

**BY-LAWS
OF
THE GREATER FORT TOWN AREA CHARITY**

Adopted on November 7, 2020

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Intro: **Preamble**

The following by-laws are adopted by the Trustees and members to reach the objects of the charity's Constitution. In order to achieve its mandate, the GFTAC has adopted the following Mission Statement:

The mission of the Greater Fort Town Area Charity is to support Youth Driven Initiatives that provide Active Living and Outdoor Appreciation.

Youth Driven Initiatives, as it applies to programs for older youth (10-17) is based on a simple innovation: involving young people in running their own initiatives (e.g., involving youth in program and organizational decisions). Scholars have identified several rationales for engaging youth in organizational governance and decision-making, including:

- Promoting social justice through youth representation
- Building civil society by creating committed citizens
- Fostering youth leadership to work in broader democratic movements on issues (e.g., racial justice)
- Promoting youth development through skill building

Active Living is a growing field that emerged from the early work of the Centers for Disease Control and Prevention (CDC) with the release of the Surgeon's General Report on Physical Activity and Health in 1996. Active Living is a way of life that integrates physical activity into your everyday routines. There are three types of physical exercises that a person can do to keep active: endurance flexibility, and strength activities. In Canada, the [Public Health Agency of Canada](#) supported the Canadian Society for Exercise Physiology (CSEP) to review the Canada's Physical Activity Guides,^[12] which were updated and replaced with the Get Active Tip Sheets.^[13] The Get Active Tip Sheets are broken down into 4 age categories (5-11, 12-17, 18-64 and 65 & older).

The Get Active Tip Sheets recommend that children aged 5–11 and youth aged 12–17 should participate in at least 60 minutes of moderate to vigorous physical activity each day. The recommendation for adults 18–64 and for older adults 65 years and older is at least 2.5 hours of moderate to vigorous physical activity per week. These minutes do not all need to be done at the same time, but the recommendation is a minimum of 10 minutes at a time.

Outdoor Appreciation refers to leisure pursuits engaged in the outdoors with the purposes for physical and social rewards that goal-directed activity instills in individuals or groups and pleasurable appreciation of the surrounding nature.

Article 1: **Overview**

1.1 Name

The name of this association shall be the Greater Fort Town Area Charity, hereinafter referred to as the GFTAC, or the “charity.”

1.2 By-laws

- a) These by-laws represent the structural and operational terms of reference, which shall be used by the charity in fulfilling its objectives.
- b) The by-laws of the charity shall not be rescinded, altered or added to except by Special Resolution of the charity. by-laws are to be reviewed as required, ensuring they best meet the needs of the charity.
- c) All members must abide by and uphold these By-laws.

1.3 Governance

In any instance where these rules of governance are unclear, they shall be superseded by Bourinot’s Rules of Order (Current edition).

1.4 Fiscal Year

The fiscal year of the charity shall begin June 1 and end on the following May 31.

Article 2: **Object**

The object of the charity shall be:

Purpose: To address and prevent problems faced by youth by offering a fitness and cross-age mentoring program in Prescott, ON.

Activities in support of Purpose:

We plan to facilitate a structured holistic fitness program for youth at risk focused on improving health. The program will strategically focus on the prevention and improvement of physical, emotional, and mental health indicators. Using a collaborative approach, youth will be active participants in planning, assessing progress, and taking steps to reach their personal goals. The program will support the growth of leadership skills through the Cross-Age Peer Mentorship Program. A Youth Engagement component will support youth in playing an active role in the growth and future direction of the program.

Article 3: **Basic Policies**

3.1 The charity shall be non-commercial, non-sectarian, and non-partisan.

3.2 The names of any members in their official capacities shall not be used to endorse or promote a commercial concern or for any purpose that is not directly related to the purposes of the charity.

3.3 There shall be no individual benefit of the organization’s net earnings to any officer, trustee, member, or other private person.

3.4 The charity shall be authorized and empowered to pay reasonable compensation for services rendered or reimbursed any monies expended on charity projects.

3.5 Upon the dissolution of this charity, after paying or adequately providing for the debts and obligations of the charity, the remaining assets shall be distributed to one or more non-profit funds, foundations, or associations that have established their tax-exempt status under the Income Tax Act (Canada) and whose purposes are in accordance with those of the charity.

