

**BY-LAWS
And
CONSTITUTION**



**Sanctioned by the Members
June 12, 2014**

CANADIAN FOSTER FAMILY ASSOCIATION
CONSTITUTION AND BY-LAWS

ARTICLE I. NAME

The name of this organization shall be the Canadian Foster Family Association (CFFA).

ARTICLE II. OBJECT

The CFFA shall be carried on without the purpose of gain for its Members, and any profits or other assets to the CFFA shall be used in furtherance of its purpose.

The purpose of the Canadian Foster Family Association is to enhance the quality of care for children and youth in care in Canada by:

1. Uniting the Foster Parent Organizations in the provinces and territories of Canada in the effective resolution of common problems and concern;
2. Providing a central resource for information and communication to and between the Member organizations and social service agencies associated with foster parenting;
3. Providing developmental support to Member organizations;
4. Consulting with Health & Welfare Canada and other departments of the governments of Canada and its provinces and territories in the enhancement of foster care programs;
5. Creating public awareness of the role and contributions of foster families in Canada.

ARTICLE III. MEMBERS

1. Membership

a) Regular Member

The duly recognized organizations of foster parents in each province & territory of Canada may become a Regular Member Organization of the CFFA upon payment of the prescribed Membership fee and upon approval of the application by a majority vote of the Directors.

Only Regular Member Organizations hold voting privileges within the Association

b) Personal Member

Any person residing in Canada and being of the full age of eighteen (18) years may become a Personal Member upon payment of the prescribed Membership fee. Regular Member Organization's delegated Director and Voting Delegates must be Personal Member.

c) Organizational Member

Any group or organization, which supports the work of the Association, may become a Member upon payment of the prescribed Membership fee and upon approval of the application by a majority vote of the Directors.

An Organizational Member may be invited by CFFA to serve in an advisory capacity with no voting privileges.

d) Lifetime Member

Upon a majority vote of the Directors, any person may be appointed a Lifetime Member and shall be exempt from the payment of Membership fees.

2. Membership Fees

- a) The Membership fees shall be prescribed by the Members in general meeting.
- b) Use of Membership Fees: The amount levied for Membership fees shall be used for the advancement of the objectives of the CFFA.

3. Withdrawal of Membership

Any Member may withdraw from the CFFA at any time by written notice to the CFFA, but upon withdrawal, the Member shall not be entitled to a refund of any portion of the fees that have been paid.

4. Expulsion of Member

Any Member may be expelled, Membership canceled and name struck off the register of Members upon a three-fourths (3/4) vote of those present and voting by secret ballot at any meeting of the Directors of the CFFA, for any cause that the CFFA may deem reasonable. In the event of expulsion of a Member, there shall be no refund of Membership fees. The Members have the right to be heard by the Directors.

5. Interest of Member Not Transferable

The interest of a Member in the CFFA is not transferable.

6. Members Bound by By-laws

The By-laws of the CFFA shall bind the CFFA and its Members to the same extent as if they had been respectively signed by each Member and contain covenants on the part of each Member to observe all the provisions thereof.

ARTICLE IV. BOARD OF DIRECTORS

- 1.** The Board of Directors shall consist of the President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, Treasurer, Past President & one (1) Delegated Director representing each Regular Member Organization.
- 2. Duties and Powers of Directors:**
 - a) The Directors shall manage the affairs of the CFFA and shall have the power to appoint such committees, as they deem necessary in addition to committees nominated & appointed at a general meeting.

- b) The Board of Directors may appoint agents and engage employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of appointment.
- c) The Board of Directors shall take such steps as they may deem requisite to enable the CFFA to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind for the purpose of furthering the objectives of the CFFA.
- d) The Directors shall see that all necessary books and records of the CFFA, required by the By-laws of the CFFA or by an applicable statute or law, are regularly and properly kept.

ARTICLE V. EXECUTIVE COMMITTEE

1. Composition

The Executive Committee shall consist of the President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, Treasurer & Past President.

2. Quorum

A quorum at a meeting of the Executive Committee shall consist of four (4) Members of the Committee.

