



## **GUIDE TO PROPERTY TRANSACTION SUBMISSIONS**

**Please allow at least eight (8) weeks for the National Office to complete its review and for the Board of Directors to consider and make a decision on proposed property transactions.**

### **INSTRUCTIONS:**

**The Board of Directors must approve all acquisitions, dispositions and leases of real property that will be held or are held in the name of Girl Guides of Canada-Guides du Canada.**

The sections of the By-Laws relating to property are contained in Appendix A to this guide.

Use this guide and provide all information and documents requested if you are:

- renewing or amending a lease or mortgage,
- entering into a new lease or mortgage,
- purchasing property (land and/or buildings),
- accepting a gift or bequest of property (land and/or buildings), or
- disposing of property (land and /or buildings) either by sale, gift, easement or termination of lease.

If you are entering into any other agreement with respect to property (land and/or buildings) or if this guide does not fit your property transaction, contact the Director, Corporate Assets at the address shown in Step Two of the guide.

All contractual documents relating to property (including a lease, an offer to purchase, or any other agreement) that will have a duration of one year or longer must be in the name of **Girl Guides of Canada-Guides du Canada** and must be signed by two signing officers at the National level of GGC. Signing officers of at the National level of GGC are the Chief Commissioner, the Deputy Chief Commissioners, and the Chief Executive Officer.

**Obtaining the approval of the Board of Directors is a THREE STEP, or in the case of an acquisition, a FOUR STEP process, or in the case of a disposition, a FIVE STEP process:**

- Provincial Office, or its designate, completes Steps One and Two.
- National Office completes Step Three.
- Provincial Office, or its designate, completes Step Four.
- National Office completes Step Five.

**Your submission consists of the information requested in Parts A, B, C, D and E of Step One together with all necessary attachments.**

## STEP ONE

### Part A: Your information - Tell us who you are

Name of Provincial Council: \_\_\_\_\_

Contact Person at the Provincial Office who is handling the proposed transaction:

- Name: \_\_\_\_\_
- Title: \_\_\_\_\_
- Mailing Address: \_\_\_\_\_
- Telephone Number: \_\_\_\_\_
- E-mail Address: \_\_\_\_\_

Contact Person, if any, at Area or District level who is involved in and knowledgeable about the proposed transaction:

- Name: \_\_\_\_\_
- Title: \_\_\_\_\_
- Mailing Address: \_\_\_\_\_
- Telephone Number: \_\_\_\_\_
- E-mail Address: \_\_\_\_\_
- Name of Council: \_\_\_\_\_

### Part B: Nature of the Proposed Transaction

Is your proposed transaction:

**a) An Acquisition?**

- i) A purchase of land and/or building [ ]
- ii) A new lease [ ]
- iii) A new licence [ ]
- iv) An amendment of a lease [ ]
- v) An amendment of a licence [ ]
- vi) A renewal of a lease [ ]
- vii) A renewal of a licence [ ]
- viii) Acceptance of a gift of land and/or building [ ]
- ix) Acceptance of a bequest of land and/or building [ ]

**b) A Disposition?**

- i) A sale of land and/or building [ ]
- ii) A gift of land and/or building to someone else [ ]
- iii) A grant of an easement [ ]
- iv) A surrender of a lease [ ]
- v) A surrender of a licence [ ]

vi) An expropriation by government [ ]

**Your Timeframe:**

Is there a deadline for receiving approval from the Board? No \_\_\_\_\_ Yes \_\_\_\_\_

If "yes", what is the date? \_\_\_\_\_. What is the significance of this date? (for example, date for acceptance of offer, date lease comes to an end, etc.).

Are there any financial implications if your deadline is not met? No \_\_\_\_\_ Yes \_\_\_\_\_

If "yes", explain what the implications are.

