

CONSTITUTION & BY-LAWS

CANADIAN FOSTER FAMILY ASSOCIATION

ASSOCIATION DES FAMILLES D'ACCUEIL DU CANADA



Amendments Sanctioned by Members of CFFA June 10, 2004

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OBJECTIVES

The purpose of the Canadian Foster Family Association is to enhance the quality of care for foster children 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; and

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BY-LAWS

ARTICLE I - MEMBERSHIP

1.1_ Approval of Members:

- 1) The duly recognized organization of foster parents in each province & territory of Canada may become a Regular Member Organization of the Corporation upon payment of the prescribed membership fee and upon approval of the application by a majority vote of the Directors.
- 2) Any person wanting to be a member and is in good standing of a Regular Member Organization shall be a Patron Member of the Corporation on application therefore and payment of the prescribed fee.
- 3) Any person residing in Canada and being of the full age of eighteen (18) years may become a Donor member upon payment of the prescribed fee.
- 4) Any Canadian Corporation may become a Corporate Member upon payment of the prescribed fee and upon approval of the application by a majority vote of the Directors.
- 5) Any other organization whose constitution and by-laws have a common objective may become an Associate member upon payment of the prescribed fee and upon approval of the application by a majority vote of the Directors.
- 6) Upon a majority vote of the Directors, any person may be appointed a Honorary member and shall be exempt from the payment of membership fees.
- 7) The National Youth in Care Network (N.Y.I.C.N.) shall be allowed one (1) Director and two (2) Accredited Delegates at large of the Canadian Foster Family Association with full voice & vote. Due to fiscal restraint of the N.Y.I.C.N., the CFFA will waive the membership fees for the N.Y.I.C.N. Director and two (2) Accredited Delegates.

1.2 Withdrawal of Membership:

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

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1.3 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 Corporation, for any cause that the Corporation 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.

1.4 Indemnities to Directors & others:

Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively; shall from time to time and at all times, be indemnified & saved harmless out of the funds of the Corporation, from & against:

- 1) all costs, charges and expenses whatsoever, which such Directors, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;

- 2) all other costs, charges and expenses which, he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

1.5 Interest of Member Not Transferable:

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

1.6 Members bound by By-Laws:

The By-laws of the Corporation shall bind the Corporation 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.

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ARTICLE II - MEMBERSHIP FEES & MEMBERSHIP CARDS

- 2.1 a) The membership fees shall be prescribed by the Members in general meeting.
- b) Regular Member Organization may have a voice at a meeting of the Corporation, but shall not be entitled to vote on any question unless current membership fees are paid.

2.2 Membership Cards:

There will be issued to each Member a card which shall bear the year for which it was issued.

2.3 Use of Membership Fees:

The amount levied for membership fees shall be used for the advancement of the objectives of the Corporation.

ARTICLE III - DIRECTORS

3.1 The 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.

- 3.2 a) At each Annual General Meeting falling on an even numbered year, the President, First Vice-President & Treasurer shall retire from office.
- 2) At each Annual General Meeting falling on an odd numbered year, the Second Vice President, the Third Vice-President & Secretary shall retire from office.
- 3) The one (1) Director, representing each Regular Member Organization, shall be selected by the representative Regular Member Organization.
- 4) Delegate shall serve as a Director for a two (2) year term.
- 5) At each Annual General Meeting falling on an even numbered year the Director from Nova Scotia, Newfoundland, Quebec, Nunavut, Saskatchewan, British Columbia and

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Northwest Territories shall retire from office.

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- 6) At each Annual General Meeting falling on an odd numbered year the Directors from New Brunswick, Prince Edward Island, Ontario, Manitoba, Alberta, Yukon Territory and any other Regular Member Organization, shall retire from office.
 - 7) Elected Directors elected into Executive positions shall serve for a two (2) year term.
 - 8) Elected Directors shall act on and be advised by motions and recommendations put forth at Annual General Meeting, as well as recommendations from nominated and appointed committees.
- 3.3 Directors retiring from office shall be deemed to hold office until the conclusion of the meeting at which they retire.
- 3.4 A retiring Officer shall be eligible for re-election to a maximum of three (3) consecutive terms plus two consecutive terms in the Presidency.
- 3.5 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they may determine.
- 3.6 If a Director fails to discharge the duties of the office without a satisfactory reason, the office shall be declared vacant by a three-fourths (3/4) vote of the Directors.
- 3.7 When an Officer of the Corporation 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.
- 3.8 Notice of a Directors 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. Each Director has one (1) vote.

