage in Ontario. Renowned for its well-researched and well-written content and its high production values, **Acorn** is an important and valued benefit for ACO members.

Acorn acts as an ambassador for ACO, in that it is often displayed or given to prospective members, partners or allies of ACO. Thus, it is important that its content reflect ACO's principal values:

- Integrity of the organization
- Respect for Places
- Respect for People
- Prudent Resource Management - Stewardship
- Excellence

To ensure **Acorn** meets these expectations, **Acorn editorial policy (needed)** will be approved by the Board of Directors and an Editorial Committee which reports to the Board.

Composition and Operations

The **Acorn** Editorial Committee is composed of at least three ACO members plus the Chair of the Board of Directors and COO as ex officio non-voting members. Non-ACO members may be invited to advise on particular issues or themes, but continued participation on the Editorial Committee requires ACO membership.

At least one member of the committee will be a member of the Board of Directors and Executive Committee and will act as a liaison to the Board of Directors.

The Committee will meet at least once a year, virtually or in person, and additionally as required.

Duties and Responsibilities

Support the Managing Editor in the production of **Acorn**

- Assist in the recruitment of photo editor, designer, copy editors, calling upon ACO staff, ACO Human Resources Committee and other volunteers as needed to formulate job descriptions, volunteer expectations, etc.
- Assist in the recruitment of content providers -- writers, photographers, researchers -- for **Acorn** issues

Determine themes for upcoming issues of **Acorn**

- Identify themes for future **Acorn** issues
- Revise and update the **Acorn** Style Guide and Photography guidelines as needed

Ensure quality control of **Acorn** magazine

- Provide feedback to the Managing Editor on the proposed content of an upcoming issue, e.g. identify gaps or biases in the coverage of a theme, suggest alternate writers or photographers
- Ensure that articles follow **Acorn** Style Guide and Photography guidelines and are of the assigned length
- Ensure that the format follows the guidelines set out by the Organization
- Review/final proof of the issue, and ensure the content reflects ACO's principal values and strategic direction
- Should there be irresolvable disagreements about the inclusion or exclusion of particular submissions, the Board Executive Committee will be asked to decide.

Financial Management

- The Editorial Committee will work with the Managing Editor, Board of Directors and COO to establish an annual budget for **Acorn**, and will monitor issue production costs to keep within this target.

Recommend appointment of volunteer Managing Editor

- The Board of Directors retains control of the selection of Managing Editor and the selection must be confirmed by resolution at an Executive Committee meeting
- Assisted as requested by ACO's Human Resources Committee, ACO staff, other Board members and volunteers, the Committee will
- draft the job description for **Acorn's** volunteer managing editor
- devise interview and selection procedures, including identification of essential and discretionary qualifications
 - at least one committee member will participate in the interview and selection process, including reference checks for selected candidates along with a representative of the Board of Directors and HR committee
 - recommend appointment of the preferred candidate to the Board of Directors

Reporting on performance

Ensure the Board of Directors receives a report for each Board of Directors meeting and an annual report.

POLICY COMMITTEE TERMS OF REFERENCE

Purpose

The Policy Committee assists the ACO Chair, Executive Committee and the Board of Directors by providing advice and recommendations on government policies and issues of interest to ACO, and strategies and actions to respond to them.

Composition and Operations

The Policy Committee Chair is appointed by the Board of Directors and is answerable to it. The Committee consists of at least five members, one of whom must be a member of the Board of Directors and act as a liaison to the Board, The Board Chair and COO as ex officio non-voting members.

The Committee shall meet formally at least twice a year, in person or virtually, and as needed to deal with urgent matters. Between meetings matters may be discussed by email copied to all members and, at the Chair's discretion, decisions taken.

Duties and Responsibilities

The mandate of the Policy Committee is to identify, analyze and prepare responses to provincial government policy and program initiatives and to emerging issues of province-wide importance.

Policy/program/legal areas may include but are not limited to those falling under Ministry of Citizenship and Multiculturalism, (Ontario Heritage Act and regulations, Heritage Property Tax Relief, etc.), Ministry of Education (school buildings, education in history), Ministry of Labour, Training and Skills Development (skills development for heritage practitioners), Ministry of Municipal Affairs and Housing (Planning Act, Provincial Policy Statement, Building Code), Ministry of Finance (tax policies, funding incentives/disincentives, Ministry of Infrastructure (infrastructure programs), and potentially precedent-setting tribunal and court cases.

The Policy Committee will, as time and resources permit

- Track issues in ACO branches and across the province, and where appropriate across the country, to ascertain patterns of success, loss in meeting ACO objectives.
- Consult with ACO/heritage community volunteers and professionals as necessary in identifying issues and framing responses.
- Recommend or undertake research and analysis on specific matters of public policy of import to ACO members, drawing on colleges/universities as venues for research where appropriate.

