

North Renfrew Family Services Inc.

CONSTITUTION

***Revision 2021 April 27
Previous Versions of the Constitution
were approved on 2008 April 29 and
on 2010 April 20***

1.0 NAME AND INCORPORATION

The name of this organization shall be the North Renfrew Family Services Incorporated (NRFS). Incorporation took place under the Ontario Corporations Act on September 9 1975 as described in the Letters Patent, a copy of which provided in Appendix I.

2.0 OBJECTIVE

The objective of this organization is to:

- 2.1 provide a professionally trained guidance and counselling service to families not entitled to such services provided under the Child Welfare Act and administered by the Family & Children's Services of Renfrew County.
- 2.2 provide referral information to other existing agencies when warranted.
- 2.3 provide a standard of professional social services as prescribed by the Board of Directors.

3.0 MISSION STATEMENT

To provide a counselling and referral service for all persons of North Renfrew seeking help. To assist the community to respond to the changing social needs.

3.0 SERVICE PHILOSOPHY

- 3.1 To respond as quickly as possible to crises and to those in need, recognizing the courage needed to ask for help.
- 3.2 To treat each individual with dignity and respect.
- 3.3 To build on each individual's strengths, encourage self-worth and independence.

4.0 BOARD OF DIRECTORS

- 4.1 The management and administration of the affairs of this organization shall be by a Board of Directors composed of no fewer than seven members elected at an Annual General Meeting to be held before April 30th. The agenda for the Annual General Meeting is provided in Appendix II. The Board of Directors shall comprise of a Chair, Vice-Chair, Secretary and Treasurer, and no fewer than three other members.

- 4.2 A member of the Board of Directors who has served four consecutive years must stand for re-nomination. If resigning, that member is encouraged to find a replacement.
- 4.3 The Chair of the Board of Directors who has served two consecutive years must stand for re-nomination. If resigning, that member is encouraged to find a replacement.
- 4.4 The Board of Directors shall fill any vacancy in the Board of Directors until the next annual meeting of the members.

5.0 DUTIES OF BOARD OF DIRECTORS

- 5.1 The Board of Directors, before the thirty-first day of October each year and otherwise upon request, shall prepare a budget, for the following year.
- 5.2 The Board of Directors shall produce financial statements at the end of each fiscal year, and otherwise upon request, in a form required by the government and/or funding agencies.
- 5.3 The Board of Directors shall ensure that all requirements for funding sources be fulfilled.
- 5.4 All volunteers, the Executive Director and all personnel employed by NRFS Inc. shall be subject to the decision of the Board of Directors, in all matters pertaining to the work of NRFS. They shall be governed by and answerable only to the Board of Directors in all matters pertaining to the operation and welfare of NRFS.

6.0 DUTIES OF OFFICERS OF THE BOARD OF DIRECTORS

6.1 CHAIR

To preside at all meetings of the Board of Directors and any general. A job description for the Chair is given in Appendix III

6.2 VICE-CHAIR

To take-over all the duties of the Chair in case of his/her unavailability, and to assist the Chair in completing his/her duties. A job description for the Vice-Chair is given in Appendix III.

6.3 TREASURER

To prepare a Monthly Financial Statement and an Annual Financial Statement to be submitted to the Board of Directors at a meeting prior to the Annual General Meeting. A job description for the Treasurer is given in Appendix III.

6.4 SECRETARY

To give notice of all meetings, take minutes at the Board meetings and to keep records of Board Meeting Minutes. A job description for the Secretary is given in Appendix III.

7.0 MEETINGS

7.1 GENERAL MEETINGS

There shall be an Annual General Meeting held before April 30 each year, at such time and place as the Board of Directors shall determine, for the purpose of electing the executive officers and receiving reports and transacting any business presented to it. Additional general meetings may be held on call of the Board of Directors, and must be called upon written petition made to the Board of Directors.

Prior notice shall be sent to each member of the Board of Directors at least two weeks in advance of any general meeting and notice of the Annual General Meeting shall be published in the North Renfrew Times, at least one week in advance of the Annual General Meeting.

7.2 BOARD OF DIRECTOR'S MEETINGS

At least six meetings of the Board of Directors shall be held each year to review the operations and policies of NRFS. Each member of the Board of Directors shall be notified in advance of the meeting. Additional meetings may be called as required throughout the year.

7.3 QUORUMS

7.3.1 Four directors shall constitute a quorum for a Board of Director's meeting and for any general meeting.

7.3.2 Members of the Board shall attend at least 60 percent of all Board meetings or be asked to resign.

8.0 AMENDMENTS

- 8.1 This constitution and by-laws may be enlarged, amended or repealed in all or in part by a majority vote at any general meeting.
- 8.2 Proposed changes shall have first been submitted to the Board of Directors for recommendation.
- 8.3 Notice of changes to the constitution together with the time and place of the Annual General Meeting shall be given full newspaper publicity at least a week before the Annual General Meeting.

