

Annual Members' Meeting

United Way Waterloo Region Communities
50 Sportsworld Crossing Rd, Unit 220

Thursday, June 23, 2022, 6:30 pm



Mission

The Literacy Group's mission is to guide and empower people in Waterloo Region by building skills and unlocking potential-changing lives one word, one number, and one click at a time.

Vision

The Literacy Group's vision is that everyone in Waterloo Region, regardless of ability, culture or status, will have the knowledge, skills, and confidence to realize their potential and to flourish.

Values

- We offer innovative and learner-centered responses to the challenges our students bring us.
- We provide an inclusive and compassionate environment for all.
- We demonstrate a patient and collaborative approach to learning.



AGENDA

Literacy Group of Waterloo Region

Annual Members' Meeting

Thursday, June 23, 2022, 6:30 pm

United Way Waterloo Region Communities

50 Sportsworld Crossing Rd, Unit 220, Kitchener

1. **Call to Order, Quorum** - Crystal Brown
2. **Declarations of Conflict of Interest** - Crystal Brown
3. **Approval of the Agenda** - Crystal Brown
4. **Approval of the 2021 AGM Minutes** - April Souwand
5. **Annual Reports**
 - a) Chair - Crystal Brown
 - b) Executive Director - Chris Prosser
 - c) Treasurer - Max Neang
 - d) Fund Creation - Chris
6. **Approval of the Financial Statement and Auditor's Report for 2021 - 2022 Fiscal** - Chris Prosser
7. **Appointment of Auditors for 2022-2023 Fiscal** - Chris Prosser & Max Neang
8. **Confirmation of General Organizational By-law No. 5** - April Souwand
9. **Election of the 2022-2024 Directors** - Crystal Brown

Slated Candidates (previously appointed by Board):

Emily Grzyb
Jack Rehder
Julie Chretien

Second Term Candidate:

Prashanth Promod

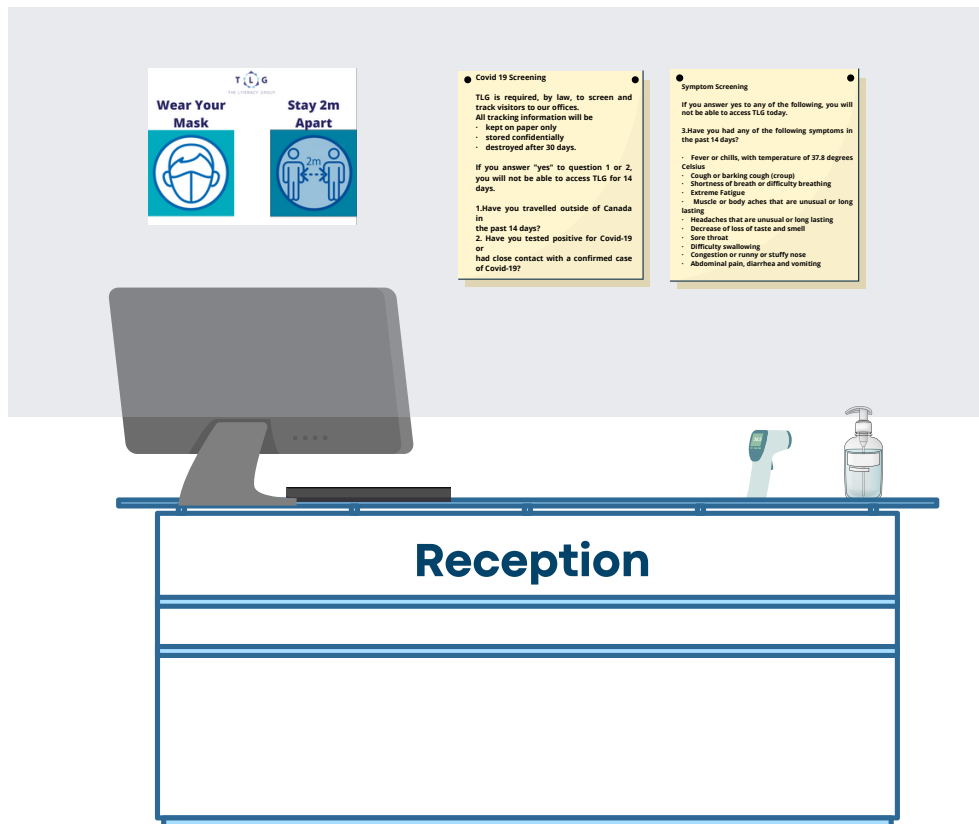
Nominating Committee Candidates:

Rahul Desai
Ibrahim Musa
Diana Elkin

Mid-Term Directors (2021-2023)

Margot McCurry
April Souwand

10. Motion to Adjourn at 7:00 p.m. - Crystal Brown



MINUTES Of Annual General Meeting

The Literacy Group of Waterloo Region

6 pm, Thursday, June 24, 2021

Virtual Session

1.1 Call to Order, Quorum - Crystal Brown

Board Members Present on Video Call: Crystal Brown, Sonya Cosman, Max Neang, Andrew Swatridge, Angie Hesselink, April Souwand, Margot McCurry (joined at 6:30 pm)

Regrets: Diana Elkin, Prashanth Promod, Zara Bint Dawood

Resigned: Divya Sarin

Staff: Chris Prosser, Sue Damon, Joyce Baker, Marilena Benak

1.2 Approval of June 24, 2020 AGM Minutes - Crystal Brown

Moved by: Sonya Cosman, Seconded by: Andrew Swatridge CARRIED

1.3 Approval of the Auditor's Report for 2020 -2021 Fiscal - Chris Prosser

Vote was delayed to an e-vote after June 25th as there is a need to clean up some questions on net asset allocation. Max Neang indicated this is just a concern with presentation, not the underlying numbers.