- Review/monitor provincial government policies/programs and legal matters which are helping/harming cultural heritage and draft ACO responses; as a secondary focus, support national level bodies such as the National Trust for Canada in the review and comment on federal policies/programs affecting Ontario.
- Develop policy “asks” and supporting materials for Heritage Advocacy Day at Queen’s Park and other meetings with provincial or local officials.
- In liaison with the Government and Community Relations Committee, assist in organizing and attending meetings with provincial decision-makers and policy officials in pursuit of policy changes.
- Assist branches in coordinating responses to provincial issues.
- Liaise with other provincial/national heritage organizations on policies of common interest.
- Monitor effectiveness and impact of ACO’s policy efforts.
- Report on findings/impacts to the Board of Directors at each meeting, and to the Annual General Meeting as appropriate and communicate via Acorn, Acorn in a Nutshell and the ACO website.

Reporting on performance

Ensure the Board of Directors receives a report for each Board meeting and an annual report.

GOVERNMENT & COMMUNITY RELATIONS COMMITTEE

TERMS OF REFERENCE

Purpose

One of ACO's key objects is to advocate on behalf of its members for heritage preservation and conservation throughout the province. The Government and Community Relations Committee (GCR) assists the Board of Directors and its Executive Committee in advocacy and general relationships with government and other organizations.

The Government and Community Relations Committee provides recommendations regarding government relations, strategies and actions to the Board of Directors. It is the group that implements advocacy policy decisions made at the Board of Directors level.

Composition

The Government and Community Relations Committee Chair is appointed by the Board of Directors. The Committee consists of minimum of 5 members, one of whom must be a member of the Board and act as a liaison to the Board, plus the Chair of the Board of Directors and the COO as ex officio non-voting members. The Committee operates under these Terms of Reference and the Bylaw, Policies and Handbooks of the organization.

Duties and Responsibilities

Build relationships with government officials at all levels

on behalf of ACO The Committee fulfills this duty by:

- Organizing Heritage Advocacy Day and following up on issues and items of business raised during meetings with government officials.

Ensure that ACO and its membership are informed about changes, at all levels of government, to policy and/or legislation that impact heritage in Ontario.

The Committee fulfills this duty by:

- Liaising with the Policy Committee who will provide strategic direction on government policy;
- Advising the Board of Directors on strategic plans and initiatives for government relations activities in support of ACO's mission.
- Reviewing the priorities of provincial, Indigenous and municipal governments, as well as identifying the challenges and opportunities to strengthen ACO-government relationships;
- Provide educational resources for local branches and members to assist them in working with their local community leaders and government representatives.
-

Enabling ACO's advocacy and response to changes, at all levels of government, in policy and/or legislation that impact heritage in Ontario.

The Committee fulfills this duty by:

- Continually assessing the nature, scope, challenges and opportunities with regard to relations between ACO and various levels of government;
- Proposing a plan to promote a long-term strong relationship including regular and effective networking with senior bureaucrats and political decision-makers at all levels of government;
- Working with the Chair and COO to identify key issues for communication with governments and a means of disseminating information through the Board of Directors;
- Advising the Board of Directors regarding policies and other steps which should be considered in terms of maintaining strong government relations over the long term;
- In liaison with the Policy Committee, organizing and attending meetings with provincial officials in pursuit of policy and advocacy goals
- Undertaking strategic discussions as appropriate and relevant to the Committee's purpose.

Ensures GCR Committee effectiveness and efficiency

The Committee fulfills this duty by:

- Developing a meeting calendar and annual work plan for the year;
- Meeting at least quarterly with pre-determined dates and agendas and convening special meetings as required;
- Reviewing ACOs' government relation strategies annually to ensure they are aligned with the vision and mission statement of the ACO;
- Ensuring each committee member is well-informed on matters impacting ACO's government relations and any communications sent to the members on advocacy issues;
- Reviewing and receiving approval from the Board of Directors on its Terms of Reference to ensure they meet the needs of the Board;
- Annually assessing GCR Committee performance in carrying out its duties;
- Reporting, through the Committee liaison, regularly to the Board of Directors on the results of its activities;

Reporting on performance

Ensure the Board of Directors receives a report for each Board meeting and an annual report.

NEXTGEN COMMITTEE TERMS OF REFERENCE

Purpose

The NextGen Committee is a centralized group within the ACO designated to serve and bring voice to NextGen, a special interest group of ACO members who are new to heritage.

NextGen is not an official ACO membership category, as belonging to the group is based on interest and self-identification. The NextGen Committee primarily serves ACO members who identify as students and emerging professionals.

NextGen members are key partners and drivers in the development of ACO initiatives and projects, bringing new perspectives, ideas, ways of working and thinking, technical skills, energy and visibility to ACO. These members are also the next generation of heritage and sustainability leaders. By meaningfully engaging them, ACO can influence the future of the heritage field and create long-lasting supporters of ACO's mission.

The NextGen Committee assists ACO to identify and create opportunities for meaningful engagement of NextGen members within the organization. To this end, the NextGen Committee:

- Supports the development of new heritage leaders by equipping NextGen members with the knowledge, skills and networks needed to effectively collaborate on heritage issues and influence positive change
- Provides guidance to ACO from a NextGen perspective
- Fosters opportunities for NextGen engagement in all facets of ACO activities.

Composition and Operations

The NextGen Committee is composed of at least three ACO members who identify as students or emerging professionals. Roles within the NextGen Committee must include a Chair, who also must be a member of the Board of Directors and Executive Committee and act as a liaison between these entities and the NextGen Committee. Other roles on the NextGen Committee may include: Vice-Chair, Digital/Social Media Coordinator(s), and Program Coordinator(s).

