From: Kelly Elliott <kellyelliott@aors.on.ca>
Sent: August 19, 2026 9:17 AM
To: Andrew O'Leary <aoleary@owensound.ca>
Cc: Dennis O'Neil <dennisoneil@aors.on.ca>; Ian C Boddy <iboddy@owensound.ca>
Subject: Request For Reduction In Venue Fees

Good morning Andy,

Please find attached the request for a reduction in venue fees, and all requesting corresponding information, for the upcoming AORS Provincial Safety Truck Roadeo in Owen Sound on September 22-23, 2026.

We are pleased to be able to bring this premiere event to Owen Sound and welcome the top municipal equipment operators from across the Province to compete for the coveted "Driver of the Year" title at the Bayshore Arena. We have blocks of rooms at two hotels in Owen Sound and look forward to bringing the economic benefits that events like these provide to your community.

We do not charge a fee to municipalities to have their equipment operators compete in the Provincial Roadeo and rely solely on sponsorships of suppliers to be able to put this event on. Any support that the City of Owen Sound can provide is greatly appreciated.

If you require any additional information, please do not hesitate to reach out to me directly, or to Dennis O'Neil.

Kelly Elliott | *Executive Director*
Association of Ontario Road Supervisors (AORS)
268 Maiden Lane, Suite 206, PO Box 2669, St. Marys, ON N4X 1A4
Cell: 519-873-0374
kellyelliott@aors.on.ca | www.aors.on.ca
Promoting Knowledge. Pursuing Excellence.

APPLICATION

APPENDIX A

WAIVING OF RENTAL FEES-

Provincial, National and International Event REQUEST FORM

POLICY # CS77

(NOTE: Please submit completed application a minimum of six (6) weeks prior to the event)

Name of Group/Organization/Individual: Asociation of Ontario Road Suervisors (AORS)		
Contact name of individual: Dennis O'Neil		
Address: 268 Maiden Lane Suite 206	City: St Mary's	Postal Code: N4X 1A4
Email address: dennisoneil@aors.on.ca	Phone number: (519) 405-0062	
Describe the event and attach evidence that the event is a Championship event and sanctioned by a recognized Provincial, National or International governing body: We are hosting the AORS Provincial Truck Safety Roadeo - a provincial championship celebrating the best municipal equipment operators from across the Province. The Association of Ontario Road Supervisors is a recognized provincial organization through provincial statute.		
Is your group a not for profit group or organization: ☑ Yes ☐ No Please attach a copy of your constitution and last audited financial statement (if applicable)		
Has the approval of the City by resolution been obtained: ☐ Yes ☑ No (please attach copy of resolution)		
Please describe how the City's sponsorship will be recognized by your event: The City of Owen Sound will be recognized as a sponsor during the event through signage, thank you sponsor presentations throughout the event, as well as post-event.		

Declaration:
I, Dennis O'Neil ____, on behalf of the above named organization/group certify that I have read and understand the conditions outlined by Policy CS77 and will comply with the terms and conditions outlined therein.

For more information, please contact:
City of Owen Sound, Community Services Department
808 2nd Avenue East, Owen Sound, ON N4K 2H4, 519-376-1440

For internal use only:

Date received: ___________________________________.
Does the application meet the criteria outlined by the policy ☐ Yes ☐ No
Pre event budget received and reviewed ☐ Yes ☐ No

Post event budget to be received by:_____________________________________

Authorization of Director of Community Services_____________________________

Authorization of Director of Financial Services______________________________

Amount of reduction of rental fee ___25% (max. $1000)_______30% (max 1500)

B U D G E T

REVENUE:

32 Teams x $2,500.00 Registration Fee
Net Profit from Beer Garden (Tent Excluded)
Raffles/Draws, etc.
Sponsorship

TOTAL REVENUE

EXPENSES:

Facility Rental
Staffing
Awards/Prizes
Tent Rental
Materials & Supplies
Advertising
Insurance
Miscellaneous Items (Telephone, etc.)

TOTAL EXPENSES

NET PROFIT TO BE DONATED TO CITY PROJECT $

EXPENSES	
Lunches for Volunteers and Drivers For Local Roadeo and Provincial Roadeo	7500.00
Strathcraft - Trophies and Medallions	700.00
Cash Prizes	2000.00
Bayshore Arena - Driver Networking and Social Event	2500.00
City of Owen Sound - Venue Rental	3731.00
Roadeo Master Expenses	3500.00
	19931.00
REVENUE	
Sponsorships (as of August 19, 2026)	**17250.00**
NET REVENUE	**-2681.00**

BY-LAW 2025-1

Being a By-law to enter into an amended Constitution of the Association of Ontario Road Supervisors. The provisions of this By-law are intended to be in accordance with the provisions of an Act respecting the Association of Ontario Road Superintendents, Chapter Pr5, Statutes of Ontario, 1996.

