By-Laws of the
Greater Moncton Football Association Inc.
February 2026

BY-LAW ONE
GENERAL ARTICLES

Article 1 – Name
The name of the association is the Greater Moncton Football Association Inc. (hereinafter "the GMFA").

Article 2 – Purpose/Vision/Mission/Core Values

(i) **Purpose**: The GMFA is committed to fostering a positive and enriching environment where youth can develop their athletic abilities, leadership qualities, and sportsmanship through football.;

(ii) **Vision**: To be a diverse and inclusive association of excellence in youth sport, nurturing talent and promoting teamwork, leadership, and sportsmanship in the Greater Moncton Area;

(iii) **Mission Statement**: To be a welcoming community that promotes a positive and enriching environment where accountability and respect are fostered through the sport of football; and

(iv) **Core Values**:

a. **Diversity:** Welcoming families of all backgrounds and ensuring equitable opportunities.
b. **Leadership:** Developing future leaders through football.
c. **Respect:** Honouring the dignity and worth of all individuals.
d. **Safety:** Ensuring the physical and emotional well-being of all participants.
e. **Teamwork:** Promoting a team atmosphere where every person has a place and can contribute.
f. **Sportsmanship:** Instilling the principles of fair play and mutual respect on and off the field.

Article 3 – Head Office
The GMFA's head office shall be located within the Greater Moncton Area.

Article 4 – Seal
The GMFA shall have a seal which shall be adopted and may be changed by the Board. The members of the Executive Committee shall be the custodians of the seal, which shall be secured at the GMFA head office at all times.

Article 5 – Financial Year
The Board of Directors (hereinafter "the Board") may fix the financial year of the GMFA and, subject to the concurrence of the Minister of National Revenue, the Board may, from time-to-time, change the financial year of the GMFA. The current financial year end is December 31.

Article 6 – Program Year
The Program Year of the GMFA will be from January 1 to December 31.

BY-LAW TWO
DEFINITIONS, INTERPRETATION, HEADINGS

Article 7 - Definitions
In these By-Laws, unless there is something in the subject matter or context inconsistent therewith:

(i) "**Act**" means the New Brunswick Companies Act, as amended or re-enacted from time-to-time;

(ii) "**AGM**" means an annual general meeting of the GMFA, open to Members by invitation;
(iii) "**Board**" means the Board of Directors of the GMFA;
(iv) "**By-Laws**" means these By-Laws, as amended or replaced from time-to-time;
(v) "**Constating Documents**" means the Letters Patent of the GMFA, any Supplementary Letters Patent and these By-Laws, as amended or replaced from time-to-time;
(vi) "**Directors**" means the members of the Board and "**Director**" means any one (1) of them;
(vii) "**Employees**" means the employees of the GMFA and "**Employee**" means any one (1) of them;
(viii) "**Members**" means the Members of the GMFA and "**Member**" means any one (1) of them;
(ix) "**Non-Voting Regular Members**" has the meaning set out in Article 11, paragraph (ii); and
(x) "**Voting Members**" has the meaning set out in Article 11, paragraph (i).

Subject to the foregoing, the expressions herein contained shall have the same meaning as corresponding expressions in the Act.

Article 8 – Interpretation

In these By-Laws, the singular shall include the plural, and the plural shall include the singular. The word "person" shall include firms and corporations, and the masculine shall include the feminine. Whenever reference is made in these By-Laws to any statute or section thereof, such reference shall be deemed to extend and refer to any amendment to or re-enactment of such statute or section.

Article 9 – Headings

The headings in these By-Laws are inserted for convenience of reference only and shall not affect the construction or interpretation of the provisions of these By-Laws.