Members of the NextGen Committee will serve for two-year terms. To ensure the transfer of organizational knowledge and to foster the leadership of new members, members of the NextGen Committee can serve for up to six years.

The Committee will meet at least three times a year, in person or virtually, and additionally as required. The NextGen Committee's meetings will be chaired by the NextGen Chair or delegate.

Duties and Responsibilities

The NextGen Committee has the following objectives, duties and responsibilities:

- 1. Support the development of new heritage leaders by equipping NextGen members with the knowledge, skills and networks needed to effectively collaborate on heritage issues and influence positive change**

The NextGen Committee achieves this objective by:

- Understanding the interests, needs and preference of NextGen members
- Coordinating, leading and evaluating NextGen-led programs and initiatives. Since the NextGen Committee was founded in 2011, these programs and initiatives have included:
 - The ACO NextGen Annual Design Charrette focused on the adaptive re-use of heritage buildings, properties, landscapes, and public spaces;

- The ACO NextGen Annual Job Shadow Program; and
- Other initiatives, such as: networking events, pub nights, sponsorships for NextGen members to attend the ACO Awards Dinner and the Ontario Heritage Conference, NextGen sessions at the Ontario Heritage Conference, building tours, and office visits.
- Communicating with, and receiving feedback, from NextGen members. The duties include:
 - Creating, sharing, and monitoring content on ACO and NextGen social media platforms and newsletters to disseminate relevant news, resources, job postings, events, and information about ACO and NextGen programs and initiatives.
- Developing and implementing outreach strategies to expand NextGen membership.
- Maintaining and expanding NextGen’s network of heritage professionals, not-for-profit organizations, educational institutions, conferences, and other potential partners.

2. Provide guidance to ACO from a NextGen perspective

The NextGen Committee achieves this objective by:

Attending Board of Directors and Executive Committee meetings and providing written reports on NextGen activities.

- Raising awareness of heritage and advocacy issues that matter to NextGen members.
- Advising Board of Directors and Executive Committee, other committees, branches, staff and volunteers on the inclusion of NextGen values and needs in the organization’s strategies, policies, communication methods, etc.
- Recommending actions to improve ACO's ability to support, and be supported by, NextGen members.
- Identifying and addressing barriers that prevent NextGen members and underrepresented communities and regions from participating in the organization.
- Proposing opportunities for collaboration between the NextGen Committee and other ACO teams.
- Assisting in soliciting nominations for the ACO NextGen Award as needed.
- ACO – NextGen Committee Terms of Reference 2020

3. Foster opportunities for NextGen engagement in all facets of ACO activities

The NextGen Committee achieves this objective by:

- Assessing the diversity of opportunities for the involvement in ACO at all levels and promoting them to NextGen members, as well as non-member audiences, as a benefit of ACO membership. For example, this would include:
 - Encouraging NextGen members to share their unique perspective by writing and submitting relevant content for publication to ACORN, In a Nutshell newsletter, and on the ACO website, etc.
- Advocating for ACO Committees, Branches, Programs, etc. to specifically invite NextGen members to the table and create space their perspective, ideas, talents, and enthusiasm.
- Offering to share resources and NextGen engagement strategies with ACO Branches and encouraging and supporting the development of NextGen committees at the branch level.
- Encouraging intergenerational activities, including mentorship opportunities that provide for an exchange of experiences, skills, and capacity building.
- Recruiting and training new members to the NextGen Committee as well as supporting the transition of responsibilities.

Reporting on performance

Ensure the Board of Directors receives a report for each Board meeting and an annual report.

HUMAN RESOURCES COMMITTEE

TERMS OF REFERENCE

Purpose

The Human Resources Committee (Committee) assists The Board of Directors with:
ensuring the organization has an effective organizational structure and competitive human resources and compensation policies and practices;
ensuring the organization meets all laws and regulations governing an employment relationship;
ensuring appropriate processes are in place for the selection, evaluation, compensation, and succession of staff;
evaluating and determining compensation for the COO; monitoring organizational culture indicators and goals,
and
such other related initiatives as may be necessary or desirable to enhance staff performance.

Composition and Operations

The Human Resources Committee Chair (HR Chair) is appointed by The Board of Directors and is a member of The Board of Directors (i.e. a Director). The Committee consists of three to five members plus the COO (COO) as an ex officio non-voting member. Directors who have a family member or close friend employed by ACO should avoid sitting on the Committee. The Committee meets at least three times a year and otherwise as necessary. The Committee operates under the Terms of Reference of the Board of Directors and bylaws of the organization.

Duties and responsibilities

The Committee has the following responsibilities:

Policies and Compensation

Periodically review ACO's organizational structure, compensation philosophy and performance management system.

Annually review the ACO Human Resources Policy and recommend any necessary changes to the policy to the Board of Directors.

Annually Review staff compensation and the COO's (COO) compensation and make recommendations for approval by The Board of Directors.

