HAWKESBURY CENTRAL FOOD BANK

A Helping Hand in Times of Need

Un coup de main dans le besoin

BANQUE ALIMENTAIRE CENTRALE DE HAWKESBURY

STATUTES AND REGULATIONS

TABLE OF CONTENTS

B) THE BOARD OF DIRECTORS

C) EXECUTIVE COMMITTEE

SECTION V – LEGAL AND FINANCIAL PROVISIONS

SECTION VI – SPECIAL PROVISIONS

SECTION I

DEFINITIONS

Section 1: DEFINITIONS

In these by-laws, the following terms mean:

a) “The Bank” or “The HCFB” or “The Corporation”:	Hawkesbury Central Food Bank Inc.
b) “The Act”:	The Corporations Act, PART III (CORPORATIONS WITHOUT SHARE CAPITAL). *R.S.O. 1990, Chapter C.38, as amended.*
c) “The Board”:	The Board of Directors of the Hawkesbury Central Food Bank Inc.
d) “The Bylaws”:	The internal bylaws of the Bank.
e) “The Directors”:	Are the members of the Bank’s Board of Directors, consisting of nine (9) persons.
f) “The Officers”:	Are the members who comprise the Executive Committee as described in Article 36 of these bylaws.
g) “Members”:	Are the members of the Bank as described in Article 10 of these bylaws.
h) “Volunteers”:	All those who work to ensure the survival of the HCFB.
i) “Coordinator”:	A person hired by the corporation to ensure consistency in the services and management of said charitable organization, reporting directly to the Chairperson of the Board of Directors.

SECTION II

GENERAL PROVISIONS

Article 2: NAME

The name of the corporation is the Hawkesbury Central Food Bank Inc. The Bank is a corporation governed by the Corporations Act, PART III (CORPORATIONS WITHOUT SHARE CAPITAL). R.S.O. 1990, Chapter C.38, as amended.

Article 3: HEADQUARTERS

The headquarters is located in the Hawkesbury area, Ontario, at a place designated by the Board.

Article 4: MOTTO AND SEAL

The Bank's seal consists of the name of the corporation, with the year 1998 and the motto in the center; it may be affixed as needed by any member of the Executive Committee.

Article 5: TERRITORY

The Bank operates within the geographical boundaries of the Town of Hawkesbury.

Article 6: DOCUMENTS

All documents of the corporation, including letters patent, supplementary letters, by-laws, special resolutions, the membership register, the register of officers, minutes, and policies, shall be kept at the corporation's principal office and may be inspected during the Bank's business hours.

<u>Article 7:</u> MISSION

To provide the citizens of Hawkesbury with a resource center where food and alternatives are available to clients in order to provide short-term relief from hunger and long-term relief from poverty.

<u>Article 8:</u> OBJECTIVES

a) Operate a central food bank to facilitate access to food for all citizens of Hawkesbury.

b) Provide temporary relief and support to clients experiencing food insecurity.

c) Identify other issues related to poverty among our clients and refer them to appropriate community resources.

d) Collaborate with all organizations involved in food security and poverty to avoid duplication of services.

e) Develop alternatives that will empower clients to take charge of their own lives in order to bring about positive and sustainable changes.

<u>Article 9:</u> POWERS

The Bank may exercise all rights and powers granted by law.

SECTION III

MEMBERS

Article 10: MEMBERS AND CONDITIONS OF ADMISSION

a) Any person residing or working within the Town limits of Hawkesbury who is interested in serving the mission of the HCFB; AND

b) Have applied for membership and been accepted by the Board of Directors; AND

c) Annual contribution—a financial donation, food donation, or contribution of time made six (6) months prior to the general meeting.

d) Notwithstanding the preceding subsections, all active volunteers who have been approved by the Executive Committee and who work to ensure the continued operation of the Hawkesbury Central Food Bank are automatically members of the HCFB.

e) A person who is a recipient of the Hawkesbury Central Food Bank may not be a member or volunteer of the HCFB.

Article 11: TERMINATION OF MEMBERSHIP

Membership is terminated by:

a) resignation;

b) expulsion;

c) for serious cause;

d) failure to pay the annual dues;

e) lack of commitment, failure to uphold the mission, or continued non-participation in HCFB activities.

ARTICLE 12: RESIGNATION

A member may resign by sending written notice to the Secretary of the corporation; however, the resignation shall take effect upon receipt of such notice.

ARTICLE 13: EXPULSION

a) For the purposes of Article 11 (b), (c), and (e), the member in question shall be notified by certified mail of this decision and the reasons for the expulsion.

b) At the meeting addressing the matter of expulsion, the Board of Directors must hear the side of the person subject to expulsion.

c) This expulsion takes effect upon the Board of Directors' decision but remains temporary until ratified or overturned by the next general meeting, which will then make it permanent or reinstate the member's full rights.

d) For the purposes of Article 11(d), any member who, at the end of the fiscal year, has not paid their dues for the current year will receive a reminder included in the notice of the general meeting.