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3.9 Duties & Powers of Directors:

The Directors shall manage the affairs of the Corporation and shall have the power to appoint such committees as they deem necessary in addition to committees nominated & appointed at a general meeting.

3.10 Committees:

- 1) The first Member listed in a committee appointment shall be deemed to be the chairperson of the committee.
- 2) The Executive Committee shall appoint the Chairperson of each Committee.
- 3) The committee may appoint additional members as required.
- 4) Committees shall retire at the Annual General Meeting.
- 5) Committees may be re-appointed.
- 6) Duties: Upon the formation of a committee, the Directors will compile a job description, so the committee may fulfill its mandate.
- 7) Removal: The Directors may remove any committee member and may fix any remuneration.
- 8) Committee Recommendations: The committee Chairperson shall submit and give a report of the committee at the Annual General Meeting. This report will give the status of that committee at that time, as well as state any recommendations.

3.11 Directors & Executive committee members, as such, shall not receive any stated remuneration for their services, but, by resolution of the Board of Directors, expenses of their attendance may be allowed at each regular or special meeting of the Board of Directors. Nothing herein shall be construed to preclude any Director from serving the Corporation as an Officer or in any other capacity and receiving compensation therefore. The Directors shall serve as such, without remuneration, and no Director shall directly or indirectly receive any profit from his position as such, provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties, and provided further, that any Director, who is engaged in or is a member of a firm engaged in any business or profession, may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation.

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- 3.12 The Board of Directors may appoint such agents and engage such 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 such appointment.
- 3.13 The remuneration of all officers, agents, and employees and committee members shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees shall cease to be payable from the date of such meeting of members.
- 3.14 The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Corporation.
- 3.15 The office of Director shall be automatically vacated:
- 1) if a Director shall resign his office by delivering a written resignation to the Secretary of the Corporation;
 - 2) if he becomes bankrupt or suspends payment or compounds with his creditors;
 - 3) if he is found to be of unsound mind;
 - 4) if at a special general meeting of members, a resolution is passed by three-fourths (3/4) of the members present at the meeting that he be removed from office;
 - 5) on death; provided that, if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, by appointment, may fill the vacancy with a member of the Corporation;
 - 6) by any officer who fails to discharge the duties of that office without a satisfactory reason or who actions may endanger the status or reputation of the Corporation may be removed from office by a three-fourths (3/4) vote of the Directors.

ARTICLE IV - OFFICERS

- 4.1 a) The President shall be the Chief Executive Officer of the Corporation and shall be responsible for the procedures of all General Meetings of the Corporation, and

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b) The President shall be ex-officio, a member of all committees.

4.2 The First Vice-President shall perform the duties of the President in his absence or inability to act.

4.3 The Second Vice-President shall perform the duties of the First-Vice President in his absence or inability to act.

4.4 The Third Vice-President shall perform the duties of the Second Vice-President in his absence or inability to act.

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

b) The Officers of the Corporation shall be a President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, Treasurer, Past President and any such other Officers as the Board of Directors may by the By-Laws determine, including, but without restricting the foregoing, an Executive Secretary & Executive Director. Any two offices may be held by the same person.

* Note: Directors will assign duties to Committee and may remove any member with just cause

4.6 The Past President shall be an advisor to the President & shall hold office for one (1) year.

4.7 The Secretary shall:

- 1) Keep & maintain minutes of all general meetings;
- 2) Maintain a copy of all correspondence relating to the Society
- 3) Within ten (10) days following a general meeting, forward a notice of all financial motions to the Treasurer; and
- 4) Notify all committee chairpersons of motions affecting their committees.