Article 4: **Membership**

4.1 Membership Categories

The members of the charity shall be composed of two (2) categories, which shall be:

1. Friend of the GFTAC: A non-voting member
2. Trustee: A voting member with

4.2 Membership Eligibility

4.2.1 Membership shall be open to individuals who meet the following conditions:

- a) An individual over eighteen, and;
- b) Agree to follow and abide by these By-laws and the Constitution, and;
- c) Have paid and are current with any/all membership fees, and;
- d) Have completed a Police Check for the Trustee Membership.

4.2.2 Membership will be open to an organization who meet the following conditions:

- a) The representative be an individual over eighteen, and;
- b) Agree to follow and abide by these By-laws and the Constitution, and;
- c) Have paid and are current with any/all membership fees, and;
- d) The representative have completed a Police Check for the Trustee Membership.

4.3 Membership Rights

A member who is in good standing is eligible to:

- a) Receive notice of all Meetings.
- b) Attend the Annual General Meeting and any Special General Meeting.
- c) Speak to any issue on the agenda of any Special General or Annual General Meeting, up to a maximum of five (5) minutes, or longer with the agreement of the chair of the meeting.
- d) To submit to the President and/or Secretary, an agenda item for a meeting at least ten (10) days prior.
- e) Speak to any issue at a Special General Meeting with the approval of the Chair of the meeting.

4.4 Membership Responsibilities

- a) All members are encouraged to attend the Annual and Special General Meetings to effectively add their voice to the running of the charity.
- b) All members must behave in accordance with these by-laws, the objects and the Constitution of the charity.

4.5 Membership Admission, Fees, and Registration

- a) Membership fees shall be determined by the Trustees and confirmed at an Annual General or Special General Meeting.
- b) Memberships shall be effective upon the completion of the membership form and payment of the required fee.
- c) Memberships are effective for a 12-month period as determined by the Board.

4.6 Withdrawal of Membership

A member may withdraw from membership by giving written notice of intention to withdraw to the Trustees and will receive no refund of any fees will be paid.

4.7 Suspension or Expulsion of Membership

4.7.1 Suspension of Membership

- a) When the actions of a member are believed to be placing the name and/or the reputation of the charity in jeopardy, causing disharmony within the charity as to be harmful to the best interests of the charity. The said action shall first be investigated by a Membership Review Committee consisting of three (3) persons appointed by the Trustees, who will issue notice to the member.
- b) No member shall be suspended without being notified of the charge or complaint against him or without having first been given an opportunity to be heard by the Membership Review Committee at a meeting called for that purpose.
- c) If the situation is not resolved, a Special Meeting will be called, and the member will be suspended with an affirmative vote of at least 2/3 of members in good standing in attendance.

- d) Any member who has been suspended may after one (1) year apply to be reinstated as a member of the charity with an affirmative vote of at least two-thirds (2/3) of members in good standing in attendance at an Annual General Meeting or Special Meeting.
- e) Any member who is suspended is not entitled to receive a refund of any membership fees.
- f) Where the suspended member is classified as organization under section 4.2b, the suspension will only apply to the named individual.

4.7.2 Expulsion of Membership

- a) A member may be expelled due to actions listed in sub paragraph (Suspension of Membership).
- b) Any voting member may initiate such a request for expulsion. A member who is a Trustee may initiate such action.
- c) Such member(s) shall be notified in writing and be delivered by hand or mailed to the last known address of the member(s) who shall be advised of the reasons for such action at least fourteen (14) days prior to the date of the meeting where the matter will be discussed.
- d) The member may appear in person and/or submit a written defence to the complaint to the Secretary, Vice-President, or President.
- e) Expulsion will require at least two-thirds (2/3) majority of the Trustees present at the meeting.
- f) No member shall be expelled without being notified of the charge or complaint against him or without having first been given an opportunity to be heard by the Membership Review Committee at a meeting called for that purpose.
- g) If the situation is not resolved, a Special Meeting will be called, and with a vote or not less than two-thirds (2/3) of the members present at the meeting who have voting rights.
- h) Any member who has been expelled may never be a member of the charity again.
- i) Any member who is expelled is not entitled to receive a refund of any membership fees.
- j) Where the expelled member's membership is classified as organization under section 4.2b, the expulsion will only apply to the named individual.

