

## **BYLAWS OF**

### **CHEP Good Food Inc.**

Bylaw changes Affirmed at the general membership meeting on June 24, 2015 by members

WHEREAS CHEP Good Food Inc. was formed in September 1988, and

WHEREAS CHEP Good Food Inc. was incorporated under the Non-profit Corporations Act on the 6<sup>th</sup> day of July 1990 as CHEP Good Food Inc., also known as CHEP and

WHEREAS the Corporation is empowered under the Act to make bylaws

THEREFORE the Corporation makes bylaws as follows:

#### **I. TITLE**

- 1.01 These bylaws may be cited as the Bylaws of the CHEP Good Food Inc. also known as CHEP

#### **II. INTERPRETATION**

2.01 In these bylaws:

- a) Corporation means CHEP Good Food Inc.
- b) The term “ex officio” means by virtue of his/her office and does not limit the rights, duties, and capacity of any person who is, ex officio, a director, member of a committee, or the holder of any other office
- c) Any word or expression used but not defined has, unless the context otherwise requires, the same meaning as the Act
- d) “Act: means the Non-Profit Corporations Act
- e) The directors”, “Board”, “Board of Directors” mean the directors of the Corporation for the time being.

#### **III. MISSION AND OBJECTIVES**

- 3.01 CHEP Good Food Inc. (CHEP) exists to work with children, families and communities to improve access to good food and to promote food security.

## CHEP's Philosophy

CHEP believes that food is a basic right and that inadequate nutrition adversely affects health, physical, mental, and emotional development, learning ability, and participation in community. CHEP believes that a community development approach is necessary to fulfil its mission.

The objectives of the Corporation are:

- To promote the provision of nutritious food to children in Saskatoon in a non-stigmatizing manner and to facilitate food actions that enhances self-reliance and dignity for children, their families and communities.
- To facilitate collaborative approaches to bring about food security for children and families and to implement a community development approach which enables community direction and ownership in action taken towards issues of hunger and poverty and food security.
- To promote healthy eating by providing opportunities for nutrition education and skill development for children and families in Saskatoon.
- To promote increased awareness of issues of poverty and food security in order to bring about social change.

## **IV. MEMBERSHIP**

4.01 The membership of the Corporation shall consist of two classes of membership each of which shall be renewable annually:

- a) An individual membership shall be open to any person, 12 years or older, who is interested and supportive of the objectives and principles and mission of the organization
- b) An organization membership shall be open to any organization, business, or agency who is interested and supportive of the objectives and principles and mission of the organization. An organization membership shall appoint one representative as the voting member. The organization has only one vote at meetings
- c) Both classes of membership are entitled, upon approval of application by the Board of Directors, to all privileges of membership including the right to vote at meetings of members

- 4.02 a) Memberships consist of the following three groups: i) Elected or appointed Board directors; ii) Staff of CHEP Good Food Inc after 6 months probationary period; iii) any individual as noted in 4.01a) upon acceptance as member. ~~To become a member of the Corporation, eligible individuals~~ To become a member of the Corporation, eligible individuals ~~and organizations in category iii must have their membership approved by the board and recorded in the minutes.~~ ) must have their membership approved by the Board of Directors and recorded in the minutes.
- b) ~~To become a member of the corporation or~~ To renew a membership an eligible individual [noted in 4.02 a)iii)] ~~or organization must submit the annual fee as prescribed from time to time by the Board of Directors.~~ must submit notice of renewal which may be done at the AGM or anytime after.
- c) New members are not entitled to vote or elect directors within a fifteen (15) day period from the date they become a member.
- d) A member shall be eligible to hold office if they are 18 years of age or older.
- 4.03 a) A member may withdraw from the Corporation by giving to the Secretary of the Corporation thirty (30) days notice of their intention to withdraw.
- b) The Board, by resolution, may accept any application to withdraw upon shorter notice.
- c) The Corporation shall pay all amounts held to the credit of a member within ninety (90) days of the Board's acceptance of the member's application to withdraw.
- 4.04 a) The directors may, by a two-thirds vote, at a meeting duly called, order the retirement of a member from the Corporation.
- b) The secretary of the Corporation shall within 10 days from the date on which the order is made notify the member in writing of the order.
- c) The member may appeal the retirement order, to the next meeting of members of the Corporation by giving written notice of his/her intention to appeal to the secretary within thirty (30) days from the date he/she received notice.
- d) Where the member makes the appeal, a majority vote of the members, at the date of retirement of the said member, shall be required to rescind the order.
- e) If a membership is terminated under this bylaw, all agreements in place shall also be terminated and the Corporation shall pay to the member all amounts held to his credit within ninety (90) days of the member's retirement.

## **V. MEETING OF MEMBERS**

- 5.01 An annual general meeting of members shall be held within six months of the end of the fiscal year at a time and place to be determined by the Board of Directors.
- 5.02 The Board of Directors may call a special general meeting of members at any time.
- 5.03 A special meeting may be called on the special request of 15 members, excluding directors. This special meeting shall be held not earlier than fifteen (15) days and not later than thirty (30) days from date notice given.