COO Appointment

The HR Chair will lead the process for identifying, recruiting, and appointing the COO in collaboration with the Committee, with input from the Board of Directors. The Committee will be responsible for:

developing criteria for selecting candidates,

reviewing and assessing qualifications of candidates and recommending a candidate for COO to the Board of Directors, and

making recommendations regarding the COO's terms of employment to the Board of Directors.

Executive and The Board of Directors Resignations

Where appropriate, the Committee will conduct exit interviews with individuals leaving the organization including both staff members and Board of Directors members, with a view to improving human resources policies and practices.

Succession Planning

The Committee will review annually succession and development plans for management and report to the Board of Directors.

Evaluation and Compensation of the COO

The Committee will develop performance standards and key performance indicators for the COO at the start of the employment relationship. These metrics will include both qualitative elements (behaviours) and quantitative measures (objectives and deliverables) that will be expected of the COO. The COO's key performance indicators will be approved annually and monitored by The Board of Directors.

Annual Review

The HR Chair, in collaboration with the Chair of the Board of Directors or delegate, will conduct the annual performance review and any interim reviews, e.g. probationary, of the COO.

The Committee will:

develop a process and performance assessment tool,

review the performance assessment tool annually,

finalize the COO's performance assessment, and review any significant changes with the Chair or delegate, and

in consultation with the COO and The Board of Directors, develop goals and objectives for the COO for the following year.

Reporting on performance

Ensure the Board of Directors receives a report for each Board meeting and an annual report.

EDUCATION COMMITTEE TERMS OF REFERENCE

The Education Committee is a committee of the Board of Directors and reports directly to the Board through quarterly reports and, if needed, directly to the Chair of the Board of Directors.

Purpose/Responsibilities:

The Education Committee assists the Provincial Board of Directors in the following:

- To facilitate the advancement of education at all levels through targeted programming specific the objectives of ACO
- To promote and share educational advice and resources to advance our members' educational objectives
- To prioritize educational programming and opportunities that contribute to the economic sustainability of ACO. Provide for an overview of existing educational programs currently available offered by ACO.
- Assist in the promotion of educational programs and opportunities through the Nutshell, annual conference and ACO website, etc.
- They should assist in the facilitation and organization of educational workshops, programs etc.
- Make recommendations to Board of Directors on matters pertaining to training and development
- Complete needs analysis (surveys) and define gaps for future educational and technical training
- Provide high quality annual conference workshop for members
- Identify and advise conference/workshop organizers of specific topics which should be addressed in order to meet development needs through a representative of the Education Committee on the Convention Planning Committee
- Explore methods of delivering educational opportunities
- Ensure that there is variety of educational opportunities offered each year.

Composition and operations

The committee consists of at least three ACO members, including one Board Executive Committee member who will act as the liaison to the Board of Directors. The committee meets at least 5 times a year, and otherwise as necessary. The committee operates under the Terms of Reference for Provincial Board of Directors and bylaws of the organization.

Reporting on performance

Ensure the Board of Directors receives a report for each Board meeting and an annual report.

GOVERNANCE & NOMINATING COMMITTEE

Purpose

ACO regards its governance practices as both critical to the fulfillment of its mandate and the sustainability of its collaborative relationships with stakeholders.

The Governance and Nominating Committee (Committee) assists the Board of Directors and its Executive Committee in meeting its fiduciary oversight and related obligations in relation to governance matters. The Committee:

- Ensures that the Executive Committee composition supports the Board's planning and decision-making responsibilities;
- Enables Executive Committee efficiency and effectiveness;
- Promotes Board of Directors and Executive Committee efficiency and effectiveness; and
- Oversees governance issues and recommends changes to related policies.

Composition and Operations

The Committee is to be comprised of at least three members of the Executive Committee including the ACO Chair, ACO Past Chair, Vice-Chair and additional members from within or outside ACO as determined by the Committee's needs. The COO will also serve on the committee as non-voting member. Committee members will be recommended for Board approval by the Governance and Nominating Committee and Executive Committee. Non-executive Committee Members will serve for one-year terms. The Committee will meet at least two times per year and as many additional times as needed to carry out its duties effectively. The Committee's meetings will be chaired by the ACO Past Chair or delegate.

Duties and Responsibilities

The Committee has the following duties and responsibilities:

Ensure that the Executive Committee composition supports its planning and decision-making responsibilities

The Committee fulfills this duty by:

- Reviewing the composition and skill base of the Executive Committee and implementing a process for annual performance assessments of the ACO's Executive Committee of its Board;
- With consideration of the current and future governance and decision-making priorities of ACO developing and implementing a process for annual review of Executive Committee skills and experience (competency) gaps;
- Identifying gaps in Executive Committee skills, and experience and recommend to the Executive Committee and Board how identified gaps would be communicated and filled;
- Providing a board orientation to new Executive Committee members and when requested, Branch representatives (non-elected board members);
- Recruiting and providing briefing sessions for potential Executive Committee members;
- Nominating new members of the Executive Committee for Board approval; and
- Overseeing the Executive Committee member succession process.
- Overseeing regular review of ACO Bylaw, policies and committee mandates or terms of reference.

