



CANADIAN FOSTER FAMILY ASSOCIATION  
ASSOCIATION DES FAMILLES D'ACCUEIL DU CANADA

# Bylaws 2018

**RATIFIED BY MEMBERSHIP November 26, 2022**

**CANADIAN FOSTER FAMILY ASSOCIATION – BYLAWS 2018**  
**TABLE OF CONTENTS**

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<b>PREAMBLE</b>	<b>3</b>
<b>ARTICLE 1: NAME</b>	<b>5</b>
<b>ARTICLE 2: PURPOSE AND OBJECTS</b>	<b>5</b>
<b>ARTICLE 3: MEMBERSHIP</b>	<b>5</b>
<b>ARTICLE 4: THE BOARD OF DIRECTORS</b>	<b>8</b>
<b>ARTICLE 5: DUTIES OF THE BOARD OF DIRECTORS</b>	<b>10</b>
<b>ARTICLE 6: DESCRIPTION OF OFFICERS</b>	<b>11</b>
<b>ARTICLE 7: MEETINGS OF THE MEMBERS</b>	<b>13</b>
<b>ARTICLE 8: BOARD OF DIRECTOR MEETINGS</b>	<b>14</b>
<b>ARTICLE 9: FINANCIAL AND CONTRACTUAL MATTERS</b>	<b>15</b>
<b>ARTICLE 10: AMENDMENTS TO THE BYLAWS</b>	<b>16</b>
<b>ARTICLE 11: WINDING DOWN</b>	<b>17</b>
<b>ARTICLE 12: DISPUTE RESOLUTION MECHANISM</b>	<b>17</b>
<b>ARTICLE 13: GENERAL</b>	<b>18</b>

A bylaw relating generally to the conduct of the affairs of

**The Canadian Foster Family Association**

(hereinafter the "**Corporation**" or the "**CFFA**")

**BE IT ENACTED** as a bylaw of the Corporation as follows:

**1. Definitions**

In this bylaw and all other bylaws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-for-profit Corporations Act* (S.C. 2009, c. 23) including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, or as amended from time to time;

"**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**Board**" means the board of directors of the Corporation;

"**Bylaw**" means this bylaw and any other bylaw of the Corporation as amended and which are, from time to time, in force and effect;

"**Director**" means a member of the Board;

"**Executive Office Committee**" or "**EOC**" means the executive officers elected or appointed to the Board;

"**Meeting of Members**" includes an annual meeting of members or a Special Meeting of Members;

"**Ordinary Resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**Proposal**" means a proposal submitted by a member of the Corporation entitled to vote at an annual meeting of members that meets the requirements of section 163 of the Act (Right to submit and discuss);

"**Quorum**" is defined as 50% plus one of the duly elected/appointed member(s) who are present at a properly constituted meeting;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;

**"Special Meeting of Members"** includes a special meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

**"Special Resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## 2. Interpretation

In the interpretation of this Bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these Bylaws.

## 3. Corporate Seal

The seal, an impression of which is stamped in the margin of this document, shall be the seal of the corporation. The secretary of the Corporation shall be the custodian of the corporate seal.

## 4. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

## **ARTICLE 1 - NAME**

The name of the organization is the Canadian Foster Family Association (CFFA).

## **ARTICLE 2 - PURPOSE AND OBJECTS**

### **Mission**

The CFFA exists to work in partnership with provincial and territorial members as a collective voice for foster families across Canada.

### **Vision**

All Canadian foster families will be respected and empowered to create the best possible environment for children in care.

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

The purpose of the CFFA 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 concerns.
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. Creating public awareness of the role and contributions of foster families in Canada.

## **ARTICLE 3 - MEMBERSHIP**

Membership in the Corporation shall be available only to persons interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board.

Pursuant to Part 13 of the Act (Fundamental Changes), a special resolution of the members is required to make any amendments to this section of the Bylaws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(d) - (h), (l) or (m) of the Act.

3.1 Classes - The Corporation shall have the following classes of membership:

a) **Regular Member**

The duly recognized organization of foster parents for each province/territory of Canada may represent its province/territory and become a Regular Member of the CFFA upon payment of the prescribed membership fee and upon approval of its application by a majority vote of the Board. Only Regular Members hold voting privileges within the Corporation. Regular Members shall be entitled to receive notice of, attend, and vote at all meetings of the members of the Corporation.