Article 5: **Meetings of Members**

- 5.1 An annual general meeting of the "voting" members of the charity shall be held at least once each calendar year and not more than fifteen (15) months after the preceding annual general meeting, at a time and a place to be fixed by the Trustees.
- 5.2 The general meetings referred to in the preceding clause shall be called annual general meetings or general meetings and all other meetings of the charity shall be called special general meetings. All meetings shall be held in the city of Prescott, ON.
- 5.3 All business transacted at a special or annual meeting, except consideration of the financial statements, auditor's report, election of Trustees and reappointment of an incumbent auditor, and the consideration of by-laws submitted by the Trustees, is deemed to be a special business.
- 5.4 No special business may be transacted at a meeting of "voting" members unless the notice of meeting states the nature of the business in sufficient detail to permit "voting" members to form a reasoned judgement thereon and shall state the text of any special resolution to be submitted to the meeting.
- 5.5 Any "voting" member may submit to the Trustees notice of any matter that the "voting" member proposes to raise and discuss at the general meeting and notice of the proposal shall, if received at least ten (10) workdays before the previous meeting of the "voting" members, be given to members in accordance with the Constitution.
- 5.6 Notice of the time and place of a general meeting of "voting" members shall be sent not less than ten (10) workdays before the meeting, to each "voting" member entitled to attend the meeting and to the auditor. Distribution of notices for the annual meeting will be sent by email only. Members not having an email address on file will not be notified.
- 5.7 Subject to the Constitution, irregularities in the notice of any meeting, or in the giving thereof, or the accidental omission to give notice of any meeting, or the non-receipt of any notice by any "voting" member shall not

invalidate any resolution passed or any proceedings taken at any meeting and shall not prevent the holding of such meeting.

- 5.8 At every general meeting of the “voting” members, each “voting” member is entitled to vote on each question.
- 5.9 Voting at a meeting of the “voting” members shall be by show of hands except where a ballot is demanded by a “voting” member either before or after a vote by show of hands.
- 5.10 A quorum of “voting” members at a general meeting shall consist of four (4) “voting” members personally present.
- 5.11 Notice of the Annual General Meeting shall be given to all members. Friends of the GFTAC are not able to vote or to be elected to the Trustees, nor can they bring motions or speak to same at an Annual General Meeting except upon the discretion of the chair.
- 5.12 The order of business at regular membership meetings will generally be as follows:
 1. Call to Order
 2. Reading of GFTAC Mission Statement & Equality Statement
 3. Roll call of Trustees
 4. Approve the Agenda
 5. Approve the minutes of the previous meeting
 6. Voting on New Members
 7. Nominations, Elections, or Installations
 8. Secretary’s Communications Report: Correspondence
 9. Treasurer’s Report
 10. Reports of Trustees council activities and decisions since the previous annual general meeting, including reports of committees
 11. Report on insurance coverage
 12. Report on charity purposes and programs
 - Qualified Donees Report
 - Fort Town Youth Fitness Program
 13. Unfinished business
 14. New Business/Other business
 15. Date, place, and time of next meeting
 16. Adjournment

Article 6: **Governance**

- 6.1 The officers of this charity will be referred to hereinafter as the Trustees. The charity shall have the following Trustees: a President, Vice President, Secretary, Treasurer, Volunteer Coordinator, and Program Coordinator for the Youth Movement Project. The immediate past president shall serve in an advisory role as needed and shall not have voting privileges.
- 6.2 Trustees shall be elected by ballot at the charity’s annual general meeting, and shall be determined by the majority of those present and voting. A show of hands may be used.
- 6.3 The officers shall assume their official duties following the end of the annual general meeting and shall serve for a term of two years or until their successors are elected.
- 6.4 If no successor is available, an additional term of two (2) year is optional for any position.
- 6.5 Any vacancy, except the office of the president, will be filled by appointment by the Trustees to serve the remainder of the term. In the event of a vacancy in the office of the president, the vice president shall assume the office for the remainder of the term. If the vice president is unable to assume the presidency, the trustees will elect a member of the charity.

6.6 Should removal of an officer be necessary, it shall be accomplished by a majority vote of the entire Trustees by paper ballot. A Trustee may be removed from their official position for failing to uphold the duties and ethics of their office, including situations that bring discredit to the GFTAC. Advance notice of the vote shall be given to the GFTAC trustee as outlined in section 4.7.

6.7 Rules of Succession

It is important for the structure of an organization that there be a logical order of succession regarding its leadership. When considering Open Trustee positions, the trustees will initially review the appropriateness of current trustees. The trustees will also look to the general membership for appropriate nominees.