Enable Executive Committee efficiency and effectiveness The Committee fulfills this purpose by:

- Developing, and presenting for Executive Committee approval, a Governance Work Plan that schedules review dates for policies, and governance related processes that enhance the ACO Executive Committee's ability to fulfill its objectives;

- Developing and delivering processes and tools to enable the ACO Executive Committee members to fulfil their duties and obligations with independence and integrity. Committee duties would include: orientation of newly appointed Executive Committee members; and
 - drafting, updating and recommending changes to the Board’s Governance Handbook for approval as recommended by the Executive Committee.
- Reviewing ACO policies and insurance policies regarding Board member (director) indemnification and protection, including director and officer insurance;
- Considering and recommending processes for improving Board and Executive Committee meeting effectiveness including the assignment of Executive leadership and committee roles; and

Promote Board and Executive Committee efficiency and effectiveness

The Committee fulfills this purpose by:

- Communicating opportunities for Board member training to Executive Committee and the Board
- Recommend, procedural and administrative changes to the Board and Executive Committee meetings and functionality to enhance effectiveness (e.g. guidelines for in camera sessions, standards for Board minutes, timelines for information provided in advance of meetings);
- Monitors and communicates changes in governance best practices for heritage and not-for-profit organizations;
- Maintaining a governance resource centre on the ACO website
- Assist the ACO Chair in developing and fostering a healthy governance culture

Oversees governance issues and recommends changes to related policies

- Identifying potential governance crises and considering potential remediation plans;
- Developing, reviewing and recommending changes to ACO policies related to governance namely, but not limited to ACO’s Conflict-of-Interest Policy, ACO Director Consent and Compliance Form, ACO Principal Values and Code-of-Conduct, ACO’s Guidelines for Board Minutes and the Governance and Nominating Committee Terms of Reference;
- Evaluating the Committee’s performance against these Terms of Reference bi-annually and reporting the results of the mandate review and committee evaluation, along with any recommendations for changes to the Board.

Reporting on performance

Ensure the Board of Directors receives a report for each Board meeting and an annual report.

2024 STAFF LIST

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Chief Operating Officer

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Adrian Lancashire

Development Coordinator

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The Architectural Conservancy of Ontario Inc.

By-law

Revised June 25, 2023

The past. Our present. Your future.

BY-LAW

A By-law relating generally to the transaction of affairs of

The Architectural Conservancy of Ontario Inc.

(the “Corporation”)

Article 1 - Interpretation

1.1 Head Office

Subject to change by Special Resolution, the head office of the Corporation shall be in the City of Toronto, in the Province of Ontario, and at such a place therein as the Directors may from time to time determine.

1.2 Purpose and Dissolution

The Corporation shall be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation shall be used in promoting its objectives.

Upon dissolution of the Corporation and after the payment of all debts and liabilities its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada.

1.3 Definitions

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

- a) “ACO” means The Architectural Conservancy of Ontario Inc.
- b) “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;
- c) “Board” means the Board of Directors of the Corporation, (previously called “Provincial Council”);
- d) “Branch” means a Branch of the Corporation, representing a region of Ontario as determined and whose establishment has been approved by the Board of Directors;
- e) “By-law” means this By-law (including the schedules to this By-law) and all other by-laws of the Corporation;
- f) “Chair” means the elected chair of the Board, (previously called “President”), as elected or as otherwise determined by this By-law or otherwise by law;
- g) “Corporation” means the corporation that has passed this by-law under the *Act* or that is deemed to have passed this by-law under the *Act*;
 - a. “Director” means an individual occupying the position of Director of the Corporation, (previously called “Member of the Provincial Council”);
- h) “Governance Policy” means the document approved by the Board of Directors, detailing the roles and responsibilities of the Directors, Committees and Branches and Staff;

- i) "Letters Patent" means the letters patent of incorporation of the Corporation, as from time to time amended;(k) "Meeting of Members" means an annual or general or special general meeting of Members;
- j) "Member" or "Member in good standing" means a member of the Corporation whose dues and payments are current and fully paid;
- k) "Members" means the collective membership of the Corporation;
- l) "Objects" means ACO's legal objects as set out in its Letters Patent;
- m) "Officer" means an officer of the Corporation;
- n) "Special Resolution" means a resolution passed by the Board and confirmed with or without variation by at least two-thirds of the votes cast at a Meeting of Members of the Corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the Members entitled to vote at such meeting.

1.4 Interpretation

Other than as specified in Section 1.3, 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.

1.5 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-law are inconsistent with those contained in the Letters Patent or the *Act*, the provisions contained in the Articles or the *Act*, as the case may be, shall prevail.

1.6 Seal

The seal which is impressed hereon shall be the corporate seal of the Corporation and shall be held at the head office of the Corporation or at such other place as the Board of Directors may decide.

1.7 Execution of Contracts

Execution of deeds, transfers, assignments, contracts, obligations and other instruments or material commitments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors in accordance with the approval process and protocols outlined in the Governance and Finance Policies. In addition, the Board may from time to time direct the manner in which 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. Any Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Article 2 - Board of Directors

2.1 Composition

The affairs of the Corporation shall be managed by a Board composed of both Directors elected as Officers and Directors-at-large, and Ex-officio Directors:

(a) **Elected Directors:** Four (4) individuals elected by the Members to the roles of Chair, Vice-chair, Treasurer, Corporate Secretary and seven (7) Directors-at-large. One member at large will be elected by the NextGen group and will represent the NextGen on the Board of Directors.

