



Future World Leaders

Future World Leaders By-laws

1.0 Definitions

Wherever possible, words used in these by-laws have the same definitions as in the *Companies Act*.

<i>Board</i>	The Board of Directors of Future World Leaders
<i>By-laws</i>	The rules by which Future World Leaders conducts its business.
<i>Conflict of interest</i>	A situation in which a board or committee member could benefit personally from a decision made by the board or committee. The "conflict of interest" is that the person's benefit could be in conflict with the best interest of the organization. The by-laws have rules for dealing with conflict of interest situations.
<i>Director</i>	Member of the <i>Board of Directors</i> .
<i>Dissolution</i>	The company stops operating and is no longer in business.
<i>Ex-officio</i>	Because of one's role or position. For example, the President is an <i>ex officio</i> member of committees, because of holding the position of president.
<i>Fiscal</i>	Related to money or finance.
<i>Indemnity</i>	Not subject to penalties or liabilities that happened because of work done on behalf of Future World Leaders.
<i>Motion</i>	A statement beginning with "I move that..." or "Moved that..." on which members are asked to vote "in favor" or "opposed."
<i>President</i>	Chairperson of the <i>Board of Directors</i> .
<i>Quorum</i>	The minimum number of members who must be present to carry on business at a meeting.

- Reimbursement* Money paid back to a person who spends his or her own money for expenses related to Future World Leaders.
- Remuneration* Money paid to a person for providing a service (wages or fees).
- Special Resolution* A motion that requires 14 days advance notice to members, and 75% of those voting to vote in favour in order to be approved.

2.0 Name

2.1 What is the name of the company?

The name of the company is **Future World Leaders**, or **Futurs Leaders du Monde**.

3.0 Not-for-profit company

3.1 What kind of company is Future World Leaders?

Future World Leaders is a not-for-profit organization. The work of Future World Leaders is carried on without purpose of gain for its members. Any profits, revenues or other assets shall be used solely to promote and achieve the purposes of the company.

4.0 Purpose of the company

4.1 What is the purpose of Future World Leaders?

The purpose of this organization shall be:

- To empower and inspire youth under government care, while making a difference across the world;
- To improve the long-term outcome statistics of former youth in care across Canada;

More specifically, Future World Leaders offers a leadership program to youth that are currently receiving services from the Department of Youth Protection (DYP). The program consists of a yearly curriculum operating from October to June; covering topics such as leadership, human rights, social advocacy, and volunteering. In addition, the youths are tasked with leading fundraising events throughout the year; to raise money for the group's humanitarian trip in the summer.

5.0 Head Office

5.1 Where is the head office?

The head office of Future World Leaders is in Lasalle, Quebec, or at any other place determined by the Board of Directors.

6.0 Membership

6.1 *Who is eligible to be a member of Future World Leaders?*

Those who support the purpose and core values of Future World Leaders.

6.2 *What are the types of membership?*

6.2.1 A member of Future World Leaders may be:

- a. an individual or corporate supporter, or
- b. a volunteer member, or
- c. a youth under government care member, or
- d. a former youth under government care member, or
- e. an honorary member

6.2.2 An **individual or corporate supporter** must:

- a. be an individual who has donated and/or supported the Future World Leaders program, or
- b. be a non-profit organization or community-based organization.

6.2.3 A **program volunteer member** must:

- a. be a current or past Future World Leaders volunteer in good standing

6.2.4 A **youth under government care member** must:

- a. be under 18 years old, and
- b. be receiving services from the Director of Youth Protection (DYP)

6.2.5 A **former youth under government care member** must:

- a. be at least 14 years old, and
- b. have received services from the Director of Youth Protection (DYP) in the past

6.2.6 The Board may designate¹ an individual as an **honorary** member of Future World Leaders.

6.3 *How do you become a member of Future World Leaders?*

¹ 6.2.6 "designate" = to name. The Board can decide that someone can be **named** (designated) as an honorary member.

An individual or organization wishing to become a member under any of the above categories must complete an application form. The Board will then accept or reject the application.

6.4 *What are member privileges?*

6.4.1 An individual or corporate supporter of Future World Leaders:

- a. is entitled to attend all annual meetings, general meetings, and
- b. has other privileges and responsibilities described in related policies passed by the board of Future World Leaders.

