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Kimberley Cunrington-Taylor, Tel: (613) 231-8299, Fax: (613) 788-3658, klm.cunrington-taylor@nelligan.ca

August 22, 2014

By E-mail

Centre for Equitable Library Access
Centre d'Acces Esquitable Aux Bibliotheques
349 Main Street, P.O. Box 463
Bloomfield, Ontario. K0K 1G0

Attention: Directors and Members

Re: 2014 Annual Meeting
Date: September 24, 2014
Time: Directors' Meeting begins at 3:00p.m.
Members' Meeting begins at 3:30p.m.

Enclosed please find the Notice of Annual Meeting, which will be held September 24, 2014. The package includes the following documents:

1. Agenda for Directors' Meeting. The minutes of the board meeting held August 11th, 2014 will be provided to the directors as soon as they are drafted.
2. Notice of the annual meeting of members, including all attachments. Please note the suggestions for the terms of office of each director.
3. Proxy Form. If any one of Jefferson, Catherine, or Sandra are unable to attend the members meeting, they should sign the proxy, giving their proxy to one of the other 2 members. It is important that the meeting has quorum and the ability to vote on the relevant matters.
4. Resignation. In order to structure the terms of office with 3 directors elected for 3-year terms, 3 directors elected for 2-year terms, and 3 directors elected for 1-year terms, all directors will need to resign immediately after the termination of the directors' meeting, and before the members' meeting. Then, the members will re-elect all directors and the terms of office will be based on the proposed terms set out in the notice.

Please sign the resignation.

Nelligan O'Brien Payne LLP | nelligan.ca | [PLEASE REPLY TO OTTAWA OFFICE]

OTTAWA
50 O'Connor, Suite 1500
Ottawa, ON K1P 6L2
Tel: 613-238-8080
Fax: 613-238-2098

VANKLEEK HILL
86 rue High Street
P.O. Box/C.P. 190
Vankleek Hill, ON K0B 1R0
Tel: 613-678-2490
Fax: 613-678-3762

ALEXANDRIA
139 Main South/sud
Alexandria, ON K0C 1A0
Tel: 613-25-2396
Fax: 613-25-2752

KINGSTON
The Woolen Mill
4 Cataraqui, Suite 202
Kingston, ON K7K 1Z7
Tel: 613-531-7905
Fax: 613-531-0857

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5. Consent to Act as Directors. Each director needs to consent to act as a director. Please sign and print your name below your signature.

If you have any questions or comments, please do not hesitate to contact me.

Yours truly,

DRAFT

AUGUST 21, 2014

Kimberley A. Cunningham-Taylor

KACT/mln
Enclosures

Centre for Equitable Library Access
Centre d'Acces Equitable Aux Bibliotheques
(the "Corporation")

MEETING OF THE BOARD OF DIRECTORS TO BE HELD ON THE 24TH DAY OF
SEPTEMBER. 2014 AT 3:00 P.M.

Chairperson of the Meeting: Catherine Biss

Secretary of the Meeting: Jonathan Gilbert

AGENDA

1. Call to Order and Introduction
2. Establishment of Quorum
3. Constitution of Meeting
4. Approval of Minutes of the Board of Directors dated August 11^h 2014
5. Business arising out of Minutes of August 11^h 2014
6. Approval of financial statements for the financial year ended March 31st 2014
7. Confirmation of Acts of Directors and Officers
8. Other Business and Termination of Meeting

Centre for Equitable Library Access
 Centre d'Acces Equitable Aux Bibliotheques
 (the "Corporation")

NOTICE OF ANNUAL MEETING OF MEMBERS

NOTICE IS HEREBY GIVEN that an annual meeting of the members of the Corporation will be held on the 24th day of September, 2014 at 3:30 p.m. (local time), by teleconference call for the following purposes:

1. To approve the minutes of the special meetings of the members of the Corporation held on April 2, 2014, July 14, 2014, and August 11, 2014, attached as Schedule "A";
2. To receive the following annual reports:
 - (a) Report of the Chairperson of the Board;
 - (b) Report of the Treasurer, and
 - (c) Report of Senior Project Manager.
3. To receive the financial statements of the Corporation for the fiscal period ending March 31, 2014; and the report of the public accountant, if any, attached as Schedule "B";
4. To appoint the public accountant¹ and authorize the directors to fix the remuneration of the public accountant;
5. To elect individuals to become directors accordance with the General Operating By-law No. 1², as follows:

Name of Director	Term	Date of Expiry of Term
Ralph W. Manning	3 years	September 26, 2017
Teresa Ann Johnson	3 years	September 26, 2017
Vickery Bowles	3 years	September 26, 2017
Jefferson Gilbert	2 years	September 26, 2016
Peter Bailey	2 years	September 26, 2016
Alison Hookios	2 years	September 26, 2016
Helene Roussel	1 year	September 26, 2015
Sandra Singh	1 year	September 26, 2015
Catherine Biss	1 year	September 26, 2015

¹ With the new rules under the CNCA, the accountant is now referred to as a public accountant. Further, CELA is not required to have an audit for its March 31, 2015 financial year end because its revenues for the 2014 financial year were less than \$50,000.00. If the members choose to have a review engagement instead of an audit, they will need to sign a waiver of the audit. The members may choose to have an audit despite the exemption available under the CNCA and its Regulations.

² Section 52 of the by-laws says that at the first election of directors following the approval of the by-law, the directors will be elected on a rotational basis with 3, 2, and 1 year terms. Then, after that, each director will be elected for 3-year terms. In order to get into this rotational position, it is recommended that all directors resign at the end of the directors' meeting immediately before the annual meeting of members, and then are re-elected for 3, 2, or 1 year terms.

6. To approve and confirm all acts and proceedings of the directors, officers, and members since the date of incorporation of the Corporation.
7. To transact such other business as may properly be brought before the meeting or any adjournments thereof.

Members are entitled to vote at the meeting either in person or by proxy. Members who are unable to be present at the meeting are requested to complete, date, sign and print their name on the Proxy and return same to the Corporation before the meeting.

DATED as of the _____ day of August, 2014.

By Order of the Board,

A handwritten signature in cursive script, appearing to read "C. Bin", is written over a light gray rectangular background.

Chairperson of the Board

Schedule "A",

Minutes of the special meetings of the members held on April 2, 2014, July 14, 2014
and August 11, 2014

Meeting of the Members
CENTRE FOR EQUITABLE LIBRARY ACCESS
(the "Corporation")

Date of meeting: April 2, 2014 (1.30pm eastern)
In attendance: Catherine Biss; Sandra Singh; Jefferson Gilbert

Regrets: None

being all of the members of the Corporation

Present, by invitation: Andrew Martin

The meeting was called to order by Catherine Biss and Andrew Martin acted as Secretary of the meeting.

All the Members being present, the meeting was declared to be regularly constituted.

Number of Directors

Motion: That the number of directors on the board of directors of the Centre for Equitable library Access be increased from three (3) to nine (9) effective April 2, 2014.

Moved: Sandra Singh
Seconded: Jefferson Gilbert
Approved unanimously

Election of new directors

Motion: That the following persons are elected directors of the Corporation, to hold office for the terms set out opposite their names or until their successors have been duly elected or appointed, subject to the provisions of the Corporation's by-laws and the *Canada Not-for-profit Corporations Act*:

Name	Term
Teresa Johnson	1 year
Danielle Chagnon	1 year
Ralph Manning	1 year
Peter Bailey	1 year
Vickery Bowles	1 year

Moved: Sandra Singh
Seconded: Jefferson Gilbert
Approved unanimously

There being no other business, the meeting adjourned by unanimous consent at 1.35pm.

—
Chair of the Meeting

Secretary

Meeting of the Members
of
Centre For Equitable Library Access
Centre d'Acces Equitable Aux Bibliotheques
(the "Corporation")

Date of meeting: July 14, 2014
In attendance: Catherine Biss; Sandra Singh; Jefferson Gilbert
Regrets: None
being all of the members of the Corporation
Present, by invitation: Andrew Martin

The meeting was called to order by Catherine Biss and Andrew Martin acted as Secretary of the meeting.

All the Members being present, the meeting was declared to be regularly constituted.

Resignation and Election of Director. The Chair stated that Danielle Chagnon has resigned as a director of the Corporation; the number of directors is currently fixed at nine (9); and with the resignation of Danielle Chagnon, the board of directors has two vacancies to fill.

On motion duly made, seconded and unanimously carried, the following resolution was passed: Helene Roussel is elected to act as a director of the Corporation to fill the vacancy created by Danielle Chagnon with effect from July 14, 2014 and Helene Roussel shall complete the term of one year to which Danielle Chagnon was elected.

There being no other business, the meeting adjourned by unanimous consent.



Chair of the Meeting

Secretary

Meeting of the Members
of
Centre For Equitable Library Access
Centre d'Acces Equitable Aux Bibliotheques
(the "Corporation.,)

Date of meeting: August 11,2014
In attendance: Catherine Biss; Sandra Singh;Jefferson Gilbert
Regrets: None
being all of the members of the Corporation
Present, by invitation: Andrew Martin

The meeting was called to order by Catherine Biss and Andrew Martin acted as Secretary of the meeting.