BY-LAW THREE
MEMBERSHIP

Article 10 – Member Definitions

(i) "**Parent/Guardian**" – one adult representing each child registered for any session during the preceding Program Year.
(ii) "**Coach**" – any individual over the age of 14 registered for any session during the preceding program year as a coach. The Board will determine the qualifications required for coaches, and those qualifications may change from time-to-time.
(iii) "**Volunteer**" – any individual over the age of 14 registered for any session during the preceding program year as a volunteer. The Board will determine the qualifications required for volunteers and may also determine active participation in the association.
(iv) "**Honorary Member**" – the Board may from time-to-time award honorary memberships to individuals in recognition of such person's meritorious service to the GMFA.
(v) "**Board Member**" – Active Directors during the preceding Program Year.

Article 11 – Classes of Membership

There shall be the following two (2) classes of membership:

(i) "**Voting Members**" which shall consist of:
   a. one parent/guardian representing each youth participant;
   b. each registered coach;
   c. each registered and actively participating volunteer; and
   d. each Board Member.

(ii) "**Non-Voting Members**" which shall consist of:
   a. any other adult members of the youth participant's household that are not considered Voting Members; and
   b. any honorary member.

The term of membership shall be the twelve (12) month period that coincides with the preceding Program Year, or in the case of an honorary member, as determined and at the discretion of the Board.

Article 12 – Termination

Membership is not transferable, and a Member shall automatically, and without notice or other action by the GMFA, cease to be a Member upon any one (1) of the following occurring:

(i) a decision by the Board that the Member's conduct has been inconsistent with the purposes, mission and or core values of the GMFA, subject to the right of the Member to have their membership reinstated by complying with such terms as the Board may stipulate;
(ii) in the opinion of the Board, the Member ceases to actively participate in the activities of GMFA;
(iii) the resignation of the Member delivered in writing to the GMFA;
(iv) the end of the Program Year; and
(v) the death of the Member.

BY-LAW FOUR
THE BOARD

Article 13 – General

The Board shall manage and supervise the operations and affairs of the GMFA. The Board may appoint any number of committees as it deems necessary and may delegate certain aspects of the management and supervision of the operations and affairs of the GMFA to such committees. The Board shall consist of a minimum of three (3) Directors and a maximum of nine (9) Directors.

Article 14 – Qualifications

All members (Directors) of the Board must:

(i) be at least nineteen (19) years of age;
(ii) be a person of sound mind and has not been judged of unsound mind by a Court in Canada or elsewhere;
(iii) be an individual;
(iv) not have the active status of bankrupt; nor have been bankrupt within the past 7 years
(v) not be a person convicted of an offence under the Criminal Code (Canada) or the criminal law of any jurisdiction outside of Canada
   a. in connection with the promotion, formation or management of a corporation, or
   b. involving fraud,

   unless three years have elapsed since the expiration of the period fixed for suspension of the passing of sentence without sentencing or since a fine was imposed, or unless the term of imprisonment and probation imposed, if any, was concluded, whichever is the latest, but the disability imposed by this paragraph ceases upon a pardon being granted; and
(vi) submit to a police check and must not be a person convicted of an offence under the Canadian Criminal Code or the criminal law of any jurisdiction outside of Canada involving youth or be in contravention of clause 87(1.2)(e) of the Act.

Article 15 – Election of the Board

Subject to any other provision of these By-Laws, the Board shall be elected by the Voting Members at an AGM:

(i) by a resolution passed;
(ii) on a show of hands; or
(iii) if a poll is demanded, by ballot.

All nominees must be present, at the AGM and must accept or decline the nomination at that time. Nominees do not need to be active Members of the GMFA to be considered. Nominations may be submitted from the floor at the AGM. When all nominations are in, the chairperson of the AGM shall call a vote from the Voting Members or,

if the number of nominees equals the number of vacant Board positions, then an acclamation of those nominated shall be declared.

Article 16 – Term of Office

All Directors shall be elected for a two (2) year term. The term of office of each Director shall commence at the time of their election or appointment by acclamation and shall terminate at the end of their term or upon their removal or resignation. The terms are on a staggered cycle whereby only half of the Board positions will be up for election at any given AGM.

The number of vacant positions on the Board may change from time-to-time and year-to-year depending on any number of factors outside the control of the GMFA. Notice of the number of vacant positions to be filled will be communicated with the invitation to the AGM.