APPENDIX I

LETTERS PATENT

Dated September 9, A.D. 1975

Province of
ONTARIO

Letters
Patent

Incorporating

NORTH RENPREW FAMILY

SERVICES INC.

Recorded this 16TH
day of SEPTEMBER 1975 A.D.
as Number 306894

C306894



Province of ONTARIO

By the Honourable SIDNEY B. HANDLEMAN,

MINISTER OF CONSUMER AND COMMERCIAL RELATIONS

To all to whom these Presents shall come
Greeting

Whereas *The Corporations Act provides that with the exceptions therein mentioned the Lieutenant Governor may in his discretion, by Letters Patent, issue a Charter to any number of persons, not fewer than three, of ~~eighteen~~ ^{eighteen} or more years of age, who apply therefor, constituting them and any others who become shareholders or members of the corporation thereby created a corporation for any of the objects to which the authority of the Legislature extends;*

And Whereas *by the said Act it is further provided that the member of the Executive Council to whom the administration of this Act is assigned may in his discretion and under the Seal of his office have, use, exercise and enjoy any power, right or authority conferred by the said Act on the Lieutenant Governor;*

And Whereas *it has been made to appear that the persons herein named have complied with the conditions precedent to the issue of the desired Charter and that the said undertaking is within the scope of the said Act;*

Now Therefore Know Ye *that, being the member of the Executive Council to whom the administration of this Act is assigned, I do by these Letters Patent issue a Charter to the Persons hereinafter named that is to say:*

Jean May Hawkings, Florence Mary
Davies, Nancy Patricia Osborne
and Helen Margaret Pettit, Homemakers,
Jacob Mangatt Varughese, Engineer,
Roger Isadore Noppe, Head of Guidance,
Department Mackenzie High School, John Thomas
Buckingham, Personnel Supervisor, Ontario Hydro,
Francis Edward Tierney, Pharmacist,
and Donald John Beauprie, Dentist, all of
the Town of Deep River, in the County of Renfrew, in the
Province of Ontario; and John Ross Routliffe,
of the Village of Chalk River, in the said County of Renfrew,
United Church Minister; constituting them and any others
who become members of the Corporation hereby created a
corporation without share capital under the name of

NORTH RENFREW FAMILY SERVICES INC.

for the following objects, that is to say:

TO provide professional social services, guidance and
counselling, and initial contact and referral services for
individuals and families in the North-western region of the
said County of Renfrew

THE HEAD OFFICE of the Corporation to be situate at the said Town of Deep River; and

THE FIRST DIRECTORS of the Corporation to be Jean May Hawkins, Florence Mary Davies, John Ross Routliffe, Nancy Patricia Osborne, Jacob Mangatt Varughese, Roger Isadore Woppe, John Thomas Buckingham, Francis Edward Tierney and Helen Margaret Pettit, hereinbefore mentioned;

AND IT IS HEREBY ORDAINED AND DECLARED that the Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that, upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Ontario;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that 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 IT IS HEREBY FURTHER ORDAINED AND DECLARED that the directors of the Corporation shall be elected and shall retire in rotation and that at the first meeting of members for the election of directors three (3) directors shall be elected to hold office for a term of three (3) years from the date of their election or until the third annual meeting of members after such date, whichever first occurs, three (3) for a term of two (2) years from the date of their election or until the second annual meeting, whichever first occurs, and three (3) for a term of one (1) year from the date of their election or until the next annual meeting after such date, whichever first occurs, and thereafter at each annual meeting directors shall be elected to fill the positions of those directors whose term of office has expired and each director so elected shall hold office for a term of three (3) years or until the third annual meeting after his election, whichever first occurs.

Given under my hand and Seal of office at the City of Toronto in the said Province of Ontario this ninth
day of September in the year of Our Lord
one thousand nine hundred and seventy-five.

Sidney R. Handlman
Minister of Consumer and
Commercial Relations

APPENDIX II

BY-LAWS

1. AGENDA FOR ANNUAL GENERAL MEETING

- 1.1 Reading the
 - 1.1.1 Minutes of the previous meeting and approval
 - 1.1.2 Business arising from the minutes.
 - 1.1.3 Report of the Board of Directors including the audited financial statement
 - 1.1.4 Report of the Executive Director
 - 1.1.5 Report of the Chair of the Board of Directors
- 1.2 New Business (which may include changes to the Constitution)
- 1.3 Election of the Board of Directors

2. CONFIDENTIALITY

- 2.1 Every member of the Board of Directors, every employee and every volunteer shall respect the confidentiality of matters pertaining to NFRS keeping in mind that unauthorized statements could adversely affect the interests of NRFS. Members of the Board of Directors are required to sign a non-disclosure agreement which is provided in The Policy and Procedures (Appendix IV)
- 2.2 The Board of Directors shall give authority to one or more members of the Board of Directors to make statements to the media or public about matters brought before the Board of Directors.

3. CONFLICT OF INTEREST

Every member of the Board of Directors who has or thinks he/she has, in any way, a Conflict of Interest with respect to matters before the Board of Directors shall disclose the nature and extent of that conflict at that meeting of the Board of Directors.