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. Any Regular Member organization's delegated Director, and each of its voting delegates, must also be a Personal Member.

c) **Organizational Member**

Any group or organization that supports the work of the Corporation may become an Organizational Member upon payment of the prescribed membership fee and upon approval of its application by a majority vote of the Board. An Organizational Member may be invited to serve in an advisory capacity with no voting privileges.

d) **Lifetime Member**

Upon a majority vote of the Board, any person may be appointed a Lifetime Member. Lifetime Members shall be exempt from payment of the prescribed membership fee and will have no voting privileges.

3.2 Rights of Members - Any member in good standing is entitled to the rights and privileges given to members in these Bylaws.

3.3 Obligations of Members - All members must comply with the CFFA Code of Conduct, which sets out the conduct expected of members and may be amended by resolution of the Board.

3.4 Resignation - Personal or Regular Members may resign by providing written notice to the Corporation, but shall not be entitled to a refund of any portion of membership fees that have been paid.

3.5 Amendments - The Board may, from time to time, propose other classes of membership, and their respective rights and privileges. Any amendment to the membership structure and/or the rights and privileges of any class of membership must be approved by special resolution of the members, pursuant to Part 13 of the Act (Fundamental Changes), before becoming effective.

3.6 Membership Transferability - A membership may only be transferred to the Corporation.

3.7 Notice of Meetings - Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a) By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) By telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

3.8 Members Calling a Meeting - The Board shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the Board does not call a meeting within 21 days of receiving the requisition, any member who signed the requisition may call the meeting.

3.9 Absentee Voting - Pursuant to Section 171(1) of the Act (Absentee Voting), a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- a) Enables the votes to be gathered in a manner that permits their subsequent verification; and
- b) Permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

The results of any such absentee vote taken in accordance with this section shall be collected, counted, and reported to those members entitled to vote, at the next meeting of members, or by such other procedure as the Board may determine from time to time.

3.10 Termination of Membership - A membership is terminated when:

- a) The member dies or resigns;
- b) The member is expelled or their membership is otherwise terminated in accordance with the Articles or Bylaws;
- c) The member's term of membership expires; or
- d) The Corporation is liquidated and dissolved under the Act.

3.11 Effect of Termination of Membership - Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

3.12 Discipline of Members - The Board shall have authority to suspend or expel any member from the Corporation on any one or more of the following grounds:

- a) Violating any provision of the Articles, Bylaws, or written policies of the Corporation;
- b) Carrying out any conduct which may be detrimental to the Corporation, as determined by the Board in its sole discretion;
- c) For any other reason that the Board, in its sole and absolute discretion, considers to be reasonable, having regard to the purpose of the Corporation.

In the event the Board determines a member should be expelled or suspended from membership in the Corporation, the President, or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received, within such twenty (20) day period. In the event no written submissions are received by the President within 20 days of the date the member is served notice of suspension or expulsion, the President, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. 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 member concerning such final decision within a further twenty (20) days from the date of receipt of the submission(s). The Board's decision shall be final and binding on the member, without further right of appeal.

#### **ARTICLE 4 - THE BOARD OF DIRECTORS**

The Board shall consist of the number of directors specified in the Articles. If the Articles provide for a minimum and maximum number of directors, the Board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the Board. Subject to the Articles, the minimum number of directors may not be fewer than three, at least two of whom are not officers or employees of the Corporation or its affiliates.

4.1 The affairs of the Corporation shall be managed and administered by the Board.

4.2 The elected Board shall consist of one delegate from each Regular Member organization, and the elected or appointed members of the Executive Office Committee. The Board shall have the power to appoint such committees as they deem necessary.

4.3 At the time of their appointment or election to the Board, all Board members must sign the oath of confidentiality, by which they shall remain bound during the duration of their term.



4.4 Nominations for vacant EOC positions shall be submitted in writing to the Chair of the committee responsible for nominations at least 30 days in advance of the meeting at which the vote is to be held. Subject to the Regulations, any Proposal may include nominations for the election of Directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the Proposal is to be presented. The endorsing member(s) must identify their Regular Member organization. Any member who submits a Proposal shall pay the cost of including the Proposal, and any statement, in the notice of meeting for which the Proposal is to be presented, unless otherwise provided by ordinary resolution of the members present at the meeting.

4.5 At the first election of Directors to the Board following the approval of this Bylaw, and at each annual meeting of members thereafter, members of the EOC shall also be elected to the Board, in accordance with Article 6 of these Bylaws. The elected members of the Board will take office immediately following the meeting at which they are elected or appointed.

4.6 No Director may serve more than two consecutive 3-year terms in office, and terms shall be on a staggered basis.

4.7 Vacancies on the Board may, so long as a quorum of Directors remains in office, be filled by the Directors from among qualified Personal Members of the CFFA until the next meeting of members, at which time the vacancy shall be filled by a vote of the members.

