

**Arteast Executive & Coordinators' Meeting Minutes for May 15th, 2012**  
**Lise Roy Meeting Room, Shenkman Arts Centre**

**Present:**

Mary Ann Varley	President
Josie de Meo	Vice-President/Volunteer Co-ordinator/PromArteast
Carmen Dufault	Past President
Dorothy Zorn	Treasurer
Virginia Dupuis	Secretary
Susan Ashbrook	Budding Artist Coordinator
Christine Gendron	North Gloucester Library
Ted Johnston	Member at Large
Elisabeth Krug	Gloucester Library/Newsletter
Cheryl Mattice	AJAE
Bernard Poirier	Member at Large
Maureen Rooney-Mitchell	Promenade Arteast/TrinityArtGallery
Helen Rosseau	Webmaster
Mira Wasilewska	AJAE
Rosalind Wong	Assistant Treasurer

**Regrets:**

Mari Brown	Trinity Art Gallery
Arlette Castonguay	Orleans Library
Clarisse Cheseaux	Promenade Arteast/Cumberland Library
Isabella Leveque-Bouchard	Promenade Arteast
Karen Miller	E-mail Communications
Christina Patterson	Grow with Art

**1. Call to order and welcome**

Mary Ann called the meeting to order at 7:00 p.m. welcoming Bernard back after a long absence as well as welcoming Rosalind Wong as Assistant Treasurer.

**2. Approval of Agenda**

Adoption of the revised agenda was moved by Dorothy and seconded by Josie. Carried

**3. Approval of minutes from the April 17th, 2012 Executive Meeting**

Adoption of the April 17<sup>th</sup> minutes was moved by Ted and seconded by Dorothy. Carried

**4. Financial Report – Dorothy**

Dorothy reported a balance of \$8,562.57, with 72 members paying fees of \$2160. to date.

**5. Website – Helen and Elisabeth**

Helen reported that the domain name registration is in Mike Taylor's name and she would need to meet with Mike to change the registration to Arteast. Mary Ann will send an e-mail to Mike and copy Helen and Elisabeth to facilitate a meeting.

Elisabeth reported on many changes which have been made to streamline the website and asked for clarification to the following:

- Is there a need to have password protection for executive minutes? No
- Should a note be included in the Members Gallery explaining how one submits info? yes, the note would ask members to contact the President
- Could we delete the members Links in Members Link page and include it in their Artist Statement? yes

- What information should be included on the homepage? It was suggested that upcoming Grow with Art events as well as upcoming shows featured.

Elisabeth will send a note to the executive asking for a review of the remaining links on the Links page.

An updated copy of the bylaws is required, as the one online is outdated (dated 2009).

Josie will provide current info for the Volunteer section.

#### **6. Promenade Arteast – Maureen**

Maureen reported that the next changeover for “More Emotion” is May 23<sup>rd</sup> and the vernissage is May 27<sup>th</sup>. For the following show, running June 28<sup>th</sup> - Aug 21<sup>st</sup>, 2 people have dropped out and at Maureen’s request – Carmen, Ted and Rosalind filled the spots. Maureen is working on a Call for Artists which will be put online for the new season beginning March 2013. Maureen has vernissage photos from last year and will send to Helen for the website. Helen asked for a paragraph regarding each show as this info has gone missing from the website. Maureen and Josie will look after this.

#### **7. Budding Artist- Susan Ashbrook**

Susan advised that she has 31 entries with each entrant averages 2 pieces. Susan will have a discussion with the 2 jurors – Leslie Dorofi and Laurie Hemmings, to clarify who is a budding artist and to talk about the future of the show. She would like to develop a clear set of rules, i.e. no copies of work. Mary Ann questioned if Young at Art winners could partake in Budding artist; Susan feels strongly that Budding Artist is for adult artists. Mary Ann advised Susan that she may have a budget of \$30-\$50 for snacks for the jury. And asked Susan to submit her printing costs.

#### **8. AJAE –Mira**

Mira explained that she will be moving to Waterloo before the end of June, but she will still prepare the Call to Artists and the application forms for the July newsletter. The deadline for submission is Sept 14<sup>th</sup>; only electronic submissions are accepted this year; Mira will provide Cheryl’s address as the contact. Mira will also look after preparing the signs for the take-in tables. Two extra volunteers will be needed and Josie will look for helpers. Since the Winter Room is not available for the take-in Friday Sept 28<sup>th</sup> 6-7 p.m. signs will be placed to direct people to the appropriate room. Saturday Sept 29<sup>th</sup> judging takes place from 8-12, with hanging in the afternoon. The staff must be out of the portable by 1:00. Mira stated that her instructions ask for membership fees to be mailed to the Treasurer and to bring registration form and submission fee to the drop-off. Vernissage will be in the Winter Room Thursday October 11<sup>th</sup> 5-9 pm. Take down is Nov 30<sup>th</sup> and pick up 6-8 pm.

