Jimmy Pratt Memorial Outreach Centre Inc.

BY-LAWS

September 2018

**INTRODUCTION 2**

**ARTICLE 1.0 - DEFINITIONS 2**

**ARTICLE 2.0 – LOGISTICS 3**

**ARTICLE 3.0 – MEMBERSHIP 4**

**ARTICLE 4.0 – MEMBERSHIP MEETINGS 5**

**ARTICLE 5.0 – OTHER MEETINGS 6**

**ARTICLE 6.0 – BOARD OF DIRECTORS 7**

**ARTICLE 7.0 – EXECUTIVE OFFICERS 11**

**ARTICLE 8.0 - COMMITTEES 11**

**ARTICLE 9.0 - AMENDMENTS 12**

**ARTICLE 10.0 – AFFILIATION 12**

**ARTICLE 11.0 – INDEMNIFICATION 12**

**ARTICLE 12.0 - CONFLICT OF INTEREST 13**

**ARTICLE 13.0 – CONFIDENTIALITY 14**

**ARTICLE 14.0 - APPOINTMENT OF AUDITORS 14**

**ARTICLE 15.0 - WIND-UP: 14**

Introduction:

Jimmy Pratt Memorial Outreach Centre Inc. is a corporate body as set out in section B, article 8.1 of The United Church of Canada’s Manual and is a category 1 corporation. These By-Laws and the Articles of Incorporation as outlined in schedules “A” and “B” are compliant with the Newfoundland and Labrador Corporation’s Act for Corporations without share capital (not for profit corporations).

1. Article 1.0 - Definitions

*The following definitions may apply to your By-Laws in part, or in their entirety:*

* 1. **“Ad Hoc”** in these By-Laws, ad-hoc means a type of committee established to carry out a particular task on behalf of the corporation.
	2. **“AGM”** means Annual General Meeting.
	3. **“Act”** means Newfoundland and Labrador Corporations Act, or any statute that may be substituted from time to time.
	4. **“Articles of Incorporation”** means Articles of Incorporation filed pursuant to the Act and from time to time amended or restated.
	5. **“Member”** means individuals, organizations, institutes, associations, groups or business entities choosing to become a voting or non-voting member. Member can also mean individuals from the volunteer sector of JPMOC, the congregation of George Street Church.
	6. **“Board of Directors”** means the group of individuals elected or appointed to govern.
	7. **“Board Member”** means a member of the Board of Directors.
	8. **“By-Laws”** means these By-Laws.
	9. **“Conference”** means the Newfoundland and Labrador Conference of the United Church of Canada.
	10. **“Eligible Voter”** means an individual member in good standing who shall be eligible to vote at an Annual General Meeting (AGM) and/or any General Membership Meeting based on these By-Laws.
	11. **“Ex Officio”** means a member of the Board or a sub-committee without voting power and/or serving as a resource person by virtue of his/or her position.
	12. “**General Membership meetings**” means a meeting convened from time to time to deal with issues deemed to require member’s attention.
	13. **“In Good Standing”** means any member or director or organization that has been accepted into membership.
	14. **“Meetings”** includes regular meetings of the Executive, Board of Directors, AGM, General Membership, and Committee Meetings duly convened and having the required quorum where required.
	15. **“Nomination in Absentia”** means a process by which a member in good standing can nominate an individual to be elected to the Board of Directors who is absent from the meeting.
	16. **“Quorum”** the minimum number of members or directors required to hold a meeting as outlined in the By-Laws.
	17. **“United Church of Canada”** references the overall parent body of this Corporation, and the requirements for compliance to the operational manual of the United Church of Canada.
1. Article 2.0 – Logistics:
	1. Name of the Corporation:

Jimmy Pratt Memorial Outreach Centre Inc. (JPMOC Inc.)

* 1. Registered Office:

25 Buchanan Street, St. John’s NL A1C 0A4

* 1. Purpose:

JPMOC Inc. is established to serve the needs of less fortunate residents of the greater St. John’s region of the Avalon Peninsula in the province of Newfoundland and Labrador. It objectives are those outlined in Schedule “A” & “B” of the Articles of Incorporation.

* 1. Objectives:

The Corporation is established as a support and assistance program open to all residents, members and other individuals and groups requiring assistance in areas identified below. It should be noted that services and support will be based on need and these objectives may require alterations from time to time based on changing circumstance. These objectives shall

include but not be limited to serving:

* + 1. those with intellectual and/or physical disabilities;
		2. these unemployed, or under employed;
		3. those needing a hot nutritious meal;
		4. those needing a warm and welcoming place to meet, and make new friends;
		5. those needing a helpful hand in short term or long-term circumstances;
		6. those wishing to avail of any JPMOC Programming.
	1. Fiscal Year:

The fiscal year of the Corporation shall be from January 1st - December 31st in each year.

* 1. Facilities Rent & Maintenance Fees

The Corporation shall rent space from George Street United Church, which shall include the commercial kitchen, dining area, existing storage, equipment and other existing operational components. Rent and maintenance shall be negotiated and an agreement (minimum of 12- months) signed by both parties.

