

Declaration of Not for Profit Compliance

Name of Agency	Address and Telephone of Agency
Date of Bylaws	Date of Letters Patent

I, _____, a Barrister and 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 Bylaw & letters patent include provisions which require that:

1. The corporation is a corporation without share capital as per part III of the Corporations Act, R.S.O. 1990 "Corporation Without Share Capital";
2. The corporation shall not have fewer than five directors;
3. No employee or contractor of the corporation may be a director of it;
4. No board member shall be a connected person to a director or officer;
5. The corporation shall not purchase goods or services from any director, officer or person connected to a director or officer of the corporation unless there is only one available source of the goods or services within a reasonable distance of the corporation and the provided good/services are at or below market cost;
6. The corporation shall not sell goods or services, other than services which it normally sells to its clients at fair market value, to any director, officer or person connected to a director or officer of the corporation;
7. The corporation shall not lend money to or borrow money from any director, officer or person connected to a director or officer of the corporation;
8. The corporation shall not rent property to or from any director, officer or person connected to a director or officer of the corporation;
9. The corporation shall not engage in any other transaction which may directly or indirectly confer a financial benefit on one of its directors or officers;
10. The directors of the corporation shall serve as directors without remuneration for service as a director but may be reimbursed for reasonable out-of-pocket expenses incurred in the performance of their duties;

11. Upon dissolution of the corporation and after satisfying the interests of the corporation's creditors in all its debts, obligations and liabilities, the remaining property must be distributed or disposed of only to charitable or non-for-profit organizations operate solely in Ontario with similar purposes to its own;
12. 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 objects.
13. All of the above points (one to twelve) from this Declaration are included in the corporation'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**”:

- a) Family members, including: spouse, child, parent, grandparent or sibling of the director or officer;
- b) A person living in a conjugal relationship outside marriage with the director or officer;
- c) The employer of the director, officer or of a family member;
- d) A corporation with share capital, if, singly or jointly, the director, officer or a family member beneficially owns, controls or has direction over more than 5 per cent of the corporation's shares;
- e) A corporation without share capital, if singly or jointly, the director, officer or a family member beneficially owns, controls or has direction over more than 20 per cent of the outstanding voting membership interests of the corporation;
- f) A corporation with or without share capital for which the director, officer or a family member acts as director or officer;
- g) A partnership in which the director, officer or a family member is a partner, or in which a corporation described in paragraph c), d) or e) is a partner.

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

Signature _____ Law Society of Ontario (LSO) Number _____

Corporation name and address:

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Phone #	Date	Seal

Original signed document with seal is required