#### **9. St Laurent Centre –New shows - Josie**

Josie has prepared a Call to Artists for the new shows she is developing, the first one will take place after Budding Artist, and the first few shows Josie would like to trial with the executive. 4 walls which hold about 10-15 paintings each will be available for 4 artists. Ted, Mary Ann, Virginia and Josie will be in the first show- hanging Sat June 30<sup>th</sup> and takedown Sat Aug 4<sup>th</sup>; The vernissage will be Sunday July 15<sup>th</sup> 1-3 in the Summer Room. The fee will be \$20 per artist to cover room rental; Josie will e-mail the Arteast template for each artwork to the participants ahead of each show. She will require a bio and will have a frame for each bio per wall, and a price list and contact. Each artist hangs their own artwork. Josie will be the contact for sales. The 2<sup>nd</sup> show will include Beata Jakubek, Elisabeth, Carmen and Dorothy- hanging Aug 4<sup>th</sup> and take down Sept 29<sup>th</sup>, with a vernissage of Aug 12<sup>th</sup>

**10. Nuit Blanche - Josie**

Josie provided an update on the joint project with AOE for Saturday Sept 22<sup>nd</sup> at SAW Gallery; 6-8 p.m. AOE who will use fluorescent body paint; Arteast, 8-10p.m. will be painting a mural theme of *It's a Beautiful Life*. Josie is still looking into pursuing a sponsor and maybe having T-shirt. She will be looking for volunteers.

**11. Newsletter - Elisabeth**

Elisabeth provided an update on the July Newsletter and passed around the last pages with contact info for mark-up. Elisabeth would like 3 Grow with Art articles – one on Angela Verlaeck Clark, one on Louise Michaud being written by Susan Brison and one on the Montreal filed trip which will be written by Mary Ann or Christina Patterson. Mike Stenson has resigned from the Newsletter distribution team. Rosalind will assist. Dorothy asked for someone who knows how to print mailing labels; Josie will look for someone. Dorothy will send the membership list to Elisabeth. A reporter is needed and Josie has someone in mind. For the Budding Artist show Rosalind will write the article. Mary Ann will send a short article on Young at Art and Ted will provide an article regarding incorporation plans.

**12. Meeting with AOE Regarding Incorporation- Ted**

Ted Johnston reported that he and Carmen had met to discuss and flesh out information about incorporation. A document they prepared was tabled (appended to these minutes). He encouraged members to think about the benefits of incorporation- i.e. what more would we be doing if incorporated and also to consider whether we have the present membership resources to take on new projects. Mary Ann stated that if incorporated we could access other sources of funds for operating or project grants. She would like to be able to have a physical location for Arteast staffed with an employee, to ensure coordination and implementation of activities.

Susan Ashbrook noted that the Visual Arts Centre, Orleans (VACO) had been incorporated. There was not a lot of extra work and the benefits outweighed the trouble of paperwork, i.e. better access to civic and other agencies for project and operating grants such as Trillium grants. VACO had an employee and a location with a little gallery.

Mary Ann recommended that the executive read through the document and come to the June meeting prepared to decide on incorporation.

**13. Grow with Art- Mary Ann**

Mary Ann reported that Christopher Pike is out of town and not available to speak at May 22<sup>nd</sup> meeting. Bob McAlpine is trying to find a replacement and has been talking to Jean-Marc Carisse. There are about 25 people for the bus trip to Montreal June 15<sup>th</sup>.

**14. Marius Barbeau School- Josie**

Josie has heard back from Marius Barbeau School and it is scheduled for November.

**15. Orleans Festival- Mary Ann**

Mary Ann has asked for several grids and tables; we will be representing Arteast and doing demos. Volunteers are needed; assuming we will be present on Saturday June 2<sup>nd</sup>, but the exact day is to be confirmed as the Orleans Festival runs June 1-3.

**16. Young at Art- Mary Ann**

Mary Ann reported on the awards – (a \$75. Wallacks certificate and 3 honourable mentions) for Young at Art. The overall winner was Jamie Vickers for *Times Square*. Sophie Margolian for *Pop Idol*, Eric Han for *Untitled* and Talia Rancourt for *Roulades Colorees* received Honourable Mention Certificates.

**17. North Gloucester Library – Christine**

Christine reported that 12 artists with 19 paintings were hung for the period May 8<sup>th</sup> to July 10<sup>th</sup>.