**Part C: Background Information**

Name of the Property: \_\_\_\_\_

iMIS number if there is one: \_\_\_\_\_

Location of the Property: \_\_\_\_\_

Municipal Address of the Property: \_\_\_\_\_

Legal Description: \_\_\_\_\_

Use or proposed use of the Property: \_\_\_\_\_

How far it is to the nearest Girl Guide Camp?

What is the name of the nearest Girl Guide Camp?

History of the Property including relevant dates:

Are there buildings on the Property? No [ ] Yes [ ]

If “yes”, attach a copy of the iMIS Camp Property Report if there is one and describe in an attachment any changes that have occurred since the Report was completed. Confirm whether or not the buildings contain asbestos or any other hazardous substance if this information is not in the Report.

**OR**

Report attached [ ] No changes [ ] No hazardous substances [ ]

**Part D: Your Business Plan for the Property** (set out this information in an attachment)

The demand requirements that are driving this proposed transaction and how the property meets those needs;

If an acquisition, how the potential uses of the property will further GGC’s mission;

If a disposition, the impact on program for girls;

If a grant of an easement or licence to someone else, the impact on use and value of the property;

Environmental Assessment information if relevant;

Alternatives to purchasing or selling that have been explored;

Compliance issues for land and buildings and estimated costs of compliance;

Financial Information, including:

- Validation of the cost or selling price (results of a property appraisal or three evaluations from realtors);
- The minimum sale price, excluding taxes (cannot be less than the appraised value);
- Whether you can afford the property and evidence of this from your Council’s financial statements for the last two fiscal years, year-to-date financial statements and current year’s budget;
- Costs for operation and maintenance of the property, and any other costs of ownership;
- Any debt associated with the property;
- Projected revenue from the property;
- Last two years usage of the property (for example, number of unit meetings per week, number of girls involved, number of events/camps annually, any other statistics about usage, any other sources of revenue related to the property)
- Projected use of the property (number of unit meetings per week, number of girls involved, number of events/camps annually, any other statistics about the projected usage);

- In you are proposing to terminate a lease or licence before the end of the term, the provision in the agreement that allows for this and any financial or other obligation in order to do so;
- Any other financial risks or other risks.

**Part E: Other Relevant Information** (set out this information in an attachment)

Your submission should **explain anything that is unusual** about the proposed transaction. For example:

- Explain any **delays** in seeking approval from the Board;
- Set out any **unusual conditions** in the lease or agreement of purchase and sale or offer;
- If **appraisals or evaluations** are required, explain if they are **not current** or cannot be obtained;
- Explain any **relationship** between the **real estate agent** proposed to handle the transaction and GGC.

**Part F: Documents to Attach**

**In the case of a new lease, a lease renewal, or a purchase**, the documents must be reviewed by a lawyer. **A copy of the lawyer's opinion or advice** must be attached.

**In the case of a gift or a bequest or a purchase, a Phase 1 - Environmental Assessment must be conducted** by a qualified professional who must conform to standards established by the *Canadian Standards Association*. **A copy of the Environmental Assessment** must be attached.

**In the case of a sale of property**, a lawyer must handle the sale and disposition of the proceeds. **A copy of the lawyer's opinion** that GGC has the right to dispose of the property and to use the proceeds as it sees fit must be attached.

**The Provincial Council must recommend the proposed transaction** for approval by the Board of Directors. **A copy of the minutes** of the meeting where the motion to recommend the transaction was approved must be attached.

In the case of an acquisition, the Council for whom the property is being held in trust must accept **responsibility for paying all taxes, rates, legal fees, insurance coverage and other charges** of any kind having any connection with the property. A statement to this effect should be included as part of the submission.

Finally, include the recommendation that you wish the Board to approve.

**The submission to National should be decision-ready.** A statement from Provincial Council to the effect that **the submission is complete and accurate** must be attached. Consideration of the submission will be delayed if information or documents are missing.