WHEREAS on September 30, 1993, the Constitutional By-law No. 1, previously used by the unincorporated company Association of Ontario Road Superintendents, was consented to and approved by the Executive Committee of the Association of Ontario Road Superintendents;

AND WHEREAS the Board of Directors has agreed that the Constitution should be amended;

THEREFORE BE IT ENACTED AS FOLLOWS:

1. **THAT** the attached revised Constitution be hereby accepted and approved by the membership of the Association;

2. **THAT** the President and Executive Director be authorized to sign the By-law dated October 1, 2025 on behalf of the Association;

3. **THAT** Constitutional By-law No. 1 and all amending by-laws of the Association be hereby repealed;

4. **THAT** this By-law comes into effect and takes force on the passing thereof.

President ____________________________

Executive Director ____________________________

Dated ____________________________

CONSTITUTION

BEING a constitution relating generally to the affairs of the Corporation.

CONTENTS

NOW THEREFORE BE IT ENACTED and it is hereby enacted as the Constitution of **ASSOCIATION OF ONTARIO ROAD SUPERVISORS** (hereinafter called the "Corporation") as follows:

SECTION 1 – INTERPRETATION

1.01 Definitions

a. In this Constitution and all by-laws of the Corporation, unless the context otherwise requires:

b. "*Act*" means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

c. "Board" means the Board of Directors of the Corporation;

d. "Constitution" means this constitution and all by-laws of the Corporation as amended and which are, from time to time, in force and effect;

e. "Corporation" means the Association of Ontario Road Supervisors, previously known as the Association of Ontario Road Superintendents;

f. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;

g. “Member” means a member of the Corporation;

h. "Members" means the members of the Corporation collectively;

i. "Officer" means an officer of the Corporation; and

j. “Special Act” means the *Association of Ontario Road Superintendents Act*, 1996 (Ontario), as amended or re-enacted from time to time.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this Constitution that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this Constitution shall not affect the validity or enforceability of the remaining provisions of this Constitution. If any of the provisions contained in the Constitution are inconsistent with those contained in the Special Act or the *Act*, the provisions contained in the Special Act, and thereafter the *Act* shall prevail.

SECTION 2 – BUSINESS OF THE CORPORATION

2.01 Head Office

Until changed in accordance with the Act, the head office of the Corporation shall in the Province of Ontario and at such location therein as the Board may from time to time determine by resolution.

2.02 Execution of Documents

Deeds, transfers, licences, contracts, engagements on behalf of the Corporation shall be signed by the President, and by the Executive Director or such other Officer or employee who may be appointed by the Board for such purpose. Contracts in the ordinary course of the Corporation's operations shall be entered into on behalf of the Corporation by any person authorized by the Board of Directors.

Notwithstanding any provisions to the contrary contained in the Constitution of the Corporation, the Board of Directors may at any time by resolution direct the manner in which a person or persons by whom any particular instrument, contract or obligation of the Corporation may or shall be executed.

SECTION 3 – DIRECTORS

3.01 Board of Directors

The Directors shall be appointed by the members of the Local Association they represent, and such appointment shall be effective as of the date of the annual meeting of Members each year in accordance with the procedure in Section 3.02 below. The term of office of the Directors (subject to the provisions, if any, of the Special Act) shall be from the date of the meeting at which they are appointed until the next annual meeting or until their successors are appointed.

3.02 Composition and Election of the Board of Directors

The affairs of the Association shall be managed by a Board comprised of not fewer than five (5) Directors. Each subscribing Association shall appoint a representative to hold the office of Director. It is the responsibility of the local Association secretary/treasurer to inform the Corporation of the name, mailing address of the local representative and to give notice of any changes of its representative.
The Immediate Past President shall also be a member of the Board on an ex-officio basis. If the Immediate Past President is unavailable or unwilling to serve as a Director, the first immediate predecessor of the Immediate Past President who is willing or able to serve shall serve as Director in their place.

3.03 Eligibility

Only municipal public works members in good standing or retirees of such positions shall be eligible to serve on the Board of Directors of the Corporation.

3.04 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;

2. if the Director dies or becomes bankrupt;

3. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or

4. if the Members of a particular subscribing local Association by ordinary resolution remove the representative Director before the expiration of the Director's term of office.

3.05 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

1. if the vacancy occurs as a result of the members of a particular local Association removing their representative Director, the members of that local Association may fill the vacancy by an ordinary resolution;

2. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the Special Act, the Directors in office shall, without delay, call a special meeting of the Members to fill the vacancy, except for any vacancy resulting of a particular local Association's representative Director, which shall be filled by ordinary resolution of the members of that local Association. If the Board fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and

3. a quorum of Directors may fill a vacancy among the Directors, except for a vacancy of a particular local Association's representative Director, which must be filled by ordinary resolution of the members of that local Association.