(b) Ex-officio Directors consisting of the Past President and Directors representing the Branches of the Corporation equivalent to the number of branches recognized by the Board each year.

2.2 Qualification of Directors

Each Director:

- (a) at the time of their election or appointment shall be a voting Member of the Corporation.
- (b) be at least eighteen (18) years of age;
- (c) not be an undischarged bankrupt nor a mentally incompetent person; and
- (d) be a fully paid-up member of ACO

2.3 Election and Term

Each Elected Director shall be elected by the Members to hold office for a two-year term and shall be eligible for re-election by the Annual Meeting of Members for a maximum of three consecutive terms. Election of Directors shall be staggered to ensure continuity. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the next Annual Meeting or until their successors are elected or appointed which ever first occurs.

Each Ex-officio Branch Representative Director shall be appointed by their Branch for a one -year term and shall be eligible for re-appointment by Members of the Branch.

2.4 Nominations for Elected Directors

Nominations for Elected Directors shall be made by the Board. All nominations will be presented to the membership at the Annual Meeting of Members.

2.5 Vacancies

Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remains in office, be filled for the remainder of the term of the vacant position by appointment by a majority vote of the Board of Directors from among persons who are qualified in accordance with the requirements of this By-law (as amended or replaced from time to time) and any other requirements at law. Whenever there is not a quorum of Directors in office, the Directors then in office shall forthwith call a meeting of the Members to fill the vacancy or vacancies. Should all Directors resign at the same time, responsibility for the Corporation's actions transfers to a senior staff member until the Members meet and elect new Directors.

The office of a Director may be vacated immediately:

- (a) if the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is earlier;

- (b) if the Director, as the authorized representative, becomes bankrupt or suspends payments or compromises with either the Director's creditors, or surrenders its charter or is wound up and dissolved either voluntarily or by order of a judicial court or otherwise, or the status of such Member is terminated for any reason whatsoever;
- (c) if the Director is found to be mentally incompetent, or is found to be incapable of managing property by a court or under Ontario law;
- (d) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office;
- (e) on the death of the Director.

If a Director acts in a manner that appears to contravene the Objects of the Corporation, their status will be reviewed by the Board and the Director may be requested to resign.

2.6 Powers

The Board may direct and set policy, establish committees, authorize spending, establish budgets, hire and dismiss personnel, delegate responsibilities and otherwise direct the operations of the Corporation.

The Board may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as herein after provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

2.7 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 and the Conflict-of-Interest Policy. 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.

Directors are expected to adhere to all policies duly approved by the Board of Directors. New Directors shall confirm that they have read and understand the Corporation's Conflict-of Interest Policy.

2.8 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any benefit from occupying the position of Director; provided that Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties in accordance with the Finance Policy.

2.9 Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Article 3 - Board Meetings

3.1 Quorum and Meetings

A quorum for the transaction of business shall consist of six Directors. The Board shall meet regularly throughout the year with a minimum of four Board meetings on an annual basis. The meeting schedule is to be determined by the Board Chair. Directors may from time to time use telephonic or electronic means that permits participation by communication remotely at any meetings of the Board.

3.2 Notice of Meetings

Notice of the time and place for the holding of a meeting of the Board shall be given to each Board Member and shall be delivered, telephoned, emailed or faxed not less than seven days before the meeting is to take place. The statutory declaration of the Chair or Corporate Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. Publication of the annual list of meeting dates constitutes notice.

Notice of a meeting is not necessary if all 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 may, without notice, hold its first meeting immediately following the Annual Meeting of Members of the Corporation.

3.3 Voting at Board Meetings

Every question arising at any meeting of Directors shall be decided by a majority of votes cast on the question. In the case of an equality of votes, the Chair of the meeting shall not have a second or casting vote. Each Director shall have one vote.

Electronic resolutions and voting may be permitted in instances where expediency is required, or where a resolution must be passed prior to the next scheduled Board meeting. (See Section 3.5.) The email correspondence including the motion and a summary of voting must be included with the meeting minutes.

3.4 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Vice Chair shall preside. In the absence of both the Chair and the Vice-chair, Directors present shall choose one of their numbers to act as the Chair for the Board meeting.

3.5 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting. As per Section 3.3 above, the motion and a summary of voting must be included with the meeting minutes.

Article 4 - Officers

4.1 Officers of the Corporation

There shall be a Chair, a Vice-Chair, a Corporate Secretary and a Treasurer, and any such other officers as the Directors of the Corporation may determine from time to time. The Officers shall be nominated by the Board and elected by the Membership at the Annual Meeting of Members in accordance with Articles 2.3 and 2.4. Officers shall continue to hold office from the time of the Annual Meeting of Members until the next Board meeting directly following the Annual Meeting of Members.

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

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.

4.2 Duties of the Chair

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

4.3 Duties of the Corporate Secretary

The Secretary shall perform the duties described in the ACO Governance Policy and such other duties as may be required by law or as the Board may determine from time to time.