1.4 Vote to appoint the Auditors for 2021 - 2022 Fiscal - Chris Prosser

Curtis Villar was proposed as the auditor for next fiscal

Moved by: Sonya Cosman, Seconded by: Max Neang CARRIED

1.5 Ratify Election of the 2021 - 2022 Board of Directors - Crystal Brown

2021 - 2022 Board of Directors:

1. Crystal Brown
2. Sonya Cosman
3. Max Neang
4. Angie Hesselink
5. April Souwand (new for 2021-2022)
6. Margot McCurry (new for 2021 - 2022)
7. Prashanth Promod
8. Zara Bint Dawood

Moved by: Sonya Cosman, Seconded by: Max Neang CARRIED

1.6 Ratify/Elect Board officer positions 2021 - 2022 - Crystal Brown

President - Crystal Brown

Vice- President - Sonya Cosman

Treasurer - Max Neang

Secretary - April Souwand

Adjournment

6:32 pm

Moved by: Angie Hesselink CARRIED

One on One

In-Person



Remotely



Chair's Report

What a year! That is the sentiment expressed by many in the broader community in general and within The Literacy Group in particular. Who would have thought we would continue to see constant change in our world and community because of COVID? However, one thing remained constant, and that was the need for stability and normalcy in light of these changes. Literacy needs did not disappear in this changing environment. So, The Literacy Group continued to do what they do best. They continued to respond to and assess community needs and adapt delivery options to meet the needs of learners. They also increased modular programs to deliver vital services. Amazing work!

Of course, this would not have been possible without the dedication and innovation of so many individuals.

First off, I would like to thank the TLG staff. Thank you for your flexibility and continued passion and commitment to the learners. After what seems like forever working remotely, or in a staggered fashion of being onsite and then offsite, we have now returned to the office, and I want to thank each of you for this smooth return!

I also want to thank Chris Prosser, Executive Director of TLG, who continues to look ahead and maintain the vision of the organization, and with a sense of humour in spite of everything.

A big thank you is also required for the Board of Directors for their continued support of this organization. In particular, I would like to thank April Souwand who took on the mammoth task of reviewing all the bylaws and policies and updating those bylaws and policies to align with current practice. Of course, the thanks would not be complete without thanking those individuals who have served on our Board of Directors and who will be saying goodbye to the Board this year: Angie Hesselink; Max Neang, our Treasurer; Sonya Cosman; and Zara Dawood.

This is also my last year with the Board, and I am amazed to see what The Literacy Group has been able to do during the pandemic with the move to hybrid learning,

and their expansion of programming, including the Customer Service Excellence course. The Literacy Group will also continue with their hybrid model of learning that is fully accessible to meet the demand and needs of learners regardless of where they are at in their learning. It has been a privilege working with all the talented directors, staff, and of course, numerous learners over the last four years.

The work completed at TLG has been crucial given the immense changes brought about by the novel coronavirus and the repeated lockdowns in both Waterloo Region and Ontario. I want to thank everyone for your continued support of The Literacy Group, and we look forward to continuing to serve the incredible individuals in our community!

Respectfully submitted,

Crystal Brown
Chair

Executive Director's Report

Over the past year, TLG staff, volunteers and learners continued to work with non-stop momentum and relentless effort to overcome barriers and keep learning going. I would like to thank all of the staff and volunteers for their passion and hard work in 2021/22.

Sadly, we said goodbye to Johanna Brown, who was our Group Facilitator for the Kitchener site. Johanna joined TLG in 2014 and was an incredibly passionate, colourful and dedicated team member. Those who were lucky to learn from “Momma Africa” praised her for her teaching style and how she cared for all those she worked with. She will be sorely missed. We are, however, very happy to announce that Wendy Teahen will be our new Group Facilitator for Kitchener. We are indeed very grateful to have her experience and skillset in this role.

Toward the end of the 2021-2022 fiscal year, we began the process of returning to in-person learning. We were all very happy to see friendly faces once again, and to be

able to provide much needed in-person service. In April, we were delighted to return to in-person learning at the St. Jacobs English School, in partnership with Woolwich Community Services. As community services re-opened and restrictions dropped, TLG worked hard to find new partner agencies with clients who needed skills upgrading.

However, TLG has also seen incredible success with our online programs over the past year. TLG staff established partnerships with other community agencies to run joint Customer Service Excellence programs, and a record number of participants received CSE training. We look forward to delivering a hybrid model of remote and in-person learning in the new programming year.

This year has been a year to celebrate. TLG was very proud to be part of Ann and Jim Atkinson's wedding celebration, and we thank them once again for sharing their day and for their generosity. The winner of the Cathy O'Brien award this year was the delightful Helena Alfaro. The award that means so much to us could not have gone to a more deserving learner. Finally, TLG thanks Sonya Cosman, who retired this year as Vice President of the Board, for her application on behalf of TLG to Gore Mutual Insurance, which resulted in a donation of \$10,000.