3.06 Powers

The Board of Directors shall administer the affairs of the Corporation and may pass such resolutions and by-laws as are necessary or desirable in conducting the business and carrying out the objectives of the Corporation. The Board of Directors shall fix the salaries and tenure of all employees and contracted resources.

3.07 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that, Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties.
The Executive Director is authorized to pay such reasonable travel and other expenses of the Board of Directors, members of committees or any such persons as are approved by the Board of Directors or are in accordance with schedules for payment of expenses approved by the Board of Directors.

SECTION 4 - BOARD MEETINGS

4.01 Calling of Meetings

Meetings of the Directors of the Corporation shall be held from time to time, not less than three (3) per year, at such place, at such time and on such day as the President or Vice-President or any two (2) Directors may determine.

Notice of every meeting so called shall be given by any of the means authorized by the Directors to each Director not less than forty-eight hours (excluding any part of a Saturday, Sunday or holiday as defined by the Legislation Act (Ontario) for the time being in force ("holiday") before the time when the meeting is to be held and, subject to the Act, such notice may, but need not, specify the purpose of or the business to be transacted, save that no notice of a meeting shall be necessary if all the Directors are present, and do not object to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Emergency meetings shall be called at the discretion of the President with the timing of such meeting to be determined by the President.

4.02 Errors in Notice, Board of Directors

No error or omission in giving such notice for a meeting of the Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

4.03 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

4.04 Chair

The President shall preside at Board meetings. In the absence of the President, the First Vice-President or the Second Vice-President shall preside as chair. In the absence of the President, the First-Vice President and the Second Vice-President, the Directors present shall choose one of their number to act as the chair.

4.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the chair shall not have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

4.06 Quorum

A quorum for the transaction of business at a meeting of the Board is one-third (1/3) of the then total number of Directors. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

SECTION 5 - FINANCIAL

5.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

5.02 Financial Year

Until changed by resolution of the Board, the financial year of the Corporation shall end on the 30th day of November in each year.

5.03 Borrowing Power

Without limiting the borrowing powers of the Corporation as set forth in the Act, but subject to the Special Act, the Board may from time to time on behalf of the Corporation, without authorization of the Members:

a. borrow money upon the credit of the Corporation;

b. issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Corporation, whether secured or unsecured;

c. to the extent permitted by the Act, give directly or indirectly financial assistance to any person by means of a loan, a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person or otherwise; and

d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

5.04 Signing – Financial Transactions

The Board of Directors shall determine from time to time by resolution the Officers or employees of the Corporation who are authorized to sign cheques, other orders for payment of money and evidences of indebtedness on behalf of the Corporation and to carry out banking and other financial transactions of the Corporation, subject to the general supervision of the Corporation's financial affairs by the Executive Director and the approval by the Board of Directors of all borrowing of money and significant expenditures by, and other material financial transactions of the Corporation.

5.05 Books and Records

The Directors shall see that all necessary books and records of the Corporation required by the Constitution of the Corporation, or by any applicable statue or law are regularly and properly kept.

SECTION 6 - OFFICERS

6.01 Officers

The Board shall appoint from amongst the Directors a President, First Vice-President, and a Second Vice-President. The Board shall also appoint an Executive Director, who shall not be appointed from amongst the Directors.

Each year, a Second Vice-President shall be appointed by the Board from the nominees approved by the Board of Directors. The nominees for Second Vice-President shall be Directors of the Corporation at the time of their nomination. At Board of Directors meeting immediately preceding the annual meeting of the Members each year, the Board of Directors shall appoint the Officers for the next year, with such appointment to be effective as of the conclusion of the annual meeting of the Members. Upon the conclusion of the annual meeting of the Members, the previous Second Vice-President shall become the First Vice-President and the previous First Vice-President shall become the President for the coming year. If the First Vice-President is unable to become President for the coming year, the Second Vice-President shall become President. If the Second Vice-President is unable to become President, the Board of Directors shall request the current President to continue in his/her office for an additional term or elect one of A.O.R.S. past presidents or another person from the Board of Directors to fill the office of President for the coming year.

If the Second Vice-President is unable to become First Vice-President for the coming year, the Board of Directors shall elect another person to fill the office of First Vice-President from the Board of Directors. The Immediate Past President shall become a member of the Board of Directors on an ex-officio basis. If the Immediate Past President is unable to serve, the position shall be filled in accordance with Section 3.02 hereof.

The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

6.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

a. the Officer's successor being appointed,

b. the Officer's resignation, or

c. such Officer's death.

