

**CONSTITUTION OF THE GLOUCESTER EMERGENCY FOOD  
CUPBOARD (GEFC)  
CITY OF OTTAWA, ONTARIO**

**PURPOSE**

The purpose of the Gloucester Emergency Food Cupboard (GEFC) is to carry out the Mission of the organization as defined in Article 2 of the Constitution.

The GEFC opened its doors in 1989 to meet needs for emergency food in the community. The Constitution sets out the values and guiding principles of the organization. The Bylaws define the roles and responsibilities of the Board of Directors, officers and staff and its structures and procedures.

In this document, the term “Food Cupboard” or “GEFC” refers to the Gloucester Emergency Food Cupboard.

In this document, the terms Board of Directors or Board refer to the whole Board and may be considered the same. The terms Board Member or Director refer to a(n) individual(s) and may be considered the same.

## **CONSTITUTION**

### **ARTICLE 1: THE FOOD CUPBOARD**

- 1.1 The Food Cupboard shall be known as the “Gloucester Emergency Food Cupboard” in the City of Ottawa, Ontario.
- 1.2 The Food Cupboard shall be a member organization of The Ottawa Food Bank.

### **ARTICLE 2: MISSION STATEMENT**

- 2.1 To collect, purchase, and distribute food for needy persons in geographic areas as determined by the Board of Directors.
- 2.2 To support and encourage discussion on reform and social change that would eliminate the need for emergency food assistance.
- 2.3 To treat all persons involved or associated with the GEFC with respect and dignity regardless of sex, gender, race, age, ability, religion, and sexual orientation.
- 2.4 To protect the privacy and confidentiality of all persons involved or associated with the GEFC except when the organization is legally obligated to disclose this information.
- 2.5 To make access to food conditional only on need.

### **ARTICLE 3: ASSETS**

- 3.1 The GEFC shall function as a non-profit charitable organization, with any profits or assets realized from its operation being used for the sole purpose of promoting its purposes and Mission Statement.
- 3.2 In the event of the dissolution of the GEFC, all assets remaining after payment of liabilities shall be dispersed to a registered charity or charities of like purpose at the discretion of the Board of Directors.
- 3.3 The Board of Directors shall have the power to dispose of assets (fixed or liquid) owned by the corporation as it deems necessary.

### **ARTICLE 4: MEMBERSHIP**

- 4.1 Membership shall be open to any person who concurs with the GEFC’s Mission Statement. Members include clients, volunteers, board members, donors, and may also include others who reside in the geographic area, as determined by the Board, who support the purposes and mission of the organization.

## **ARTICLE 5: BOARD OF DIRECTORS**

### **5.1 ELECTION OF BOARD OF DIRECTORS**

Board Members shall be elected at the Annual General Meeting by members of the GEFC by a count of hands unless a secret ballot is requested by a member.

### **5.2 OFFICERS**

The officers of Board of Directors shall consist of the Chairperson, Executive Coordinator, the Secretary, the Treasurer, and such other officers as the Board of Directors may determine by By-law from time to time. The Executive Coordinator shall be a non-voting officer of the Board. These officers will form the Executive Committee of the Board.

### **5.3 APPOINTMENT OF OFFICERS**

Officers shall be appointed by the Board immediately following the Annual General Meeting.

### **5.4 VACANCIES FOR OFFICERS**

Vacancies for Officers of the Board of Directors may be filled by appointment of the Board until the Annual General Meeting.

### **5.5 VACANCIES FOR BOARD MEMBERS**

Vacancies for Board Members may be filled by appointment by the Board until the Annual General Meeting.

### **5.6 REMUNERATION OF DIRECTORS**

Directors shall receive no remuneration for acting as members of the Board of Directors.

### **5.7 REMOVAL OF BOARD MEMBERS**

The Board of Directors may meet for the purpose of removing a Director before the expiration of his/her term of office. All Board Members shall be notified at least two weeks prior to such a meeting. The resolution to remove a Board Member must be passed by a least two-thirds of the entire Board.

### **5.8 POWERS AND RESPONSIBILITIES OF THE BOARD**

#### **5.8a ADMINISTRATION**

The Board of Directors is responsible for the overall direction and administration of the GEFC.

#### **5.8b COMMITTEES**

The Board of Directors may strike a committee or other structure from time to time to implement the goals and objectives of the GEFC as determined by the Board.