I find myself reflecting once again on the tremendously uncertain, emotionally taxing roller coaster ride of keeping a non-profit open and successful in the third year of a pandemic. Leading the organization forward in a way that minimizes risk while striving to meet unchanged targets and expectations has been hard. However, my team is the reason it has not been impossible. My team looked difficulty straight in the eye on so many occasions and said, "Not yet. You're not beating us today!" Their determination to keep serving, to keep finding solutions to support our learners and the needs of our community has been admirable, and I certainly have been inspired to keep doing my very best.

Respectfully submitted,

Chris Prosser
Executive Director

Fund Creation Committee Chair's Report

FOR FISCAL YEAR 2021-22

We're pleased to provide this year-end report on behalf of the members of The Literacy Group's 2021-2022 Fund Creation Committee.

Our final results for the business year ended March 31, 2022 fell well short of our \$9,000 target, with events generating approximately \$2,700 in revenue. This result was somewhat offset by a very frugal approach to managing our expense budget, with just \$210 in expenditures against a budgeted \$4,000. COVID-19 public health restrictions and general concerns about the safety of large-scale events continued to pose a daunting challenge to event organizers for all charities, including TLG. We decided to put our efforts into events that had higher profit margins, if not high profits, and minimize expenses. Fortunately these financial results were also offset by a gratifying generous level of personal donations.

We partnered for the first time with Rainbarrel.ca to host a sale of high-quality barrels and accessories. This event was very successful despite being pulled together quickly to take advantage of the spring market. It required no financial investment on TLG's part but relied heavily on the efforts of staff and volunteers. It laid the groundwork for a second event in 2022 and we expect this initiative to continue and, indeed, grow.

We were also able to bring back the annual TLG Garage Sale. Thanks to the generosity of TLG's extended family of volunteers and learners and other supporters, we had an outpouring of donated items for September's sale. Again, with minimal financial investment we had a very profitable event – and much better weather than for the June rain barrel pick-up date. We're hopeful that public health concerns will continue to be resolved and will allow us to resume holding the sale annually. Special thanks to our landlord and the other tenants at our Kitchener office on Victoria Street for their support.

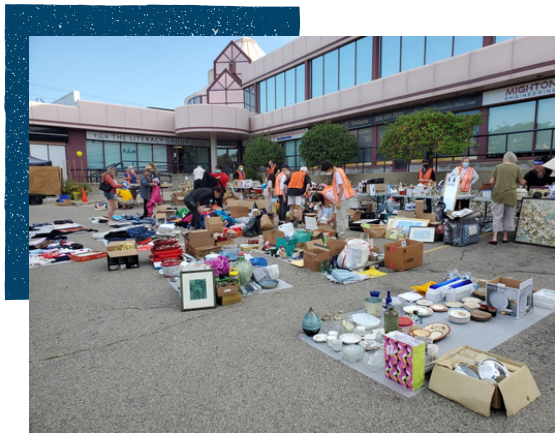
In closing, we want to thank everyone on the Committee for your hard work in the past year as we continued to grapple with uncertainty, and for everything you're doing now to help build back our fundraising programs.

2021-2022 Fund Creation Committee Members – Marilena Benak, Johanna Brown, John Dale, Zara Dawood, Diana Elkin, Chris Prosser, Patty Lewis. Special thanks to Songqin Wei for social media support and Joyce Baker for administrative support.

Respectfully submitted,

Patty Lewis
Committee Co-Chair

John Dale
Committee Co-Chair



Garage Sale

Rain Barrel Event



Treasurer's Report

I am happy to report on the financial performance of The Literacy Group of Waterloo Region for the fiscal year ended March 31, 2022.

This has been another challenging year for TLG due to the effects of Covid-19 related restrictions on our ability to fundraise but we have seen great support coming from United Way, Kitchener and Waterloo Community Foundation and other generous donations made. With this support we were able to maintain a fund balance of \$134,893 (2021 – 131,467). Despite a challenging year TLG was able to budget appropriately for expenses and was able to generate a surplus of \$6,773 (2021 – \$6,743). With the support received and careful budgeting of expenses, we were able to face the challenge of Covid 19-related restrictions this year. Looking forward into fiscal 2023 we are optimistic that we can slowly return to the norm and continue with increasing fundraising efforts.

I would like to thank all the staff and Board members for their efforts and contributions to this. As always, I am looking forward to seeing TLG's continuing success into the future.

Respectfully submitted,
Max Neang, CPA, CA

INDEPENDENT AUDITOR'S REPORT

To the Members of The Literacy Group of Waterloo Region

Opinion

We have audited the financial statements of The Literacy Group of Waterloo Region (the organization), which comprise the statements of financial position as at March 31, 2022 and 2021, and the statements of revenue and expenditures, changes in net assets and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the organization as at March 31, 2022 and 2021, and the results of its operations and cash flows for the years then ended in accordance with Canadian accounting standards for not-for-profit organizations (ASNPO).