6.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

6.04 Duties of the President.

The President shall, when present, serve as chair of the Board of Directors and shall preside at all meetings of the Board of Directors and Members. The President, together with the Executive Director or other officer appointed by the Board of Directors for the purpose, shall sign all by-laws, contracts and other documents required to be signed by the Association. During the absence of the President, any or all of his/her duties and powers may be exercised by a Vice-President, and if the Vice-President, or such other Corporate Director as the Board of Directors may from time to time appoint, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto. The President shall be appointed from amongst the Directors. The President may attend meetings of all committees, but shall not have voting privileges, as such.

6.05 Duties of the First Vice-President and the Second Vice-President

During the absence or inability of the President, the duties may be performed and powers may be exercised by the First Vice-President or the Second Vice-President. They shall also perform such duties and exercise such powers as the President may from time to time delegate to them or the Board may prescribe. In the absence of the President, the First Vice-President and the Second Vice-President, a chairperson shall be appointed by the Directors of the Corporation for meetings occurring during their absence. The First Vice-President and Second Vice-President shall be appointed from amongst the Directors.

6.06 Duties of the Immediate Past President

The Past President shall act as chair of the Finance Committee and shall also perform such other duties at the Board may prescribe.

6.07 Duties of the Executive Director

The Board of Directors shall appoint an Executive Director and delegate to him/her the full powers to manage and direct the business of the Corporation except such business as must be transacted by the Board pursuant to the Act. The Executive Director shall conform to all lawful orders given by the Board of Directors and such matters and duties as are contained in the Constitution of the Corporation. The Executive Director shall appoint such other employees or contracted resources as are deemed necessary and approved by the Board of Directors. All employees and contracted resources shall carry out their duties under the direction of the Executive Director. The Executive Director shall also carry out the duties of the registrar pursuant to the Special Act, including keeping a register of the names of all Members of the Corporation in good standing, as well as the class of membership to which each Member belongs.

6.08 Duties of Other Officers.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

6.09 Vacancies – Officer Positions

Where vacancies occur in the positions of President and First Vice-President, the First Vice-President and Second Vice-President, respectively, shall automatically fill the vacancy until the next Board of Directors meeting. If a vacancy occurs in the office of Second Vice-President, the Board of Directors may either leave the position vacant, or, so long as a quorum remains in office, appoint another member of the Board of Directors to fill the vacancy. The Board of Directors may fill another other vacant Officer position by appointment.

SECTION 7 - PROTECTION OF DIRECTORS AND OTHERS

7.01 Protection of Directors and Officers

No Director, Officer or committee Member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee Member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Special Act, the *Act* and the Corporation's Constitution and by-laws; and

2. exercised their powers and discharged their duties in accordance with the *Act.*

7.02 Insurance for Directors and Officers

The Corporation may purchase and maintain insurance for the benefit of current and former Directors or Officers of the Corporation, against any liability incurred by them in their capacity as a Director or Officer of the Corporation, except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the Corporation.

SECTION 8 - CONFLICT OF INTEREST

8.01 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

SECTION 9 – MEMBERSHIP

9.01 Members

The categories of membership in the Association and the criteria for eligibility for membership in each category shall be as follows:

a. Local Association Members

Members of a Region, County or District Association made up of public works employees, including suppliers, where that Region, County or District Association has elected to be part of the Association of Ontario Road Supervisors.

b. Individual Members

Individuals who are currently or were previously in a Municipal public works department.

c. Certified Members

Members in good standing of the Certified Road Supervisors program, as administered by the Association of Ontario Road Supervisors under the authority of Bill Pr53, the Association of Ontario Road Superintendents Act, 1996, or any revisions thereof.

d. Honorary Life

The Board of Directors may approve any individual who has made an outstanding contribution towards the development of public works in Ontario.

9.02 Membership Not Transferrable

Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the *Act*.

9.03 Dues

Dues or fees payable by each class of Membership shall from time to time be fixed by a vote of the Board of Directors. Such dues or fees shall be determined as follows:

a. Local Association Members

The fee payable by members of a Local Association shall be determined by resolution of the Board of Directors. Such dues or fees shall be paid on their behalf by the Region, County or District Association of which they are a member.

b. Individual Members

The fee payable by Individual members shall be determined by resolution of the Board of Directors.

c. Certified Members

The fee payable by Certified members shall be determined by resolution of the Board of Directors.

d. Honorary Life/Retired

Honorary Life and Retired members shall not be required to pay a membership fee to the Association, except for those individuals who are also Certified members, in which case their membership fees will be as determined in section (c).

9.04 Non-Payment of Dues

The Member that fails by a date determined by resolution of the Board of Directors to pay their annual membership fee shall be suspended until all overdue fees have been paid.

9.05 Disciplinary Act or Termination of Membership for Cause

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Special Act or Constitution.