4.8 A Director may be removed from office before the expiration of the term by a special resolution of members entitled to vote who are present and voting at a Special Meeting of members duly convened for that purpose. A Director whose membership has been cancelled shall be removed from office.

4.9 The Directors shall receive no remuneration except repayment of reasonable expenses incurred by them in the normal course of their duties.

4.10 The Board 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 at the time of appointment.

4.11 The Board 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.

4.12 The Board shall see that all necessary books and records of the CFFA, required by the bylaws of the CFFA or by an applicable statute or law, are regularly and properly kept.

4.13 Directors retiring from office shall be deemed to hold office until the conclusion of the meeting at which they retire.

## **ARTICLE 5 - DUTIES OF THE BOARD OF DIRECTORS**

5.1 The Board governs the affairs of the Corporation and supervises, controls, and directs all its activities. The Board actively pursues the mission and goals of the Corporation and may adopt rules and regulations for the conduct of its business, including:

- a) Making contracts, exercising powers, and carrying out actions it is authorized by its objects to do;
- b) Governing and regulating the operations, management, and control of the Corporation and all its activities;
- c) Appointing committees as will benefit the Corporation; and
- d) Interpreting the intent of any bylaw, rule, regulation, resolution, or report in connection with the Corporation and determining any dispute in that regard.

5.2 The Board may appoint any person or persons to perform any function for which they deem necessary to conduct efficiently the Corporation's business.

5.3 The Board shall choose a chairperson and a vice chairperson, based on a written position description and criteria for the role of chair, from among the Board members at the first Board meeting after the annual meeting of members.

5.4 The Chairperson shall preside at all meetings of members of the Corporation. During the absence or inability of the Chairperson, the Vice Chairperson, or such other Director as the Board may designate, shall exercise any such duty or power of the Chairperson.

5.5 The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board. The Board shall set up such standing and ad hoc committees which they deem necessary to serve the needs of the Corporation. Each standing or temporary committee shall consist of a Chairperson to be approved by the Board. Ad hoc committees shall exist only so long as they serve a current, useful purpose, which purpose is to be determined by the Board.

5.6 No individual director shall have any authority to act on behalf of the Board or the Corporation except as provided in this Bylaw or by resolution of the Board.

5.7 Conflict of Interest - Where a Director, either on his behalf or while acting for, by, with or through another, has any financial or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, as a Director, he:

- a) Shall disclose his interest at a meeting of the Board;

- b) Shall not take part in the discussion of or vote on any question in respect of the matter; and
- c) Shall not in any way whether before, during, or after the meeting, influence the voting on any such question.

The financial or personal interest, direct or indirect, of an immediate family member, shall, if known to the Director, be deemed to be also the financial interest of the Director.

5.8 Indemnification - Each Director or Officer holds office with protection from the Corporation. The Corporation indemnifies each Director or Officer against all costs and charges that result from any act, done in good faith, as a Director or Officer for the Corporation. The Corporation does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

5.9 Liability - No Director or Officer is liable for the acts of any other Director, Officer, or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or Association dealing with the Corporation. No Director or Officer is liable for any loss due to an oversight or error in judgement, or by an action when acting, in good faith, as a Director or Officer of the Corporation, unless such act is fraudulent, dishonest, or in bad faith. Directors or Officers can rely, in good faith, on the accuracy of any statement or report prepared by the Corporation's auditor. Directors or Officers are not liable for any loss or damage as a result of acting, in good faith, on that statement or report.

5.10 The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties, and subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director unless these Bylaws otherwise provide. Two or more offices may be held by the same person.

## **ARTICLE 6 – DESCRIPTION OF OFFICERS**

### **EXECUTIVE OFFICE COMMITTEE (EOC)**

6.1 Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed or elected, shall have the following duties and powers associated with their positions:

- a) Chair of the Board – The Chair of the Board, if one is to be appointed, shall be a Director. The Chair of the Board, if any, shall, when present, preside over all meetings of the Board and meetings of members. The Chair shall have such other duties and powers as the Board may specify.
- b) Vice-chair of the Board – The Vice-chair of the Board, if one is to be appointed, shall be a Director. If the Chair of the Board is absent or unable or refuses to act, the Vice-chair of the Board, if any, shall, when present, preside over all meetings of the Board and meetings of members. The Vice-chair shall have such other duties and powers as the Board may specify.

- c) President – The President shall be the Chief Executive Officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision over the affairs of the Corporation. The President shall be elected to serve a three-year term.
- d) Secretary – The Secretary shall attend and act as secretary of all meetings of the Board, members and committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings. The Secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the public accountant and members of committees. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall be elected to serve a three-year term.
- e) Treasurer – The Treasurer shall have such powers and duties as the Board may specify. The Treasurer shall be elected to serve a three-year term.