6.8 Term

No member shall hold more than one (1) office at a time. Term of office shall be two (2) years or until their successors are elected. The number of years a member may hold elected office shall be limited to two (2) consecutive years unless no election is held.

6.9 Trustees governs by fulfilling the following roles:

- a) Policy Formulation – establish policies to provide guidance to those empowered with the responsibility to lead and manage the GFTAC.
- b) Decision Making – on matters that specifically require Trustees approval, chose from alternatives that are consistent with Trustees policies and that advance the goals of the GFTAC.
- c) Oversight – monitor and assess organizational performance and outcomes.

6.10 The responsibilities of the Trustees are to:

Establish strategic direction

- a) Provide excellent leadership and management
- b) Ensure quality and effectiveness of the GFTAC
- c) Ensure the financial and organizational viability
- d) Ensure the effectiveness of the Trustees
- e) Fulfill responsibilities as individual trustees
- f) Build relationships in the community

Article 7: **Trustees**

7.1 The Trustees of this organization shall consist of the following positions: President, Vice President, Treasurer, Secretary, Volunteer Coordinator, and Program Coordinator for the Youth Movement Project. It shall be the duty of the immediate past president to serve in an advisory capacity as needed, for a term of one year.

7.2 Each member of the Trustees, upon expiration of their term of office, or in case of resignation, shall turn over to the secretary, without delay, all records, books, keys, funds, or other materials pertaining to the position.

Article 8: **Duties of the Officers**

8.1 President

The President shall:

- a) When present, presides at all meetings of the charity, as the Chair.
- b) Lead the Trustees in establishing effective governance process and practices.
- c) Be the official act as the official spokesperson for the charity, but may delegate such authority to the Vice-President or such other member of the Trustees as is reasonably appropriate in the particular circumstances.
- d) Be the principle signing authority on all contracts, official documents and correspondence of the charity, and a designated signing authority on all bank accounts of the charity.

- e) Be an ex-officio member of all committees of the Trustees.
- f) Carry out other duties pertaining to such office, and such other duties as may be assigned by the Trustees.
- g) Act as the official spokesperson for the charity, but may delegate such authority to the Vice-President or such other member of the Trustees as is reasonably appropriate in the particular circumstances.

8.2 Vice President

The Vice-President shall:

- a) In the absence of the President, Act as the President at any meeting.
- b) Assume the position of President if the President, for any reason, vacates his position during their term of office.
- c) Be responsible for the general supervision of the charity.
- d) Chair a standing committee, or represent ad hoc committees at meetings of the Trustees, as appropriate in the circumstances; and
- e) Carry out such other duties as may be assigned by the Trustees.

8.3 Treasurer

The Treasurer shall:

- a) Ensure all monies paid to the charity are deposited in a chartered financial institution, chosen by the Trustees.
- b) Ensures a detailed account of revenues and expenditures is presented to the Trustees as required.
- c) Ensures an audited statement of the financial position of the charity is prepared and presented to the Annual General Meeting.
- d) Supervises spending monies, including signing cheques.
- e) Ensures the books are available for the membership within thirty (30) days.
- f) Oversees the preparation of an annual budget.
- g) Responsible for all bank accounts and ensuring that all monies are deposited to the proper accounts.
- h) Process payments and maintain bookkeeping of details; and
- i) Chair any finance committee.

8.4 Secretary

The Secretary shall:

- a) Record the minutes of all meetings of the charity and the trustees.
- b) Maintain a permanent record of the approved minutes and current copy of the Constitution.
- c) Maintain a permanent record of approved minutes and current copy of the By-laws.
- d) Maintain a current record of the members of the membership; and
- e) Pass the by-laws and minutes down to the next secretary.

8.5 Volunteer Coordinator

The Volunteer Coordinator shall:

- a) Organize volunteers needed for the charity's programs/projects.
- b) Compile and maintain volunteer lists and communicate these lists to the trustees.
- c) Organize volunteer responsibilities for any recruitment event; and
- d) Obtain additional necessary volunteers as needed.

8.6 Program Coordinator for the Youth Movement Project (YMP)

The Program Coordinator for the YMP shall:

- a) Facilitate the daily operations of the program.
- b) Maintain the budget and fiscal responsibilities to be reported to the Trustees, including registrations to the Relief of Poverty program.
- c) Support the Core Values of the program.
- d) Maintain the Policies & Procedures of the program.
- e) Facilitate the Cross-Age Peer Mentorship Program.
- f) Facilitate the Youth Engagement Program.
- g) Work collaboratively with the Volunteer Coordinator to recruit, train, and supervise volunteers.
- h) To maintain a safe environment for all with the Code of Conduct, Conflict Resolution P&P, the Violence & Harassment Policy, and the Emergency Response Procedure.

