



EFFECTIVE: APRIL 2024

By-Laws

The Greater Saint John Community Foundation

APPROVED BY THE BOARD OF DIRECTORS, APRIL 2024



**THE COMMUNITY
FOUNDATION**
building a greater saint john

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BY-LAWS

of

THE GREATER SAINT JOHN COMMUNITY FOUNDATION

Whereas the Directors of The Greater Saint John Community Foundation are empowered to pass by-laws regulating the carrying out of such duties as are assigned by *The Saint John Community Foundation Act*, as amended, to the Foundation as well as by-laws for such other matters as may be deemed advisable for the convenient and efficient carrying out of the objects of *The Saint John Community Foundation Act*, as amended.

NOW THEREFORE BE IT ENACTED, and it is hereby enacted as follows:

1 - INTERPRETATION/DEFINITION

When used in these by-laws or in any amendment hereto, and when the context permits, the following terms shall have the following meanings:

- a) "Act" means collectively the provisions of "The Saint John Foundation Act" (S.N.B 1976), as amended by 'An Act to amend An Act to Incorporate the Saint John Foundation", (S.N.B. 2000-2001);
- b) "Foundation" means The Greater Saint John Community Foundation;
- c) "Board" means the Board of Directors of the Foundation;
- d) "Members" as defined in section 4 of the Act;
- e) "Directors" refers to the Directors of the Foundation;
- f) "Greater Saint John" includes that area of the Province of New Brunswick within 50 kilometers of the County Court House Building located on Sydney Street in the City of Saint John;

2 - AFFAIRS OF THE FOUNDATION

2.1 HEAD OFFICE

Pursuant to the provisions of Section 3 of the *Act* the head office of the Foundation shall be in the City of Saint John.

2.2 FISCAL YEAR

The fiscal year of the Foundation shall terminate on such day in each year as the Directors may, by resolution, from time to time decide, as cited in section 13 of the Act.

2.3 CORPORATE SEAL

The corporate seal of the Foundation shall be a design formed of two (2) concentric circles between which shall be the name of the Foundation and one (1) star. Inside the concentric circles shall be the words and figures, "Incorporated 1976 New Brunswick" as shown in the impression on the margin hereof.

2.4 SIGNING OF CHEQUES, DRAFTS, NOTES AND ELECTRONIC PAYMENTS

All cheques, drafts orders, or electronic transfers for the payment of money and all notes and acceptance and bills of exchange shall be signed by such Officer or Officers or persons, whether or not Officers of the Foundation, and in such manner as the Board may from time to time designate.

2.5 EXECUTION OF DOCUMENTS

Contracts, documents, appointments or any instruments in writing requiring the signature of the Foundation may be signed by the Chairperson, the Vice- Chairperson, the Secretary, the Treasurer and the President & CEO or any two (2) of them, and all contracts, documents, appointments and instruments in writing so signed shall be binding upon the Foundation without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any Officer or Officers on behalf of the Foundation either to sign contracts, documents, appointments and instruments in writing generally or to sign specific contracts, documents, appointments or instruments in writing.

3 - BOARD OF DIRECTORS

3.1 POWERS

The affairs of the Foundation shall be managed by the Directors who may exercise all powers and do all acts and things which may be exercised or done by the Foundation and which are not by the *Act* or by-laws of the Foundation, or by law expressly directed or required to be done by the Foundation at the Annual General Meeting. Without in any way limiting the foregoing the Directors may:

- a) receive bequests, and donations of every kind and description in accordance with Section 7(1)(a) of the *Act*;
- b) invest the assets of the Foundation in accordance with Section 7(2) of the *Act*;
- c) change the form of the assets of the Foundation in accordance with Section 7(1)(b) of the *Act*;
- d) pay the expenses of administering the Foundation in accordance with Section 25 of the *Act*;
- e) from time to time during the fiscal year to dispose of a portion of the income of the Foundation for the purposes described in Section 13 of the *Act*;
- f) establish one (1) or more common trust funds in accordance with Section 16 of the *Act*;