SECTION IV

DECISION-MAKING BODIES OF THE CORPORATION

Article 14:

The affairs of the corporation are governed by:

a) the general meeting;

b) the Board of Directors; and

c) the Executive Committee.

A) THE GENERAL MEETING

Article 15: COMPOSITION

The general meeting is composed of the members of the corporation. Only members in good standing may attend a general meeting.

Article 16: VOTING RIGHTS

All members in good standing who have been accepted as members of the corporation and who have not lost their membership rights are entitled to vote at the General Meeting.

Article 17: ANNUAL GENERAL MEETING

The Bank shall hold an annual general meeting once (1) a year within three (3) months following the close of the fiscal year, at the place, time, and date determined by the Board of Directors. The members' meeting may be held at a location other than the food bank's headquarters.

Article 18: EXTRAORDINARY GENERAL MEETING

a) The Board of Directors may convene an extraordinary general meeting to address matters of extreme importance;

b) The Board must convene an extraordinary general meeting upon the request of one-tenth (1/10) of its members within the time limits set forth in the ***Corporations Act, R.S.O. 1990, Chapter C.38, as amended.***

Article 19: MATTERS SUBJECT TO DELIBERATION AND DECISION

At an extraordinary general meeting, only those matters listed in the notice of meeting may be subject to deliberation and decision.

Article 20: **NOTICE OF MEETING**

General meetings shall be convened by written notice sent to each member at least ten (10) days prior to the meeting, to the member's last known address. The notice of meeting shall be issued by the Secretary or, in the Secretary's absence, by the President.

Article 21: **POWERS OF THE GENERAL MEETING**

The General Meeting has supreme authority in the affairs of the corporation and has final and binding authority to decide any disputed matter. Without limiting the generality of the foregoing, it has the following powers:

a) to adopt, amend, or repeal the corporation's bylaws in accordance with the procedures set forth in the Act;

b) to elect a Board of Directors;

c) to approve financial reports;

d) to determine the Bank's budget;

e) receive the annual report on the activities of the Board of Directors, evaluate it, and rule on proposals submitted by the Board of Directors, the Executive Committee, or any committee formed by the general meeting;

f) adjourn the meeting from time to time and from one location to another at the request of its Chairperson, without issuing a new notice of meeting.

Article 22: **FAILURE TO GIVE NOTICE**

a) A member's presence at the general meeting shall nullify the failure to give notice with respect to that member.

b) If there is an error in the notice of the general meeting or in the conduct of the meeting, a member may ratify the meeting by filing a notice of waiver to that effect.

<u>Article 23:</u> QUORUM

The quorum for any general meeting is legally constituted by ten (10) members of the HCFB.

<u>Article 24:</u> RULES OF PROCEDURE

Unless otherwise specified in these bylaws, the rules of procedure for meetings shall be those of the Morin Code.

<u>Article 25:</u> VOTING

a) Each member present who is eligible to vote is entitled to one (1) vote.

b) Voting is generally conducted by a show of hands unless the meeting decides otherwise at the request of at least one-fifth (1/5) of the members present.

c) In the election of directors, each member may vote for as many candidates as there are vacant positions.

d) Each member entitled to vote may exercise that right by proxy.

   i) Proxies must be in the form prescribed by the Board of Directors.

   ii) Employees are not permitted to hold proxies.

e) Proxies must be filed or received at the corporation's principal office one business day prior to the date of the general meeting of members.

f) Every proxy must include, among other things, the following details:

   i) The type of meeting to which it applies;

   ii) Date of issuance;

   iii) The name of the proxyholder;

iv) The name and address of the member being represented;

v) Each item on the agenda for which the member authorizes the proxy holder to vote on their behalf;

vi) Whether or not the proxy authorizes voting on matters not included on the agenda;

vii) Whether the proxy authorizes the proxy holder to represent the member in an election for a position on the Board of Directors;

viii) Whether the proxy authorizes voting for positions on the Board of Directors;

ix) The proxy must bear the signatures of the member being represented and the proxy holder;

x) The expiration date of the proxy;

xi) During a vote at a HCFB general meeting, each member present or non-member proxy holder shall be entitled to cast one proxy vote for each vote called for, in accordance with the terms set forth in this article;

xii) Proxies are granted only for valid reasons (illness, bereavement of an immediate family member, hospitalization).

B) THE BOARD OF DIRECTORS

Article 26: COMPOSITION OF THE BOARD

The Board of Directors shall consist of a minimum of five (5) and a maximum of nine (9) directors selected from among the members of the corporation, distributed as follows:

- Zero (0) to two (2) honorary members;
- Zero (0) to one (1) member representing the clientele.