Article 9: **Finance and other Management Matters**

- 9.1 The Head Office of the charity will be within the boundaries set forth within these by-laws.
- 9.2 The fiscal year of the charity shall end on the 31st day of May of each year.
- 9.3 The Trustees shall cause to be kept proper records and accounts of all financial transactions of the charity.
- 9.4 The Trustees shall place before the members at every general meeting the financial statements for the period beginning immediately after the end of the last completed financial year. They shall also place before the members the report of the auditor and/or Trustee(s), if any.
- 9.5 The Trustees shall approve the financial statement and shall evidence their approval by the signature of two or more Trustees.
- 9.6 No financial statement shall be released or circulated unless it has been approved by the Trustees and is accompanied by the report of the auditor and/or Trustee(s), if any.
- 9.7 The charity shall publish on its website "www.gftacharity.com" a copy of the annual financial statement and the report of the auditor, if any not less than fifteen (15) days after each annual general meeting or may in lieu thereof, publish a notice stating the documents are available at the office of the charity and that any member may, upon request, obtain a copy free of charge.
- 9.8 No member not a trustee shall have any right to inspect the account, book, or document of the charity except as conferred by law or as authorized by the Trustees.
- 9.9 All funds of the charity shall be deposited in one or more accounts in the name of the charity at a chartered bank, trust company or credit union, designated by the Trustees.
- 9.10 All cheques, promissory notices, bills of exchange or other negotiable instruments shall be executed in the name of the charity and signed in accordance with motions passed by the Trustees for that purpose.
- 9.11 No remuneration shall be paid to the Trustees other than compensation for travel and sustenance while on charity business at rates set by the Ontario Public Service Commission.

Article 10: **Parliamentary Procedures**

The rules contained in the current edition of Bourinot's Rules of Order shall govern the charity in all cases to which they are applicable and are not inconsistent with these by-laws or any special rules of order the charity may adopt.

Article 11: **Record of the Minutes**

- 11.1 The Trustees will ensure that all necessary books and records of the charity required by the By-laws of the charity or by any application statute or law be regularly and promptly kept.
- 11.2 The Secretary or other trustees as directed by the Trustees will maintain, have charge of the Record of the Minutes of the charity, and will record or cause to be recorded in it the Minutes of all proceedings of all special general meetings and annual general meetings.
- 11.3 The Record of the Minutes and its documents shall be kept at or by the Head Office of the Charity for a minimum of 10 years.
- 11.4 The Record of the Minutes contents:
 1. A copy of the Charity's Constitution

2. A copy of the By-laws and any special resolution altering the By-laws
3. A copy of the General Liability Insurance for Trustees
4. Copies of all documents, registers and resolutions required by law
5. Copies of all audited financial statements of the Charity
6. Copies of all other documents directed to be inserted into the Record of the Minutes by the Board from time to time

Article 12: Protection and indemnity of the Trustees & Members

The trustees of the Greater Fort Town Area Charity and volunteers shall be indemnified for any action, suit or proceeding by reason of the fact they were elected or appointed to any position of responsibility within the charity, with the exception of fraud, gross negligence, or willful misconduct.

- a) The Charity will carry a policy of General Liability insurance to be renewed annually to protect its Members from liability and related claims in an amount and on terms deemed reasonable by the Board from time to time.
- b) The Charity will carry a policy of Trustees Liability insurance to be renewed annually to protect Trustees and former Trustees from liability and related claims in an amount and on terms deemed reasonable by the Trustees from time to time.

Article 13: Amendment of by-laws

These by-laws may be amended by a two-thirds vote of the Trustees at the annual general meeting or special general meeting, providing the proposed amendment has been presented in writing to the By-laws Committee at least thirty (30) days prior to the date of the meeting. The By-laws Committee shall duly consider each proposal and shall submit it, together with the Committee's recommendation to the Secretary in time for publication in the notification at least ten (10) days prior to the meeting.

Article 14: Liquidation and Dissolution

At the time of dissolution of the charity, any remaining property and/or other assets of the GFTAC shall be sold or otherwise dealt with, as the Trustees shall decide by majority vote with the proceeds being donated to the charity of their choice.