Article 17 – Removal from Office

A Director will be removed from office/cease to be a Director when:

(i) the Director no longer meets the qualifications (Article 14); or
(ii) the Director is absent from three (3) consecutive Board meetings without notice, or has been absent from 50% of the Board meetings over a four (4) month period; or
(iii) a majority of the Board votes in favour of their removal with cause.

Article 18 – Resignation of a Director

A Director may resign their office by giving the GMFA a written resignation. The written resignation may be in the form of a letter, received by mail or fax, or an email addressed and delivered to any member of the Executive Committee. The resignation will become effective upon the following:

(i) at the time, if any, at which such resignation states that it is to become effective; or
(ii) if such a resignation does not state the time at which it is to become effective, at the time at which the GMFA receives such resignation.

Should this resignation result in the GMFA having less than three (3) Directors, the Director in shall then continue in office until their successor is elected at the following AGM or special meeting of the Members called for such purpose.

Article 19 – Board Vacancies

Where a vacancy occurs on the Board, the Board may appoint a qualified person to the vacant position at the time the position becomes vacant. The term of the person appointed to the vacant position shall terminate at the same time as the original term would have terminated had the person not vacated the position.

Article 20 – Board Responsibilities

Each member of the Board is responsible to select at least one Management Committee Portfolio (hereinafter called "Portfolio") and become the champion of that Portfolio. Addendum B to these By-Laws provides detailed descriptions of the Committees and the Chair responsibilities and the Addendum may be amended by the Board from time-to-time and as required and through proper voting procedure(s).

Management Committee Champions must:

- Provide a regular report to the Board on the status of their Portfolio;
- Advise the Board of additional resources or funding required to meet the objectives/directives of the portfolio.

BY-LAW FIVE
THE EXECUTIVE COMMITTEE

Article 21 – Appointment of the Executive Committee

The Board shall appoint from their numbers the members of the Executive Committee whenever possible. Where deemed necessary, the Board may choose to select any qualified individual(s) through proper voting procedure(s).

Article 22 – Composition of the Executive Committee

The Executive Committee shall consist of the following:

(i) the President;
(ii) the Vice-President;
(iii) the Treasurer; and
(iv) the Administrator.

Article 23 – Responsibilities of the Executive Committee

The Executive committee is responsible for the governance of the Board and day-to-day operations of the Association. Addendum A to these By-Laws provides detailed descriptions of the responsibilities of each position, and the Addendum may be amended by the Board from time-to-time and as required and through proper voting procedure(s).

Article 24 – Executive Meetings

(i) Where possible, the GMFA shall hold quarterly Executive Committee meetings;
(ii) The Executive Committee meetings may be attended by the Directors in-person, or remotely by video or audio conference call;
(iii) The Executive Committee may hold extra meetings at any time it feels necessary.

BY-LAW SIX
SIGNING AUTHORITY

Article 25 – Execution of Documents

(i) Contracts, documents or any instruments in writing requiring execution by the GMFA may be signed by any one (1) Director of three (3) Directors chosen by the Board, and all contracts, documents and instruments in writing so signed shall be binding upon the GMFA without any further authorization or formality. The Board may from time-to-time appoint any officer or officers or any other person or persons on behalf of the GMFA either to sign contracts, documents, and instruments in writing generally or to sign specific contracts, documents or instruments in writing. All documents signed by the President prior to the approval of these By-Laws will be considered valid and in force.
(ii) The seal of the GMFA may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid or by any person or persons appointed as aforesaid by the Board; and
(iii) The term “contracts, documents or any instruments in writing” as used herein shall include, but shall not be limited to, deeds, mortgages, hypothec, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements releases, receipts and discharges for the payment of money or other obligations, cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money, conveyances, transfers, and assignments of shares, instruments of proxy, stocks, bonds, debentures or other securities and all paper writings.