**18. Orleans Library**

Arlette's email reported there now are 14 new paintings with 3 remaining from the last changeover. Jeanette has resigned as she has moved out of town. Josie has already arranged with Betty Anne McDonald to partner Arlette at Orleans Library.

**19. Cumberland Library –Mary Ann**

Mary Ann stated that Aline had eye surgery and Josie is going to call to find a replacement for her. The May changeover has moved to the 28<sup>th</sup> as the 21<sup>st</sup> is a holiday.

**20. Blackburn Hamlet Library – Josie**

Josie reported that Hamid Ayoub will be the next artist at Blackburn Library, for which she has members booked until Jan 2013.

**21. Volunteer Coordinator-Josie**

Josie will pursue finding volunteers for AJAE, Cumberland Library, Newsletter distribution and a Grow with Art reporter.

**22. Varia**

Josie asked the executive to remain after the meeting so an updated photo could be taken.

**23. Adjournment**

The meeting was adjourned at 9:02 p.m. on a motion from Dorothy and seconded by Helen.

**Next meeting:**

The next meeting will be at 7:00 p.m. **June 19th, 2012** in Lise Roy Meeting Room, AOE Arts Council, Shenkman Arts Centre

## **Draft Talking Points: ARTEAST – INCORPORATION**

It has been recommended to Arteast by the City of Ottawa (Arts and Culture Department) that it would be in our interest to become a not-for-profit incorporated entity. This was endorsed by Arts Ottawa East as a sensible and logical move.

On April 11, 2012, AOE sponsored a briefing for community arts and cultural groups on the pros and cons of incorporation. This was presented by the law firm Dust-Evans-Grandmaitre and was attended by four members of Arteast, Carmen Dufault (Past President), Virginia Dupuis (Secretary) Dorothy Zorn (Treasurer) and Ted Johnston (Member at Large). At the Executive Meeting of April 17, the four reported and recommended that we continue to investigate incorporation.

### **WHAT IS A NOT-FOR-PROFIT INCORPORATION?**

Incorporation creates a legal entity under either federal or provincial legislation (or both) and that entity is able to act on behalf of and stand in the place of its membership. As a not-for-profit corporation, it can generate income (profits) to be used to further the goals of the organization, including the hiring of paid staff or covering miscellaneous expenses incurred on behalf of the corporation. Such income must not be paid as dividends to members, i.e. no individual can profit from the corporation's revenue.

Incorporation allows for continuity of the organization even while the membership changes. It simplifies the ownership of property and making financial or legal commitments.

### **WHY SHOULD ARTEAST BECOME A NOT-FOR-PROFIT CORPORATION?**

At the present time, Arteast is an association of likeminded persons acting in accordance with a constitution and by-laws. Officers of Arteast are personally liable in the event of any legal action against the organization. Incorporation would make Arteast a legal entity that would remove the liability of individual officers for actions of the corporation.

The corporation is able to sign contracts, have bank accounts, and even bring legal actions in its own name (or be the object of legal actions). At the present time, such actions are done personally by signing officers of the association.

It would be easier to insure both the entity and its officers.

The formal not-for-profit status is thought to offer greater credibility with the public and with government agencies as it would be seen operating under statutory regimes that provide direction and protection.

It would give the organization greater eligibility to compete for other grants and seek broader revenue sources than at present.

### **WHAT ARE THE IMPACTS OF INCORPORATION?**

There will be costs at the outset to incorporate: legal advice and guidance through the process would be well advised; filing fees are required under the legislation; set-up of accounting procedures should be professionally guided. These should also be considered as ongoing operating costs.

Incorporation will require reporting on income and expenses to federal or provincial agencies and may require payment of taxes.

Statutory reporting requirements will require maintenance of appropriate and accurate

records. This places a greater burden on volunteer officers (or argues for engaging paid staff or other assistance).

Intellectual property (e.g. logos) will need to be formally protected.

In time, a Crisis Response Plan should be developed to safeguard records and other data important to the management of the corporation.

### **WHAT IS INVOLVED?**

As noted above, incorporation may be done federally or provincially (or both); the former particularly applies if the corporation has activity beyond its home province. Arteast operates exclusively in Ontario so it may need only to become provincially incorporated currently by obtaining Letters Patent under Part III and Part IV of the Ontario Corporations Act.

However, On October 19, 2010, the Ontario Government passed Bill 65, the new *Not-for-Profit Corporations Act, 2010* (the “NFP Act, 2010”) to modernize the legal framework for Ontario’s not-for-profit corporations. It has yet to be enacted but organizations can be guided by its contents.