Basis for Opinion

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

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with ASNPO, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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Independent Auditor's Report to the Members of The Literacy Group of Waterloo Region *(continued)*

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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

Guelph, Ontario
June 6, 2022

Curtis-Villar LLP

CURTIS-VILLAR LLP
Chartered Professional Accountants
Licensed Public Accountants

THE LITERACY GROUP OF WATERLOO REGION

Statement of Financial Position

As at March 31, 2022

	2022	2021
ASSETS		
CURRENT		
Cash-unrestricted	\$ 108,116	\$ 146,691
Cash-restricted (Note 3)	8,484	16,741
Term deposit (Note 4)	10,000	10,000
Accounts receivable	7,355	17,885
Prepaid expenditures (Note 5)	12,599	12,083
Due from lottery fund	-	648
Rectangular Snip	146,554	204,048
PROPERTY, PLANT AND EQUIPMENT (Note 6)	12,554	21,621
	\$ 159,108	\$ 225,669
LIABILITIES AND NET ASSETS		
CURRENT		
Accounts payable and accrued liabilities (Note 8)	\$ 19,627	\$ 39,095
Deferred revenue (Note 7)	-	44,151
Due to operating fund	-	648
	19,627	83,894
DEFERRED REVENUE (Note 7)	4,588	10,308
	24,215	94,202
NET ASSETS		
Lottery Fund (Note 1)	-	16,093
General Fund (Note 1)	126,927	104,061
Capital Asset Fund (Note 1)	7,966	11,313
	134,893	131,467
	\$ 159,108	\$ 225,669

ON BEHALF OF THE BOARD

M. Neely Director

Christopher Prosser Director

THE LITERACY GROUP OF WATERLOO REGION

Statement of Revenue and Expenditures

Year Ended March 31, 2022

	Ministry of Labour, Training and Skills Development - Kitchener (Externally restricted) 2022	Ministry of Labour, Training and Skills Development - Cambridge (Externally restricted) 2022	Lottery Fund (Externally restricted) 2022	General Fund (Unrestricted) 2022	Total 2022	Total 2021
REVENUE						
Grants (Note 10)	\$ 257,841	\$ 126,603	\$ -	\$ 23,144	\$ 407,588	\$ 391,307
United Way (Note 10)	-	-	-	60,875	60,875	78,875
Other income (Note 10)	-	-	-	57,017	57,017	3,108
Fundraising	-	-	23,162	2,692	25,854	18,075
Donations	-	-	-	16,696	16,696	9,111
Management fees	-	-	-	6,400	6,400	-
Book sales	-	-	-	500	500	-
	257,841	126,603	23,162	167,324	574,930	500,476
EXPENDITURES						
Salaries and benefits (Note 11)	195,012	84,174	19,504	92,866	391,556	341,605
Rent, maintenance and utilities	35,338	24,000	-	-	59,338	54,723
Resources	394	3,226	-	50,475	54,095	38,370
Office and general	12,062	7,056	239	6,917	26,274	40,971
Project administration fee	-	-	-	6,891	6,891	-
Telephone	3,144	3,144	-	-	6,288	5,900
Amortization (Note 6)	3,282	2,438	-	-	5,720	7,547
Professional development and memberships	860	-	1,222	2,935	5,017	2,937
Professional fees	2,365	2,365	-	-	4,730	6,304
Field support	2,995	-	-	-	2,995	3,002
Fundraising expenditures	-	-	2,197	210	2,407	872
Honorariums	1,890	-	-	-	1,890	-
Training	767	421	-	-	1,188	4,501
Travel	-	-	-	257	257	-
	258,109	126,824	23,162	160,551	568,646	506,732

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THE LITERACY GROUP OF WATERLOO REGION

Statement of Revenue and Expenditures (continued)

Year Ended March 31, 2022

	Ministry of Labour, Training and Skills Development - Kitchener (Externally restricted) 2022	Ministry of Labour, Training and Skills Development - Cambridge (Externally restricted) 2022	Lottery Fund (Externally restricted) 2022	General Fund (Unrestricted) 2022	Total 2022	Total 2021
EXCESS (DEFICIENCY) OF REVENUE OVER EXPENDITURES FROM OPERATIONS	(268)	(221)	-	6,773	6,284	(6,256)
OTHER INCOME						
Reimbursement (Repayment) of MLTSD (Note 10)	268	221	-	-	489	12,999
EXCESS OF REVENUE OVER EXPENDITURES	\$ -	\$ -	\$ -	\$ 6,773	\$ 6,773	\$ 6,743

New Board Member Biographies

Julie Chretien

Julie has been in recruitment and selection for over 20 years. She has become a trusted advisor for workforce planning to many levels of leadership across Southwestern Ontario in a variety of industries. In 2021, she finished the Human Resources Management Graduate Program at Conestoga College to supplement a Bachelor of Arts Degree in Business Administration. In addition, she gained her CHRP through HRP AO and is completing the requirements for the leadership level of certification.

Julie has volunteered for literacy programs since she was in high school. Growing up in a small town in the southern U.S. gave her insight into how low literacy touches every part of a person's life. She began volunteering for The Literacy Group as a tutor in 2019 and continues to see how important literacy is in finding meaningful work and dignity as a human being.

Emily Grzyb

Emily is a proud member of the board of the Literacy Group and has tremendous respect for its ongoing contribution to literacy in the Waterloo Region. As a credentialed teacher with over fifteen years of experience in education, Emily is committed to supporting literacy in her community. In 2020, Emily founded Grand River Tutoring, a Kindergarten to grade 12 tutoring company located in Cambridge. Prior to that, she had a background in both Adult and Elementary Education in both Toronto and California. She has worked as a general classroom educator and adult educator, and now she specializes in supporting children to gain skills and learn to love reading.