BY-LAW SEVEN
MEETINGS OF THE BOARD OF DIRECTORS

Article 26 – Board Meetings

(i) Where possible, the GMFA shall hold monthly Board meetings;
(ii) the Board may hold extra meetings at any time it feels necessary; and
(iii) The President or a quorum of the Board may request a meeting at any time.

Article 27 – Guest Attendees

Any person may be admitted as a guest (speaker or observer without voting privileges) to a meeting of the Board on the invitation of the chairperson of the meeting with due notice seventy-two (72) hours prior to any such meeting.

Article 28 – Right to Vote

Each Director shall have one (1) vote at meetings of the Board.

Article 29 – Proxies

No proxies are allowed at any meeting of the Board.

Article 30 – Chairperson/Administrator

(i) In the event that the President or, in their absence, the Vice-President is not present at a meeting within fifteen (15) minutes after the time appointed for the holding of the meeting, or are unable or refuse to preside as chairperson at such meeting, the remaining Directors shall select a person from their number to be the chairperson; and
(ii) The Administrator shall be the recording secretary of any meeting of the Board but, if the Administrator is not present, the President shall appoint someone, who need not be a Director, to act as recording secretary.

Article 31 – Votes to Govern

At all Board meetings, every motion shall, unless otherwise required by the Act or the Constating Documents, be decided by the majority of the votes duly cast on the motion, and in the case of an equality of votes, the President (unless they are not present, then the chairperson presiding) shall be entitled to cast a second deciding vote.

Article 32 – Show of Hands

At all meetings of the Board, every motion shall be decided by a show of hands, unless a poll (ballot) is required by the chairperson or is demanded by any Director present in person. After a vote by a show of hands has been taken, the chairperson may require, or any Director present in person and entitled to vote may demand, a poll thereon. Whenever a vote by show of hands has been taken, unless a poll (ballot) is so required or demanded, a declaration shall be made by the chairperson that the vote upon the motion has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against any resolution or other proceeding in respect of the said motion, and as a result of the vote so taken shall be the decision of the meeting. A demand for a poll may be withdrawn at any time prior to the taking of the poll.

Article 33 – Polls

If a poll is required by the chairperson of the meeting or is duly demanded by any Director and the demand is not withdrawn, a poll upon the motion shall be taken in such a manner and at such time as the chairperson of the meeting shall direct.

Article 34 – Adjournment

The chairperson may, with the consent of any meeting, adjourn such meeting from time-to-time and no notice of such adjourned meeting need be given to the Directors. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling such meeting.

Article 35 – Place of Board Meetings

Meetings of the Board may be held at any place within the Greater Moncton Area, in-person or virtually.

Article 36 – Calling of Board Meetings

A meeting of the Board can be called at any time by the President or by a quorum of the Board.

Article 37 – Notice of Board Meetings

Notice of any meeting of the Board specifying the time and place for holding of such meeting shall be given by the Administrator or their designate not less than seventy-two (72) hours (exclusive of Saturdays, Sundays, holidays, and the day on which the notice is given but inclusive of the day of the meeting) before the meeting is to take place.

Article 38 – Scheduling of Board Meetings

The Board shall determine the date and time of their next meeting in the closing of their current meeting.

Article 39 – Meeting by Telephone/Video Conference

Any Director entitled to participate in a meeting of the Board may do so by means of a telephone or video conference or other communications equipment by means of which all persons participating in the meeting can hear each other and the Director participating in a meeting pursuant to this provision shall therefore be deemed to be present in person at the meeting.

Article 40 – Quorum

A quorum at any meeting of the Board shall be fifty percent (50%) plus one (1) of the active Directors of the Board. No business shall be transacted at a meeting of the Board unless a quorum of the Board is present.

BY-LAW EIGHT
MEETINGS OF THE MEMBERSHIP

Article 41 – Meetings

(i) The GMFA shall hold an AGM no later than ninety (90) calendar days after the financial year end; and
(ii) a special meeting of the Members may be called by the President or by a written request of a minimum of ten (10) Members.