4.4 Duties of the Treasurer

The Treasurer shall perform the duties described in the ACO Governance Policy and such other duties as may be required by law or as the Board may determine from time to time.

4.5 Duties of Other Officers

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.

4.6 Committees

Committees may be established by the Board as follows:

- (a) The Board may appoint from their number a Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting 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 approve the terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

4.7 Books and Records

The Directors shall see that all necessary books and records of the Corporation required by the By-law of the Corporation or by any applicable statute or law are regularly and properly kept.

The Corporation will maintain reasonable security and confidentiality measures and procedures in regards to all records, including all electronic documents.

4.8 Protection of Directors and Officers

Directors and Officers of the Corporation shall act with reasonable prudence and in accordance with prevailing laws and in furtherance of the Corporation's policies.

No Director, Officer or committee member of the Corporation is 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 or 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 Letters Patent (or equivalent) and By-law; and (b) exercised their powers and discharged their duties in accordance with the Act. The Corporation is responsible for holding Directors and Officers Liability Insurance and for renewing the insurance policy annually.

Article 5 – Membership

5.1 Qualification and Definition

Membership in ACO shall be open to individuals and corporations whose application for membership has been accepted by the Board. The Corporation has four membership categories: Individual, Associate, Entity and Honourary. The Board may, from time to time, add additional membership levels, in consultation with the Chief Operating Officer or Executive Director. Individual members can choose to be affiliated with local branches or with the provincial organization:

Individual Member	A person who has paid the full amount of their annual fees. Individual members are entitled to one vote at the Annual Meeting of Members. At the discretion of the Board, fees for individual members may reflect the member's status. Each Individual Member has one vote.
Associate Member	A corporation or not-for-profit corporation or organization with aligned Objects may be approved by the Board as an Associate Member. Associate Members are not entitled to vote.
Entity Members	Community groups or organizations eligible to contract an agency agreement as described in the Governance Policy may be approved by the Board as an Entity Member. An Entity Member is entitled to one vote.
Honourary Member	A person who has been recognized by resolution of the Board for important or distinguished service to the Corporation to hold membership for life or such period as may be specified in the resolution shall be an Honourary Member. Honourary Members are not entitled to vote.

A membership in the Corporation is not transferable.

5.2 Annual Membership Dues

There shall be annual dues or fees payable for Member categories as shall from time to time be approved by the Board. Qualified Members whose dues are paid in full for a given fiscal year are determined to be “members in good standing” for the purposes of this By-law.

Members may be notified at any time in writing or by phone of the outstanding dues or fees payable by them. If any amounts are not paid within 30 days of the date of such notice, or arrangements made for payment, the member will no longer be in good standing and will lose their rights as a Member. The Member's membership shall automatically terminate if such outstanding dues or fees are not paid within ninety (90) days of renewal date.

In the case of resignation, a Member shall remain liable for payment of any assessment or other sum levied or which became payable by him or her to the Corporation prior to acceptance of his or her resignation.

5.3 Voting Members

A Member in good standing shall be entitled to one vote on each question arising at any special or general meeting of membership, including but not restricted to election of Elected Directors and confirming and amending By-law.

5.4 Revocation 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:

- (a) for violation of any provision of the articles, By-law or corporate policies;
- (b) if the Director has jeopardized the charitable status of ACO by failure to demonstrate financial accountability, or to comply with the Corporation's Objects

5.5 Termination of Membership

A membership in the ACO automatically terminates upon the happening of any of the following events:

- (e) if the person, in writing, resigns as a member of the Corporation;
- (f) if the member dies;
- (g) if a person is expelled from the Corporation pursuant to Article 5.4; or
- (h) if an assessment under the authority of Article 5.2 remains unpaid for more than ninety (90) days after notice of the assessment has been given to the member.

Article 6 – Meetings of Members

6.1 Annual Meetings of Members

Subject to compliance with the Act, the Annual Meeting of Members 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 ten (10) days before the Annual Meeting, with a copy of the financial statements and/or auditor's report and other financial information required by the By-law or Letters Patent. The business transacted at the Annual Meeting of Members shall include, but not be limited to:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous Annual Meeting and subsequent special meetings;
- (c) the reports of the Board of Directors and Officers of the Corporation;
- (d) consideration and approval of the financial statements;
- (e) the report of the auditors, when required;
- (f) reappointment or new appointment of the auditor for the coming year;
- (g) the reports of all committees shall be presented to the Members;
- (h) election of Elected Directors and Officers; and
- (i) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for Annual Meeting of Members unless a Member's proposal has been given to the Corporate 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.

6.2 Special Meetings

The Board of 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 21 days from the date of the deposit of the requisition.

6.3 Notice

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any 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.

6.4 Quorum

- (a) A quorum for the transaction of business at a Members' meeting is twenty (20) Members, present in person or represented by proxy, provided that not less than ten (10) Members are present in person. No business (other than that laid out below in (c) shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.
- (b) If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- (c) If a quorum is not present within one-half hour of the scheduled commencement of the meeting, the business transacted is limited to: The selection of Chairperson and a Secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting. If this situation occurs, then two (2) persons present in person constitute a quorum (the Chair and Secretary as above).