6.4.2 A program volunteer member of Future World Leaders:

- a. is entitled to attend all annual meetings, general meetings, and
- b. may be invited to attend special meetings, and
- c. can vote on matters involving the program curriculum, and
- d. has other privileges and responsibilities described in related policies passed by the board of Future World Leaders.

6.4.3 A youth under government care member of Future World Leaders:

- a. is entitled to attend all annual meetings, general meetings, and
- b. can vote on matters involving the program curriculum, and
- c. has other privileges and responsibilities described in related policies passed by the board of Future World Leaders.

6.4.4 A former youth under government care member of Future World Leaders:

- a. is entitled to attend all annual meetings, general meetings, and
- b. can vote on matters involving the program curriculum, and
- c. has other privileges and responsibilities described in related policies passed by the board of Future World Leaders.

- 6.4.5 An honorary member of Future World Leaders:
- a. may be invited to attend all annual meetings, general meetings and special meetings, and
 - b. has other privileges and responsibilities described in related policies passed by the board of Future World Leaders.

6.5 *What are member responsibilities?*

A member of Future World Leaders is responsible to:

- a. support the purpose and core values of Future World Leaders,
- b. abide by the by-laws and policies of Future World Leaders.

6.6 *How is membership ended?*

Members may end their relationship with Future World Leaders by:

- a. writing a notice to the Board, or
- b. being expelled by a majority vote of the Board.

7.0 Meetings

7.1 *How many people must be present to have a quorum?*

The presence, in person of two of the three (2/3) Founders and the majority of all current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business.

The quorum must subsist during the entire course of the meeting.

7.2 *Who decides the time and place of the annual general meetings?*

In each calendar year, the Board of Directors will decide on a place and time for the annual general meeting to take place in the month of August following the end of the fiscal year.

7.3 *What business is carried out at an annual general meeting?*

The annual general meeting must include:

- a. minutes from the last annual general meeting;
- b. an annual report on the business of Future World Leaders;
- c. a financial review of the past fiscal year;²

² 7.3.c "past fiscal year" = financial reports about the last 12-month period of time August 1 to July 31.

d. an election of Board members if required.

7.4 *When and how are general meetings and special meetings held?*

7.4.1 A general or special meeting of Future World Leaders may be called at any time by:

- a. the President, or
- b. the Vice President, or
- c. a majority vote of the Board.

7.4.2 Neither the business to be transacted at, nor the purpose of, any general or special meeting of the Board of Directors need be specified in the notice, unless specifically required by law.

7.5 *How and when are meeting notices sent?*

7.5.1 Notices of annual general meetings and general meetings must be sent at least ten (10) days before the meeting date.

7.5.2 Notice of special meetings of the Board of Directors shall be given at least two (2) days in advance of the meeting. However, notice can be waived in the case of an emergency.

7.5.2 The Secretary will send the notices by letter, e-mail, or by telephone.

7.5.3 Even if one or more members do not receive a meeting notice, resolutions or any other business conducted at the meeting will be valid.

7.6 *What parliamentary rules will be used at meetings?*

Robert's Rules of Order will be the accepted form of parliamentary procedure at annual general meetings, general meetings and special meetings of Future World Leaders.

7.7 *Who can vote? How can members vote?*

7.7.1 Each board member has one vote. Other members may have a vote on certain matters based on their membership category (as described in section 6.4)

- 7.7.2 Voting must be by a member (no proxy³ votes).
- 7.7.3 Voting may be by show of hands, secret ballot, e-mail or other method determined by the board.
- 7.7.4 A motion is passed if a simple majority (51%) of those who vote are in favour of the motion. A motion is passed if two-thirds (66%) of the quorum vote in favor of the motion.