The operational affairs of the CFFA shall be managed by the EOC. The EOC has the powers to carry out programs and mandates of the CFFA that are consistent with the mission and goals of the Corporation. The EOC serves at the pleasure of the Board. Expenses associated with the duties of the President, Secretary and Treasurer, acting on behalf of the CFFA, will be the responsibility of the CFFA.

6.2 Election of Officers - Except where an election is held to fill the unexpired portion of an Officer's term, elections for the offices of President, Secretary, and Treasurer, shall occur at each annual meeting of members where an Officer's term in office is set to expire, or where there is a vacancy in office. Nominations for President shall be from among the existing Directors and/or Officers who have been active with the CFFA for the previous 24 months; or, from among the Personal Members, having been duly nominated by a delegate on behalf of, and endorsed by, the Regular Member organization which the nominated Personal Member represents. Nominees from among the Personal Members must have maintained membership with the CFFA for a minimum of three years prior to the annual meeting of members at which they wish to be nominated for President.

6.3 Officers must be, or must have been within two years prior to their election, documented active foster parents, and must be endorsed by their Regular Member organization.

6.4 Elections shall be by secret ballot.

6.5 Vacancy in Office - In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- a) Such Officer's successor being appointed or elected;
- b) Such Officer's resignation;

- c) Such Officer ceasing to be a Director (if such qualification is required); or
- d) Such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy. The person so appointed shall serve in office until the expiry of the term held by the previous Officer.

## **ARTICLE 7- MEETINGS OF THE MEMBERS**

7.1 Subject to compliance with section 159 of the Act (Place of meetings), there shall be meetings of members, held in Canada at a place the Directors shall determine, as follows:

- a) Annual General Meeting (the "AGM") - The AGM shall be held within 90 days of the fiscal year end or as determined by the Board in conjunction with the host province. At the AGM, the Board shall report to the membership on its activities and shall request the adoption of financial statements for the last fiscal year, provide a recommendation for auditor(s), present a slate of Director nominees for election to the Board in consultation with the local committees, present nominees, if any, for election to the applicable offices of the CFFA, and address any other business that may properly be brought before the meeting.
- b) Special Meeting - A Special Meeting shall be convened by the Board if a petition in writing signed by one-third of the members in good standing stating the purpose of the meeting is issued. A Special Meeting shall be held within 30 days of receiving the petition. Discussion is limited to the initial purpose of the meeting unless a majority agree to introduce other agenda items.

7.2 Notice - All members, Directors and the auditor of the CFFA shall receive written notice of the AGM at least 21 days before each meeting. Publication of the notice in the Corporation's newsletter shall be considered written notice for the purposes of this section.

7.3 Each Regular Member organization shall name two (2) voting delegates to the AGM. All Directors and voting delegates shall each have one vote at the AGM. Names of the Directors and voting delegates entitled to vote on behalf of each Regular Member organization must be submitted to the office of the Corporation within 21 days of the AGM. When a Regular Member organization is unable to have a Director or alternate Director, and two (2) delegates attend the AGM, they may appoint a proxy or proxies to vote on behalf of the absent Director and/or voting delegate(s), upon presentation of a signed and dated letter on behalf of the Regular Member organization to the Secretary of the CFFA. This letter must be presented at least 21 days prior to the AGM. The proxy votes must be held by a foster parent, and not by a staff or other CFFA member.

7.4 A quorum at an AGM or a special meeting of members shall consist of fifty-one percent (51%) of those members entitled to vote. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

7.5 Resolutions at an Annual General, General, or Special Meeting may be passed by simple majority of the votes cast in person by members in good standing, unless the issue must be decided by special resolution. In the event of a tie, the motion is lost. At member meetings, questions will be decided by a show of hands unless a poll is demanded.

7.6 Rules Governing a Meeting - Unless otherwise stated in the CFFA Constitution or CFFA Policy Manual, Robert's Rules of Order will be followed at each meeting of the CFFA.

7.7 Persons Entitled to be Present at Members' Meetings - Members, non-members, Directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, Articles and Bylaws are entitled to cast a vote at the meeting.

7.8 Chair of Members' Meetings - In the event that the Chair of the Board and the Vice-chair of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

7.9 Votes to Govern at Members' Meetings - At any meeting of members every question shall, unless otherwise provided by the Articles or Bylaws or by the Act, be determined by a majority of the votes cast on the question(s).