2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

SECTION 10 - MEMBER MEETINGS

10.01 Annual Meeting

1. The annual meeting shall be held on a day and at a place within Ontario fixed by the Board, no more than fifteen (15) months following the previous annual meeting. Not less than twenty one days or other number of days that may be further prescribed in regulations before the annual meeting, a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the Constitution shall be provided to each Member who informs the Corporation that they wish to receive a copy of such documents.

2. The business transacted at the annual meeting shall include:

    a. receipt of the agenda;

b. receipt of the minutes of the previous annual and subsequent special meetings;

c. consideration of the financial statements;

d. report of the auditor or person who has been appointed to conduct a review engagement or audit;

e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;

f. presentation of the slate of Directors appointed by each Local Association for the coming year; and

g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

10.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members within 21 days after receiving the requisition unless the *Act* provides otherwise.

10.03 Notice

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members meeting shall be given in the manner specified in the *Act* to the Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.

10.04 Quorum

A quorum for the transaction of business at the Members' meeting is the larger of:

a. one third (1/3rd) of the then current number of Directors; or

b. five (5) members present.

No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

10.05 Chair of the Meeting

The President shall be the chair of the Members meeting. In the absence of the President, the First Vice-President or the Second Vice-President shall be the chair of the Members Meeting. In the absence of the President, the First Vice-President, and the Second Vice-President, the Members shall choose another Director as chair.

10.06 Voting of the Members

Each Local Association Member, Individual Member, and Certified Member shall be entitled to attend meetings of the Members and have voting rights at such meetings. Honourary Life Members shall also be entitled to attend meetings of the Members but shall not have voting rights at such meetings, with the exception of those Honourary Life Members who are also Past Presidents of the Association, who shall have voting rights.

Business arising at any Members meeting shall be decided in the following way, unless otherwise required by the *Act* or the Constitution provided that:

(1) Each voting Member shall be entitled to one vote at any meeting;
(2) votes shall be taken by a show of hands among all voting Members present;
(3) abstention shall not be considered a vote cast;
(4) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any voting Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
(5) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
(6) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

10.07 Adjournments

Any meetings of the Corporation or of the Directors may be adjourned at any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting of which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present thereat.

10.08 Persons Entitled to be Present

The only persons entitled to attend the Members meeting are the Member, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Special Act, the *Act* or the Constitution of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the Member present at the meeting.

SECTION 11 - NOTICES

11.01 Service

Whenever under the provisions of the Constitution of the Corporation notice required to be given such notice may be given either personally or by electronic means or by depositing same in a post office or public letter box in a prepaid sealed wrapper addressed to the Director, Officer or Member at his/her or their address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a Post Office Box or public letter box as aforesaid. For the purpose of sending any notice the address of any Member, Director or Officer shall be his/her last address as recorded on the books of the Corporation.

11.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the Constitution or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 12 – AUDITORS

12.01 Qualification. One or more auditors may be appointed by the Members at the annual meeting of the Members of the Corporation. The qualifications of the auditor must satisfy all of the requirements of the Act.

12.02 Access to Records. The auditor or auditors shall at all reasonable times have access to all records, documents, books, accounts, and vouchers of the Corporation.

SECTION 13 – COMMITTEES

13.01 Committees

Committees may be established by the Board as follows:

1. Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition of any such committee, be it composed in whole, or in part, of Directors, Members, or non-members. The Board may dissolve any committee by resolution at any time. All committees shall act only in an advisory capacity. The President shall be an ex-officio member of all committees.

2. The Directors may remove any member from any committee for any reason upon a majority vote of the Directors and may fill such vacancy by appointment.

3. The chairperson of each committee shall be appointed from amongst the membership of the particular committee either by the Directors or by the membership at the first meeting

of the committee during each year. The chairperson may be, but need not be, a member of the Board of Directors.

13.02 Executive Committee

There shall at all times be an Executive Committee, which shall be comprised of the President, First Vice-President, Second Vice-President, Past President, and Executive Director. Subject to the limitations on delegation set out in the *Act*, the Executive Committee shall be responsible for the day-to-day management of the Corporation and shall preform any other tasks as determined by the Board from time to time.

SECTION 14 – ROAD SUPERVISORS CERTIFICATION PROGRAM

14.01 Certification Board

The Board of Directors shall appoint three (3) representatives to the six (6) member Certification Board established to administer the Road Supervisors Certification Program. One member shall be appointed each year for a three (3) year term. The Board of Directors shall appoint a Chairperson for the Certification Board. The Chairperson shall not have a vote The Board of Directors shall also appoint a Secretary for the Certification Board. The Secretary shall be responsible for keeping the minutes of Certification Board, conducting correspondence, making recommendations regarding the assessment of candidates and maintaining all records of the Board and of applicants for certification.