All the Members being present, the meeting was declared to be regularly constituted.

Election of Directors. The Chair stated that the number of directors is currently fixed at nine (9);and that the Corporation currently has one vacancy to fill.

On motion duly made, seconded and unanimously carried, the following resolution was passed:
Alison Hopkins is elected for a one (1) year term to fill the vacancy on the board of directors, with effect from August 11,2014.

There being no other business, the meeting adjourned by unanimous consent



Chair of the Meeting

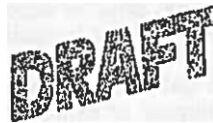
Secretary

Schedule "B"

Audited Financial statements of the Corporation for the fiscal period ending
March 31st, 2014, and the auditors' report, if any

Financial Statements of
CENTRE FOR EQUITABLE
LIBRARY ACCESS (CELA) /
CENTRE D'ACCES EQUITABLE
AUX BIBLIOTHEQUES

For the Period from September 1, 2013
To March 31, 2014



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INDEPENDENT AUDITOR'S REPORT

To the Members of:
Centre for Equitable Library Access (CELA) /
Centre d'Acces Equitable Aux Bibliothèques

We have audited the accompanying financial statements of Centre for Equitable Library Access (CELA) / Centre d'Acces Equitable Aux Bibliothèques which comprise the statement of financial position as at March 31, 2014, and the statements of operations and accumulated surplus and cash flows for the period from September 1, 2013 to March 31, 2014, and a summary of significant accounting policies and other explanatory information.

Management and Directors' Responsibility for the Financial Statements

Management and Directors are responsible for the preparation and fair presentation of these financial statements in accordance with Canadian accounting standards for not-for-profit organizations and for such internal control as management and Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Centre for Equitable Library Access (CELA) / Centre d'Acces Equitable Aux Bibliothèques as at March 31, 2014, and the results of its operations and its cash flows for the period then ended in accordance with Canadian accounting standards for not-for-profit organizations.



BARRIS & CHONG LLP
Chartered Accountants
Licensed Public Accountants

2014
Toronto, Ontario

CENTRE FOR EQUITABLE LIBRARY ACCESS (CELA) /
CENTRE D'ACCES EQUITABLE AUX BIBLIOTHEQUES

STATEMENT OF FINANCIAL POSITION
AS AT MARCH 31, 2014

	2014
	\$
ASSETS	
Current Assets	
Cash	41,532
Prepaid insurance	885
Prepaid -other	371
HST recoverable	571
	<u>48,559</u>
LIABILITIES	
Current Liabilities	
Accounts payable and accrued liabilities	11,549
FUND BALANCES	
Contributed surplus (Note 2)	65,339
General operating fund	(28,329)
	<u>37,010</u>
	<u>48,559</u>

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APPROVED ON BEHALF OF THE BOARD:

Director

Director

CENTRE FOR EQUITABLE LIBRARY ACCESS (CELA) /
CENTRE D'ACCES EQUITABLE AUX BMLIOTHEQUES

STATEMENT OF OPERATIONS AND ACCUMULATED SURPLUS
FOR THE PERIOD FROM SEPTEMBER 1, 2013 TO MARCH 31, 2014

	ACTUAL 2014
\$	
REVENUES	
Program fees	22,650
EXPENSES	
Contracted services	42,700
Translating and interpretation	1,249
Legal	2,629
Administration	59
Website	2,170
Catering	514
Insurance	33
Telephone	459
Supplies	375
Travel	791
50,979	
EXCESS OF EXPENSES OVER REVENUE	(28,329)
Balance at beginning of year	
BALANCE AT END OF YEAR	28,329

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The accompanying notes are an integral part of these financial statements.

CENTRE FOR EQUITABLE LIBRARY ACCESS (CELA) /
CENTRE D'ACCES EQUITABLE AUX BIBLIOTHEQUES

STATEMENT OF CASH FLOWS
FOR THE PERIOD FROM SEPTEMBER 1, 2013 TO MARCH 31, 2014

	2014
\$	
CASH PROVIDED BY (USED IN)	
OPERATING ACTIVITIES	
Excess of expenses over revenue	
General operating fund	(28,329)
Changes in working capital	
Prepaid expenses and miscellaneous receivables	(1,256)
HST recoverable	(5,771)
Accounts payable and accrued liabilities	11,549
	(23,807)
FINANCING ACTIVITIES	
Contributions to capital	65,339
INCREASE IN CASH	41,532
Cash at beginning of year	
CASH AT END OF YEAR	41,532

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CENTRE FOR EQUITABLE LIBRARY ACCESS (CELA) /
CENTRE D'ACCES EQUITABLE AUX BIBLIOTHEQUES

NOTES TO FINANCIAL STATEMENTS
MARCH 31, 2014

Its purpose is to operate and maintain a national service to provide equitable library services through Canada's public libraries for Canadians with print disabilities.

