

**Paul Raftis, Deputy City Manager**  
Community & Social Services

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**DECLARATION OF NOT-FOR-PROFIT COMPLIANCE**

<b>Agency name</b>	
<b>Agency contact</b> (name, address, phone number, email)	
<b>Date of bylaws</b>	
<b>Date of constating documents</b>	

**Purpose**

The purpose of this form is to ensure compliance by the agency with the Ontario *Not-for-profit Corporations Act, 2010* or the *Canada Not-for-profit Corporations Act*, and applicable Toronto Children's Services policies and guidelines that prevent directors or officers of the agency from personally benefitting from the decisions they are responsible to make, including the Child Care Operating Standards and the Service Plan, as may be amended from time to time.

**Declaration**

I, \_\_\_\_\_, a solicitor qualified to carry on the practice of law in the Province of Ontario, act on behalf of the above-named agency in connection with the giving of this opinion. I have examined such corporate records and have made such other searches and enquiries as I have considered necessary or desirable for the purposes of the opinions hereinafter expressed. In my examination of all documents, I have assumed the genuineness of all signatures, the requisite legal capacity of all individuals, the authenticity of all documents submitted to me as originals and the conformity to originals of all documents submitted to me as photocopies, facsimile, certified or notarial copies thereof and that all facts set forth in the official public records, indices and filing systems and all certificates supplied by public officials or otherwise conveyed to me by public officials are complete, true and accurate.

**Based on the foregoing, I am of the opinion that the agency's constating documents include provisions which require compliance with the relevant not-for-profit act under which the agency is constituted, including that:**

1. the agency is a corporation without share capital;
2. the agency is incorporated under the *Not-for-Profit Corporations Act, 2010* (Ontario) or the *Canada Not-for-profit Corporations Act*;
3. the agency is carried on without the purpose of gain for its directors, officers or members, and any profits or other accretions to the agency shall be used to further its activities;

**Based on the foregoing, I am of the opinion that the agency's constating documents include provisions which require compliance with Toronto Children's Services policies, including that:**

4. the agency shall have at least five (5) directors;
5. no employee of the agency may be a director of it;
6. the agency shall not purchase goods or services from any director, officer or person connected to a director or officer of the agency unless there is only one available source of the goods or services within a reasonable distance of the agency;
7. the agency shall not sell goods or services, other than childcare services, to any director, officer or person connected to a director or officer of the agency;
8. the agency shall not lend money to or borrow money from any director, officer or person connected to a director or officer of the agency;
9. the agency shall not rent property to or from any director, officer or person connected to a director or officer of the agency;
10. the agency shall not engage in any other transaction which may directly or indirectly confer a financial benefit on one of its directors or officers;
11. the directors of the agency shall serve as directors without remuneration but may be reimbursed for reasonable expenses incurred in the performance of their duties;
12. no director of the agency shall directly or indirectly receive any form of money or money's worth as a result of his or her position as director;
13. upon dissolution of the agency and after payment of all of its debts and liabilities, the remaining property of the agency shall be distributed or disposed of only to a registered charity or a public benefit corporation (as applicable) with similar purposes and which operate solely in Ontario; and
14. all the above points (one to thirteen) from this Declaration are included in the agency's bylaws or letters patent.

For the purposes of this document, we identify the following individuals and businesses as a **"person connected to a director or officer"**:

1. a spouse or common law partner of a director or officer;
2. a child or parent of a director or officer;
3. a relative of a director or officer, including a relative of the spouse or common law partner of a director or officer, who lives in the same home as a director or officer;
4. a corporation whose voting securities that together carry more than 10 % of the voting rights attached to all voting securities of the corporation outstanding at the time are beneficially owned, directly or indirectly, by any combination of:
  - a. a director or officer;
  - b. any of the persons referred to in clauses (1) to (3); or
  - c. the partner or the employer of a director or officer.

I acknowledge that the City of Toronto is relying on the opinions expressed herein and I consent to such reliance.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

LSO number: \_\_\_\_\_

Address: \_\_\_\_\_

Email: \_\_\_\_\_

Phone: \_\_\_\_\_