14.02 Designations

The Association designations, awarded to qualified applicants for certification, shall be as follows:

- Associate Road Supervisor
- Certified Road Supervisor (CRS)
- Certified Road Supervisor - Intermediate (CRS-I)
- Certified Road Supervisor - Senior (CRS-S)

Eligibility requirements for certification shall be those outlined in the Certification Board Manual and the Applicant's Guide or as determined from time to time by the Association.

14.03 Certification Program Fees

The initial registration fees and renewal fees shall be determined by the Board of Directors and reviewed annually. The Board of Directors may change or adjust these fees by resolution of the Board of Directors.

14.04 Non-Payment of Certification Program Fees

If a member of the Certification Program fails to pay his/her annual renewal fee, his/her membership in the Program shall be suspended as of a date determined by the Board of Directors until all overdue fees have been paid.

SECTION 15 - ADOPTION AND AMENDMENT OF CONSTITUTION

15.01 Amendments to Constitution

This constitution may be amended by two-thirds vote at any regular meeting of the Corporation provided that two weeks' notice has been sent to each member stating the desired change

[Signature page follows]

PASSED by the Board of Directors this ____ day of _______________________, ________.

CONFIRMED; RATIFIED AND APPROVED by the Members this ____ day of _______________________, ________.

President	Executive Director

DRAFT Financial Statements of

ASSOCIATION OF ONTARIO ROAD SUPERVISORS

And Independent Auditor's Report thereon

Year ended November 30, 2025

INDEPENDENT AUDITOR'S REPORT

To the Members of Association of Ontario Road Supervisors

Opinion

We have audited the financial statements of Association of Ontario Road Supervisors (the Entity), which comprise:

- the statement of financial position as at November 30, 2025
- the statement of operations for the year then ended
- the statement of changes in net assets for the year then ended
- the statement of cash flows for the year then ended
- and notes to the financial statements, including a summary of significant accounting policies

(Hereinafter referred to as the “financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Entity as at November 30, 2025 and its results of operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the ***"Auditor's Responsibilities for the Audit of the Financial Statements"*** section of our auditor's report.

We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Responsibilities of Management and Those Charged with Governance for the Financial Statements

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

In preparing the financial statements, management is responsible for assessing the Entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

  The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit 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 Entity's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

DRAFT
Chartered Professional Accountants, Licensed Public Accountants

London, Canada

ASSOCIATION OF ONTARIO ROAD SUPERVISORS

Statement of Financial Position

DRAFT

November 30, 2025, with comparative information for 2024

	2025	2024
Assets		
Current assets:		
Cash (note 2)	$ 857,312	$ 847,527
Investments (note 4)	272,655	261,521
Trade and other receivable	289,958	185,235
HST recoverable	975	24,808
Prepaid expenses	2,035	2,322
	1,422,935	1,321,413
Capital assets (note 5)	56,697	86,109
	$ 1,479,632	$ 1,407,522
Liabilities and Net Assets		
Current liabilities:		
Accounts payable and accrued liabilities (note 6)	$ 142,936	$ 127,574
Deferred revenue	-	114,319
	142,936	241,893
Net assets:		
Invested in capital assets	56,702	86,115
Internally restricted	45,271	12,021
Unrestricted	1,234,723	1,067,493
	1,336,696	1,165,629
Commitment (note 8)		
	$ 1,479,632	$ 1,407,522

See accompanying notes to financial statements.

On behalf of the Board:

____________________ Director   ____________________ Director

ASSOCIATION OF ONTARIO ROAD SUPERVISORS

Statement of Operations

DRAFT

Year ended November 30, 2025, with comparative information for 2024

	2025	2024
Revenue:		
Education	$ 1,451,871	$ 1,357,840
Government funding (note 9)	330,977	641,387
Spotlight Buyers Guide	265,699	253,062
Trade show (note 3)	202,612	147,163
Certification	169,220	154,306
Membership	120,860	108,701
General office	46,433	38,329
Truck Safety Roadeo	38,050	16,647
Sponsorships	11,000	3,500
Executive and committee meetings	10,000	7,105
Trade show general	7,400	-
Advertising	2,500	750
	2,656,622	2,728,790
Expenses:		
Education	1,308,518	1,566,727
Wages and benefits	594,636	623,603
General office	293,317	272,817
Executive and committee meetings	73,392	45,516
Spotlight directory	57,702	55,707
Truck Safety Roadeo	43,587	23,985
Marketing and communication	37,009	55,687
Amortization	36,911	31,128
Advertising	22,211	23,875
Trade show general	16,534	11,374
Internet	10,793	8,646
Certification	7,725	10,995
Membership	4,115	4,730
	2,506,450	2,734,790
Earnings (loss) before the under-noted items	150,172	(6,000)
Other income:		
Interest income	12,060	19,562
Unrealized gain on investments	8,835	9,342
Gain on disposal of vehicle	-	5,000
	20,895	33,904
Excess of revenue over expenses	$ 171,067	$ 27,904

See accompanying notes to financial statements.