- g) enact by-laws in accordance with Section 29 of the *Act*;
- h) cause an annual audit to be made and published in accordance with Section 30 of the *Act*;
- i) make regulations with respect to the common fund(s) in accordance with Section 16 of the *Act*;
- j) carry out the objects of the Foundation as set out in Section 5;
- k) appoint Officers and engage employees including a President & CEO and incur expenditures incidental to the conduct of the affairs of the Foundation in accordance with Section 25 of the *Act*;
- l) pursuant to Section 7(2) of the *Act* to make investments, including loans, that to the Board seem fit and prudent.

3.2 NUMBER OF DIRECTORS

The number of Directors is determined by the provisions of Section 19 of the *Act*.

3.3 QUALIFICATION OF DIRECTORS

Each Director shall be not less than the age of majority and a resident of Greater Saint John during their term of office.

3.4 TERM OF OFFICE OF DIRECTORS

A Director's term of office shall be as provided in the Sections 19, 20 and 24(2) of the *Act* or, in the case of members-at-large, as determined by the Board. Section 24(2) of the *Act* provides no Director may serve more than three (3) consecutive terms of four (4) years each.

3.5 VACANCIES ON THE BOARD

In case of a vacancy or vacancies occurring on the Board through death, resignation or change of residence from Greater Saint John, such vacancy or vacancies shall be filled as provided in the *Act*.

3.6 RESIGNATIONS OF DIRECTORS

Any Director may resign by written notice of resignation addressed to the Chairperson.

3.7 CONFLICT OF INTEREST

Governance Policy #1.4 outlines conflict of interest for the Directors, Officers and employees of the Foundation. A copy of this Policy shall be attached to these by-laws.

3.8 CODE OF CONDUCT

As a matter of fundamental principle, the Foundation requires the highest ethical standards. Public trust in our performance is the bedrock of our legitimacy. Donors, volunteers, and grant recipients trust the Foundation to carry out our mission, to be good stewards of endowment funds, and to uphold rigorous standards of conduct. The Foundation must earn this trust every day. It is therefore essential that employees and Directors demonstrate their ongoing commitment to the core values of integrity, honesty, impartiality, openness, respect, and responsibility.

There are legal requirements that must be upheld as a registered charity. However, as a philanthropic, community-based organization, we often go above and beyond these requirements to ensure that our actions are transparent, open, and responsive to public concerns.

Code of conduct for all employees is outlined in section 2.1 of the Foundation's Human Resources Manual, which must be signed when employment is initiated.

For Foundation Directors shall, at all times, conduct themselves in an ethical manner demonstrating integrity and respect for the Board, President & CEO, employees and the broader community.

The Foundation promotes the highest standards of ethical behaviour and has established the following Code of Conduct to which Directors are expected to adhere.

- **Integrity:** Directors shall act with competence, honesty, integrity, respect, and fairness while carrying out their obligations for the Foundation.
- **Role:** Directors will act in the best interests in the Foundation in fulfilling its mission and vision.
- **Accountability and Transparency:** In carrying out philanthropic activities, Directors act within the letter and the spirit of the law. The Foundation embraces public interest, takes full responsibility for its actions, communicates truthfully, and ensures public records are easily available, while maintaining appropriate privacy and confidentiality requirements. The Foundation will manage its resources carefully and frugally, actively avoiding excessive expense.
- **Diversity and Inclusiveness:** The Foundation aims to create a supportive and inclusive work environment that reflects the diverse community of Greater Saint John. The Foundation strives to ensure that a full range of perspectives contribute to the common good of our local society. In conducting its business, Directors will listen to and treat everyone who comes together under the auspices of the Foundation with respect.

The Board will consult with the Foundation's Honorary Legal Counsel, if appropriate, to discuss any matter or behaviour of a Director that rises to the level of censure to include suspension or removal.

