

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

PURPOSE

The purposes of this document are:

1. To define the relationship of the Gloucester Emergency Food Cupboard to other emergency service providers in the Ottawa Carleton area;
2. To establish responsibility for financial assets and liabilities of the Food Cupboard;
3. To define the conditions of membership;
4. To provide equitable and effective administration;
5. To protect the corporate entity against unintended and undesirable influences;
6. To respect the clients' dignity.

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

CONSTITUTION

ARTICLE 1: THE FOOD CUPBOARD

- 1.1 The Food Cupboard shall be known as the "Gloucester Emergency Food Cupboard", Ottawa, Ontario, in the Region of Ottawa Carleton.
- 1.2 The Food Cupboard shall be a member organization of The Ottawa Food Bank.

ARTICLE 2: MISSION STATEMENT

- 2.1 To collect and distribute food products and other necessities of life for needy persons in areas to be determined by the Board of Directors.
- 2.2 To support and encourage reform and social change that would eliminate the need for emergency food assistance.
- 2.3 To treat all persons involved with the operation of the Food Cupboard and all clients and fellow members with due respect and dignity regardless of gender, race, age, religion or sexual orientation.

ARTICLE 3: ASSETS

- 3.1 The Food Cupboard 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 objectives.
- 3.2 In the event of the dissolution of the Food Cupboard, all assets remaining after payment of liabilities shall be dispersed to an organization or organizations 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 Food Cupboard's Mission Statement. Members are considered to include clients, volunteers, board members, donors and other individuals and organizations which support the objectives of the Food Cupboard.

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 Food Cupboard by a count of hands unless a secret ballot is requested by a member. Board members, at the time of their election to the Board, and throughout their term of office, shall be members of the Food Cupboard.

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 REMUNERATION OF DIRECTORS

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

5.5 REMOVAL OF BOARD MEMBERS

The Board of Directors of the Food Cupboard may meet for the purpose of removing a director before the expiration of his/her term of office. Board Members shall be notified at least two weeks prior to such a disciplinary meeting. The resolution to remove a Board Member must be passed by at least two-thirds of the votes cast. The Board may elect any qualified person to complete the term of office of the removed Board Member.

5.6 VACANCIES

Vacancies for Officers on the Board of Directors may be filled on an interim basis, by temporary appointment by the Board pending the Annual General Meeting. Additional positions on the Board may be appointed by the Board as required.

5.7 POWERS OF THE BOARD

5.7a ADMINISTRATION

The Board of Directors shall be responsible for the overall administration of the Food Cupboard. The Board of Directors shall establish appropriate committees to implement the goals and objectives of the GEFC as determined by the Board.

5.7b 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.

5.7c **CONTRACT APPROVAL**

The Board of Directors must approve all contracts entered into by a Board Member of behalf of the Food Cupboard.

5.7d **GENERAL**

The Board of Directors may exercise all other powers and do all other acts that the corporation is, by its charter or otherwise, authorized to do.

5.8 **PERSONNEL**

5.8a The Board of Directors may authorize the remuneration of personnel required to fulfil daily administration of the GEFC, as funding permits.

5.8b The Board of Directors may engage, discipline, and/or discharge Board Members, and paid or unpaid personnel.

5.8c All persons representing the GEFC shall conduct themselves in a manner which is consistent with the Mission Statement.

5.9 **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 but such members shall not 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, one-third of the directors must be present.

6.5 All votes may, at such meetings, be taken by a show of hands unless a secret ballot is requested by a Member of the Board of Directors.

6.6 The Chairperson shall conduct all Board meetings. When he or she is absent, the Board may appoint a fellow member 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 spring.

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 vote shall require a simple majority of the members who are present at the meeting.
- 7.5 Every AGM shall include a report from the Chair Person 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 at the Annual General Meeting for a decision.
- 8.2 A proposed amendment must be carried by a vote of two-thirds of the members present at the Annual General Meeting.

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 By-Laws must be approved by two-thirds of the members of the Board of Directors.

BY-LAWS

BY-LAW 1: ADMINISTRATION MATTERS

Article 1: Fiscal Year shall coincide with the calendar year. (For Annual meeting and quorum information see Constitution).

Article 2: Spokesperson. Only persons authorized by the Board of Directors may act as official spokespersons for the Gloucester Emergency Food Cupboard.

