

# Greater Fort Town Area Charity Unincorporated Charity Association Constitution

Adopted on November 7, 2020

## PART 1

### 1. Adoption of the Constitution

The association and its property will be administered and managed in accordance with the provisions in Part 1 & 2 of this constitution.

### 2. Name

The association's name is

Greater Fort Town Area Charity (and in this document, it is called the charity).

### 3. **Objects**

**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.

### 4. Application of income and property

- (1) The income and property of the charity shall be applied solely towards the promotion of the objects.
  - a. A charity trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the charity.
  - b. A charity trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, the Charities Accounting Act.
- (2) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way to any member of the charity. This does not prevent who is not also a trustee from receiving:
  - a. A benefit from the charity in the capacity of a beneficiary of the charity;
  - b. Reasonable and proper remuneration of any goods or services supplied to the charity.

### 5. Benefits and payments to charity trustees and connected persons

- (1) General provisions

No charity trustee or connected person may:

- a. buy or receive any goods or services from the charity on terms preferential to those applicable to members of the public;
- b. sell goods, services or any interest in land to the charity;
- c. be employed by, or receive any remuneration from, the charity;
- d. receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (2) of this clause, or authorised by the court or the Canada Revenue Agency. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees’ or connected persons’ benefits

- a. A charity trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way.
- b. A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, Trustee Act 1990.
- c. Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the charity trustee or connected person.
- d. A charity trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate, which must be not more than the Bank of Canada’s bank rate (also known as the base rate).
- e. A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal, the rent, or other terms of the lease are under discussion.
- f. A charity or concerned person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The charity and its charity trustees may only rely upon the authority provided by sub-clause 2(c) of this clause if each of the following conditions is satisfied:

- a. The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity and the charity trustee or connected person supplying the goods (“the supplier”) under which the supplier is to supply the goods in question to or on the behalf of the charity.
- b. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- c. The other charity trustees are satisfied that it is in the best interest of the charity to contact the supplier rather than with someone who is not a charity trustee or concerned person. In reaching that decision, the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- d. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.

- e. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
  - f. The reason for their decision is recorded by the charity trustees in the minute book.
  - g. A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 5.
- (4) In sub-clauses (2) & (3) of this clause:
- a. “the charity” includes any company in which the charity:
    - i. holds more than 50% of the shares; or
    - ii. controls more than 50% of the voting rights attached to the shares; or
    - iii. has the right to appoint one or more trustees to the board of the company.
  - b. “Connected person” includes any person within the definition set out in clause 34 (Interpretation).

## **6. Dissolution**

- (1) If the members resolve to dissolve the charity, the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.
- (2) The trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.
- (3) The trustees must apply any remaining property or money:
  - a. directly for the objects;
  - b. by transfer to any charity or charities for purposes the same as or similar to the charity;
  - c. in such other manner as the Canada Revenue Agency may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which the trustees are to apply the remaining property or assets of the charity and the trustees must comply with the resolution if it is consistent with paragraph (a) – (c) inclusive in sub-clause (3) above.
- (5) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity).
- (6) The trustees must notify the Canada Revenue Agency promptly that the charity has been dissolved. If the trustees are obliged to send the charity’s accounts to the Canada Revenue Agency for the accounting period, which ended before its dissolution, they must send the Canada Revenue Agency the charity’s final accounts.

## **7. Amendment of constitution**

- (1) The charity may amend any provision contained in Part 1 of this constitution provided that:
  - a. no amendment may be made that would have the effect of making the charity cease to be a charity at law;
  - b. no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity;

- c. no amendment may be made to clause 3 (Objects), 4 (Application of income and property), clause 5 (Benefits and payments to charity trustees and connected persons), clause 6 (Dissolution) or this clause without the prior consent of the Charities Directorate's Client Service Section of Canada Revenue Agency;
  - d. any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendments is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- (3) A copy of any resolution amending this constitution shall be sent to the Canada Revenue Agency within twenty-one days of its being passed.

## **PART 2**

### **8. Membership**

- (1) Membership is open to individuals over eighteen or organizations who are approved by the trustees.
- (2) (a) The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.  
  
(b) The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.  
  
(c) The trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- (3) Membership is not transferable to anyone else.
- (4) The trustees must keep a register of names and addresses of the members, which must be made available to any member upon request.