## STEP TWO

Mail completed Parts A, B and C of this guide along with all attachments relevant to the proposed transaction to the address below:

- 4 copies of the lease/offer to purchase/other agreement to be signed,
- 1 copy of the original lease if it is being amended, renewed or terminated,
- In the case of a gift or bequest, 1 copy of the current deed or property title and the offer to transfer,
- 1 copy of information relating to buildings (Part C of Step One),
- 1 copy of the Business Plan (Part D of Step One),
- 1 copy of the Provincial Council minutes supporting the proposed transaction,
- 1 copy of lawyer's legal opinion, advice and other correspondence,
- 1 copy of each of the financial statements (Part D of Step One),
- 1 copy of Environmental Assessment if required,
- 1 copy of property appraisal from a certified appraiser or 1 copy of each of three evaluations from licensed realtors,
- 1 copy of the statement from Provincial Council as to accuracy and completeness (Part E of Step One),
- In the case of an acquisition, 1 copy of the statement from the Council for whom the property is being held in trust (Part E of Step One), and
- Any other relevant documents or correspondence,

TO: Director, Corporate Assets  
Girl Guides of Canada-Guides du Canada  
50 Merton Street  
Toronto, ON M4S 1A3

## STEP THREE

**National Office will:**

- (a) Review the submission and all other documentation supplied to ensure compliance with the By-Laws;

- (b) Contact the provincial office, or its designate, if any information is incomplete or does not comply with the By-Laws or if there are other questions;
- (c) Prepare a summary of the submission and arrange for the submission to be placed on an agenda for review and consideration by the Board of Directors;
- (d) If the transaction is an acquisition, If approved by the Board of Directors, arrange for two signing officers of GGC to sign four (4) copies of the relevant documents and return three (3) to the provincial office, or its designate;
- (e) If the transaction is an acquisition, prepare, sign and send four (4) copies of the Trust Declaration to the provincial office, or its designate, (stating that Girl Guides of Canada-Guides du Canada holds the property in trust for the appropriate Province/Area/District); and
- (f) If the transaction is a disposition, confirm that the Board of Directors has given its approval to proceed and, in the case of a sale, the approval of a minimum sale amount.

#### **STEP FOUR**

**If the transaction is an acquisition, the provincial office, or its designate, will forward all copies of the Trust Declaration to the local Council for execution. The local Council will return two (2) signed copies to the Provincial Office, or its designate, who will return one signed copy to the National Office.**

**TO:           Director, Corporate Assets  
              Girl Guides of Canada-Guides du Canada  
              50 Merton Street  
              Toronto, ON M4S 1A3**

**If the transaction is a disposition, the provincial office, or its designate, will send to the above address four (4) copies of any offer to purchase that a Provincial/Area/District wishes to accept, together with one (1) copy of a lawyer's written review of the offer to purchase. Offers to purchase must be signed at the National level of GGC.**

#### **STEP FIVE**

**National office will:**

- (a) Review the offer to purchase for compliance with By-Laws and contact the provincial office or its designate if there are any questions;

- (b) Ensure that four (4) copies of the offer to purchase are signed by GGC appointed signing officers; and
- (c) Return three (3) signed copies to the provincial office or its designate to be forwarded to the appropriate Council representatives.

## Appendix A

The By-Laws of Girl Guides of Canada-Guides du Canada include the following sections relating to property:

### **4.11 PROPERTY**

The Board may purchase, lease or rent all kinds of real or personal property and may sell, exchange, mortgage, lease, let, improve, or develop such property.

The Board may delegate approval and signing authority for any purchase or lease of personal property and lease of real property, in specified circumstances as established by the Board.

### **4.12 REAL PROPERTY**

The Corporation owns and leases all real property. The Board must approve all acquisitions, dispositions and leases of real property that will be held in the name of Girl Guides of Canada-Guides du Canada.

#### **4.12.1 DECLARATION OF TRUST**

The Board will execute a declaration of trust in favour of the Council on whose behalf such property is held.

The Council must declare in writing its acknowledgement and acceptance of responsibility for paying all taxes, rates, legal fees, insurance coverage and other charges of any kind having any connection with the property.