The Board shall have authority to suspend or remove any Director from the Board of the Foundation, with the support of two-thirds of the Board, for any one or more of the following grounds:

- i) violating any provision of the articles, by-laws, or written policies of the Foundation;

- ii) carrying out any conduct which may be detrimental to the Foundation as determined by the board in its sole discretion;
- iii) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Foundation.

In the event that the Board determines that a Director should be suspended or removed from the Board of the Foundation, the Chair, or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or removal to the member and shall provide reasons for the proposed suspension or removal.

The Director may make written submissions to the Chair, or other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, or such other officer as may be designated by the Board, may proceed to notify the Director that the Director is suspended or removed from the Board of the Foundation.

If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Director concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Director, without any further right of appeal.

3.9 CONFIDENTIALITY

Governance Policy #1.5 outlines confidentiality for the Directors, Officers and employees of the Foundation. A copy of this Policy shall be attached to these by-laws.

3.10 VALIDITY OF ACTS OF DIRECTORS

All acts done bona fide by any meeting of the Board or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any member of the Board or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly elected or appointed and was qualified to be a Director.

3.11 DIRECTOR CONTRACTING WITH THE FOUNDATION

As per Section 25 of the Act, no current Director of the Foundation may receive salary, reward or profit of any kind. A current Director receiving any kind of salary, reward or profit is contrary to the Foundation's Conflict of Interest Policy # 1.4.

3.12 LIABILITY

No Director or Officer for the time being of the Foundation shall be liable:

- a) for the acts, receipts, neglects or defaults of any other Director, officer or employee of the Foundation;
- b) for the loss, damage or expense happening to the Foundation through the insufficiency, or deficiency of title to any property acquired by order of the Board for or on behalf of the Foundation;
- c) for the insufficiency or deficiency of any security in or upon which any of the money of, or belonging to, the Foundation shall be placed out or invested;
- d) for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any money, securities or effects of the Foundation shall be lodged or deposited; or
- e) for any other loss, damage or misfortune whatsoever which may happen to the Foundation in the execution of the duties of his respective office of trust or in relation thereto; unless the same shall happen by or through his own willful neglect or default.

3.13 INDEMNITY

The Foundation shall indemnify a Director or Officer, a former Director or Officer, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by their in respect of any civil, criminal or administrative action or proceeding to which they is made a party by reason of being or having been a member or Officer of the Foundation, if:

- a) they acted honestly and in good faith with a view to the best interests of the Foundation; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

3.14 INSURANCE

The Foundation may purchase and maintain insurance for the benefit of any person referred to in sections 3 and 4 against any liability incurred by their capacity as a Director or Officer of the Foundation.

The Board may, from time to time, give indemnities to any Director, Officer or other person who has undertaken or is about to undertake any liability on behalf of the Foundation.

4 - OFFICERS

4.1 EXECUTIVE OFFICERS

The Officers of the Foundation shall consist of a Chairperson, one (1) or more Vice-Chairperson(s), a Secretary and a Treasurer, and such other Officers as the Board may from time to time determine.

All the Officers must be Directors and shall be elected annually by the Board. The Treasurer shall be a member in good standing of a recognized accounting body.

4.2 ELECTION

Election of the Executive Officers of the Foundation shall occur on an annual basis at the Annual General Meeting. The Chairperson and Vice-Chairperson may be elected for one (1) additional one (1) year term.

4.3 CHAIRPERSON OF THE BOARD

The Chairperson shall, if present, preside at all meetings of the Foundation. They shall sign all instruments which require their signature and shall perform all duties incident to their office and shall have such other powers and duties as may from time to time be assigned to their by resolution of the Board.

4.4 VICE-CHAIRPERSON

During the Chairperson's absence or inability or refusal to act, the Chairperson's duties may be performed, and their powers may be exercised by the Vice-Chairperson. A Vice-Chairperson shall also perform such duties and exercise such powers as may from time to time be prescribed by resolution of the Board.

4.5 SECRETARY

With the support of staff, the Secretary shall, when present, act as secretary of all meetings of Directors, shall have charge of the minute books of the Corporation and the documents and registers. The Secretary shall sign such contracts, documents or instruments in writing as require their signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to their office.