4.8 The Treasurer shall be responsible for all of the funds of the Corporation and shall be Responsible for all financial committees.

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- 4.9 The Executive Secretary may be empowered by the Board of Directors, upon resolution by the Board of Directors, to carry on the affairs of the Corporation generally under the supervision of the Officers thereof and shall attend all meetings and act as clerk thereof and record all notes and minutes of all proceedings in the books to be kept for that purpose. He/she shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he/she shall be.
- 4.10 The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors require of them.
- 4.11 An EOC position will be considered vacated if an officer fails to attend three consecutive meetings without valid reason or cause. In this instance, the EOC would be empowered to appoint a Director to fill the newly vacated position until the next election.

ARTICLE V – ACCREDITED DELEGATE

- 5.1 The two (2) Accredited Delegates, representing each Regular Member Organization, shall be selected by the representative Regular Member Organization.
- 5.2 Each Accredited Delegate has one vote at the Annual General Meeting and at a Special General Meeting.

ARTICLE VI - FINANCES

FUNDS OF THE CORPORATION SHALL BE KEPT AT SUCH BANKING INSTITUTIONS AS THE OFFICERS MAY DIRECT

- 6.1 The cheques of the Corporation shall be signed by any two of the following officers: President, First Vice-President & Treasurer, or an Association designate in conjunction with one of the three Executive Officers Committee members mentioned above. Office staff with Association designated signing authority shall not be allowed to sign cheques made out to themselves.

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- 6.2 Contracts, documents or any instruments in writing, requiring the signature of the Corporation, shall be signed by any Officer or Officers or agent or agents designated, from time to time, by the Board, and all contracts, documents and instruments in writing, so authorization or formality. The Directors may give the Corporation'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. The seal of the Corporation, when required, may be affixed to contracts, documents and instruments in writing, by any Officer or Officers appointed by resolution of the Board of Directors.
- 6.3 True and accurate accounts shall be kept of receipts, expenditures, assets and liabilities of the Corporation and such accounts shall be subject to inspection by the members at the Annual General Meeting of the Corporation and at other times upon reasonable notice to the Treasurer.
- 6.4 All accounts shall be approved by a majority vote of the Directors unless they are for purposes for which funds have already been appropriated by the Directors.
- 6.5 AUDIT:
- 1) The books, accounts and records of the Corporation shall be audited at least once a year by an auditor, appointed at each Annual General Meeting. The auditor shall be a duly qualified accountant;
 - 2) No Officer of the Corporation shall be appointed to act as an auditor.
- 6.6 The fiscal year end shall be March 31st.
- 6.7 The Officers may from time to time:
- 1) borrow money on the credit of the Corporation to the maximum of ten thousand (\$10,000) dollars, or the current contribution agreement whichever is less;
 - 2) issue, sell or pledge securities of the Corporation;
 - 3) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, 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 Corporation.

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ARTICLE VII - MEETINGS

- 7.1 The Annual General Meeting of the Corporation shall be held annually.
- 7.2 A Special General Meeting of the Corporation may be called by the President as and when he or she considers it necessary; but he or she shall call a Special General Meeting when requested to do so in writing by at least 66 % of Regular members.
- 7.3 Written notice of a 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 Corporation in general meeting or by the Directors.
- 7.4 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. Adequate notice to be sent.

ARTICLE VIII - QUORUM

- 8.1 A quorum at a meeting of the Executive Committee shall consist of four (4) members of the Committee.
- 8.2 A quorum at a meeting of the Directors shall consist of those Directors personally present & representing a majority of the Regular Member Organizations.
- 8.3 A quorum at a general meeting of members shall consist of those Directors and Accredited Delegates personally present & representing a majority of the Regular Member Organizations.