This *NFP Act, 2010*:

Requires by-laws to set out the conditions required for being a member of the corporation; Our by-laws were recently revised and generally conform to the requirements.

Allows NFPs to have commercial purposes provided such purposes are to advance or support the corporation’s non-profit purposes;

Differentiates between public benefit corporations (defined as a charitable or non-charitable corporation that receives more than \$10,000 a year in donations or public grants) and non-public benefit corporations and treats them differently (i.e. different audit requirements);

Directors and members meetings may be held outside of Ontario and may be held by teleconference or electronically;

Head Office is deemed to be the registered office and must be located in Ontario; This can be a postal address and not necessarily a physical site. Our Postbox address care of Arts Ottawa East is likely sufficient at the outset.

NFPs must have at least 3 directors but may provide for a minimum and maximum number of directors; these are basically our current Executive body

Directors may not hold office for more than four years;

Directors need not be members of the corporation unless required by the by-laws; It may be to our benefit to have one or two ‘outsiders’ as directors.

Sets out directors and officers liabilities and the standard of care to which they will be held accountable;

Directors and officers are entitled to be indemnified by the corporation, provided the individual acted honestly and in good faith with a view to the best interests of the corporation;

A dissenting member of a non-public benefit corporation may be entitled to be paid by the corporation the fair value of their membership interest; this is probably the membership fee plus any capital investment in the corporation.

Expands the rights of non-voting members;

The Minister of Government Services will no longer have the discretion to refuse a request for incorporation.

If a by-law is not passed within 60 days of the date of incorporation, the corporation will be deemed to have passed the standard organizational by-law approved by the Director.

## STEPS TO INCORPORATION

(as per Dust Evans and Grandmaitre)

Parts III and IV of the *Ontario Corporations Act*

Step 1: Develop a constitution and associated by-laws that conform to the requirements of Parts III and IV of the Corporations Act and have them ratified by members of the organization. This was done in revising the By-Laws which were adopted in January 2012.

Step 2: Complete an Application for Incorporation of a Corporation without Share Capital – Form 2 Corporations Act. When accepted, this application will constitute the charter of the corporation, known as “Letters Patent”.

Step 3: Establish a corporate name that reflects the not-for-profit objects of the corporation. Is ‘Arteast’ sufficient or should we consider a change to further differentiate from Arts Ottawa East?

Step 4: Submit the completed Application for incorporation, the NUANS report, a covering letter and the incorporation fee to the Ministry of Consumer and Business Services, Companies and Personal Property Security Branch. If everything is in order, the Letters Patent should be received in about six weeks.

Step 5: The Corporation will receive in the mail a *Form 1 – Initial Return* which requires detailed information about the directors and must be returned to the Ministry of Consumer and Business Services within 60 days.

Step 6: With 60 days of incorporation, the corporation should receive its Business Number from Canada Customs and Revenue Agency.

Step 7: Within 18 months of incorporation, the corporation must hold its annual general meeting with subsequent Annual General Meetings taking place within 15 months of the previous one.

## OBTAINING CHARITABLE STATUS

Obtaining Charitable Status is a separate issue from incorporation. We could proceed at once to apply to acquire this status if so desired. It would be advantageous for members should they wish to make donations to further the work of Arteast.

Canada Revenue Agency grants charitable status to organizations where

The applicant’s purposes and activities fall within the legal concept of charity as recognized by the courts, and

The organization meets the other requirements of the Income Tax Act.

Arteast’s advancement of creation and appreciation of art, its work in educating children and adults in its community, could be the basis for applying for such status.

**ARTEAST CONTACTS:**

Telephone Number- 613-745-2996 Mary Ann Varley- Information in English  
Telephone Number- 613- 824-3237 Carmen Dufault- Information in French

**MAILING ADDRESS:**

Arteast Box 5    Suite 260    245 Centrum Blvd    Orleans, K1E 0A1

All Executive Committee meetings will be held the 3<sup>rd</sup> Tuesday of the month  
in the **Lise Roy Meeting Room, AOE Arts Council,**  
**Shenkman Arts Centre 245 Centrum Blvd**  
from **September 2011 to June 2012 at 7:00 p.m.**

Arteast **General Meetings** will be held on the 4<sup>th</sup> Tuesday of the month  
**Room 340, 255 Centrum Blvd**  
from **September 2011 to June 2012 at 7:30 p.m.**

**SUPPLY CUPBOARD:**

In addition to the locked cabinet associated with the Promenade Arteast Wall, a supply cabinet which houses Arteast archives is located behind a locked door in an area off Trinity Art Gallery with the key available from Mike Taylor.