Article 42 – Reports

At every AGM, the Board is responsible to provide to the Members the following reports:

(i) Financial Statements for the previous fiscal period, including but not limited to a balance sheet, income statement and cash flow statement, reviewed annually by two reviewers; and
(ii) Director reports as submitted by the Board members;
(iii) Management Committee Portfolio reports as submitted by Portfolio Managers; and
(iv) Current fiscal year budget as approved by the Board.

Article 43 – Attendees

(i) All Members of the GMFA are entitled to attend the AGM or a special meeting of the Members; and

(ii) Any person(s) may be admitted as a guest (speaker or observer without voting privileges) to an AGM or special meeting of the Members on the invitation of the chairperson of the meeting with due notice seventy-two (72) hours prior to such meeting.

Article 44 – Right to Vote

The only persons entitled to vote at an AGM or special meeting of the Members shall be Voting Members. Each Voting Member shall only have one (1) vote [if members of the same family are each a Voting Member, each member of the family shall have one (1) vote but in no case shall the same person have more than one (1) vote].

Article 45 – Proxies

No proxies are allowed at any AGM or special meeting of the Members.

Article 46 – Chairperson/Secretary

(i) In the event that the President or, in their absence, the Vice-President is not present at a meeting within fifteen (15) minutes after the time appointed for the holding of the meeting, or are unable or refuse to preside as chairperson at such meeting, the Voting Members shall select a person from their number to be the chairperson; and

(ii) The Administrator shall be the recording secretary of any meeting of the Members but, if the Administrator is not present, the President shall appoint someone, who need not be a Member, to act as recording secretary.

Article 47 – Scrutineers

The chairperson of any meeting of Members may appoint one or more person(s) to act as scrutineer(s) at such meeting and, in that capacity, to report to the chairperson such information as to attendance, representation, voting and other matters at the meetings as the chairperson shall direct. Never shall the numbers of votes cast be made available to Members. All ballots are to be destroyed after results are announced and accepted.

Article 48 – Votes to Govern

At all AGMs and special meeting of the Members, every motion shall, unless otherwise required by the Act or the Constating Documents, be decided by the majority of the votes duly cast on the motion, and in the case of an equality of votes, the chairperson shall be entitled to cast a second deciding vote.

Article 49 – Show of Hands

At all meetings of the Members, every motion shall be decided by a show of hands, unless a poll (ballot) is required by the chairperson or is demanded by any Member present in person. After a vote by a show of hands has been taken, the chairperson may require, or any Member present in person and entitled to vote may demand, a poll thereon. Whenever a vote by show of hands have been taken, unless a poll (ballot) is so required or demanded, a declaration shall be made by the chairperson that the vote upon the motion has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against any resolution or other proceeding in respect of the said motion, and as a result of the vote so taken shall be the decision of the meeting. A demand for a poll may be withdrawn at any time prior to the taking of the poll.

Article 50 – Polls

If a poll is required by the chairperson of the meeting or is duly demanded by any Member and the demand is not withdrawn, a poll upon the motion shall be taken in such a manner and at such time as the chairperson of the meeting shall direct.

Article 51 – Adjournment

The chairperson may, with the consent of any meeting, adjourn such meeting from time-to-time and no notice of such adjourned meeting need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling such meeting.

Article 52 - Place of Meetings

Meetings of the Members may be held at any place within the Greater Moncton Area, in-person or virtually.

Article 53 – Calling of Meetings

A meeting of the Members can be called at any time by the President or by a written demand for such by ten (10) Voting Members.

Article 54 – Notice of Meetings

Notice of any meeting of the Members specifying the time and place for holding of such meeting shall be given by the Secretary or their designate not less than seven (7) days (exclusive of Saturdays, Sundays, holidays, and the day on which the notice is given but inclusive of the day of the meeting) before the meeting is to take place.

Article 55 – Meeting by Telephone/Video Conference

Any Member or invited guest, entitled to participate in a meeting of the Members may do so by means of a telephone or video conference or other communications equipment by means of which all persons participating in the meeting can hear each other and the Member or guest participating in a meeting pursuant to this provision shall therefore be deemed to be present in person at the meeting.