4.6 TREASURER

Subject to the provisions of any resolution of the Board, and with the support of staff, the Treasurer shall have the care and custody of all the funds and securities of the Foundation. The Treasurer shall sign such contracts, documents or instruments in writing as require their signature and shall have such other powers and duties as may from time to time be assigned to them by the Board or as are incident to their office.

4.7 DELEGATION OF DUTIES OF OFFICERS

In case of the absence or inability to act of the Chairperson or Vice-Chairperson, or for any other reason

that the Board may deem sufficient, the Board may delegate the powers of such Officer to any other Director of the Board for a specified time.

4.8 VACANCIES

If the office of the Chairperson, Vice-Chairperson, Secretary or Treasurer shall for any reason be or become vacant, the Board shall elect another Director to fill such vacancy.

4.9 VARIATION OF DUTIES

Notwithstanding the foregoing, from time to time the Foundation may, by resolution, vary, add to or limit the powers and duties of an office or of an Officer occupying any office.

4.10 PRESIDENT & CEO

The Board may from time to time appoint a President & CEO/ who shall be accountable for the general management of the operation and affairs of the Foundation, subject to the supervision and control of the Board. The President & CEO shall be a non-voting ex officio member of the Board and all Standing Committees. The President & CEO shall employ and discharge agents and employees of the Foundation within the budgetary limitations set by the Board and shall perform such other duties as assigned by the Board. The President & CEO shall conform to all lawful orders given to him or her by the Board and shall give to the Directors or any of them at all reasonable times all information they may require regarding the affairs of the Foundation.

5 - MEMBERS

As per Section 4 of the *Act*, the Foundation shall be composed of the members for the time being of the Board of Directors. (direct excerpt from the Act)

As per Section 4(2) of the *Act*, the Board may from time to time by by-law establish Honourary, associate or other similar categories of membership in the Foundation, which categories shall only have such privileges, responsibilities and obligations as from time to time established by the Board.

5.1 HONOURARY COUNSEL

Pursuant to Section 4(2) of the *Act*, the Board may by resolution appoint an Honourary Counsel and may establish the privileges, responsibilities and obligations of Honourary Counsel.

6 - BOARD MEETINGS AND COMMITTEES OF THE BOARD

6.1 RULES OF PROCEDURE

In the event a question relating to procedure arises, reference will be made to this procedural by-law or to Roberts Rules of Order, as revised. Such reference shall govern the Board and all Standing and appointed committees, in all procedural matters not otherwise covered by these by-laws, or by the *Act*.

6.2 PLACE AND NOTICE OF MEETING OF BOARD

Regular meetings of the Board may be held at such time and place as the Directors may from time to time determine. Notice of each meeting shall be given to each Director by mail or e-mail at least three (3) business days prior to the meeting, provided, however, if all Directors are present or those absent have signified their consent to the meeting being held in their absence, no formal notice is required.

Irregularities in the notice of any meeting of the Board or in the giving thereof, or the accidental omission to give notice of such meeting to any Director or the non-receipt of any such notice by any of the Directors, shall not invalidate any resolution adopted or any action taken by or at any such meeting.

A Special meeting of the Board may be called at any time by the Chairperson, or in the absence of the Chairperson, by the Vice-Chairperson, or by any two (2) Directors, upon two (2) days written notice to the Directors, and, for the purposes of this section, email, or other electronic notice will constitute formal notice.

The Board shall meet at least four (4) times a year. No need to amend.

6.3 ANNUAL GENERAL MEETING

An Annual General Meeting (AGM) shall be held at such time during each year and at such place as the Board shall determine. The Board shall make every effort to convey the motions and present approved documentation from the AGM publicly, when appropriate.

6.4 QUORUM FOR MEETING OF BOARD

A quorum for the transaction of business at any meeting of the Board shall be five (5) members.