### **9. Termination of membership**

Membership is terminated if:

- (1) the member dies or, if it is an organization, ceases to exist;
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the charity is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the trustees that it is in the best interest of the charity that their membership is terminated. A resolution to remove a member from membership may only be passed if:
  - a. the member has been given at least twenty-one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed;
  - b. the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

### **10. General meetings**

- (1) The charity must hold a general meeting within twelve months of the date of the adoption of this constitution.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than annual general meetings shall be called special general meetings.
- (4) The trustees may call a special general meeting at any time.
- (5) The trustees must call a special general meeting if requested to do so in writing by at least three members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

## **11. Notice**

- (1) The minimum period of notice required to hold any general meeting of the charity is ten workdays from the date on which the notice is deemed to have been given.
- (2) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all the members and to the trustees.

## **12. Quorum**

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
  - a. (Four) members entitled to vote upon the business to be conducted at the meeting; or
  - b. One tenth of the total membership at the time,whichever is the greater.
- (3) The authorised representative of a member organization shall be counted in the quorum.
- (4) If:
  - a. a quorum is not present within half an hour from the time appointed for the meeting; or
  - b. during a meeting a quorum ceases to be present,the meeting shall be adjourned to such time and place as the trustees shall determine.
- (5) The trustees must re-convene the meeting and must give at least seven workdays notice of the re-convened meeting starting the date time and place of the meeting.
- (6) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

## **13. Chair**

- (1) General meeting shall be chaired by the person who has been elected as Chair.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting, a trustee nominated by the trustees shall chair the meeting.
- (3) If there is only one trustee present and willing to act, he or she shall chair the meeting.
- (4) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

## **14. Adjournments**

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.

- (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven workdays' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

#### **15. Votes**

- (1) Each member shall have one vote but if there is an equality of votes, the person who is chairing the meeting shall have a casting vote in addition to any vote he or she may have.
- (2) A resolution in writing signed by each member (or in the case of a member that is an organization, by its authorized representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

#### **16. Representatives of other bodies**

- (1) Any organization that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.
- (2) The organization must give written notice to the charity of the name of its representative. The nominee shall not be entitled to represent the organization at any meeting unless the notice has been received by the charity. The nominee may continue to represent the organization until written notice to the contrary is received by the charity.
- (3) Any notice given to the charity will be conclusive evidence that the nominee is entitled to represent the organization or that his or her authority has been revoked. The charity shall not be required to consider whether the nominee has been properly appointed by the organization.

#### **17. Officers and trustees**

- (1) The charity and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers and other members of the committee shall be the trustees of the Charity and in this constitution are together called "the trustees."
- (2) The charity shall have the following officers:
  - a. A president,
  - b. A vice-president,
  - c. A secretary,
  - d. A treasurer,
  - e. A volunteer coordinator,
  - f. A program coordinator for the Youth Movement Project.
- (3) A trustee must be a member of the charity or the nominated representative of an organization that is a member of the charity.
- (4) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause 20.

- (5) The number of trustees shall not be less than six (6) but (unless otherwise determined by a resolution of the charity in general meeting) shall not be subject to any maximum.
- (6) The first trustees (including officers) shall be those persons elected as trustees and officers at the meeting at which this constitution is adopted.
- (7) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

#### **18. Appointment of trustees**

- (1) The charity in general meeting shall elect the officers and the other trustees.
- (2) The trustees may appoint any person who is willing to act as a trustee. Subject to sub-clause 6(b) of this clause, they may also appoint trustees to act as officers.
- (3) All members willing to act as a trustee must provide a background check (i.e., to confirm the absence of criminal history) and to sign a Declaration of Not Being an Ineligible Individual form as defined in subsection 149.1(1) of the Income Tax Act 1985 for eligibility.
- (4) Each of the trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.
- (5) No-one may be elected a trustee or an officer at any annual general meeting unless prior to the meeting the charity is given a notice that:
  - a. is signed by a member entitled to vote at the meeting;
  - b. states the member's intention to propose the appointment of a person as a trustee or as an officer;
  - c. is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (6)
  - a. The appointment of a trustee, whether by the charity in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed in accordance with this constitution as the maximum number of trustees.
  - b. The trustees may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated the office.

#### **19. Powers of trustees**

- (1) The trustees must manage the business of the charity and have the following powers in order to further the objects (but not for any other purpose):
  - a. to raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
  - b. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - c. to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the trustees must comply as appropriate with the Trustee Act & Charities Accounting Act;

- d. to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The trustees must comply as appropriate with The Trustees Act & Charities Accounting Act, if they intend to mortgage land;
  - e. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - f. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
  - g. to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
  - h. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - i. to obtain and pay for such goods and services as are necessary for carrying out the work of the charity;
  - j. to open and operate such bank and accounts as the trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act;
  - k. to do all such other lawful things as are necessary for the achievement of the objects.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- (3) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

## **20. Disqualification and removal of trustees**

A trustee shall cease to hold office if he or she:

- (1) is disqualified from acting as a trustee by virtue of Trustee Act 1990 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the charity;
- (3) in the written option, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- (4) resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- (5) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

## **21. Proceedings of trustees**

- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any trustee may call a meeting of the trustee.
- (3) The secretary must call a meeting of the trustees if requested to do so by a trustee.

- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (6) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum shall be two or the number nearest to one-third of the total number of trustees, whichever is the greater or such larger number as may be decided from time to time by the trustees.
- (8) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
- (9) If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- (10) The person elected as the Chair shall chair meetings of the trustees.
- (11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.
- (12) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the trustees.
- (13) A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held.
- (14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees.

## **22. Conflicts of interests and conflicts of loyalties**

A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and
- (2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

## **23. Saving provisions**

- (1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of the charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
  - a. who is disqualified from holding office;
  - b. who had previously retired or who had been obliged by this constitution to vacate office;

- c. who was not entitled to vote on the matter, whether by reason of a conflict of interests or other wise;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 22 (Conflicts of interests and conflicts of loyalties).

## **24. Delegation**

- (1) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any such delegation must be recorded in the minute book.
- (2) The trustees may impose conditions when delegating, including the conditions that:
  - a. the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - b. no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees.
- (3) The trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

## **25. Irregularities in proceedings**

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of trustees, or a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:
  - a. Who was disqualified from holding office;
  - b. Who had previously retired or who had been obliged by the constitution to vacate office;
  - c. Who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

If, without:

- d. the vote of that trustee; and
- e. that trustee being counted in the quorum,

the decision has been made by a majority of the trustees at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if the resolution would otherwise have been void.
- (3) No resolution or act of
  - a. the trustees
  - b. any committee of the trustees
  - c. the charity in general meeting

shall be invalidated by reason of the failure to give notice to any trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member of the beneficiaries of the charity.

## **26. Minutes**

The trustees must keep minutes of all:

- (1) appointments of officers and trustees made by the trustees;
- (2) proceedings at meetings of the charity;
- (3) meetings of the trustees and committees of the trustees including:
  - a. the names of the trustees present at the meeting;
  - b. the decision made at the meetings; and
  - c. where appropriate the reasons for the decisions.

## **27. Accounts, Annual Report, Annual Return**

- (1) The trustees must comply with their obligations under the Income Tax Act with regards to:
  - a. the keeping of accounting records for the charity;
  - b. the preparation of annual statement of account for the charity;
  - c. the transmission of the statements of account to the Commission;
  - d. the preparation of an Annual Report and its transmission to Canada Revenue Agency.
- (2) Accounts must be prepared in accordance with the provisions of any Recommended Practices issued by the Canada Revenue Agency, unless the trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.
- (3) The funds of the charity including all donations, contributions and bequests, shall be paid into an account operated by the Chair and Treasurer. All cheques drawn on the account must be signed by the Chair and/or the Treasurer.
- (4) The funds belonging to the group shall be applied only to further the aims of the charity.

## **28. Registered particulars**

The trustees must notify Canada Revenue Agency (CRA) promptly of any changes to the charity's entry on The Charities Directorate.

## **29. Property**

- (1) The trustees must ensure the title to:
  - a. all land held by or in trust for the charity that is not vested in the Trustee Act; and
  - b. all investments held by or on behalf of the charity, is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.

- (2) The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the trustees and that if they do so they will not be liable for the acts and defaults of the trustees or of the members of the charity.
- (3) The trustees may remove the holding trustees at any time.

### **30. Repair and insurance**

The trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

### **31. Notices**

- (1) Any notice required by this constitution to be given to or by any person must be:
  - a. in writing; or
  - b. given using electronic communications.
- (2) The charity may give any notice to a member either:
  - a. personally; or
  - b. by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - c. by leaving it at the address of the member; or
  - d. by giving it using electronic communications to the member's address.
- (3) A member who does not register an address with the charity or who registers only a postal address that is not within Canada shall not be entitled to receive any notice from the charity.
- (4) A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5) Proof a notice was given:
  - a. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
  - b. Proof that a notice contained in an electronic communication was sent in accordance with the Digital Privacy Act 2015 and Administrators shall be conclusive evidence that the notice was given.
  - c. A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

### **32. Rules**

- (1) The trustees may from time make rules or by-laws for the conduct of their business.
- (2) The by-laws may regulate the following matters but are not restricted to them:

- a. the admission of members of the charity (including the admission of organizations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - b. the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
  - c. the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
  - d. the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;
  - e. the keeping and authenticating of records. (If regulations made under this clause permit records of the charity to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
  - f. generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The charity in general meeting has the power to alter, add to or repeal the rules or by-laws.
  - (4) The trustees must adopt such means as they think sufficient to bring the rules and by-laws to the notice of members of the charity.
  - (5) The rules or by-laws shall be binding on all members of the charity. No rule or by-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

### **33. Disputes**

If a dispute arises between members of the charity about the validity or propriety of anything done by the members under the constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

### **34. Interpretation**

In this constitution, "connected persons" means:

- (1) a child, parent, grandchild, grandparent, brother, or sister of the trustee;
- (2) the spouse or civil partner of the trustee or any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled –
  - a. by the trustee or any connected person falling within sub-clauses (1), (2), or (3) above; or
  - b. by two or more persons falling within sub-clauses (4)(a), when taken together.
- (5) a body corporate in which –
  - a. the charity trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
  - b. two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.



We, the Board of Trustees for the Greater Fort Town Area Charity, certify by our signatures, the Constitution and By-Laws governing our organization.

Signatures

  
\_\_\_\_\_  
S. O'Hanlon  
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K. Hare  
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Name

Julie Larose  
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Julie Larose  
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Sue O'Hanlon  
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Dan Gippin  
\_\_\_\_\_  
Marc Gomez Segu  
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Kellie Hare  
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## Appendix A

### Self-assessment questionnaire – Am I an ineligible individual?

In this appendix, we use the term registered organization for ease of reading. Registered organization means registered charities (charitable organizations, public foundations and private foundations) and registered Canadian amateur athletic associations.

This questionnaire is provided only for information. The questions are personal and are for an individual's use to help determine whether or not they meet the definition of an ineligible individual. There are some questions that will depend on your circumstances, so you may not come up with a definitive answer, but you can get a better idea of whether or not you may be an ineligible individual.

**Note:** If there is more than one offence, consider each one separately.

1. Have you been convicted of an offence?
  - No → go to 10
  - Yes → go to 2
2. Was the offence criminal?
  - No → go to 7
  - Yes → go to 3
3. Has a pardon been granted or a record suspension been ordered for this conviction?
  - No → go to 5
  - Yes → go to 4
4. Has the pardon or record suspension been revoked or is it no longer in effect?
  - No → you are not an ineligible individual under paragraph (a); go to 10
  - Yes → go to 5
5. Was the criminal offence related to financial dishonesty?
  - No → go to 6
  - Yes → you are an ineligible individual under paragraph (a) of the definition

A person convicted of a relevant criminal offence related to financial dishonesty is an ineligible individual, unless and until such time as a pardon has been granted or a record suspension has been ordered. If you do not receive a pardon or record suspension, you will always be an ineligible individual. If you are a director, trustee, officer, or like official, or if you control or manage an organization, registration may be refused or revoked, and receipting privileges may be suspended.

If you apply for registration for an organization, registration may be refused.

6. Is the offence relevant to the operation of the organization you are involved with?
  - No → you are not an ineligible individual under paragraph (a) of the definition; go to 10

- Yes → you are an ineligible individual under paragraph (a) of the definition

Unless and until you receive a pardon or a record suspension, you will be an ineligible individual if the criminal offence for which you were convicted is relevant to the operation of an organization where you:

- apply for registration
- are a director, trustee, officer, or like official
- control or manage the organization, directly or indirectly, in any way

7. Is it less than five years since the date of your conviction?

- No → you are not an ineligible individual under paragraph (b) of the definition; go to 10
- Yes → go to 8

8. Was the offence [related to financial dishonesty](#)?

- No → go to 9
- Yes → you are an ineligible individual under paragraph (b) of the definition

Since you have been convicted of a relevant offence related to financial dishonesty, you are an ineligible individual for five years from the date of conviction.

If you are a director, trustee, officer, or like official, or if you control or manage an organization while you are an ineligible individual, the organization's application for registration may be refused or, if it is registered, its receipting privileges may be suspended or its registration may be revoked.

If you apply for registration for an organization, registration may be refused.

9. Was the offence relevant to the operation of the organization you are involved with?

- No → you are not an ineligible individual under paragraph (b) of the definition; go to 10

You may be an ineligible individual if you are involved in another organization where the offence of which you were convicted is relevant to the organization's operation.