## **VI. BUSINESS OF MEMBERS MEETING**

- 6.01 All business transacted at an annual meeting, except consideration of the financial statements, auditor's report, election of directors, and reappointment of the incumbent auditor, and all business transacted at any other meeting of members, is deemed to be special business.
- 6.02 No special business may be transacted at a meeting of members unless the notice of meeting states the nature of the business in sufficient detail to permit members to form a reasoned judgement thereon.
- 6.03 Any member may submit to the Corporation notice of any matter that he/she proposes to raise and discuss at the meeting and notice of the proposal shall be given with the notice of the next meeting of members.

## **VII. NOTICE OF MEETING**

- 7.01 Notice of the time and place of an annual meeting of members or of a special meeting of members shall be advertised, not less than 15 days or more than 50 days before the meeting, to members entitled to attend the meeting and to the auditor.

## **VIII. VOTING AT MEMBERS MEETINGS**

- 8.01 At every meeting of members, each qualified member present is entitled to one vote on each question. An organization member shall appoint one representative and shall have only one vote on each question.
- 8.02 Voting at a meeting of members shall be by show of hands except where a secret ballot is demanded by a member either before or after a vote by show of hands.
- 8.03 Subject to provisions of the Act and these bylaws, a majority of members who are present and cast votes at a meeting shall decide all questions.

- 8.04 There shall be no voting by mail or proxy.
- 8.05 No member is entitled to vote within a fifteen (15) day period of their initial membership approval.
- 8.06 The chairperson of the meeting has the right to vote, but is not entitled to a second vote in the event of a tie.

## **IX. QUORUM AT MEMBERS MEETINGS**

- 9.01 The quorum required for a meeting of the membership shall be 10% of the membership, or a minimum of 30 members, whichever is less.

## **X. DIRECTORS**

- 10.01 The Board of Directors consists of appointed and elected members.
- 10.02 a) The 15 directors of the Corporation may consist of 1 appointee from each of: the Public School System, Catholic School System, Saskatoon Health Region, the City of Saskatoon and an Aboriginal organization.
- b) Those organizations, which have an appointed director, shall appoint or confirm the person to serve on the Board prior to the annual meeting of the Corporation. In the event that an organization fails to appoint a representative the board may fill the appointment by election.
- c) At each annual general meeting the members shall be advised of the names of each appointed director and then shall elect directors from those qualified members nominated by the nominating committee or those members in good standing nominated by general members in writing or from the floor at AGM.
- d) Directors shall be elected for a 2 year term.
- 10.03 a) The Corporation may, by ordinary resolution, at a meeting of directors called for the purposes, remove any director or directors from office.
- b) Directors cease to hold office if they cease to be a member or representative of a member of the Corporation.
- c) The directors, where there is a quorum of directors, may fill any vacancy among the directors by appointing a director to hold office until the next AGM. Where there is not a quorum of directors, the remaining directors shall call a general meeting of members for the purpose of electing members to fill vacancies.
- 10.04 The members of the Corporation may call a special meeting to remove a director. If members wish to remove a director, they may approach the Board of Directors to do so through a majority vote or through a special meeting. A special meeting may be called on the special request of 15 members, excluding directors. This

special meeting shall be held not earlier than fifteen (15) days and not later than thirty (30) days from date notice given.

10.05 Unless these bylaws provide otherwise, the Board of Directors shall exercise the powers of the Corporation directly or indirectly through the employees and agents of the Corporation and direct the management of the business and affairs of the Corporation.

10.06 Protection and Indemnity of Directors and Officers

Each Director or Officer holds office with protection from the corporation. The corporation indemnifies each Director or Officer against all costs or charges that result from any act done in his or her role for the corporation. The corporation does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

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 corporation dealing with the corporation. No Director or Officer is liable for any loss due to an oversight or error in judgment, or any act in his or her role for the corporation, unless the act is fraud, dishonesty or bad faith.

Directors or Officers can rely on the accuracy of any statement or report prepared by the corporation's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

## **XI. DIRECTORS' MEETINGS**

11.01 Every director shall be given by letter, telephone, or otherwise at least five (5) days notice of every meeting of directors.

11.02 The directors may, at any meeting, decide to hold regular meetings by adopting a resolution stating the day, hour, and place of the regular meetings and no further notice of those meetings shall be required.

11.03 A director may waive notice of a meeting by his/her attendance at a meeting, or if not in attendance, by so stating by letter, telephone, or otherwise.

11.04 At every meeting of directors, each elected or appointed director shall have one vote on each issue/question.

11.05 A majority of directors or six, whichever is less, shall constitute quorum at a meeting of directors.

11.06 Before taking office, directors, officers, and committee members shall be required to make a declaration relating to faithful performance of duties and to confidentiality of transactions with the corporation, members, and patrons.