ASSOCIATION OF ONTARIO ROAD SUPERVISORS

Statement of Changes in Net Assets

DRAFT

Year ended November 30, 2025, with comparative information for 2024

	Invested in capital assets	Internally restricted	Unrestricted	Total 2025	Total 2024
Net assets, beginning of year	$ 86,115	$ 12,021	$ 1,067,493	$ 1,165,629	$ 1,137,725
Excess (deficiency) of revenue over expenses	(36,911)	-	207,978	171,067	27,904
Purchase of capital assets	7,498	-	(7,498)	-	-
Transfer (note 2)	-	33,250	(33,250)	-	-
Net assets, end of year	$ 56,702	$ 45,271	$ 1,234,723	$ 1,336,696	$ 1,165,629

See accompanying notes to financial statements.

ASSOCIATION OF ONTARIO ROAD SUPERVISORS

Statement of Cash Flows

DRAFT

Year ended November 30, 2025, with comparative information for 2024

	2025	2024
Cash provided by (used in):		
Operations:		
Excess of revenue over expenses	$ 171,067	$ 27,904
Items not involving cash:		
Amortization	36,911	31,128
Unrealized gain on investments	(8,835)	(9,342)
Loss (gain) on disposal of capital assets	-	(5,000)
Changes in non-cash operating working capital:		
Trade receivable	(104,723)	(47,796)
Prepaid expenses	287	(273)
Accounts payable and accrued liabilities	15,362	34,815
Deferred revenue	(114,319)	107,849
HST Recoverable	23,833	(24,934)
	19,583	114,351
Investing:		
Purchase of capital assets	(7,498)	(39,556)
Purchase of investments	(47,300)	-
Sale of investments	45,000	118,280
Proceeds on disposal of capital assets	-	5,000
	(9,798)	83,724
Increase in cash (note 2)	9,785	198,075
Cash (note 2), beginning of year	847,527	649,452
Cash (note 2), end of year	$ 857,312	$ 847,527

See accompanying notes to financial statements.

The Association of Ontario Road Supervisors (the "Association") was incorporated on June 13, 1993 and exists to stimulate and disseminate the exchange of ideas and information concerning road construction and maintenance to and between its individual municipal members and to other government agencies in Ontario. The Association is exempt from income tax under Section 149(1)(l) of the Income Tax Act (Canada).

1. Significant accounting policies:

The financial statements have been prepared in accordance with Canadian Accounting Standards for Not-For-Profit Organizations in Part III of the CPA Canada Handbook - Accounting. The significant policies are detailed as follows:

(a) Capital assets:

Capital assets are recorded at cost. Repairs and maintenance costs are charged to expense. Betterments, which extend the useful life of an asset, are capitalized. Amortization is provided using the following methods and annual rates:

Asset	Basis	Rate
Vehicles	Straight-line	4 years
Leasehold improvements	Straight-line	10 years
Promotional displays	Straight-line	4 years
PWLDP modules	Straight-line	5 years
Office equipment	Declining balance	30%
Computer equipment	Declining balance	30%
Furniture and fixtures	Declining balance	20%

Capital assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable and exceeds its fair value.

1. Significant accounting policies (continued):

(b) Revenue recognition:

The Association follows the deferral method of accounting for contributions. When fees are collected for services or events of a future period, they are deferred and recognized as income in a subsequent period.

Certification revenue is recognized upon completion of certification;

Education revenue is recognized upon completion of the event;

Membership revenue is recognized in the period to which the membership dues pertain;

Spotlight Directory revenue is recognized when the guide is printed and distributed; and

Trade show revenue is recognized upon completion of the event.

(c) Investments:

Investments are recorded at market value. Unrealized gains and losses arising on changes in the market value of the investments are included in the statement of operations.

(d) Financial instruments:

Financial instruments are recorded at fair value on initial recognition. Freestanding derivative instruments that are not in a qualifying hedging relationship and equity instruments that are quoted in an active market are subsequently measured at fair value. All other financial instruments are subsequently recorded at cost or amortized cost, unless management has elected to carry the instruments at fair value. The Association has not elected to carry any such financial instruments at fair value.

Financial assets are assessed for impairment on an annual basis at the end of the fiscal year if there are indicators of impairment. If there is an indicator of impairment, the Association determines if there is a significant adverse change in the expected amount or timing of future cash flows from the financial asset. If there is a significant adverse change in the expected cash flows, the carrying value of the financial asset is reduced to the highest of the present value of the expected cash flows, the amount that could be realized from selling the financial asset or the amount the Association expects to realize by exercising its right to any collateral. If events and circumstances reverse in a future period, an impairment loss will be reversed to the extent of the improvement, not exceeding the initial carrying value.