No more than two (2) Directors may come from the same organization, family, or social club.

Article 27: ELECTION PROCEDURE

a) The general assembly shall first appoint an election Chairperson and an election secretary, preferably selected from among the members of the corporation.

b) The election Chairperson announces the number of positions open for election. The Chairperson opens the nomination period. After the nomination period closes, if there are more candidates than the number of open positions, the Chairperson declares that an election will be held for the positions in question.

c) The candidates for the open positions who receive the most votes are declared elected. In the event of a tie among more than one candidate, the election Chairperson shall conduct a second round of voting, but only among the tied candidates involved in the tie.

<u>Article 28:</u> TERM OF OFFICE

a) Each director is elected for a term of two (2) years. The term shall end upon the election of newly elected directors at the general meeting following the next general meeting after they are elected.

b) Each director may be re-elected at the end of their term, regardless of the number of consecutive terms served, provided that the director remains eligible to serve.

c) A director appointed to fill a vacancy on the board prior to the period preceding the general meeting may stand for election to a 2-year term, as described in paragraphs 28(a) and 28(b) of this article.

d) Directors shall receive no compensation other than reimbursement for expenses incurred in the performance of their duties, as authorized by the policies of the Board of Directors.

<u>Article 29:</u> REMOVAL FROM OFFICE

To ensure the proper functioning of the corporation, any director who is absent from three (3) consecutive meetings of the Board of Directors without a reason deemed valid by the Board of Directors shall be removed from office and notified of such removal by the corporation's secretary prior to the next meeting.

<u>Article 30:</u> VACANCIES

Any vacancy must be filled by a member in good standing appointed by the Board of Directors.

<u>Article 31:</u> MEETINGS

The Board of Directors shall meet as often as the interests of the corporation require. However, it must meet at least four (4) times a year. Board meetings may be held at locations other than the principal office.

Article 32: NOTICE OF MEETING

The Executive Committee or the Chair has the authority to call regular meetings of the Board of Directors. Notice of the meeting must be given to each director at least seventy-two (72) hours before the meeting. The absence of a director from a meeting of the Board of Directors shall not be deemed a failure to provide notice to that director.

Upon written request by at least four (4) directors, the Chair or the Secretary must convene a special meeting of the Board of Directors. Such a meeting must be called at least twenty-four (24) hours in advance. Only matters specified in the notice of meeting may be decided at such a special meeting. The Board of Directors may adjourn any meeting without issuing a new notice of meeting.

Article 33: QUORUM

The quorum for meetings of the Board of Directors is five (5) directors present.

Article 34: VOTING AND CONFLICTS OF INTEREST

Resolutions of the Board of Directors are adopted by a simple majority. Each director is entitled to one (1) vote and must cast it in person. In the event of a tie, the Chair has the casting vote.

A director who has a direct interest in a matter under consideration must abstain from voting. Subject to the conflict-of-interest policy, no member of the board may, under penalty of removal from office, have any interest that creates a conflict between his or her personal or other interests and those of the Bank. Any director with a conflict of role or personal interest regarding a matter under consideration may participate in the information session on that matter but must withdraw during deliberations and voting.

Article 35: DUTIES OF THE BOARD OF DIRECTORS

1. The Board of Directors shall manage the affairs of the corporation and exercise powers on its behalf.

2. The general meeting, pursuant to these bylaws, generally delegates to the Board of Directors the exercise of the powers conferred upon it by the Corporations Act:

a) to oversee the implementation of the decisions of the general meeting;

b) to elect the corporation's Executive Committee from among its directors;

c) to submit an annual report on its activities to the general meeting;

d) to recommend to the general meeting a program of activities for the corporation;

e) to accept or reject applications for new membership in the corporation;

f) to set membership dues and have them ratified by the general meeting;

g) to fill vacancies on the board and on the Executive Committee;

h) to exercise any other powers not provided for in these bylaws, in accordance with the corporation's purposes;

i) adopt the budgets prepared by the Executive Committee;

j) authorize the corporation to borrow funds in accordance with the Corporations Act, R.S.O. 1990, Chapter C.38, as amended;

k) establish a committee to address labor relations and personnel matters;

l) hire the corporation's staff;

m) establish committees as needed;

n) oversee the volunteer committee together with the coordinator and ensure its smooth operation;

3. Certain powers may not be delegated by the general meeting to the Board of Directors, including, without limitation, the following general matters:
   a) Amendments to the articles of incorporation;
   b) Misappropriation of assets;
   c) Changes to the nature of the corporation.

C) EXECUTIVE COMMITTEE

Article 36: COMPOSITION

The Executive Committee consists of a president, a secretary, a treasurer, and the coordinator.

Article 37: ELECTION PROCEDURE

The officers are selected from among the directors and elected by the Board of Directors at the first meeting following the annual general meeting. This first meeting may be held without notice during the annual general meeting or immediately afterward. Vacancies on the Executive Committee are filled by the Board of Directors.