Article 56 – Quorum

A quorum at any meeting of the Members shall be ten (10) Voting Members.

BY-LAW NINE
NOTICE, ETC.

Article 57 – Method of Giving Notice, Etc.

(i) with respect to meetings of the Board, notice to a Director is effective if the notice is given:
   a. personally, either verbally, including by phone or video conference, or in writing; or
   b. by prepaid ordinary mail sent to the last address on the records of the GFMA; or
   c. by e-mail sent to the last e-mail address on the records of the GFMA;

(ii) with respect to meetings of the Members, notice to a Member is effective if the notice is given:
   a. personally, either verbally, including by phone or video conference, or in writing; or
   b. by prepaid ordinary mail to the last address on the records of the GFMA; or
   c. by e-mail to the last e-mail address on the records of the GFMA; and
   d. posted on the social media platforms of the GMFA;

(iii) with respect to any other matter, delivery to the person to whom it is sought to be delivered is effective if the delivery is made:
   a. personally, either verbally, including by phone or video conference, or in writing; or
   b. by prepaid ordinary mail sent to the last address on the records of the GFMA; or
   c. by e-mail sent to the last e-mail address on the records of the GFMA;

(iv) the Administrator may request a change to the address on the records of the GMFA of any Director, Member or other person or business in accordance with any information believed by them to be reliable provided that such change of address is first verified with the said Director, Member or other person or business; and

(v) a notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid. A notice, communication or document so mailed shall be deemed to have been given on the day it is post marked. A notice, communication or document sent by e-mail shall be deemed to have been given on the day it is e-mailed.

BY-LAW TEN
PROTECTION OF DIRECTORS, MEMBERS OF THE EXECUTIVE COMMITTEE, MEMBERS OR EMPLOYEES

Article 58 – Indemnification by Corporation

Every Director, member of the Executive Committee, Member or Employee of the GMFA and their heirs, executors, administrators, and other legal personal representatives may from time-to-time be indemnified and saved harmless by the GMFA from and against:

(i) any liability and all cost, charges, and expenses that they sustain or incur in respect of any action, suit or proceeding that is proposed or commenced for them or in respect of the execution of duties of their position; and

(ii) all other costs, charges and expenses that they sustain or incur in respect of the affairs of the GMFA, but no Director, member of the Executive Committee, Member or Employee shall be indemnified by the GMFA in respect of any liability, cost, charge or expense that they sustain or incur in or about any action, suit or other proceeding as a result of which ~~is~~ they are adjudged to be in breach of any duty or responsibility imposed upon them under the Act or under any other statute unless, in an action brought against them in their capacity as Director, member of the Executive Committee, Member or Employee, they have achieved complete or substantial success as a defendant.

Article 59 – Insurance

The GMFA may purchase and maintain insurance for the benefit of any or all Directors, members of the Executive Committee, Members or Employees, except insurance against a liability, cost, charge, or expense of any or all Directors, members of the Executive Committee, Members or Employees incurred as a result of a contravention of these By-Laws.

Article 60 – Indemnities to the Board of the GMFA

The Board may from time-to-time cause the GMFA to give indemnities to any Director, member of the Executive Committee, Member, Employee or other person who has undertaken or is about to undertake any liability on behalf of the GMFA or any affiliated corporation and to secure such Director, member of the Executive Committee, Member, Employee or other person against loss by mortgage and charge upon the whole or any part of the real and personal property of the GMFA by way of security. Action from time-to-time taken by the Board under this Article shall not require approval or confirmation by the Members.

Article 61 – Out-of-Pocket Expenses

If preapproved in advance by the Vice-President of Finance or their designate, Directors, members of the Executive Committee, Members or Employees may be reimbursed for such reasonable out-of-pocket expenses as are incurred of behalf of the GMFA and/or in respect of the performance by them of their duties and no confirmation by the Members of any such reimbursement shall be required.