8.0 Board of directors

8.1 *Who can be a Board member?*

- 8.1.1 Board members are individuals over the age of 18 years old.
- 8.1.2 The election of the Board of Directors shall be based on applications submitted for the appropriate membership categories.
- 8.1.3 The Board of Directors reserves the right to refuse Board of Directors nominations that may put the Corporation and membership at risk (i.e. registered sex offenders) or that do not meet the requirements set out in the call for nominations.
- 8.1.4 No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.
- 8.1.5 All members of the Board of Directors agree to submit to a background check within six (6) months of their election to office.
- 8.1.6 Each member of the Board of Directors is required to attend at least three out of the four regular meetings each year, as well as the annual general meeting.
- 8.1.7 Each member of the Board of Directors shall contribute by organizing at least one fundraising event for the organization annually or an in-kind donation of \$200.

8.2 *How many people are on the Board?*

- 8.2.1 The number of board members shall be fixed from time-to-time by the Directors but shall consist of no less than three

³ 7.7.2 "proxy" = asking someone else to vote for you. This clause means that members must vote themselves, not ask someone else to vote on their behalf.

(3) including the following officers: the President, the Vice-President, the Secretary/Treasurer.

8.3 *What is the purpose of the Board?*

8.3.1 The purpose of the Board is to guide the affairs of Future World Leaders through setting policy and over-all direction.

8.3.2 The Board is responsible for:

- a. all Future World Leaders policies,
- b. ensuring proper financial management of Future World Leaders, and
- c. hiring, supervising and discharging employees.

8.3.3 To carry out its purpose, the Board may take any steps it considers necessary on behalf of Future World Leaders. The exception is when the Board is directed differently by:

- a. the *Companies Act of Quebec*, or
- b. the Future World Leaders by-laws or policies, or
- c. a vote passed on a Special Resolution at a Future World Leaders meeting.

8.4 *How long may Board members be on the Board?*

8.4.1 Each member of the Board of Directors shall hold office for a one-year term, with the possibility of re-election.

8.4.2 A board member may serve up to three consecutive terms in a position. There is no maximum number of overall terms a board member can serve.

8.5 *How are Board members chosen?*

8.5.1 Members of Future World Leaders elect the Board members at the annual general meeting.

8.5.2 If a Board position becomes vacant between elections, the Board may appoint a member to fill the vacant position until the next election.

8.6 *What happens if a Board member is absent from Board meetings?*

8.6.1 Board members are expected to attend all Board meetings.

- 8.6.2 If a Board member finds it impossible to attend a Board meeting, the Board member must notify the President.
- 8.6.3 Board members may lose their positions on the Board if absent from two consecutive Board meetings.
- 8.6.4 The Board may excuse a Board member's absences if the absences are due to circumstances the Board finds acceptable.
- 8.7 *Why can a Board member be removed from the Board?*
 - 8.7.1 A Board member can be removed from the Board if the Board feels the member is not acting in the best interests of Future World Leaders.
 - 8.7.2 If he/she is found by a court to be of unsound mind;
 - 8.7.3 If he/she faces legal sanction (or the criminal background check reveals past involvement) that has the potential to harm the reputation of Future World Leaders;
 - 8.7.4 If he/she is found to be conflict with policies of Future World Leaders such as but not limited to a violation of the conflict of interest policy and the board decide by majority vote to remove said board member;
 - 8.7.5 Three-quarters of the Board members request in writing to the President, or vote to remove the Board member at a special/general meeting.
- 8.8 *How can a Board member be removed from the Board?*

A Board member can be removed immediately from the Board by receiving written notice from the President of Future World Leaders, or the Vice President in the absence of the President, for any of the reasons indicated in section 8.7. The Board of Directors reserves the right to grant second chances under reasonable circumstances prior to expulsion of a Board member.

9.0 Board meetings

9.1 How often are Board meetings held?

Board meetings will be held on a quarterly basis (at the end of October, January, April, and July).

9.2 How many board members must be present to have a quorum?

The presence, in person of two of the three (2/3) Founders and the majority of all current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business.

The quorum must subsist during the entire course of the meeting.

9.3 How can Board members call a Board meeting?

9.3.1 A member of the board may call a meeting if:

- a. they submit their reason to the President, and
- b. they give seven (7) days' notice by letter or e-mail to the last known address of members, or by telephone.

9.4 Can a Board meeting be held by telephone?

Yes, the Board can hold a meeting by telephone if the majority of the directors consent and all the people participating in the meeting can hear each other.

