

Introduction

This report summarizes the new By-laws for Friends of Guild Park (FGP) as proposed by FGP Directors. The proposed By-laws are required so our organization complies with the current Ontario Not-for-profit Corporations Act (ONCA).

Background

- FGP began in 2013 as an unincorporated community group. Its original operations were set out in the organization's Charter that FGP members approved in 2013.
- Our organization became a provincially-registered not-for-profit corporation operating as "Friends of Guild Park" effective Sept. 17, 2021
- FGP became subject to ONCA regulations as of Oct. 19, 2021.
- FGP has until Oct. 19, 2024 to comply with ONCA
- FGP's Board of Directors announced at the 2022 Annual General Meeting the need to review the organization's 2013 Charter regarding ONCA compliance.
- Directors also indicated they would bring forward to FGP members at the 2023 Annual General Meeting a proposal to make the necessary changes/updates.
- FGP Directors have completed this review and propose a new set of By-Laws that:
 - comply with the provincial requirements, and
 - reflect the operations developed by FGP during its first 10 years.

Approvals

- **As of Sept. 22, 2023 FGP's legal counsel, Tatham, Pearson LLC, reviewed the proposed By-laws and found them "satisfactory."**
- **On Sept 28, 2023, FGP Directors unanimously approved the proposed By-laws and agreed to bring them forward to FGP members for final approval at the 2023 Annual General Meeting.**

Next Steps

- FGP Members are asked to approve the draft By-laws at the 2023 Annual General Meeting. The meeting takes place Thurs. Oct. 26, 2023 starting at 7:30 pm at Guild Park's Clark Centre for the Arts, 191 Guildwood Pkwy., Toronto. ON M1E 1P5.
- In advance of that meeting, FGP members can review the information in this report, the proposed By-laws and the supporting documents.
- FGP Members seeking more information about the proposed By-laws are encouraged to email their comments inquiries to friends@guildpark.ca in advance of the AGM.
- FGP Members will also have opportunities to comment on the proposed By-laws at the 2023 Annual General Meeting. At that meeting, members will formally vote on the proposed new By-laws.

Summary by Section

Section 1 - General

- Provisions and text are based on boilerplate text required under ONCA.

Section 2 - Directors

- Confirms:
 - That FGP Members elect all Directors to the board.
 - The number of Directors and their terms of office
 - That Directors must be Friends of Guild Park members in good standing and
 - The requirements for serving as a Director.
- Removes requiring appointees or ex-officio members from other organizations.
- Confirms that Directors serve as unpaid volunteers, who "may be reimbursed for reasonable expenses" they incur in their role as Directors.

Section 3 - Board meetings

- Confirms how these meetings are run.
- Adds a new provision so these meetings can be conducted electronically.

Section 4 - Finances

- Confirms the Board's responsibilities for managing the organization's finances.
- Note proposed change to FGP Financial Year to correspond to the calendar year.
 - Originally, FGP Financial Year ended April 30, to align with the City of Toronto's fiscal year.
 - FGP Board recommends changing our Financial Year to the calendar year, so our operations and activities can be reported by calendar year.

Section 5 - Officers

- Sets out the process of appointing FGP Officers
- Sets out the duties of FGP Officers to comply with ONCA. Additional details of these duties are included in Schedules A, B, and C.

Section 6 - Protection of Directors and Others

- Confirms that Directors and others authorized to work on behalf of FGP and who do so according to applicable bylaws and regulations are free of liability.
- Note: To comply with this provision, FGP carries the necessary insurance coverage.

Section 7 - Conflict of Interest

- Provisions and text are based on boilerplate text required under ONCA. Additional details are included in Schedule D

Section 8 - Members

- Sets out FGP three membership categories Regular, Senior and Student memberships.
- Confirms:
 - How individuals qualify for each category
 - That membership carries a one-year term.
 - The voting arrangements and other provisions of each membership category

Section 9 - Members' meetings

- Sets out:
 - Provisions for FGP annual and special meetings, such as attendance and voting
 - How FGP notifies Members about these meetings (between 10 and 50 days in advance)

- The type of information Members receive before these meetings.
- That such meetings can be held electronically, including on a hybrid basis with Members attending both in-person and electronically.

Section 10 - Notices

- Provisions and text are based on boilerplate text required under ONCA.

Section 11 - Amendments

- Sets out how By-laws are amended.
- Confirms that Members have final approval to adopt and amend these bylaws.

Note: The four appendices referred to in the By-laws (Appendices A, B, C and D) provide additional information, but are not part of the By-laws. The text in the appendices (included as a separate document) doesn't require approval by FGP Members.

End of By-Law Summary Report