Article 62 – Responsibility for Contracts

The Board or members of the Executive Committee shall not be under any duty or responsibility in respect of any contract, act, or transaction whether or not made, done or entered into in the name or on behalf of the GMFA, except such as shall have been submitted to and authorized or approved by the Board or the Executive Committee. Any Director, member of the Executive Committee, Member or Employee of the GMFA whose registered company enters into a contract with the GMFA must declare a conflict of interest before the contract is awarded or the contract will be declared null and void.

Article 63 – Submission of Contracts or Transactions to Members for Approval

The Board, in its discretion, may submit a contract or transaction for approval or ratification at any AGM or special meeting of the Members called for such purpose, and any contract or transaction so submitted that is approved by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Constating Documents) shall be as valid and as binding upon the GMFA and upon all Members as though it had been approved or ratified by every Member.

BY-LAW ELEVEN
STANDARD OF CARE, LIABILITY FOR ACTS OF OTHERS, REMUNERATION

Article 64 – Standard of Care

Every Director, member of the Executive Committee, Member and Employee of GMFA shall exercise the powers and discharge the duties of their office honestly, in good faith and in the best interest of the GMFA and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in a comparable circumstance.

Article 65 – Liability for Acts of Others

Subject to Article 61 hereof, no Director, member of the Executive Committee, Member or Employee shall be liable for the following:

(i) the acts, receipts, neglects or defaults of any other Director, member of the Executive Committee, Member or Employee;

(ii) for any loss, damage or expense happening to the GMFA through insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the GMFA or for property belonging to the GMFA which shall be placed out or invested; or

(iii) for any other loss, manage or misfortune whatsoever which may happen in the execution of the duties of their respective office or trust or in relation thereto.

Article 66 – Remuneration

(i) The Board and members of the Executive Committee shall serve without remuneration for their elected and appointed positions; and

(ii) The Board may award special remuneration to any Member undertaking any special service on the GMFA's behalf. All remunerations shall not exceed the fair market value for services provided and any such Member must declare a conflict of interest if a conflict of interest does in fact exist.

BY-LAW TWELVE
ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS

Article 67 – Enactment, Repeal and Amendment of By-Laws by the Board

The Board may, from time-to-time, enact, repeal, or amend these By-Laws, but every such enactment, repeal or amendment, unless in the meantime sanctioned at an AGM or special meeting of the Members duly called for such purpose, shall only have force until the next AGM and, in default of confirmation thereat, shall, at and from that time, cease to have force.

Article 68 – Enactment, Repeal and Amendment of By-Laws by Members

Subject to Article 64 hereof, no enactment, repeal or amendment to these By-Laws is effective until it has been confirmed by at least two thirds (⅔, 66.6%) of the votes cast at an AGM or special meetings of the Members duly called for such purpose.

BY-LAW THIRTEEN
ANNUAL VOLUNTEER VULNERABLE SECTOR CHECK

Article 69 - Vulnerable Sector Check Requirements

The GMFA requires Vulnerable Sector Checks (VSC) annually from:

(i) All volunteers in positions of contact with youth
(ii) All members of the Board of Directors

before said volunteer or Board member shall be permitted to be in contact with youth involved in the GMFA programming.

Article 70 – Record Keeping and Renewal Notices for Vulnerable Sector Checks

The GMFA Board will:

(i) Require a copy of the VSC issued by the RCMP for each active volunteer, coach and Board member
(ii) Will keep a record of the date of issuance of each VSC
(iii) Will provide written notice of the one-year renewal deadline to the volunteer, coach or Board member at least one (1) month prior to said deadline, and will include a GMFA cover letter stating the requirement for the VSC so as to ensure there is no cost to the applicant; and
(iv) In the case of a new volunteer, coach or Board member, a VSC package will be provided that includes a GMFA cover letter and instructions for obtaining a VSC.

****

Amendment at the 2025 AGM:

1. **Approved motion to update <u>Article 2 – Purpose/Vision/Mission/Core Values</u>**

Motion to approve passed.

****

Amendment at the 2024 AGM:

1. **Approved motion to create Addendum B – Committee descriptions with reference in Article 20 of the By-Laws**

Motion to approve passed.