APPENDIX III

JOB DESCRIPTIONS FOR THE BOARD OF DIRECTOR OFFICERS

JOB DESCRIPTION OF THE CHAIR OF THE BOARD OF DIRECTORS OF NRFS

1. Presides over all meetings of the Board of Directors.
2. Calls regular and special meetings, as required
3. Be an ex-officio member on all committees.
4. Ensures an agenda is issued well prior to the meetings (In consultation with Executive Director and Secretary, and Office Manager, provides input for agenda)
5. Holds at least 6 meetings during the year
6. Ensures that an Annual General Meeting (AGM) will be held before the end of April
 - provides Chair's report for AGM
7. The Chair, after having served for 2 years must stand for re-nomination. If resigning, the Chair is encouraged to find a replacement
8. Delegates tasks and issues to the Executive Director, Office Manager, Committee Chairs or Board Members for resolution
 - staff concerns will be dealt with by the Staff Relations Committee, Finance issues by Finance Committee
 - ensures that all board members are involved in committee activities
9. Serves as the contact point for Board Members on board issues.
10. Sets goals and objectives for the Board and ensures that they are met.
11. Serves, along with the Executive Director, as the public figure for NRFS (attending fundraisers, media commitments etc.)

JOB DESCRIPTION OF THE VICE CHAIR OF THE BOARD OF DIRECTORS OF NRFS

1. In the absence or disability of the Chair, performs the duties and exercises the powers of the Chair
2. Performs from time to time other duties as imposed upon him/her by the Chair.
3. In the event of the Chair's death, resignation, total disability or removal, the Vice-Chair shall become Acting Chair and shall perform all duties of the Chair for the remainder of the term. At that point, the position of the Vice-Chair will be filled from the ranks of the Board of Directors.

JOB DESCRIPTION OF THE PAST-CHAIR OF THE BOARD OF DIRECTORS OF NRFS

Acts as an advisor to the Board of Directors and performs such duties as may, from time to time, be required of him/her by the Board of Directors.

JOB DESCRIPTION OF THE SECRETARY OF THE BOARD OF DIRECTORS OF NRFS

1. Is the designated recorder of all meetings of the Board of Directors.
2. Attends all meetings of the Board of Directors and ensures that all facts, motions, and actions are recorded in minutes and are forwarded to the Office Manager for filing in the NRFS office and/or on a secure electronic platform . If the secretary is unable to attend meetings, she/he will ensure a designate will fulfill her/his duties in his/her absence.
3. Ensures the minutes of meetings are distributed to the Board of Directors and staff in a timely manner after the meeting, so that actions can be carried out promptly.
4. Ensures all relevant documents pertaining to the next meeting, including the minutes of the last meeting, are sent out to the Board of Directors and staff with sufficient time for them to examine before the next meeting.
5. Assists the Chair in compiling the agenda for meetings. Offers to sit on other committees as required.
6. Performs such other duties as may from time to time be determined by the Board of Directors.

JOB DESCRIPTION OF THE TREASURER OF THE BOARD OF DIRECTORS OF NRFS

1. Has custody of all funds of the organization and pays out the same upon direction of the Board of Directors. Activities performed as part of this requirement:
 - be one of the cheque signing authorities which requires the review of backup information to ensure expenditures are reasonable as well as confirming cheque accuracy before signing.
 - reviews the NRFS Ledger on a monthly basis for revenue and expenses and prepares a monthly report. This report is presented to the Board of Directors at each monthly meeting for review and discussion and also tracks revenue and expenses on a year to date basis.
 - reviews the Emergency Account and prepare a synopsis for the Board of Directors.
2. Assists the volunteer accountant in preparing an Annual Financial Statement (“statement of accounts”) that is part of the Annual Report presented at the Annual General Meeting (AGM). This Statement is to be reviewed and approved by the Board of Directors prior to the AGM.
3. As per NRFS Policy & Procedures' “Investment Statement” arranges and monitors low risk investments with a high rate of liquidity of NRFS contingency funds.
4. As per NRFS Policy & Procedures', “Budget Preparations”, leads the Budget/Salary Review Committee in preparing an annual budget for review by the NRFS Board of Directors at the November Monthly Meeting. Included in the budget preparation is an updating of the annual salary scales.
5. Contributes financial/budgetary information to other proposals and NRFS activities as required.
6. Supports the Office Manager and accountant as required.
7. Update the cheque signing authority as required.

In the past, the treasurer has assisted the Executive Director in preparing the United Way proposal, and maintained the Ontario Corporation Profile report (see <https://www.ontario.ca/page/form-initial-return-notice-change-making-changes-corporate-information>). This profile report must be updated annually to reflect any changes to the Board of Directors.

APPENDIX IV

**North Renfrew Family Services
Inc.**

**POLICY AND
PROCEDURE MANUAL**

Revision 2021 April 27

Previous Versions of the Policy and Procedures Manual were approved by NRFS Board on 2010 March 9 and on 2013 June 18.