9.5 Can a motion be passed in writing?

Yes, a motion or resolution can be passed in writing as long as it has been signed by every director who could have voted on that motion at a board meeting.

10.0 Duties of Board members

10.1 Who decides the duties of the Board members?

Future World Leaders policies shall govern the duties of the members of the Board of Directors.

10.2 What are duties of the President?

The President:

- a. shall create agenda for meetings
- b. shall chair meetings

- c. is, because of the position of President, an ex-officio⁴ member of all committees
- d. ensures the Board follows Future World Leaders policies
- e. shall see that all orders and resolutions of the Board are carried out
- f. shall oversee the recruitment of board member positions
- g. will act as spokesperson for the organization

10.3 *What are duties of the Vice President?*

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter.

The Vice-Presidents duties are:

- a. He/She shall attend meetings
- b. He/She shall understand the responsibilities of the board chair and be able to perform these duties in the chair's absence
- c. He/She shall participate as a vital part of the board leadership (assists the President in preparing agenda for board meetings, with the recruitment of board members, etc.)

10.4 *What are duties of the Treasurer?*

The Treasurer oversees and reports on the organization's finances. The Treasurer's duties include:

- a. He/She shall manage cash flow and expense reimbursements, as well as investing funds if applicable
- b. He/She is responsible for reconciling bank statements, and being aware of fiscal health
- c. He/She shall oversee development of organization's financial policies
- d. He/She shall prepare a yearly budget with the Board of Directors
- e. He/She shall keep a record of all expenses and receipts, to be used for income tax purposes
- f. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program as needed.

10.5 *What are duties of the Secretary?*

The Secretary duties include:

⁴ 10.2.c "ex-officio" = because of one's role or position.

- a. He/She shall in concert with the President make the arrangements for all meetings of the Board, including the annual meeting of the organization.
- b. He/She shall send notices of all meetings to the members of the Board and shall take reservations for the meetings.
- c. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose, and will distribute the minutes to all members
- d. He/She shall ensure the fulfillment of all annual filing requirements

11.0 Signing authority

11.1 Who can sign agreements or contracts on behalf of Future World Leaders?

All three (3) founders, or any two (2) staff or Board members appointed by the Board of Directors may have signing authority for Future World Leaders.

11.2 Who can sign cheques on behalf of Future World Leaders?

Any two of the following may sign cheques on behalf of Future World Leaders:

- a. President, and/or
- b. Treasurer, and/or
- c. Vice President

12.0 Payment to board members

12.1 Can Board members be paid for their service as Board members?

Members of the Board of Directors shall not receive any stated remuneration for their services and no member shall directly or indirectly receive any profit from his/her position as a Board member.

12.2 *Can Board members be reimbursed for expenses that result from being on the Board?*

Board members may be reimbursed⁵ reasonable expenses incurred by him/her in the performance of his/her duties. However, all expenses must be approved in advance by the Board of Directors.

12.3 *Can Board members be paid to work for Future World Leaders?*

12.3.1 A Board member can be contracted to perform a special service for Future World Leaders.

12.3.2 A Board member may be paid for providing a special service to Future World Leaders if:

- a. other people have been considered to provide the service but are found to be less appropriate than the Board member, and
- b. the Board member acts in accordance with the "Conflict of interest" by-law (Section 13.0), and
- c. a three-quarters majority vote of the Board approves a motion to contract the Board member to provide the special service.

12.3.3 A Board member shall not vote on motions pertaining to their service during the time they are paid to perform the special service for Future World Leaders.

13.0 Conflict of interest

13.1 *When is a Board member in a conflict of interest?*

Board members are in a conflict of interest if they can benefit financially or materially from Future World Leaders.

13.2 *What must a Board member do in a conflict of interest?*⁶

If a Board member is in a possible conflict of interest, the Board member must:

- a. disclose to the Board the nature and extent of his or her interest, and
- b. refrain from influencing the Board's decisions on the issue, and

⁵ 12.2 "reimbursed" = paid back for money spent for Future World Leaders expenses.

⁶ 13.2 This clause means a board member cannot discuss or vote on a motion that could benefit the board member personally.