Status and nature of activities

The corporation qualifies as a non-profit organization, which is exempt from income tax under the Income Tax Act.

Significant accounting policies

The General Operating Fund accounts for current operations and programs as well as the organization's administrative activities.

Contributed Services

Board members volunteer their time to assist in the organization's activities. These services materially benefit the organization; however, a reasonable estimate of the time spent and its fair market value cannot be made and accordingly, these contributed services are not recognized in the financial statements.

Revenue Recognition

Revenues collected from subscribers are recognized as revenue of the general operating fund in the accounting period covered by the program subscribed to.

Useful Life

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates.

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CENTRE FOR EQUITABLE LIBRARY ACCESS (CELA) /
CENTRE D'ACCÈS ÉQUITABLE AUX BIBLIOTHÈQUES

NOTES TO FINANCIAL STATEMENTS
MARCH 31, 2014

2. Contributed surplus

The contributed surplus represents the initial fundine contribution by Canadian Urban Libraries Council (CULC) of \$10,339 and Canadian National Institute for the Blind (CNIB) of \$55,000.

3. Financial instruments

Unless otherwise noted, it is the Board's opinion that the Corporation is not exposed to material interest or credit risks arising from its financial instruments, and that the fair values of its financial instruments approximate their carrying value.

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PROXY FORM

TO: Centre For Equitable Library Access
Centre d'Acces Equitable Aux Bibliothcques (the "Corporation")

AND TO: The Directors and Members

The undersigned member of the Corporation hereby appoints _____ as proxyholder of the undersigned pursuant to section 4.10 of the General Operating By-Jaw No. 1 of the Corporation, to attend, act and vote for and on behalf of the undersigned at the annual meeting of members to be held on September 24^h, 2014 (including adjournments thereof) and revokes all proxies previously given.

Conditions of Proxy:

- a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- a Member may revoke a proxy by depositing an instrument signed by the Member in accordance with the Regulations to the *Canada Not-for-profit Corporations Act*;
- a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- a proxy shall be in writing, executed by the Member or the Member's attorney and shall conform with the requirements of the Regulations to the *Canada Not-for-profit Corporations Act*; and
- votes by proxy shall be collected, counted, and reported in such manner as the chair of the meeting directs.

DATED: _____, 2014.

Print Name: _____

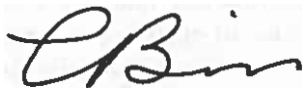
RESIGNATION

TO: Centre For Equitable Library Access
Centre d'Acces Equitable Aux Bibliotheques (the "Corporation")

AND TO: The Directors and Members thereof

The undersigned hereby tenders his/her resignation as a director of the Corporation to take effect immediately.

DATED as of September 24^h, 2014.


Print Name: _____ *NIL Be*

CONSENT

TO: CentreForEquitableLibrary Access
Centre d'Acces Equitable Aux Bibliothcques (the "Corporation")

AND TO: The Directors and Members

The undersigned hereby:

1. consents to the election or appointment of the undersigned as a director of the Corporation;
2. acknowledges and declares that the undersigned is at least eighteen (18) years of age and does not have the status of a bankrupt;
3. declares that the undersigned's residential address is:

4. acknowledges that the Corporation is and will be relying upon this consent, for the purpose of ensuring compliance by the Corporation with applicable law, and undertakes to advise the Corporation in writing forthwith of any change in the undersigned's status referred to above and, in any event, shall send the Corporation within fifteen days of changing his or her address, notice of that change; and
5. consents to the holding of any meeting of the directors or of a committee of directors of the Corporation by means of a telephonic, electronic or other communication facility to the extent such means pennit all participants to communicate adequately with each other during the meeting, in accordance with the regulations to the *Canada Not-for-profit Corporations Act*, if any.

This consent shall continue in effect so long as the undersigned is re-elected to the board of directors, provided that if the undersigned revokes this consent or resigns from the board of directors, this consent shall cease to have effect from the date of receipt by the Corporation of such revocation in writing or the effective date of such resignation .

DATED as of September 24¹_h 2014.


Print Name: CATHERINE BISS