Jack Rehder

Jack joined the Literacy Group as a tutor in 2012, and has worked with learners ranging from age 25 to 65. He is a firm advocate of life-long learning for everyone, and believes that this learning can take many forms beyond traditional academics: acquiring new life skills, developing physical skills, and embarking on a journey of self-reflection can all contribute to the learning and growth of the individual. Jack works as the Executive Officer at the University of Waterloo, overseeing budget, human resources and infrastructure for the Faculty of Mathematics. He enjoys travel, especially to locations where he has an opportunity to dive.

Groups



The Literacy Group of Waterloo Region

Board of Directors

2021 - 2022

Crystal Brown, Chair

Sonya Cosman, Vice-Chair

Max Neang, Treasurer

April Souwand, Secretary

Angie Hesselink

Margot McCurry

Max Neang

Prashanth Promod

Zara Bint Dawood

Retiring Directors

Angie Hesselink

Crystal Brown

Max Neang

Sonya Cosman

Zara Bint Dawood

Officer Change for June 2022

Sonya Cosman, Vice-Chair

Replaced by Margot McCurry

Slate of Board Appointed Candidates

Emily Grzyb

Julie Chretien

Jack Rehder

The Literacy Group Staff

2021-2022

Chris Prosser
Executive Director

Lisa McArthur
Program Manager

Marian Baron
Bookkeeper

Sue Damon
Intake & Program Coordinator, Kitchener

Laurie Mazur
Modular Program Coordinator, Cambridge/Kitchener

Johanna Brown (left in February 2022)
Group Facilitator, Kitchener

Wendy Teahen (started in April 2022)
Group Facilitator, Kitchener

John Stackhouse
Intake Coordinator and Group Facilitator, Cambridge

Joyce Baker
Administrative Assistant, Kitchener

Marilena Benak
Administrative Assistant & Public Relations Coordinator, Cambridge

BY-LAW NO. 5

A by-law to amend the general organizational by-law of THE LITERACY GROUP OF WATERLOO REGION, INC.

BE IT ENACTED as a by-law of THE LITERACY GROUP OF WATERLOO REGION, INC. (hereinafter referred to as the "Corporation") as follows:

The Board of Directors of the Corporation deems it expedient to amend the General By-law Number 4 of the Corporation by deleting it in its entirety and substituting the following:

CONTENTS

1. Head Office
 2. Directors
 3. Board Meetings
 4. Officers
 5. Legally Protecting Directors and Others
 6. Conflicts of Interest
 7. Members
 8. Members' Meetings
 9. Notices
 10. Finances and Signing Authority
 11. Adoption and Amendment of By-laws
 12. Definitions and Interpretation
 13. Effective Date
- Schedules

Section 1 - Head Office

1.1 The head office of the Corporation shall be in the City of Kitchener, in the Regional Municipality of Waterloo, in the Province of Ontario at a place determined by the Board.

Section 2 - Directors

Board

2.1 The affairs of the Corporation shall be managed by a Board composed of twelve (12) Directors elected and retired in a staggered rotation annually as provided in section 2.2.

Directors

2.2 Directors, subject to the provisions of section 2.6, shall be elected at the Annual Members' Meeting for a two year term and shall hold office until the latest of; the third (3rd) Annual Members' Meeting after election to office, or the day their successor has been elected and qualified.

Nominations

2.3 Candidates for Director shall include the slate of candidates proposed by a Nomination Committee and other such candidates nominated by the Members from the floor at the Annual Members' Meeting, provided such nominee has provided their consent in writing to the nomination or has, at the time of the nomination, orally consented to allow their name to stand as a candidate.

Qualifications

2.4 Each Director shall:

- a. be or become within ten (10) days after election a Member of the Corporation;
- b. be at least eighteen (18) years of age at the time of election;
- c. not be an undischarged bankrupt person; and
- d. not be found to be incapable of managing property by a court or under Ontario law.

2.5 A Member who is in receipt of salary, wages, commission, bonus or any form of emolument from the Corporation may not move or second a nomination, stand for election or be elected as a Board member. This provision does not apply to Members who may be paid a per diem or be reimbursed for expenses in accordance with established policy.

Re-Election

2.6 A Director may serve for three (3) consecutive full terms and then must be removed as a Director for at least one (1) year before being eligible for re-election. The consecutive terms of office can be extended for one (1) additional two (2) year term for any individual Director by a two-thirds (2/3) vote of the Members at the Annual Members' Meeting, but there shall be no further extension.

Resignation

2.7 A Director may resign by written notice to the Corporation. A Director who resigns will stop holding office when the Corporation received the written notice or at the time specified in the notice, whichever is later.

Vacancies

2.8 If a person ceases to meet the qualifications set out in section 2.4 and 2.5, fails to attend three (3) consecutive meetings of the Board without its consent, dies, or resigns, they cease to be a Director and the vacancy created may be filled as set out in section 2.9 or 2.10.

2.9 So long as a quorum of Directors remains in office, a vacancy on the Board may be filled by the Directors by a majority vote. The total number of Directors so appointed may not exceed one-third (1/3) of the number of Directors elected at the previous Annual Members' Meeting.