- c. if the Board so requests, provide relevant information, and
- d. leave the meeting when discussion and voting on the issue occurs.

Borrowing powers

14.1 *How can Future World Leaders raise money?*

Future World Leaders may perform services for a fee (i.e. animate or sell program curriculum), fundraise, receive donations, or apply for grants to carry out the business of Future World Leaders.

15.0 Review of accounts

15.1 *Who conducts a financial review of Future World Leaders?*

Once a year, an independent qualified accountant will conduct a financial review of Future World Leaders' books, accounts and records.

15.2 *When is the financial review reported?*

The financial review for the previous year is presented by the Treasurer at the Annual General Meeting.

15.3 *What is the fiscal year⁷ of Future World Leaders?*

For purposes of financial accounting and record keeping, the fiscal year of Future World Leaders will be from August 1 to July 31.

16.0 Minutes, books and records

16.1 *Who prepares and keeps minutes of Future World Leaders' meetings?*

The Secretary is responsible for preparing and keeping the minutes of all meetings.

16.2 *Where are Future World Leaders books and records kept?*

- a. Financial books are kept in a secured location chosen by the Treasurer.
- b. All other books and records are kept at the Future World Leaders head office.

⁷ 15.3 "fiscal year" = the 12-month time period for financial records and reports.

16.3 *Who can inspect Future World Leaders books and records?*

16.3.1 Future World Leaders books, accounts and records must be available for inspection upon request of Board members.

17.0 Authority for contracts

17.1 *When can contracts be authorized?*

All contracts entered into by Future World Leaders must be in writing and be signed by all three (3) founders, or other person(s) appointed by the Board.

17.2. *Can Future World Leaders seek a legal opinion about a contract?*

Future World Leaders may obtain a legal opinion on a proposed contract if the Board or other person(s) authorized by the Board recommends it.

18.0 Bylaw and policy amendments

18.1 *How can by-laws be changed?*

18.1.1 Future World Leaders by-laws may be changed by the directors at a Board meeting. Any changes must be ratified by the members at the annual general meeting. If the change is not approved, it ceases to have effect as of the date it was rejected.

18.1.2 Approval by a minimum of the majority (51%) of the members who vote is needed to pass the resolution to ratify the by-laws.

18.2 *How can policy be changed?*

The Board of Directors may change Future World Leaders policies.

19.0 Legal responsibility and indemnity⁸

⁸ Article 19 "indemnity" = not subject to penalties or liabilities that happened because of work done on behalf of Future World Leaders

19.1 *Are Future World Leaders members personally responsible for Future World Leaders' debt or liability?*

No Future World Leaders member is personally responsible for Future World Leaders' debt or liability.

19.2 *Are people who act on behalf of Future World Leaders personally responsible to pay Future World Leaders penalties or liabilities?*

When Board members or others are authorized to act on behalf of Future World Leaders, and a legal or administrative action⁹ results in costs or expenses, Future World Leaders will not require Board members or other authorized persons to pay any penalties, liabilities, costs or expenses, if the authorized persons:

- a. acted honestly and in good faith with a view to the best interests of Future World Leaders, and
- b. in cases involving criminal or administrative action enforced by a monetary penalty,¹⁰ had reasonable grounds to believe their conduct was lawful, and
- c. immediately notified Future World Leaders of any action or proceeding, and
- d. cooperated with Future World Leaders in its defence in a manner that was reasonable in the circumstances.

20.0 Research Requests and Special Projects

20.1 *How are decisions made with regards to requests for Future World Leaders to participate in research projects or other special projects?*

All requests for Future World Leaders to participate in research projects or other special projects must be reviewed by the Board and may require an in-person presentation at a general meeting or other meeting as designated by the Board. The Board must approve requests for research or special projects.

20.0 Dissolution

20.1 *What happens if Future World Leaders dissolves?*

⁹ 19.2 "legal or administrative action" = being sued or fined because of something done on behalf of Future World Leaders

¹⁰ 19.2.b "criminal or administrative action enforced by a monetary penalty" = an order to pay a fine

If Future World Leaders dissolves, all of its assets will be redistributed to one or more qualified donees (i.e. registered charitable organizations).

(Adopted this date, 2017)