6.5 ATTENDANCE AT BOARD MEETINGS

Directors are required to attend all meetings of the Board. If a Director is absent for three (3) consecutive meetings of the Board, without valid or any reason, the Directors may, after reasonable notice has been given to the organization appointing the Director as set out in Section 19 of the *Act*, by resolution ask the appointing organization to replace the Director as a member of the Board and declare the position vacant.

6.6 VOTING AT MEETING OF BOARD

Except as provided in the *Act* or herein, questions arising at any meeting of the Board shall be decided

by a majority of votes cast thereat. The Chairperson shall only vote in the case of equality of votes of the other members.

6.7 RESOLUTION IN LIEU OF MEETING

A resolution in writing signed by all the Directors, or signed counterparts of such resolution signed by all the Directors, entitled to vote on that resolution at a meeting of Directors or a committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors duly called, constituted and held. A copy of every such resolution or counterpart thereof shall be kept with the minutes of the proceedings of the Directors or such committee of Directors.

6.8 VIRTUAL ELECTRONIC PARTICIPATION

A Director may participate in a meeting of Directors or of a committee of Directors by virtual means of that permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means shall be deemed to be present at that meeting and not in any way to limit the generality of the foregoing, including the right to vote on resolutions.

The Board may from time-to-time conduct business via electronic means including voting on resolutions. All motions and voting results facilitated via email are to be recorded and retained. All motions are affirmed at the next scheduled meeting of the Board and recorded in the minutes of said meeting.

6.9 REMUNERATION AND EXPENSES

No salary or reward or profit of any kind shall be paid or given to any Director. Directors and Foundation representatives may be reimbursed for travelling and other expenses properly incurred by them in the performance of their duties as per Financial Policy # 3.3.

7 - COMMITTEES

7.1 STANDING COMMITTEES

The Standing Committees of the Board Shall consist of:

- a) The Governance Committee
- b) The Finance & Audit Committee
- c) The Investment Committee
- d) The Community Impact Committee

7.2 GOVERNANCE COMMITTEE

7.2(1) ROLE

The Governance Committee will establish and oversee a governance framework to support the due diligence of the Board including Board Membership and Board Performance with respect to the legal and ethical oversight, direction setting, policy establishment and adherence and overall organisational responsibility.

The Committee will also ensure that there is a full slate of Directors and that these candidates are suitable and willing to serve in the positions of Officers and Directors for the Foundation. It will act as a human resources committee when required and will address human resources matters referred to it.

The Governance Committee shall be a Standing Committee of the Board.

7.2(2) TERMS OF REFERENCE

The terms of reference for this Committee shall be reviewed annually and passed by the Board and a copy shall be attached to these by-laws.

7.3 FINANCE AND AUDIT COMMITTEE

7.3(1) ROLE

The Finance Committee provides guidance to the Board on all issues and policies related to financial operations and audit requirements for the Foundation.

The Finance Committee shall be a Standing Committee of the Board.

7.3(2) TERMS OF REFERENCE

The terms of reference of this Committee shall be reviewed annually and passed by the Board and a copy shall be attached to these by-laws.

7.4 COMMUNITY IMPACT COMMITTEE

7.4(1) ROLE

The role of this Committee shall be to enhance the effectiveness and strategic impact of community investments made to the community through the granting process. The Committee shall report its activities to the Board and make recommendations on the distribution of grants.

The Community Impact Committee shall be a Standing Committee of the Board.

7.4(2) TERMS OF REFERENCE

The terms of reference of this Committee shall be reviewed annually and approved by the Board and a copy shall be attached to these by-laws.

7.5 INVESTMENT COMMITTEE

7.5(1) ROLE

The Committee provides oversight of the custodianship and safekeeping of assets and guidance to the Board on all issues and policies related to the investment of assets.

The Investment Committee shall be a Standing Committee of the Board.

7.5(2) TERMS OF REFERENCE

The terms of reference of this Committee shall be reviewed annually and approved by the Board and shall be attached to these by-laws.

7.6 ADVISORY COMMITTEES

The Board may appoint advisory committees whose membership may include Board members, members of staff and members of the general public.