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ARTICLE IX - NOMINATIONS

- 9.1 The Nominating Committee shall consist of one representative from each of a minimum of three (3) Regular Member Organizations.
- 9.2 The Nominating Committee shall be appointed by the Directors no less than ninety (90) days prior to the Annual General Meeting.
- 9.3 The Nominating Committee shall select a slate of candidates for each retiring office.
- 9.4 Notice of the slate of candidates shall be provided to the voting delegates in writing, one month prior to the Annual General Meeting.
- 9.5 Nomination for President shall be from among the Directors who have been active for one year or more.
- 9.6 If the Nominating Committee fails to discharge its duties, it may be dismissed and another committee appointed by a three-fourths (3/4) vote of the Directors, not less than (90) days prior to the Annual General Meeting.
- 9.7 No member of the Nominations Committee shall accept any form of remuneration for profit while discharging their duties as a member of the committee.

ARTICLE X - VOTING

- 10.1 Voting shall be by ballot in the case of election of Officers and by show of hands in other cases, except as is required in the By-Laws or is requested by one-tenth (1/10) of the directors and accredited delegates representing Regular Member Organizations present.
- 10.2 Voting members at all General meetings shall be the Directors and accredited delegates of the Corporation, 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.
- 10.3 Questions arising at a meeting shall be decided by a simple majority vote of the directors and accredited delegates representing Regular Member Organizations present and voting, except as otherwise provided in the By-Laws or by law.
- 10.4 When a Regular Member Organization is unable to have a Director and two (2) accredited

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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 Corporation.

ARTICLE XI - DISPOSITION OF ASSETS

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

ARTICLE XII - BY-LAWS AMENDMENTS

- 12.1 The By-Laws of the Corporation may be repealed or amended by By-Law enacted by a majority of the Directors at a meeting of the Board of Directors & sanctioned by an affirmative vote of at least two-thirds (2/3) of the members entitled to vote as are present in person at a meeting duly called for the purpose of considering the said by-law, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Consumer & Corporate Affairs has been obtained.
- 12.2 Notice of intention to propose a change to the Constitution shall be circulated to all Directors and all Provincial/Territorial organizations of foster families at least 60 days prior to said meeting.

ARTICLE XIII - CUSTODY OF USE OF THE SEAL

- 13.1 The seal, an impression whereof, is stamped in the margin hereof, shall be the seal of the Canadian Foster Family Association - Association des Familles • Accueil du Canada.
- 13.2 The Secretary shall be the custodian of the seal of the Corporation, which he shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named by the resolution.

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ARTICLE XIV - RULES OF ORDER

- 14.1 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.
- 14.2 No conversation shall be permitted while a Member has the floor.

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- 14.3 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.
- 14.4 A motion shall not be subject to debate until it has been stated by the Chair.
- 14.5 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.
- 14.6 The maximum period of time allowed any one Member to speak to a given question shall be ten (10) minutes.
- 14.7 A Member may speak only once on a question until all other members have had an opportunity to speak.
- 14.8 The Mover of the Motion shall have the right to speak in rebuttal, thereby closing debate.
- 14.9 In the event of any disagreement, “Roberts Rules of Order” shall prevail.

ARTICLE XV - RULES & REGULATIONS

- 15.1 The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws, relating to the management and operation of the Corporation, as they deem expedient, provided that such rules & regulations shall have force and effect only until the next annual meeting of the members of the Corporation, when they shall be confirmed, and failing such confirmation at such annual meeting of the members shall at and from that time cease to have any force and effect.

ARTICLE XVI - HEAD OFFICE

- 16.1 The Head Office of the Corporation shall be the city of current Presidents.

ARTICLE XVII - BOOKS & RECORDS

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- 17.1 The Directors shall see that all necessary books and records of the company, required by the By-Laws of the Corporation or by an applicable statute or law, are regularly and properly kept.

ARTICLE XVIII - MINUTES OF BOARD OF DIRECTORS & EXEC. COMMITTEE

- 18.1 The minutes of the Board of Directors or the minutes of the Executive Committee shall not be available to the general membership of the Corporation, but shall be available to the Board of Directors and Regular Member Organizations, each of whom shall receive a copy of such minutes.

ARTICLE XIX - INTERPRETATION

- 19.1 In these By-Laws and in all other By-Laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms & Corporations.

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