3. Duties of Executive Officers

- a) The **President** shall coordinate overall activity of the Association and ensure the same complies with all legal requirements and provisions of the constitution and the By-laws. The President shall be responsible for the procedures of all meetings of the CFFA and be an ex-officio Member of all committees.
- b) The **First Vice-President** shall perform the duties of the President in his/her absence or inability to act. Other duties of the First Vice-President are not limited to managing the fundraising committee as well as responsibility for the conference manual.
- c) The **Second Vice-President** shall perform the duties of the

First-Vice President in his/her absence or inability to act. Other duties of the Second Vice-President are not limited to managing the Policy & Procedure/Constitution committee and maintaining the historical records of the CFFA.

- d) The **Third Vice-President** shall perform the duties of the Second Vice-President in his/her absence or inability to act. The duties of the Third Vice-President are not limited to managing the collection of Membership fees and the nominations at the Annual General Meeting.
- e) The **Past President** shall be a non-voting advisor to the President & shall hold office for one (1) year.
- f) The **Secretary** shall keep and maintain minutes of all meetings, maintain a copy of all correspondence relating to the CFFA, forward a notice of all financial motions to the Treasurer within ten (10) days following a meeting, and notify all committee chairpersons of motions affecting their committees. The secretary has custody of the corporate seal.
- g) The **Treasurer** shall be responsible for all of the funds of the CFFA and for all correspondence relating to the charitable status, as well as managing financial committees.
- h) The duties of all other Officers of the CFFA shall be such as the terms of their engagement call for or the Board of Directors require of them.

4. Qualification

No person or organization shall be qualified to or appoint a Director if he or she, as the case may be, is less than 18 years of age; if he or she is of unsound mind and has been so found by a court in Canada or elsewhere; if he or she is not an individual; or if he or she has the status of bankrupt.

5. Terms of Office

- a) One delegated Director shall be selected by each regular Member organization. Directors must be foster parents. Directors serve a minimum two-year term with no maximum term of office.
- b) The Executive Officers shall be elected for a period of two years

with no maximum term of office.

- c) Executive Officers must be foster parents, staff and other CFFA Members cannot be Executive Officers.
- d) Directors retiring from office shall be deemed to hold office until the conclusion of the meeting at which they retire.

6. Nominations and Elections

- a) Notice of Executive positions to be filled shall be provided to regular Members in writing one month prior to the AGM.
- b) At each Annual General Meeting falling on an even numbered year, the President, First Vice-President & Treasurer's positions will be up for election.
- c) At each Annual General Meeting falling on an odd numbered year, the Second Vice President, the Third Vice-President & Secretary's positions will be up for election.
- d) Nominations and Elections of Executive Officers will occur at the Annual General Meeting.

Nominations for President shall be from among the Directors and/or Executive who have been active with the CFFA for the last 24 months from the date of signing of the CFFA Oath of Confidentiality.

Nominations for other Executive positions shall be from among the Directors, Executive, and/or Voting Delegates present at the Annual General Meeting.

- e) Elections shall be by ballot vote at the Annual General Meeting.

7. Vacating Office

- a) A Director ceases to hold office if he or she dies, is removed from office by the Members, ceases to be qualified for election or appointment as a Director, ceases to be an approved foster home, or resigns in writing and such notice is mailed to the CFFA. A written resignation of a Director becomes effective at the time it is sent to the CFFA, or at the time specified in the

resignation, whichever is later.

- b) When an Executive Officer of the CFFA vacates the office before his or her term expires, the Directors shall, from among themselves, appoint a person to fill the office for a maximum period of twelve (12) months or until a general meeting and election is held.

8. Removal of Directors

- a) The Executive and Directors may by ordinary resolution at a Special Meeting with three-fourths (3/4) of the Directors present remove any Director or Directors from office who fails to discharge the duties of that office without a satisfactory reason or whose actions may endanger the status or reputation of the CFFA.
- b) In the event of an allegation of abuse or neglect against a minor, a Director will be temporarily required to step down from his/her position until the investigation is completed and a decision has been made regarding the status of the home.
- c) Any Director who ceases to be an approved foster home will be removed from the Board.

9. Vacancies

A vacancy created by the removal of a Director may be filled by their province/territorial at the earliest time possible following the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of his or her predecessor.