7.7 AD HOC COMMITTEES

Pursuant to the provisions of Section 29 of the *Act* the Board may, from time to time, appoint *ad hoc* committees to undertake specific tasks. When the board appoints such a committee it shall define its terms of reference; its composition; its reporting relationship to the Board; and the duration of its existence.

7.8 QUORUM

A quorum for any Committee shall be a simple majority.

8 - COMMON FUND

The Board may, pursuant to Section 16(2) of the *Act*, by resolution passed by a majority of the Board, make regulations from time to time concerning the operation, management and investment of a Common Fund(s) established pursuant to Section 16(1) of the *Act*, including the method of valuation of investments in a Common Fund(s), the distribution of the income of a Common Fund(s), and the property that may be included in a Common Fund(s). Such Regulation(s), when passed, shall be attached to these by-laws.

9 - ANNUAL AUDIT

9.1 AUDITOR

As required by the provisions of Section 30 of the *Act* at each Annual General Meeting an Auditor shall be appointed for the purpose of auditing and verifying the accounts of the Foundation for the then current year and his/her report shall be submitted at the next Annual General Meeting. The Auditor shall not be a Director, an Officer or an employee of the Foundation. The remuneration of the Auditor shall be determined from time to time by the Board.

9.2 PUBLICATION OF AUDIT

A balance sheet and statement of income and expenditures of the Foundation duly certified by the Auditor thereof shall be published annually on the Foundation's website on the internet within one (1) month following the Annual Meeting. In addition, the Foundation shall ensure that copies thereof are made available at the Foundation's office for distribution, free of charge, to any members of the public requesting a copy of same.

10 - DISTRIBUTION OF BENEFITS

In carrying out the objects of the Foundation, as set out in Section 5 of the *Act*, the Board shall, pursuant to Section 13 of the *Act*, distribute from time to time, such portion or portions of the income of the Foundation as the Board by resolution shall determine, but subject always to the provisions of the *Income Tax Act* (Canada).

11 - OLD LADIES HOME OF SAINT JOHN FUND

By Order dated January 29th, 1979, signed by the Honourable Mr. Justice Stuart G. Stratton of the Queen's Bench Division of the Supreme Court of New Brunswick, the assets of the Old Ladies Home of Saint John were transferred to the Foundation. The assets were to be invested by the Foundation

in a separate Fund from the Common Fund(s) of the Foundation to be known as "The Old Ladies Home of Saint John Fund", the net income from which is to be used in perpetuity to provide for aged and needy men and women. The Board may by resolution make regulations from time to time concerning the operation, management, investing and payout of The Old Ladies Home of Saint John Fund and such regulation(s) shall be attached to these by-laws.

12 – SISTERS OF THE IMMACUALTE CONCEPTION LEGACY FUND

Established on September 28th, 2023, by the Sisters of Charity of the Immaculate Conception Inc., The Sisters of Charity of the Immaculate Conception Legacy Fund is a field of interest endowment fund. The net income from the Fund is used to support a wide range of community needs. The Fund is subject to the Investment Policy Statement of the Foundation, which includes details specific investment directions for this Fund and shall be attached to these by-laws.

13 – MANAGED FUNDS

The Investment Policy Statement, attached, allows the Foundation to manage funds on behalf of other charitable organizations, for a fee. These invested assets are not the property of the Foundation. The Foundation has a Managed Fund Agreement with the Community Foundation of Newfoundland and Labrador and this agreement shall be attached to these by-laws.

14 - AMENDMENTS

These by-laws may be amended at any time and from time to time by a vote of the majority of the Board passed at any duly convened meeting thereof in respect of which written notice setting out the proposed amendment has been mailed at least three (3) clear days before the meeting, and, for the purposes of this section, email, or other electronic notice will constitute formal notice.

Enacted by the Directors of the Foundation on the _____ day of _____, 202__.

THE GREATER SAINT JOHN COMMUNITY FOUNDATION

Chairperson

Secretary