****

Amendment at the 2023 AGM:

1. **Approved motion to change 'Vice-President of Finance' to 'Treasurer' in each instance in the By-laws and Addendum A**

Motion to approve passed.

2. **Approved motion to change Article 6 – Program year to match the financial year 1 January to 31 December**

Motion to approve passed.

****

Amendment at the 2022 AGM:

1. **Approved motion to change 'Secretary' to 'Administrator' in each instance in the By-laws and Addendum A**

Motion to approve by Poll/in person motion passed.

****

Amendment at the 2021 AGM:

1. **See marked up version of the proposed changes to the By-Laws;** Including but not limited to:
    - **a.** Changed **GMFA** to **the GMFA** throughout
    - **b.** Changed (all versions) to the plural **their, them** or **they** throughout
    - **c.** Updated Article numbering
    - **d.** Added **Article 6 – Program Year**
    - **e.** Updated **Article 10** and **Article 11**
    - **f.** Added **Article 14(v)**
    - **g.** Updated **Article 16 – Term of office**
    - **h.** Removed **Articles 21, 22, 23, 24 (Duties of the Executive Committee)** to Addendum A attached
    - **i.** Added **Articles 23, 24, 42, 55 and 70**
    - **j.** Updated **By-Law Thirteen**

Motion to approve by Poll motion passed.

****

Amendment at the 2019 AGM:

1. Approved motion to add **<u>By-Law Thirteen</u>**

<u>BY-LAW THIRTEEN</u>

<u>ANNUAL VOLUNTEER VULNERABLE SECTOR CHECK</u>

<u>Article 67 - Vulnerable Sector RCMP Background Check</u>

The GMFA requires Vulnerable Sector Police Background checks annually from:

(i) All volunteers in positions of contact with youth
(ii) All members of the Board of Directors
(iii) Cover letters to the RCMP shall be provided each November to GMFA Volunteers and must be completed by January 31 the following year. The completed checks shall be submitted to the GMFA and shall be reviewed by GMFA President & GMFA Vice-President, then kept on file. There is no monetary cost to volunteers.

****

Amendment at the 2018 AGM:

1. **Article 20 – Appointment of the Executive Committee**

   The Board shall appoint from their numbers the members of the Executive Committee.

   TO

   The Board shall appoint from their numbers the members of the executive committee whenever possible, or where deemed necessary may choose to select any qualified individual(s) as determined by the board through proper voting procedure(s).

Motion to approve by Joel Irvine, 2nd by Roger Collette, unanimous vote, motion passed.

****

Amendment at the 2016 AGM:

1. **Article 11 – General**

   The Board shall manage and supervise the operations and affairs of GMFA. The Board may appoint any number of committees as it deems necessary and may delegate certain aspects of the management and supervision of the operations and affairs of GMFA to such committees. The Board shall consist of a minimum of three (3) Directors and a maximum of seven (7) Directors.

   TO

   The Board shall manage and supervise the operations and affairs of GMFA. The Board may appoint any number of committees as it deems necessary and may delegate certain aspects of the management and supervision of the operations and affairs of GMFA to such committees. The Board shall consist of a minimum of three (3) Directors and a maximum of nine (9) Directors.

Motion to approve by Brenda Stenhouse, 2nd by Roger Collette, unanimous vote, motion passed.

****

(i) assist the Membership Coordinator, if any, with recruiting, training, retention and rewarding of Members;
(ii) be responsible to recruit, train and support zone development coordinators in each zone of the GMFA, which zones shall consist of the following: (a) Moncton East; (b) Moncton West; (c) Dieppe; (d) Riverview; and (e) Sackville;
(iii) be responsible to form a zone development committee with the zone coordinators to coordinate development activities including recruiting, promotion and support in the respective zones; and

****

(i) maintain GMFA's web page and facebook page, if any, in cooperation with the communications manager, if any;
(ii) maintain a database of police checks in cooperation with the membership manager, if any;