10. Remuneration

Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his position. A Director may be reimbursed for approved expenses incurred by him/her in the performance of their duties. A Director shall not be prohibited from receiving compensation for services provided to the CFFA in another capacity.

11. Liability Insurance

The CFFA shall purchase and maintain such insurance for the benefit of every Director and officer of the CFFA to the extent permitted by the Act.

ARTICLE VI. MEETINGS

1. Annual General Meeting

The Annual General Meeting of the CFFA shall be held annually.

a) **Notice**

Written notice of an annual general meeting shall be given to the Members at least 14 days before the meeting, by means of advertisement in a newspaper or individual notices, specifying time and place or as may be directed by the CFFA in general meeting or by the Directors.

b) **Quorum**

A quorum at the annual general meeting of Members shall consist of the Executive, Directors and Delegates personally present & representing a majority of the Regular Member Organizations.

c) **Delegates**

- I. One Director and two (2) Delegates, representing each Regular Member Organization, shall be selected by the representative Regular Member Organization. Each Director and Voting Delegates has one vote at the Annual General Meeting and at a Special General Meeting. Names of Director and delegates must be sent to the CFFA secretary at least 14 days prior to a meeting.
- II. When a Regular Member Organization is unable to have a Director attend a General Meeting, they will be allowed to designate an Alternate Director from the two delegates. The Alternate Director must comply with the requirements of a Director. Another delegate can then be selected to represent the Regular Member Organization. Notification must be provided in a signed and dated letter from the Regular Member Organization to the Secretary of the CFFA at least 14 days prior to the

- meeting.
- III. When a Regular Member Organization is unable to have a Director or Alternate Director and two (2) Delegates attend a General Meeting, they will be allowed to have proxy votes for the absent Delegates upon presentation of a signed and dated letter from the Regular Member Organization to the Secretary of the CFFA. This letter must be presented at least 14 days prior to the meeting. The proxy votes must be held by a foster parent not a staff or other CFFA Member.

d) **Voting**

I. Voting Members at all General meetings shall be the Executive, Directors and Voting Delegates of the CFFA, except at Special General Meetings requisitioned by the Regular Members for purposes of voting on the removal of a Director, where each Regular Member will have one vote.

II. Regular Member Organizations may have a voice at a meeting of the CFFA, but shall not be entitled to vote on any question unless current Membership fees are paid.

III. Questions arising at a meeting shall be decided by a simple majority vote of the Directors and Voting Delegates representing Regular Member Organizations present and voting, except as otherwise provided in the By-laws or by law.

2. Special General Meetings.

- a) A Special General Meeting of the CFFA may be called by the President as and when he or she considers it necessary; but the president shall call a Special General Meeting when requested to do so in writing by at least 66% of Regular Members.

3. General Meeting

a) **Notice**

Notice of a General Meeting shall be given to the Directors, specifying time and place, at least thirty (30) days prior to the date of the meeting, provided, however that the Directors may meet on regular dates without notice or may, by unanimous

consent, meet at any time or place without notice.

b) **Quorum**

A quorum at a General Meeting shall consist of those Executive and the Directors personally present and representing a majority of the Regular Member Organizations.

4. Executive Committee Meeting

a) **Meetings**

Meetings of the Executive Committee will take place at least once a year at the Annual General Meeting or at a time & place decided by the Members of the Executive Committee.

b) **Quorum**

A quorum at a meeting of the Executive Committee shall consist of four (4) Members of the Committee.

ARTICLE VII. RULES OF ORDER (Meetings)

- a) On motion, the regular order of business may be suspended by a two-thirds (2/3) majority vote of the Members present to dispose of urgent business.
- b) No conversation shall be permitted while a Member has the floor. Any Member who refuses to respect the Chair shall be warned on the first occasion and requested to leave the meeting on the second occasion.
- c) A motion shall not be subject to debate until it has been stated by the Chair.
- d) When a Member wishes the floor, he shall rise and address the Chair, and if being recognized, shall state his name before being entitled to the floor.
- e) The maximum period of time allowed any one Member to speak to a given question shall be ten (10) minutes.
- f) A Member may speak only once on a question until all other Members have had an opportunity to speak.

g) The Mover of the Motion shall have the right to speak in rebuttal, thereby closing debate.

h) In the event of any disagreement, the most recent edition of "Roberts Rules of Order" shall prevail.