1. Significant accounting policies (continued):

(e) Use of estimates:

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenditures during the year. Actual results could differ from those estimates.

2. Cash:

The cash balance consists of cash available for ongoing operations and cash restricted by the Board as follows:

	2025	2024
Cash	$ 824,062	$ 847,527
Internally restricted	33,250	-
	$ 857,312	$ 847,527

3. Trade show:

The major components of the trade show revenue and expenses are as follows:

In person - trade show		2025		2024
Revenue:				
Booth fees	$	336,831	$	244,313
Sponsorship		21,000		17,000
Interest		638		902
		358,469		262,215
Expenses:				
Host association net proceeds		72,138		48,424
Rental fees		33,917		47,191
Meals		6,402		8,883
Promotional Items		11,302		5,907
Office Supplies & Printing		10,898		4,034
Miscellaneous		19,200		613
Advertising		2,000		-
		155,857		115,052
	$	202,612	$	147,163

4. Investments:

		Fair value 2025		Fair value 2024
Guaranteed investment certificates	$	272,655	$	261,521

The fair values of investments were determined by reference to published price quotations in an active market. The guaranteed investment certificates bear interest at rates ranging from 3.51% to 4.65% (2024 - 4.17% to 5.11%), and mature between January 12, 2026 and January 14, 2030.

Included within investments are funds set aside to finance the future replacement of capital assets. These internally restricted funds are not available for unrestricted purposes without the approval of the Board of Directors. The balance of these funds at November 30, 2025 is $12,021 (2024 - $12,021).

5. Capital assets:

	Cost	Accumulated amortization	2025 Net book value	2024 Net book value
Vehicles	$ 77,592	$ 52,301	$ 25,292	$ 43,511
Leasehold improvements	29,553	17,732	11,821	14,776
Promotional displays	28,332	21,644	6,688	10,031
PWLDP modules	59,845	53,947	5,898	8,547
Office equipment	4,998	-	4,998	643
Training Material	2,500	500	2,000	-
Computer equipment	36,234	36,234	-	6,349
Furniture and fixtures	18,651	18,651	-	2,252
	$ 257,705	$ 201,009	$ 56,697	$ 86,109

6. Accounts payable and accrued liabilities:

Accounts payable and accrued liabilities includes the following amounts of government remittances payable:

	2025	2024
Employee payroll deductions payable	$ 269	$ 373

All amounts are current.

7. Financial risks and concentration of risk:

The carrying value of accounts receivable, and accounts payable and accrued liabilities approximate their fair value due to the relatively short periods to maturity of these items.

(a) Credit risk:

Credit risk refers to the risk that a counterparty may default on its contractual obligations resulting in a financial loss. The Association assesses, on a continual basis, accounts receivable and provides for any amounts that are not collectible in the allowance for doubtful accounts. There have been no changes to the credit risk exposure from 2024.

7. Financial risks and concentration of risk: (continued):

(b) Liquidity risk:

Liquidity risk is the risk that the Association will not be able to meet its obligations on a timely basis or at a reasonable cost. The Association manages its liquidity risk by monitoring its operating requirements. The Association prepares budgets and cash flow forecasts to ensure it has sufficient funds to fulfill its obligations. There have been no changes to the liquidity risk exposure from 2024.

(c) Market risk:

The Association will experience exposure to interest rate fluctuations when Guaranteed Investment Certificates mature and the proceeds are reinvested. The Association also holds mutual funds and is exposed to fluctuations in equity markets. No analysis or additional information has been provided on this risk as this information would provide no additional benefit to the users of the financial statements. There have been no changes to the market risk exposure from 2024.

8. Commitment:

The Association leases its premises with future minimum lease payments listed below at $17,520 annually. The Association also has a software subscription over a term of five years with Government Frameworks.com at $24,970 annually listed below.

2026	$	42,490
2027		42,490
2028		42,490
2029		17,520
2030		17,520
	$	162,510

9. Government funding:

The Association entered into an agreement with the Ministry effective April 1, 2024 to March 30, 2025, whereby it would provide training for developing skills for equipment operators. This agreement was for the Skills Development Fund Training Stream (SDF-TS) and the maximum funds available are for $1,335,810. During the fiscal year, the Association received $373,500 (2024 - $755,706) in cash, earned $530 in interest income (2024 - $535), and spent $330,977 (2024 - $641,922) on the project. This left an unearned portion of $156,842 (2024 - 114,319) which was repaid to the Ministry on September 18, 2025.