- Yes → you are an ineligible individual under paragraph (b) of the definition

You will be an ineligible individual for five years from the date of conviction, if the offence for which you were convicted is relevant to the organization's operation where you:

- apply for registration for the organization
- are a director, trustee, officer, or like official of an organization
- control or manage an organization, directly or indirectly, in any way

10. Were you connected to an organization that had its registration revoked?

Connected includes any of the following:

- you were a director, trustee, officer, or like official
- you controlled or managed the organization, directly or indirectly, in any way
- you were a promoter of a tax shelter
- No → you are not an ineligible individual
- Yes → go to 11

11. Did the revocation occur less than five years ago?

- No → you are not an ineligible individual
- Yes → go to 12

12. Was the registration revoked for a serious breach of the requirements of the *Income Tax Act*?

- No → you are not an ineligible individual
- Yes → go to 13

13. Were you a director, trustee, officer, or like official of the revoked organization?

- No → go to 15
- Yes → go to 14

14. Were you a director, trustee, officer or like official of the revoked organization when the serious breach that led to revocation occurred?

- No → you are not an ineligible individual under paragraph (c) of the definition; go to 15
- Yes → you are an ineligible individual under paragraph (c) of the definition

Since you were a director, trustee, officer, or like official of a registered organization when the serious breach that resulted in revocation occurred, you are an ineligible individual for five years from the date of the revocation (not from the date the breach occurred).

You can still be involved with an organization. However, if you are, or become, a director, trustee, officer, or like official, or if you control or manage an organization while you are an ineligible individual, its registration may be refused or revoked or its receipting privileges may be suspended. The *Income Tax Act* does not require you to advise the organization that you are an ineligible individual; however, the organization's by-laws or governing statute may require you to do so.

If you apply for registration for an organization while you are an ineligible individual, registration may be refused.

15. Did you control or manage directly or indirectly, in any way, the revoked organization?

- No → go to 17
- Yes → go to 16

16. Did you control or manage the revoked organization, directly or indirectly, in any way when the serious breach that led to revocation occurred?

- a) No → you are not an ineligible individual under paragraph (d) of the definition
- b) Yes → you are an ineligible individual under paragraph (d) of the definition

Since you controlled or managed a registered organization when the serious breach that resulted in revocation occurred, you are an ineligible individual for five years from the date of the revocation (not from the date the serious breach occurred).

You can still be involved with an organization. However, if you are, or become, a director, trustee, officer, or like official, or if you control or manage an organization while you are an ineligible individual, the organization's registration may be refused or revoked or its receipting privileges may be suspended.

If you apply for registration for an organization, registration may be refused.

a) Were you or are you a promoter of a tax shelter?

a) No → you are not an ineligible individual

b) Yes → go to 18

18. Was the revocation related to participation in the tax shelter you promote or promoted?

- No → you are not an ineligible individual
- Yes → you are an ineligible individual under paragraph (c) of the definition

Since an organization's registration was revoked because of participation in a tax shelter that you promote or promoted, you are an ineligible individual for five years from the date of the revocation.

You can still be involved with an organization. However, if you are, or become, a director, trustee, officer, or like official, or if you control or manage an organization while you are an ineligible individual, the organization's registration may be refused or revoked or its receipting privileges may be suspended.

If you apply for registration for an organization, registration may be refused.

Appendix B

**DECLARATION OF NOT BEING AN INELIGIBLE INDIVIDUAL**

As Defined in Subsection 149.1(1) of the Income Tax Act,

RSC 1985, c. 1 (5<sup>th</sup> Supplement)

I, \_\_\_\_\_, serving in the capacity of trustee with the Greater Fort Town Area Charity registered with Canada Revenue Agency as \_\_\_\_\_ (BN/Registration Number), declare that I am not an ineligible individual by affirming all of the following statements:

1. I do not have an unpardoned criminal record either in Canada or internationally, involving financial dishonesty, tax evasion, theft, fraud, or other offences involving breaches of the public trust; and
2. In the previous five (5) years, I have not been found guilty of a relevant offence either in Canada or internationally. A relevant offence is a non-criminal offence either specifically relevant to the operation of a particular charity or is an offence of financial dishonesty contravening any non-criminal laws such as breaches of legislation for charitable fundraising, consumer protection, or securities regulation; and
3. In the previous five (5) years I have not been a director, trustee, officer, like official, or an individual who controlled or managed either directly or indirectly in any manner whatever, a registered charity during which time the charity engaged in conduct which resulted in the registration of the charity being revoked; and
4. In the previous five (5) years I have not been a promoter of a tax shelter for which involvement the registration of a charity was revoked.

I acknowledge that any dishonesty on my part as to the truth of this declaration:

- may result in a one-year suspension of the Greater Fort Town Area Charity to issue official receipts as authorized by Canada Revenue Agency; or
- may result in the charitable status of the Greater Fort Town Area Charity being revoked by Canada Revenue Agency; and
- will result in the immediate termination of my role with the Greater Fort Town Area Charity, whether I am an employee or volunteer.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Witness

## Appendix C

### Charitable purposes and activities

**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.