



# CANFRO

## Minutes of Board Meeting February 11th, 2013 (amended)

**Present:** Board members: Virginia Bartley, Penelope Hopkins, John Rollins, Patricia Simmons, Alvin Starkman, Lynda Wilde  
Guest: Sandy Thomson

**Regrets:** Duane Webster

### 1. Approval of Agenda

*Motion by John (Lynda) to approve the agenda as circulated.*

*Motion carried*

### 2. Approval of Minutes

*Motion by John (Pat) to approve the minutes of the Board meeting on September 13th, 2012 as circulated.*

*Motion carried*

### 3. Business Arising from the Minutes

#### (a) Application for Charitable Status

Penny reported that, according to her contact at the Canada Revenue Agency, CANFRO's objects need some judicious re-drafting in the future. These objects were painstakingly drafted during the application for incorporation pursuant to suggestions from Penny's contact at the Office of the Official Guardian and Trustee. In all likelihood, the last of the stated objects will have to be deleted. While this need for re-drafting is frustrating, and will require further Board action once the application for charitable status has been approved by CRA, it will not be particularly onerous.

***Action Item: Board members will work to re-draft the objects included in CANFRO's Letters Patent as needed.***

A letter from CRA, dated October 22<sup>nd</sup>, 2012, was circulated to Board members for their review. It outlines with some specificity the concerns raised by CRA and the issues to be addressed prior to any re-submission of an application for charitable status. Penny presented templates for the agreement needed to satisfy CRA for her own project

(the “School Sponsorship Project”) and its related agent. Board members agreed that agents should be associated with each of CANFRO’s projects and discussed at some length the various clarifications needed to craft similar documents for these projects and their related agents.

*Motion by Penny (Virginia) that CANFRO work through specified agents on each of its projects.*

*Motion carried*

***Action Item: Penny will work with Lynda to prepare agency agreements with respect to the “Book Project”, the “Tutor Project” and the “Advanced Education Project”. She will work alone on the agency agreements needed for the “School Sponsorship Project” and the “Food Project”. She will work with Alvin on the agency agreements needed for the “Hearing Aid Project” and the “Women’s Project”. Virginia will review and edit the agency agreements before they are executed by CANFRO and related agencies.***

Penny reported that, according to CRA, each bylaw and amendment must be dated (effective date) and signed. Board members agreed that the signatories should be the President and the Secretary. Thus far, there is only one bylaw, and it was amended once. A certified copy of this bylaw must be submitted to CRA during re-application for charitable status.

***Action Item: Virginia and Penny will sign the bylaw as required. Virginia will provide a certified copy of the bylaw to Penny for the application process.***

Board members then discussed a timeline for preparation of the agency agreements and collation of the information needed to support the re-submission of CANFRO’s application for charitable status.

***Action Item: Penny will re-submit the application for charitable status to CRA by the end of May.***

Penny reported that, once CANFRO receives approval from CRA as a charitable organization, it will likely be audited in its third or fourth year of operation. This is consistent with CRA policies respecting Canadian charities with international operation.

(b) Housekeeping

Website

An action item remained from the Minutes of the last Board meeting. Penny undertook to see to it as soon as possible.

***Action Item: Penny and Kim will make sure that the website acknowledges work done for CANFRO by non-Board members.***

Board Member Biographies

Brief (50-word or less) biographical entries are needed from Board members for promotional materials.

***Action Item: Board members will draft their own biographical entries and submit them to Penny on or before March 15th, 2013.***

Canadian Council for International Cooperation

An action item remained from the Minutes of a past Board meeting. Virginia undertook to see to it as soon as possible.

***Action Item: Duane or Virginia will look into this group and report by email before the next meeting.***

Donations

Given the new arrangements to be addressed in the various agency agreements, the Oaxaca bank account that Alvin opened for CANFRO business is no longer necessary. Agents related to projects will maintain separate bank accounts for CANFRO business.

***Action Item: Alvin will close the bank account.***

Donations made in Canada and online will automatically come to John's attention and will be processed through the Canadian CANFRO account. Donations made in Oaxaca will be reported to John. A donation form is needed.

John agreed to craft the donation form, and to make sure that it specifies the costs of using PayPal and Canada Helps, as well as costs associated with exchanging funds between Canadian and Mexican accounts.

***Action Item: John will draft an official donation form.***

Receipts

CANFRO needs to have official receipts ready for post-CRA approval donations.

***Action Item: Penny will draft an official receipt.***

**4. Treasurer's Report**

John updated Board members on current CANFRO finances. There have been no new donors and no new expenses since the September Board meeting.

John noted that all project-related fees, as well as all transfer fees (costs of exchanging money between Canadian and Mexican accounts), will be charged to the administrative account.

Sandy suggested that John ask TD Bank to qualify CANFRO accounts for low-fee charitable status.

***Action Item: John will look into whether TD Bank will lower transaction rates on CANFRO accounts.***

John reported that two versions of annual tax returns had been completed for CANFRO in 2012, and that he would submit the appropriate version.

***Action Item: John will find out which version of the annual tax return is needed and submit it in due course.***

Board members agreed to table the issue of insurance coverage until the CRA approves charitable status.

***Action Item: Board members will decide upon insurance coverage as soon as charitable status is afforded to CANFRO.***

## **5. New Business**

Alvin reported on his contact with a videographer who is interested in highlighting CANFRO work. The videographer will be in Oaxaca later in February. Board members agreed that it is premature to showcase Projects and agencies and that, in any event, the timeline was too tight.

***Action Item: Alvin will write to the videographer and try to arrange a later meeting, perhaps in Canada.***

Penny reported on a Canadian graduate of a post diploma/degree International Development Worker program at Loyalist College who wishes to spend extended time volunteering in Oaxaca. Penny will help him make connections to Belleville service clubs for possible funding.

## **6. Next Meeting**

Board members discussed dates for the next meeting. June 24<sup>th</sup>, 2013 was agreed upon, at 4:30 PM. The meeting will be in Kingston, at Virginia's place. She will send directions as the date approaches.

## **7. Adjournment**

*Motion by Lynda (John) that the meeting be adjourned.*

*Motion carried*