2.10 If no quorum of Directors exists, the remaining Directors shall call a Special Members' Meeting to fill the vacancies on the Board.

2.11 The Director(s) appointed to fill a vacancy will hold office for the remainder of the vacant Director's term. After that, the appointee will be eligible to be elected as a Director at the Annual Members' Meeting.

Removal of Directors

2.12 Members may remove a Director before the end of their term of office. Members may do this by passing a resolution at a Members' Meeting with at least a majority (51%) vote. If a vacancy occurs as a result of the Members removing a Director, the Members may elect any Member to replace them by a majority (51%) vote to serve for the remainder of the removed Director's term. If the Members do not replace the Director, the Directors may replace them as set out in section 2.9.

Committees

2.13 Committees may be established by the Board as follows:

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

Remuneration of Directors

2.14 The Directors of the Corporation shall serve without remuneration. No Director shall directly or indirectly receive any profit from their position, or from providing services to the Corporation in another capacity. However, Directors may be paid reasonable expenses incurred in the performance of their duties in either of those capacities.

Section 3 - Board Meetings

Meetings

3.1 Meetings of the Board may be held at any place within or outside Ontario, as designated in the notice calling the meeting. Meetings of the Board may be called by the Chair or Vice-Chair, or by the Secretary on direction by phone, in writing or e-mail of three Directors. The Chair will oversee Board meetings. If the Chair is absent, the Vice-Chair will act as the Chair of the meeting.

Notice

3.2 Subject to the provisions of section 9, notice of Board meetings shall be given to each Director not less than five (5) days before the meeting is to take place. The statutory declaration of the Secretary or Chair that notice has been given pursuant to this by-law shall be sufficient evidence of the giving of such notice.

3.3 No formal notice of a meeting is necessary if:

- a. all the Directors are present and none objects to the holding of the meeting; or
- b. if those absent have given their consent to the meeting being held without notice and in their absence; or

- c. a quorum of Directors is present and it would be the first meeting of a newly elected Board immediately following the Annual Members' Meeting.

Regular Scheduled Meetings

3.4 The Board may identify one or more days in each year for regular scheduled meetings of the Board at a place and time named. No further notice need be given. A minimum of six (6) meetings of the Board shall be convened in each calendar year.

Quorum

3.5 A quorum for the transaction of business at Board meeting shall be a simple majority (7) of the number of directors (12), present in person or virtually whereby everyone in attendance is able to hear and reply to all in attendance.

Voting

3.6 Each Director, including the Chair, has one vote. Questions arising at any Board Meeting will be decided by a majority (51%) vote unless otherwise required by the Act. In the case of a tie, the Chair will have a second, or casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chair or requested by any Director. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the resolution.

Others Present

3.7 Such other people as the Board may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a Director, to notice of, and personally or by their delegate to attend and to speak at meetings of the Board, but shall not be entitled to vote.

3.8 The Executive Director of the Corporation shall, unless otherwise directed by a resolution of the Board, be entitled to so attend and speak at meetings of the Board, but shall not be entitled to vote.

Phone and Virtual Meetings

3.9 If all of the Directors of the Corporation consent, Directors may participate in a meeting of the Board, or of a committee of Directors, by telephone or electronic means. The telephone or electronic means must allow all participants to communicate adequately with each other during the meeting. Directors participating in the above

ways are deemed to be present at the meeting. For greater certainty, Board meetings may be held entirely by phone or electronic means.

Section 4 - Officers

Appointments and Removals

4.1 There shall be a Chair, Vice-Chair, Treasurer, Secretary, Executive Director and such other Officers and agents as the Board may determine by by-law from time to time. One person may hold more than one office except the offices of Chair and Vice-Chair.

4.2 The Board will elect from among the Directors a Chair, Vice-Chair and a Secretary at its first meeting following the Annual Members' Meeting. In default of such election, the incumbents, being members of the Board, shall hold office until their successors are elected.

4.3 The Board shall be responsible for the hiring and dismissal of the Executive Director and the exercise of the Executive Director's authority under section 4.12.

4.4 The Treasurer shall be appointed by the Board.

4.5 Officers and agents will have such authority and duties as the Board may assign from time to time. Officers are responsible for the duties assigned to them but they may delegate to others the performance of any or all such duties.

4.6 The term of office for each Officer shall, unless otherwise provided, be for one (1) year from their election or appointment or until their successors are otherwise elected or appointed, unless otherwise terminated by the Board.

4.7 The Board may remove any Officer by resolution for any of the following reasons: theft, mismanagement and/or perjury.

Chair

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

Vice-Chair

4.9 During the absence or inability to act of the Chair, their duties and powers may be exercised by the Vice-Chair. The Vice-Chair shall also perform the other duties as may be required by law or as the Board may determine from time to time.

Secretary

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

Treasurer

4.11 The Treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time. The Treasurer need not be a Director of the Corporation.

Executive Director

4.12 The Executive Director shall be the Chief Executive Officer of the Corporation. They shall carry out such duties as assigned from time to time by the Board and shall be responsible for overseeing the staff, affairs and operations of the Corporation on a day-to-day basis and shall, at the request of the Board, attend all meetings of the Board and Executive Committee, but shall not be entitled to vote thereat. The Executive Director cannot be a Director of the Corporation.