- 5.8c **CORPORATE ENTITY**  
It is the Board's responsibility to protect the Corporate Entity and to be responsible for financial assets and liabilities of the GEFC. The Board of Directors has a governing role to set policies.
- 5.8d **CONTRACTS**  
The Board of Directors may make, or cause to be made in its name, any kind of contract into which the corporation may lawfully enter.
- 5.8e **CONTRACT APPROVAL**  
The Board of Directors must approve all contracts entered into by a Board Member on behalf of the GEFC.
- 5.8f **LEGAL AUTHORITY**  
The Board of Directors may exercise all other powers and do all other acts that the corporation is authorized to do by its Letters Patent.
- 5.8g The GEFC Board, acting in the best interests of the GEFC, shall observe all rules, processes and responsibilities of the Board that are outlined in the Constitution and By-Laws.
- 5.9 **PERSONNEL**
- 5.9a The Board of Directors may authorize the remuneration of personnel required to fulfill daily administration of the GEFC, as funding permits.
- 5.9b The Board of Directors may engage, discipline, and/or dismiss paid personnel.
- 5.9c All persons representing the GEFC shall conduct themselves in a manner which is consistent with the purposes and Mission Statement.
- 5.10 **SIGNING AUTHORITY**  
All cheques or other orders for the payment of money shall be signed by a minimum of two persons appointed by the Board of Directors.

## **ARTICLE 6: MEETINGS OF THE BOARD OF DIRECTORS**

- 6.1 Meetings of the Board of Directors shall be open to all members of the GEFC and the public. Only the Board of Directors shall have voting privileges.
- 6.2 The Board of Directors may, at their discretion, hold a closed meeting.

- 6.3 Rules of order to be followed in conducting meetings shall be in accordance with *Robert's Rules of Order*.
- 6.4 In order to have a quorum, five of the Directors must be present.
- 6.5 All votes may be taken by a show of hands unless a secret ballot is requested, in which case a secret ballot will be conducted.
- 6.6 The Chairperson shall conduct all Board meetings. When he/she is absent, the Board may appoint a Director to conduct the meeting.

## **ARTICLE 7: ANNUAL GENERAL MEETING**

- 7.1 An Annual General Meeting (AGM) shall be called by the Board of Directors each year.
- 7.2 Written notice of the AGM shall be published thirty days prior to the meeting date. No error or omission in notice shall invalidate a meeting.
- 7.3 Attendance is open to the public with voting restricted to members of the GEFC as defined in Article 4.
- 7.4 Approval of any motion shall require a simple majority (50% plus 1) of the members who are present at the meeting.
- 7.5 Every AGM shall include a report from the Chairperson of the Board of Directors, a financial statement, and a report from the Executive Coordinator.

## **ARTICLE 8: AMENDMENTS TO THE CONSTITUTION**

- 8.1 All proposed amendments, including deletions and additions, shall be submitted to and considered by the Board of Directors before being presented to the AGM for a decision.
- 8.2 A proposed amendment to the Constitution must be carried by a vote of two thirds of the members present at the AGM.

## **ARTICLE 9: AMENDMENTS TO BY-LAWS**

- 9.1 All proposed By-laws or amendments to By-laws shall be submitted to and considered by the Board of Directors.
- 9.2 Members of the Board of Directors are to receive one month written notice of any proposed By-laws.

- 9.3 All new By-laws and all amendments to By-laws must be approved by two-thirds of the Board of Directors.
- 9.4 Directors unable to attend such a vote in person may elect to designate their proxy. Such proxy to be submitted in writing prior to the meeting.



**BY-LAW 2: BY-LAW ON THE BOARD OF DIRECTORS**

- Article 1: There shall be a maximum of 15 and no fewer than 9 members of the Board of Directors.
- 1.1 Directors shall be elected for a term of two years.
  - 1.2 Fifty percent plus one of the Directors shall stand for election in even numbered years and the remainder shall stand for election in odd numbered years.
  - 1.3 Directors may be re-elected.
- Article 2: Election of Board of Directors.
- 2.1 Potential directors subscribe to the Mission Statement and policies of the GEFC.
  - 2.2 A call for nominations for the Board of Directors shall be issued at least one month prior to the Annual General Meeting.
- Article 3: Filling Vacancies.
- 3.1 If a Board member resigns prior to the end of his/her term, the Board can appoint a person to complete the vacated term.
  - 3.2 Such an appointment shall require a simple majority vote of the members of the Board of Directors.
- Article 4: The Board of Directors shall always include at least one current or former client.
- Article 5: Meetings.
- 5.1 There shall be a minimum of six meetings of the Board of Directors between September and May or on a call of the Chairperson.
- Article 6: Responsibilities of Board Directors.
- 6.1 Attend Board meetings and contact the Secretary or other officer with regrets if unable to attend.
  - 6.2 Assist on committees when asked to do so.
  - 6.3 Participate pro-actively in the best interests of the GEFC.
- Article 7: Removal of Board Directors.
- 7.1 Board Directors may be asked to resign if they miss three consecutive meetings without cause or notification.
  - 7.2 Directors deemed to be acting against the best interests of the GEFC shall be removed from the Board under the terms of Article 5.7 of the Constitution.
  - 7.3 The Director in question shall be informed in writing of the reasons for the meeting prior to the disciplinary meeting as stated in Section 5.7 of the Constitution.