Article 38: TERM OF OFFICE

Officers are elected for a one-year term and may be re-elected.

Article 39: MEETINGS

The Executive Committee meets as often as necessary. The Chairperson or two officers may call a meeting with three days' notice.

Article 40: QUORUM

The quorum for the Executive Committee is two (2) officers present.

Article 41: VOTING

Decisions are made by majority vote.

Article 42: FUNCTIONS OF THE EXECUTIVE COMMITTEE

The Executive Committee shall:

1) carry out the decisions of the Board of Directors;
2) oversee the organization and performance of the corporation’s staff;
3) prepare the budget for submission to the Board of Directors;
4) handle routine matters;
5) prepare the agenda for Board of Directors meetings;
6) report to the Board of Directors on the fulfillment of these duties;
7) submit to the Board of Directors any suggestions, proposals, or regulations that it deems necessary or useful for the corporation;
8) handle purchases that the committee deems necessary for the proper functioning of the HCFB, as delegated by the Board of Directors. However, any major, non-urgent purchase will be submitted to the Board of Directors for approval.

.

Article 43: SUPERVISION

The Executive Committee exercises its powers under the supervision of the Board of Directors; the Board may, at any time:

a) overturn a decision of the Executive Committee; or

b) for reasons it deems valid, replace any coordinator.

Article 44: RESPONSIBILITIES

1) The President:

She or he presides over meetings of the General meeting, the Board of Directors, and the Executive Committee. She or he serves as an ex-officio member of committees and study commissions.

In addition, the President must oversee the corporation's affairs and ensure the smooth operation of its administration. He or she serves as the corporation's official spokesperson and manages all external relations, including correspondence.

2) The Secretary:

The Secretary is responsible for the records: she or he drafts and distributes the minutes of the general meeting, the Board of Directors, and the Executive Committee meetings; she or he convenes the meetings of these various bodies; she or he ensures that information is circulated within the corporation.

In the event of the President's absence or inability to act, the Secretary assumes the President's duties and powers. The Secretary chairs whichever standing committees are assigned by the Board of Directors.

If both the President and the Secretary are absent from a general meeting, the meeting shall elect a Chairperson from among the directors or members present.

3) The Treasurer:

He or she is the custodian of the corporation's seal, instruments, and assets. He or she is responsible for the accounting; monitors the corporation's financial situation and oversees the preparation of balance sheets and budgets; under the authority of the Executive Committee, he or she administers the budget approved by the Board of Directors and regularly reports on the financial status to the Board; he or she provides information on the corporation's financial status to any director who requests it. He or she is also responsible for the finance committee.

SECTION V

LEGAL AND FINANCIAL PROVISIONS

Article 45: SIGNING OF NEGOTIABLE INSTRUMENTS

a) Cheques, promissory notes, bills of exchange, and other negotiable instruments on behalf of the corporation must be signed, drawn, accepted, or endorsed by the President and the Treasurer, or by any other person specifically designated for that purpose by resolution of the Board of Directors.

b) Signing of the minutes: The minutes are signed by the Chairperson and the Secretary, or by their respective substitutes. Excerpts from the minutes are certified by the Chairperson or the secretary.

Article 46: FISCAL YEAR

The corporation's fiscal year begins on April 1 of each year and ends on March 31.

<u>Article 47:</u> PROCEDURE FOR AMENDMENT OR REPEAL

These internal bylaws may be amended or repealed by the general meeting, provided that the Board of Directors sends notice of the amendment and a copy of the proposed amendment(s) to the members fifteen (15) days prior to the general meeting.

Any proposed amendment not originating from the Board of Directors must be submitted to the Board before the end of the fiscal year preceding the general meeting. The Board of Directors must send all proposed amendments received in a timely manner to the members at least (15) days before the general meeting is held.

Before any amendment to these bylaws takes effect, the Board of Directors must obtain ministerial approval of said amendment.

SECTION VI

SPECIAL PROVISIONS

Article 48: PUBLIC HOLIDAYS

General meetings, Board meetings, Executive Committee meetings, or special committee meetings may be held on public holidays.

Article 49: SPECIAL COMMITTEES

The Board may, to facilitate the smooth operation of the Bank, establish special committees and determine the terms of reference under which they will operate under its direction.

Article 50: DISSOLUTION

In the event of dissolution, and after payment of its debts and fulfillment of its obligations, the corporation's assets shall be distributed to community organizations whose goals are most aligned with the well-being of disadvantaged individuals.

Article 51: MATTERS NOT COVERED

For any matter not covered by these regulations, reference shall be made to the Act or the Code of Procedures.

Article 52: GENDER NEUTRALITY

In these regulations, where the context requires it, the masculine form includes the feminine form, and vice versa.