Other Officers

4.13 The Board may appoint other Officers, including Honorary Officers and agents (and with such titles as the Board may prescribe) as it considers necessary. All such Officers shall have the authority and perform the duties prescribed by the Board. The Board may also remove any such Officer or agent of the Corporation. The duties of all such Officers appointed by the Board shall be such as the terms of their engagement call for or the Board prescribes.

Remuneration of Officers

4.14 The Officers, other than the Executive Director and non-Board members, shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

Section 5 - Legally Protecting Directors and Others

Protection of Directors and Officers

5.1 No Director, Officer or committee member of the Corporation will be liable for:

- a. the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation; or
- b. 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
- c. 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
- d. 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
- e. any other loss, damage or misfortune whatever which may happen in the execution of his or her respective office or trust.

5.2 No Director, Officer or committee member of the Corporation will be liable for the above-mentioned things as long as they:

- a. complied with the Act and the Corporation's articles and by-laws; and
- b. exercised their powers and discharged their duties in accordance with the Act.

Section 6 - Conflicts of Interest

Declaration of Interest

6.1 A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act.

6.2 No such Director described in section 6.1 shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction, except as provided by the Act.

6.3 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.

Section 7 - Members

Class

7.1 Membership in the Corporation shall consist of one (1) class of Member.

Qualification

7.2 In order to qualify, an applicant for a membership must:

- a. be an individual and be at least seventeen (17) years of age;
- b. have paid the annual membership fee as prescribed by the Board; and
- c. demonstrate an interest in literacy.

Waiving of Membership Fee

7.3 The Executive Director may waive the annual membership fee for an individual applicant, due to hardship.

Term of Membership

7.4 Members will have a one (1) year term of membership, subject to renewal according to the policies of the Corporation.

Voting

7.5 Each Member is entitled to receive notice of, attend, and vote at all Members' Meetings.

Transfer of Membership to Others

7.6 Membership in the Corporation is not transferable.

Discipline of Members

7.7 The Board may pass a resolution authorizing disciplinary action or the termination of membership for:

- a. violating the Corporation's Code of Conduct or other policies;
- b. violating the Corporation's by-laws; and/or
- c. any other reasons calling for discipline at the discretion of the Board.

7.8 The Board must provide fifteen (15) days written notice to a Member before passing the above-mentioned resolution.

7.9 The notice will set out the reasons for the disciplinary action or termination of membership.

7.10 The Member receiving the notice is entitled to give the Board an oral and a written submission addressing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15) day period. The Board shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Liability of Members

7.11 Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation.

Section 8 - Members' Meetings

Annual Members' Meeting

8.1 The Annual Members' Meeting will take place at a time, date and place in Ontario determined by the Board.

8.2 The business at the annual meeting will include the following:

- a. Approve the agenda for the annual meeting;
- b. Approve the minutes of the previous annual meeting and any special meetings;
- c. Approve the financial statements for the previous fiscal year;
- d. A report from the auditor or the person appointed to review the Corporation's finances;
- e. Reappoint the auditor or appoint a new public accountant to do an audit or review engagement;
- f. Elect Directors; and
- g. any new or special business that was included in the notice of the meeting.

8.3 Members have a right to submit proposals to be added to the agenda. They must give the proposal to the Board prior to the giving of notice of the Annual Members' Meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Members' Meeting.

8.4 Any Member, upon request, shall be provided, not less than twenty-one (21) days (or other number of days prescribed in regulations) before the Annual Members'

Meeting with a copy of the approved financial statement, auditor's report or review engagement report and other financial information required by the by-laws or articles.

Special Members' Meetings

8.5 The Board may call a Special Members' Meeting at any time for the transaction of any business, the general nature which is specified in the notice calling the meeting.

8.6 The Board will call a Special Members' meeting on written request of not less than ten percent (10%) of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed with the Act, within twenty-one (21) days from the date of the deposit of the request.

Notice of Members' Meetings

8.7 Subject to the Act, not less than ten (10) and not more than thirty (30) days prior to the meeting, written notice of any Annual or Special Members' Meeting must be given in the manner specified in the Act and the Notices Section of this by-law to each Member and to the auditor or person appointed to conduct a review engagement.

8.8 Notice of any meeting where special business will be transacted must contain enough information to permit the Members to form a reasoned judgement on the decision to be taken.

Phone and Virtual Meetings

8.9 A Member may participate in a Members' Meeting by telephone or electronic means. The telephone or electronic means must:

- a. allow all participants to communicate adequately with each other during the meeting;
- b. allow one to verify the identity of anyone casting a vote;
- c. prevent one from knowing how anyone voted if a written ballot is called for per section 8.19 or 8.21.

8.10 A Member participating in the above ways is deemed to be present at that meeting. Members' Meetings may be held entirely by phone or electronic means.

Quorum

8.11 A quorum for the transaction of business at a Members' Meeting is the smallest whole number that is lesser of:

- a. fifty percent (50%) of the Members; or
- b. twenty (20) Members.

8.12 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.

Chair

8.13 The Chair (or in their absence, the Vice-Chair) shall be the chair of a Members' Meeting

8.14 In the Chair's (or Vice-Chair's) absence, the Members present at any Members' Meeting will choose another Director as Chair. If no Director is present, or if all the Directors present decline to act as chair, the Members present will choose a Member present to chair the meeting.

Voting

8.15 Business arising at any Members' Meeting will be decided by fifty-one percent (51%) of votes unless otherwise required by the Act or the by-laws.