- 11.07 A director, officer or committee member who: is party to a business opportunity, material contract or is party to information that is in the interest of their own personal operations or is a member of an organization that has proven to have an opposing mandate and goals; shall disclose in writing or by declaration to the Corporation the nature and extent of her or his interest.
- 11.08 A director or officer shall disclose his organizational or business or material interest prior to any resolution on the matter and shall abstain from voting on the question and shall remove themselves from the conflict immediately after they become aware that the proposed business matter is to be considered at a meeting of directors.
- 11.09 The directors may by a two-thirds vote at a meeting duly called, request that a director, officer or committee member retire from duties that are in conflict.
- 11.10 When required, the Board of Directors may empower a Committee for specified periods of time to make decisions on behalf of the Board without ratification of the Board.
- 11.11 Only the Chairperson or the Executive Director, or persons delegated by one or both of them, may make public statements on policy matters or controversial issues.

## **XII. COMMITTEES**

- 12.01 The Board may establish standing and ad hoc committees to help it to carry out specific responsibilities.
- 12.02 The duties of the committees shall be assigned to them by the directors.
- 12.03 All decisions made by committees on behalf of the corporation shall require Board of Directors approval unless board has empowered the committee as outlined in 11.10.
- 12.04 The committee chairperson shall be selected from the members of that committee, but every selection shall be subject to confirmation by the Board of Directors.
- 12.05 The members of each committee shall be appointed from among the directors or other interested persons by its chairperson.
- 12.06 Committees may meet, adjourn, and otherwise regulate their meetings as they may determine. Minutes shall be provided to the Board of Directors.

## **XIII. OFFICERS AND THEIR DUTIES**

- 13.01 The directors shall manage the activities and affairs of the Corporation in accordance with the Bylaws of the Corporation and the Act.
- 13.02 Every director and officer of the Corporation shall act in accordance with the policies as set out in the Board's Policy Manual, and shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

- 13.03 The Chairperson, Vice-chairperson, Secretary, and Treasurer shall be elected by the Directors from amongst the directors.
- 13.04 The office of the Past Chairperson shall be filled by the director who is the most recent past chairperson. This person shall hold the office until such time as a later past chair replaces them or until she/he is no longer a director. The past chairperson shall assist the chairperson and provide historical context.
- 13.05 The chairperson shall be the chief officer of the Corporation and it shall be his/her duty to be vigilant and active in promoting the objectives of the Corporation.
- 13.05 The chairperson shall preside at meetings of the Corporation and of the directors.
- 13.06 The vice-chairperson shall assist the chairperson in the performance of his/her duties and shall act in the absence of the chairperson.

#### **XIV. ADMINISTRATION**

- 14.01 The fiscal year of the Association shall end on the 31<sup>st</sup> day of March of each year.
- 14.02 The directors shall cause to be kept proper records and accounts of all transactions of the Corporation as required by the Act.
- 14.03 The directors shall place before the members at each annual meeting:
- a) financial statements for the year which ended not more than 4 months prior to the annual meeting,
  - b) the report of the auditor; and
  - c) annual reports of the operation and undertakings of the Corporation.
- 14.04 The directors shall approve the financial statements and shall evidence their approval by the signature of one or more directors.
- 14.05 No financial statement shall be released or circulated unless it has been approved by the directors and is accompanied by the report of the auditor.
- 14.06 The Corporation shall make available financial statements and the report of the auditor to members by publishing a notice stating the documents are available at the office of the Corporation; and that any member may, upon request, obtain a copy free by calling at the office during usual business hours.
- 14.07 All funds of the Association shall be deposited in one or more accounts in the name of the Association at a chartered bank, trust company, or credit union designated by the directors.



- 14.08 All cheques, promissory notes, bills of exchange, or other negotiable instruments shall be executed in the name of the Corporation and signed in accordance with resolutions passed by the directors for that purpose.
- 14.09 No remuneration shall be paid to the directors other than compensation for expenses incurred while on Corporation business at rates approved by directors in a board meeting.

## **XV. DISSOLUTION**

- 15.01 Upon the dissolution of the Corporation, any surplus and the remaining property of the Corporation shall be distributed in accordance with the articles of the Corporation or donated to one or more registered charities.

## **XVI. AMENDMENT TO BYLAWS**

- 16.01 The directors may, by resolution, amend, repeal, or make any bylaws that regulate the activities and affairs of the Corporation.
- 16.02 The directors shall submit any bylaws, or any amendment or repeal thereof, to the next meeting of members; and the members may, by ordinary resolution, confirm, reject, or amend the bylaws, amendment, or repeal.
- 16.03 Any bylaws, or an amendment or repeal thereof, is effective from the day of the resolution of directors until confirmed, confirmed as amended, or rejected by the members.
- 16.04 If any bylaws, or any amendment or repeal thereof, is rejected by the members or is not submitted to the next meeting of members, the bylaws, amendment, or repeal thereof, ceases to be effective and no subsequent bylaw, amendment, or repeal having substantially the same purpose or effect shall be effective until confirmed or confirmed as amended by the members.
- 16.05 Except in the case of first bylaws made by the directors, every bylaw, amendment, or repeal thereof, shall state an effective date which shall not be more than thirty (30) days from the day of which the bylaw, amendment, or repeal is made.
- 16.06 Every bylaw and every amendment or repeal thereof shall be available to the membership before its effective date.