ARTICLE VIII. FINANCES

1. BANKING

The funds of the corporation shall be kept at such banking institutions as the Executive Officers may direct.

2. SIGNING OFFICERS

a) The cheques of the CFFA shall be signed by any two of the following Executive Officers: President, First Vice-President & Treasurer, or an Association designate in conjunction with one of the three Executive Officers Committee Members mentioned above.

b) Contracts, documents or any instruments in writing, requiring the signature of the CFFA, shall be signed by any Officer or Officers or agent or agents designated, from time to time, by the Board. The Directors may give the CFFA's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Corporation.

3. ACCOUNTS

True and accurate accounts shall be kept of receipts, expenditures, assets and liabilities of the CFFA and such accounts shall be subject to inspection by the Members at the Annual General Meeting of the CFFA and at other times upon reasonable notice to the Treasurer.

4. FINANCIAL ACCOUNTABILITY

The Members shall, at each annual meeting, appoint an auditor to

audit the accounts and annual financial statements of the corporation for report to the Members at the next annual general meeting. The auditor shall hold office until the next annual meeting. The remuneration of the auditor shall be fixed by the board of Directors.

No Officer of the CFFA shall be appointed to act as an accountant or auditor to the CFFA.

5. FISCAL YEAR

The fiscal year shall be April 1st to March 31st.

6. SIGNING OFFICERS POWERS

The Signing Officers may from time to time with Board approval:

- a) Borrow money on the credit of the CFFA to the maximum of ten thousand (\$10,000) dollars, or the current contribution agreement whichever is less;
- b) Issue, sell or pledge securities of the CFFA;
- c) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the CFFA, including book debts, rights, powers, franchises, and undertakings, to secure any securities or any money borrowed or other debts, or any other obligation of liability of the CFFA.

ARTICLE VIII. COMMITTEES

1. The Directors may appoint committees and delegate to them any of the powers they deem necessary to carry on the business of the CFFA, except those, which under the current Not For Profit Act a committee of Directors has no authority to exercise.
2. Upon the formation of a committee, terms of reference will be established to guide the work of the committee.
3. Unless otherwise determined by the Directors, each committee shall have authority to decide its quorum, to elect its chairperson, and to regulate its procedure.
4. The committee may appoint additional Members as required.

5. A committee will remain in place until its mandate is fulfilled and the completed work is presented to the Board of Directors.
6. Committee Recommendations: The committee Chairperson shall submit a report of the committee at the Annual General Meeting. This report should provide the status of the work being carried out by the committee and identify any recommendations.
7. Advisory Bodies: The Board of Directors may from time to time appoint such advisory bodies.

ARTICLE X. DISSOLUTION

Upon dissolution of the CFFA, any assets of the CFFA shall be transferred to one or more recognized charitable organizations in Canada as designated by a majority of the Directors.

ARTICLE XI. HEAD OFFICE

The Head Office of the CFFA shall be the city of the current President.

ARTICLE XII. AMENDMENT OF BY-LAWS AND CONSTITUTION

1. The By-laws and Constitution of the CFFA not embedded in the Letters Patent may be repealed or amended by Bylaw, or a new Bylaw relating to the requirements of subsection 155(2) of the Canada Corporations Act may be enacted by a majority of the Directors at a General Meeting and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members present or by proxy and entitled to vote at an Annual General Meeting or at a Special Meeting called for the purpose of considering the said Bylaw, provided that the repeal or amendment of such By-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.
2. Notice of intention to propose a change to the By-laws and Constitution shall be circulated to all Directors and all Provincial/Territorial organizations of foster families between 21 and 60 days prior to said meeting.

SIGNED AT _____ ON THE _____ DAY OF _____, 2014 BY THE CFFA OFFICERS AS EVIDENCE THAT THIS DOCUMENT CORRECTLY SETS OUT THE PROVISIONS OF THE BYLAW SIGNED AND SUBSEQUENTLY AMENDED AT THE ANNUAL GENERAL MEETING HELD _____, ____/

PRESIDENT

VICE PRESIDENT

VICE PRESIDENT

VICE PRESIDENT

TREASURER

SECRETARY