8.16 Each Member will be entitled to one vote at any Members' Meeting.

8.17 If a Member is unavailable to attend or participate in a Members' Meeting, they may not appoint someone to vote for them by proxy.

8.18 Votes will be taken by a show of hands among all voting Members present unless otherwise required by the Act.

8.19 Before or after a show of hands has been taken on any question, any Member may demand a written ballot. A written ballot so required or demanded will be taken in such manner as the chair of the meeting directs.

8.20 The chair of the meeting will not have a vote.

8.21 If there is a tie vote, the chair of the meeting has to call for a written ballot. The chair cannot vote in a written ballot to break a tie. If the written ballot results in a tie, the motion does not pass.

8.22 Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has

been carried or lost and an entry to that effect in the minutes will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motions.

8.23 An abstention will not be considered a vote cast.

Attendance at Members' Meetings

8.24 The only persons entitled to attend a Members' Meeting are:

- a. the Members;
- b. the Directors;
- c. the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any); and
- d. others who are entitled or required under any provision of the Act or the articles to be present at the meeting.

8.25 Any other person may be admitted only if the chair of the meeting invites them or the majority (51%) of the Members present at the meeting consent to them being there.

Adjournment

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

 Recta

Section 9 - Notices

9.1 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 delivered by:

- a. telephone;
- b. prepaid mail;
- c. e-mail;
- d. other electronic means; or
- e. as the Directors determine.

9.2 Notices mentioned above will be sent 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 Board.

9.3 Notice may be waived or the time for any notice may be waived or abridged at any time with the consent in writing of the person entitled to the notice.

9.4 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 will not, unless otherwise provided, be counted in such number of days or other period.

9.5 No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.

Section 10 - Finances and Signing Authority

Financial Year

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

Banking

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

Execution of Documents

10.3 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time decide who will execute a particular document or type of document and how it will be executed. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Dissolution of Business

10.4 Upon the dissolution of the Corporation and after 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 the Province of Ontario. Lottery funds

cannot be used to pay any debts of the Corporation but must be distributed to charitable organizations.

Section 11 - Adoption and Amendment of By-laws

11.1 The by-laws of the Corporation not embodied in the articles of incorporation may be repealed or amended by by-law enacted by a majority of the Directors at a Board meeting and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members at a Members' Meeting duly called for the purpose of considering said by-law.

11.2 The Members may confirm, reject or amend the new by-law or by-law changes.

Section 12 - Definitions and Interpretation

Definitions

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

- a. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Articles" means the letters patent of amalgamation of The Literacy Group of Waterloo Region incorporating the Corporation, as amended from time to time;
- c. "Board" means the Board of Directors of the Corporation;
- d. "By-laws" means this By-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- e. "Chair" means the Chair of the Board;
- f. "Corporation" means The Literacy Group of Waterloo Region, Inc.;
- g. "Director" means an individual occupying the position of Director of the Corporation by whatever name they are called;
- h. "Member" means a Member of the Corporation;
- i. "Members" means the collective membership of the Corporation; and
- j. "Officer" means an Officer of the Corporation.

12.2 Other than as specified in the Definitions section, all terms contained in this by-law that are defined in the Act will have the meanings given to them in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

12.3 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.


12.4 If any of the provisions contained in the by-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act will prevail.

12.5 Headings used in the by-laws of the Corporation are for convenience of reference only and shall not affect the construction or interpretation thereof.

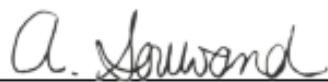
Section 13 - Effective Date

13.1 This by-law shall come into force without further formality upon its enactment. The Board may from time to time in accordance with the Act amend or repeal and replace this by-law, as confirmed by the Members.

Enacted 05/19/2022



Crystal Brown
Chair



April Souwand
Secretary

Schedules

Schedule A

Position Description of the Chair

The Chair shall call meetings, set meeting agendas, and chair all meetings of the Board and Members. The Chair shall supervise the affairs and operations of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. The Chair, with the Secretary or other Officer appointed by the Board for the purpose, shall sign all by-laws and have the other powers and duties prescribed from time to time by the Board or incident to their office.

Schedule B

Position Description of the Secretary

The Secretary shall be ex-officio clerk of the Board and shall attend all meetings of the Board and Members and shall record or cause to be recorded minutes of those proceedings in the records kept for that purpose. They shall give all notices required to be given to Members and to Directors.

Schedule C

Position Description of the Treasurer

The Treasurer shall oversee that full and accurate accounts of all receipts and disbursements of the Corporation and proper financial controls are in place. They shall maintain sound financial management of the Corporation's resources, ensuring expenditure is in line with the Corporation's objectives. They shall ensure all moneys or other valuable effects in the name and to the credit of the Corporation are deposited in the bank or banks from time to time designated by the Board. At each regular Board meeting, the Treasurer (or Executive Director) shall present the budget and financial position of the Corporation and help answer any questions had. The Treasurer shall ensure that an annual fiscal budget is prepared, presented to the Board and approved at the beginning of each financial year. They shall co-operate with the auditors of the Corporation during any audit of the accounts of the Corporation and act as signatory for the audited financial statements, if required.



THE LITERACY GROUP

Please use **mask**
when entering
The Literacy Group



March 2022

Cambridge

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Kitchener

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