7.10 Participation by Electronic Means at Members' Meetings - If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this Bylaw, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

7.11 Members' Meeting Held Entirely by Electronic Means - If the Directors or members of the Corporation call a meeting of members pursuant to the Act, those Directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

## **ARTICLE 8 - BOARD OF DIRECTOR MEETINGS**

8.1 Meetings of the Board may be called by the Chair of the Board, the Vice-chair of the Board or any two (2) Directors at any time. If the Corporation has only one Director, that Director may call and constitute a meeting.

8.2 Regular Meetings of the Board shall be held no less than once every six (6) months during the fiscal year. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) of the Act (Notice of meeting) requires the purpose thereof or the business to be transacted to be specified in the notice.

8.3 Notice of Board meetings shall be given to all Directors at least one week in advance of the meeting. If the Board sets specific days and times in any months for regular meetings, no notice is required. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the Act (Limits on authority) that is to be dealt with at the meeting.

8.4 A majority of Directors (50% plus 1) will form a quorum for the transaction of CFFA business.

8.5 At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question.

8.6 Errors in Notice, Board of Directors - No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

## **ARTICLE 9 - FINANCIAL AND CONTRACTUAL MATTERS**

9.1 Each fiscal year of the Corporation shall begin on April 1st and terminate on March 31st of the following year.

9.2 The Corporation will conduct an audit or review annually and ensure that at each AGM, members appoint an auditor or qualified reviewers to audit the accounts of the Corporation. Reviewers or the auditor will hold office until the next AGM provided that Directors may fill any casual vacancy in that office. The Board will set remuneration of the auditor.

9.3 Execution of Other Documents - Significant contracts, agreements, and instruments in writing, beyond those covered by Board policies for reasonable day-to-day operations of the Corporation, shall be approved by the Board and signed by two Officers.

9.4 Cheques - All cheques and payment orders issued in the name of the Corporation shall be signed by 2 persons authorized by the Board for that purpose. Any 1 authorized person may endorse and deposit collections on the Corporation's account for the credit of the Corporation. No two (2) persons from the same immediate family may sign the same financial instruments on behalf of the Corporation.

9.5 The Directors shall ensure that all necessary books and records of the Corporation required by the Bylaws of the Corporation or by any applicable statute or law are regularly and properly kept, and shall appoint the person responsible, at their sole discretion.

9.6 Banking Arrangements - The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

9.7 Borrowing Powers - If authorized by a bylaw which is duly adopted by the Board and confirmed by the members in accordance with the Act, the Directors may from time to time:

- a) Borrow money on the credit of the Corporation;
- b) Issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;  
and
- c) Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

Any such bylaw may provide for the delegation of such powers by the Directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in the bylaw.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

9.8 Annual Financial Statements - The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) of the Act (Annual financial statements), or a copy of a publication of the Corporation reproducing the information contained in such documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

## **ARTICLE 10 - AMENDMENTS TO THE BYLAWS**

10.1 Subject to the Articles, the Board may, by resolution, make, amend or repeal any bylaws that regulate the activities or affairs of the Corporation. Any such bylaw, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the bylaw, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The bylaw, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.



10.2 Fundamental Changes - This section does not apply to a bylaw amendment that requires a special resolution of the members entitled to vote according to Part 13 of the Act (Fundamental Changes) because such amendments are only effective when confirmed by special resolution of the members entitled to vote thereon.

## **ARTICLE 11 - WINDING DOWN**

11.1 Subject to Sections 234 through 236 of the Act, in the event of the dissolution of the Corporation, its property and assets shall, after payments of all liabilities, be donated to one or more recognized charitable organizations dealing with children in crisis in Canada as may be decided by the Corporation in general.

## **ARTICLE 12 – DISPUTE RESOLUTION MECHANISM**

12.1 In the event that a dispute or controversy among members, Directors, Officers, committee members or volunteers of the Corporation arising out of or related to the Articles or Bylaws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, Directors, Officers, committee members, employees or volunteers of the Corporation as set out in the Articles, Bylaws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) The disputes or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

12.2 All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## **ARTICLE 13 – GENERAL**

13.1 Invalidation of any Provisions of this Bylaw - The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of its remaining provisions.

13.2 Method of Giving Any Notice - Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the Board, to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the Bylaws or otherwise to a member, Director, Officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- a) If delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with Sections 128 (Notice of directors) or 134 (Notice of change of director or director's address) of the Act;
- b) If mailed to such person at such person's recorded address by prepaid, ordinary, or air mail;
- c) If sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) If provided in the form of an electronic document in accordance with Part 17 of the Act;

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, Director, Officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

13.3 Omissions and Errors in Notice - The accidental omission to give any notice to any member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the Bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.