Article 3: Auditors. The Board of Directors shall appoint an auditor or review committee which shall, at the close of the fiscal year, examine the fiscal records of the GEFC and report to the Board by the Annual General Meeting.

Article 4: GEFC Policies

We seek to:

- 4.1 provide a supply of emergency food in crisis situations.
- 4.2 maintain the clients' dignity and confidentiality.
- 4.3 refer clients to the Gloucester Centre for Community Resources and other services when appropriate.
- 4.4 never offer advice about lifestyle.
- 4.5 never burden the client with our own problems or stories.
- 4.6 be diplomatic and respectful in any contact with the client.
- 4.7 ensure respectful treatment of our volunteers.
- 4.8 maintain personal safety and building security.
- 4.9 follow Health Department Guidelines when repackaging food and to perform safety checks of canned and other goods.
- 4.10 maintain records of food donations and deliveries and to rotate stock.
- 4.11 assist clients with their food selections.
- 4.12 ensure that all staff, volunteers and Board Members are familiar with all aspects of the Gloucester Emergency Food Cupboard operations and to ensure they know the scope and limits of their responsibilities.

BY-LAW 2: BY-LAW ON THE APPOINTMENT AND FUNCTION OF THE CHAIRPERSON

- Article 1: The Board of Directors shall annually appoint a Chairperson after the Annual Meeting of the GEFC.
- Article 2: The Chairperson will ideally be a person who has knowledge of *Robert's Rules of Order* and 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 duties of the Board are discharged on a timely basis.

BY-LAW 3: BY-LAW ON THE APPOINTMENT AND THE FUNCTION OF THE EXECUTIVE COORDINATOR

- Article 1: The Executive Coordinator shall be appointed by the Board of Directors.
- Article 2: The Executive Coordinator will ideally be a person who exhibits strong interpersonal and administrative skills.
- Article 3: The Executive Coordinator shall perform the following functions:
- 3.1 Be responsible for the overall operation of the Food Cupboard.
 - 3.2 Develop, in collaboration with the Board and other staff (if any), policies, and procedures for the Food Cupboard.
 - 3.3 Train and supervise all paid and unpaid personnel.
 - 3.4 Identify, together with other staff, key volunteers who can assume leadership roles within the Food Cupboard.
 - 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 Food Cupboard.
 - 3.7 Complete and submit all grant application forms with consultation from the treasurer.
 - 3.8 Review client files and prepare statistics relating to Food Cupboard use.
 - 3.9 Speak with representatives of the press and with local organizations.
 - 3.10 Supervise a timely discharge of all correspondence.
 - 3.11 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 all committees.
- 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 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 ideally 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 shall ideally 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).
 - 3.4a All major Board policy decisions shall be recorded in a separate file for ease of access.
- 3.5 Assist with special correspondence duties as needed

BY-LAW 6: ESTABLISHMENT AND TERMS OF REFERENCE OF COMMITTEES

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 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 chairperson or the 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.

BY-LAW 7: BY-LAW ON THE BOARD OF DIRECTORS

- Article 1: There shall be a maximum of 15 members of the Board of Directors.
- 1.1 Directors shall be elected for a term of two years.
 - 1.2 Eight of the directors shall stand for election in even numbered years and seven 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 shall subscribe to the mission statement and policies of the Gloucester Emergency Food Cupboard.
 - 2.2 The call for nominations for the Board of Directors shall be issued at least one month prior to the Annual 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: Ideally, each Board of Directors shall include at least one current or former client.
- Article 5: Meetings
- There shall be a minimum of six meetings of the Board of Directors between September and May or on call of the chairperson.
- Article 6: Responsibilities of Board Members
- 6.1 Attend Board Meetings and contact the Secretary with regrets if unable to attend.
 - 6.2 Assist on committees when asked to do so.
 - 6.3 Work pro-actively in the best interests of the Gloucester Emergency Food Cupboard.
- Article 7: Removal of Board Members
- 7.1 Members shall be asked to resign if they miss three consecutive meetings without cause or notification.
 - 7.2 Members deemed to be acting against the best interests of the Gloucester Emergency Food Cupboard shall be removed from the Board under the terms of Article 5.5 of the Constitution.