**BY-LAW 3: BY-LAW ON THE APPOINTMENT AND FUNCTION OF THE CHAIRPERSON**

- Article 1: The Board of Directors shall annually appoint a Chairperson after the Annual General Meeting of the GEFC.
- Article 2: The Chairperson will be a person who can conduct efficient Board meetings.
- Article 3: The Chairperson shall perform the following functions:
- 3.1 Call and chair meetings of the Board of Directors.
  - 3.2 Strike an agenda.
  - 3.3 Ensure that the responsibilities and duties of the Board are discharged on a timely basis.

**BY-LAW 4: BY-LAW ON THE APPOINTMENT AND FUNCTION OF THE OFFICE OF TREASURER**

- Article 1: The Board of Directors shall annually appoint a Treasurer following the Annual General Meeting of the GEFC.
- Article 2: The Treasurer will be a person who possesses keen bookkeeping and related financial skills.
- Article 3: The Treasurer shall perform the following functions:
- 3.1 Present annual financial statements to the Board of Directors of the GEFC.
  - 3.2 Prepare annual records for the auditor or review committee.
  - 3.3 Prepare monthly and annual budgets in an approved form.
  - 3.4 Prepare and submit in advance of specified due dates, all remittances, remittance forms, and information returns as required by government acts or regulations.
  - 3.5 Calculate correct salary deductions and deal with related government forms and requirements.
  - 3.6 Monitor the financial status of the GEFC and advise the Board of Directors of any abnormal or emergency condition.
  - 3.7 Assist the Executive Coordinator in the preparation of grant application forms.
  - 3.8 Supervise the investment of surplus funds with the co-operation of the Executive Coordinator and with Board approval.

**BY-LAW 5: BY-LAW ON THE APPOINTMENT AND FUNCTION OF THE OFFICE OF SECRETARY**

- Article 1: The Board of Directors will annually appoint a Secretary following the Annual General Meeting of the GEFC.

Article 2: The Secretary will be a person who has excellent writing and recording skills.

Article 3: The Secretary shall perform the following functions:

- 3.1 Ensure that members of the Board of Directors are notified of meetings.
- 3.2 Keep complete, accurate records of all proceedings of GEFC business meetings.
- 3.3 Maintain copies of annual and special reports and other documents of historical value.
- 3.4 Produce and disburse minutes of all business meetings and maintain two official copies (ie. Secretary's copy and office copy).
- 3.5 Record all Board policy decisions in a separate Policy file.
- 3.6 Assist with special correspondence duties as needed.

**BY-LAW 6: BY-LAW ON THE APPOINTMENT AND FUNCTION OF THE EXECUTIVE COORDINATOR**

Article 1: The Executive Coordinator shall be appointed by the Board of Directors on the recommendation of the Personnel Committee to carry out the policies set by the Board.

Article 2: The Executive Coordinator will be a person who meets the needs of the GEFC as determined by the Board.

Article 3: The Executive Coordinator shall perform the following functions:

- 3.1 Be responsible for the overall operation of the organization.
- 3.2 Implement procedures in accordance with the policies set by the Board.
- 3.3 Train, supervise, and discipline all paid and unpaid personnel.
- 3.4 Identify, together with other staff, key volunteers who can assume leadership roles within the GEFC.
- 3.5 Oversee expenditures for food and office supplies.
- 3.6 Establish and maintain links with community groups and resources for the benefit of the GEFC.
- 3.7 Complete and submit all grant application forms with consultation from the Treasurer.
- 3.8 Review client files and prepare statistics relating to GEFC use.
- 3.9 Speak with representatives of the press and with local organizations.
- 3.10 Supervise a timely discharge of all correspondence.
- 3.11 In an advisory capacity, attend meetings of the Board of Directors of which he/she shall be a non-voting member.
- 3.12 Act as an ex officio member of Board committees as requested by the Board.

Article 4: The Executive Coordinator may be contracted annually as funds permit. The amount of this contract shall be decided by the Board of Directors.

**BY-LAW 7: ESTABLISHMENT AND TERMS OF REFERENCE OF COMMITTEES AND APPOINTMENT OF OTHER POSITIONS**

- Article 1: Committees shall be established by the Board of Directors to meet specific needs of the GEFC. These committees shall exist until they have fulfilled their mandate.
- 1.1 The Board shall appoint a Committee Chairperson.
  - 1.2 Committees shall consist of members in good standing of the GEFC as defined in Article 4 of the Constitution.
  - 1.3 The Committee Chairperson or designate shall report to the monthly Board meetings.
  - 1.4 Each committee is responsible for fulfilling its mandate as specified by the Board of Directors.
  - 1.5 Other positions may be recommended and appointed by the Board (ie. Volunteer Advisory Committee, Nominating Committee, AGM Delegate