6.5 Voting by Members

Unless otherwise required by the provisions of the Act or the By-law of the Corporation, all questions proposed for consideration at a meeting of Members shall be determined by a majority of the votes cast by Members entitled to vote. Each Member has one vote. No Member shall be entitled to vote unless that Member has paid all assessments, if any, then due. In the case of an equality of votes, the Chairperson presiding at the meeting has a second or casting vote.

6.6 Proxies

Each Member shall be entitled to one vote at all meetings of Members. Any Member may elect to vote by proxy.

6.7 Show of Hands

At all meetings of Members every question shall be decided by a show of hands unless otherwise required by a by-law of the Corporation or unless a poll is required by the Chairperson or requested by any Member entitled to vote. Upon a show of hands, every Member entitled to vote, present in person shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chairperson that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the ACO is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

6.8 Chair of the Meeting

In the absence of the Chair or the Vice-chair, the Members entitled to vote present at any meeting of Members shall choose another Elected Director as Chairperson and if no Director is present or if all the Directors present decline to act as Chairperson, the Members present shall choose one of their number to be Chairperson.

6.9 Polls

If at any meeting a poll is requested on the election of a Chairperson or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chairperson directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

6.10 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. 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.

6.11 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the *Act* or the articles to be present at the

meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Article 7 – Branches

7.1 Definition

A Branch of the Corporation is a group of at least three (3) individuals in a region of Ontario committed to the Objects of the Corporation and to the conservation, preservation and promotion of built heritage and cultural landscapes in their region. A Branch is the local expression of ACO. Branch Members must be Members in good standing with the Corporation and willing to comply with ACO's policies and standards of financial accountability. A Branch is established with the approval of ACO's Board of Directors (Section 7.3)

A group of individuals committed to a heritage issue in their locality may seek ACO's guidance and support without becoming a Branch of the Corporation.

7.2 Relationship of Branches to the Corporation

The Architectural Conservancy of Ontario Inc. is the legal corporate entity of the organization. Branches of the Corporation benefit from ACO's not-for-profit corporate charity status and coordination of province-wide activities and communication. Branches shall:

- (a) represent local and regional interests;
- (b) deliver accurate financial reports in a timely manner where required;
- (c) send a representative of the Branch to Board meetings;
- (d) Keep minutes of Branch meetings; and
- (e) Comply with ACO policies including the Conflict-of-Interest Policy, Finance Policy, Fundraising Policy as well as ACO's Code-of Ethics, Code-of Conduct and Branch Policy.

7.3 Establishment of Branches

The Corporation may from time to time establish Branches of the Corporation throughout Ontario provided that:

- (a) the ACO Board has determined that the proposed Branch meets the requirements in Sections 7.1, 7.2, 7.4, 7.5 and 7.6 of this By-law and any other requirements for Branch establishment outlined in the ACO Governance Policy; and
- (b) the ACO Board of Directors has approved the establishment of the Branch.

The establishment of the new Branch shall be confirmed at the next following Annual Meeting of the Corporation's Members.

7.4 Branch Objects or Purpose

A Branch shall, within its regional limits, promote the objects of the Corporation.

7.5 Branch Financial Operations

A Branch shall have the right to raise funds for local administrative expenses and projects within the constraints of ACO's Finance and Fundraising Policies provided that the Branch is capable of appropriately recording and reporting its financial transactions and demonstrating accountability and stewardship of those funds as described in the aforementioned policies and the ACO Governance Policy.

7.6 Branch Representative –Director

Each Branch shall elect or appoint a Branch Representative to sit as a voting Member of the Corporation's Board of Directors.

7.7 Termination of Branch Status

The Corporation's Board of Directors may approve a resolution to wind-down or terminate the status of an established branch under any of the following conditions:

- (a) Branch membership, consisting of Members in good standing, declines below three (3) individuals;
- (b) Branch Members wish to change their affiliation to the Corporation's membership and no longer hold Branch memberships;
- (c) Branch Members fail to comply with the Corporation's Conflict of Interest Policy, Code of Ethics, Code of Conduct or other policies identified in the Governance Policy.
- (d) A Branch fails, in the assessment of the Corporation's Board to demonstrate a reasonable standard of financial accountability and stewardship of the Corporation's assets.

Article 8 - Financial

8.1 Banking and Investments

In accordance with the Corporation's Finance and Investment Policies and Governance Policy, the Board shall by resolution from time to time designate the financial institution in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

8.2 Financial Year

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

Article 9 - Notices

9.1 Service

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.

9.2 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.

9.3 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.

Article 10 - Adoption and Amendment of By-law

10.1 Amendments to By-law

The Members may from time to time amend this by-law by a majority of the votes cast. The Board may from time to time in accordance with the *Act* pass or amend this by-law with the following exceptions: any provisions respecting the transfer of a membership, or changing the method of voting by Members not in attendance at a Meeting of Members.

10.2 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the Board.

CERTIFIED to be the By-Law of the Corporation, as enacted by the Directors of the Corporation by resolution on the __ day of _____, 20____ and confirmed by the Members of the Corporation by special resolution on the __ day of _____, 20_____.

Dated as of the __ day of _____, 20_____.

[Indicate name of Chair]

[Indicate name of Corporate Secretary]