1. Article 3.0 – Membership:
	1. The membership in the Corporation shall be open to any member of the congregation of George Street United Church and signing such membership forms as may be required annually. Eligible members must also have reached the age of majority, be sound of mind and not in bankruptcy. The Board may from time to time establish other non-voting membership categories such as associate members or honorary members along with any conditions and privileges as may be approved at a meeting of the Board.
	2. Those becoming members are deemed to support the aims and objectives of the Corporation and agree to the rules and regulations of the Corporation as set forth in these By-Laws and in the policies and procedures.
	3. Membership may be terminated based on failure to abide with these by– laws, policies, rules and regulations that apply to each category of membership and/or for just cause.
	4. Members wishing to withdraw from membership may do so in writing thirty

(30) days prior to the intended date of the intended withdrawal.

1. Article 4.0 – Membership Meetings
	1. Annual General Meeting:
		1. An Annual General Meeting shall be convened not later than 150- days from the end of the stated fiscal year end.
		2. The Annual General Meeting or any General Membership Meeting shall require 14-days’ notice to all members.
		3. The Annual General Meeting shall be held at such place and time in each year as the Board of Directors may determine. Business scheduled at every Annual General Meeting shall include receiving reports, Financial Statements, electing Executive Officers, and appointment of an Auditor.
		4. The transaction of such other business as may properly be brought before the meeting shall also be included. All reports to be included as parts of the AGM agenda are required to be presented to the general membership at the AGM.
		5. All resolutions to be tabled for discussion at Annual General Meeting must be submitted in writing to the registered office of the Corporation a minimum of 14-days prior to the scheduled meeting and distributed to the general membership at least 14- days in advance of the AGM.
			1. Electronic notification and/or paper notification shall be accepted and deemed delivered. Resolutions deemed, by the membership in attendance, to be urgent in nature may be presented from the floor.
		6. At any Annual or General Membership Meeting, a minimum of 15 voting members in good standing shall constitute a quorum.
		7. General Membership meetings may be convened from time to time to deal with issues deemed to require membership attention.
			1. These may be at the call of the Corporation’s Chair, or on receipt, in writing at the registered office of the Corporation, a letter requesting a general membership meeting signed by any five (5) voting members in good standing. Based on such request the Chair shall convene within thirty calendar (30) days.
2. Article 5.0 – Other Meetings:
	1. Meeting Types:
		1. Regular Meetings of the Board of Directors shall be held at a time and place designated by the Board of Directors or at the call of the Chair.

5.1.2.Special or extraordinary meetings of the Board of Directors may be called by the Chair at any time on receipt, in writing, requesting a meeting signed by any four (4) members of the Board of Directors. Based on such request, a meeting of the Board of Directors shall be convened within fourteen (14) days.

5.1.3 Minutes of all AGM, General Membership, Executive, Board and other meetings shall be recorded, and copies filed at the registered office of the Corporation.

* 1. Member Voting Privileges
		1. All members in good standing are entitled to vote at any AGM and General Membership Meetings. Votes must be given personally by show of hands of those present. All elections of Executive Positions shall be by secret ballot.
	2. Rules of Order:
		1. Parliamentary guidelines as set out in the operational policies of the Corporation shall be followed at all duly convened meetings including board meetings and membership meetings of the Corporation. A quorum must present, and the meeting convened by the Chair or his/her designate. In all cases, Roberts Rules of Order shall apply.
1. Article 6.0 – Board of Directors:
	1. The minimum number of directors as registered under the Articles of Incorporation is set at no fewer than three (3) and no more than nine (9). If the number of directors falls below the stated minimum, no business may be transacted other than the business of filling the vacancies on the Board.
	2. Each duly elected or appointed member of the Board shall be an individual member in good standing.
	3. The Board of Directors shall be comprised of the following:
		1. Executive Officers as outlined in Article 7.
		2. Three (3) directors shall be appointed/elected from the signed membership to represent the congregation of George Street United Church as defined in Article 3 of these By-Laws. These individuals shall be voting members in good standing of the Corporation.
		3. Board Members may be assigned “representative roles”, including the following:
			1. One (1) the Friday Soup Kitchen Program
			2. One (1) the Seniors Inclusion Program
			3. One (1) the Monday Breakfast Program
		4. The remaining six (6) directors shall be appointed/elected from the membership body at large or may include additional members in good standing from the congregation of George Street United Church, the United Church of Canada, sponsoring bodies, and/or resource persons.
		5. Following discussion of the Board of Directors at a special meeting of the JPMOC, the office of a Director shall be vacated by a motion and 2/3 affirmative vote of the sitting board members, if the Director:
			1. Fails to attend three (3) Board of Director meetings in a one- year period with reasonable cause as deemed by the Board;
			2. Acts against the stated objectives of the Corporation;
			3. Is found to be in an undeclared conflict of interest;
			4. Is negligent in carrying out her duties as a Director; or
			5. Is convicted of a crime which could affect the operations of the Board of Jimmy Pratt Memorial Outreach Centre
	4. Board’s Role & Responsibilities:
		1. The primary responsibilities of the Board of Directors shall include, but are not limited to, the management of all operational affairs of the Corporation to ensure that financial management, planning and delivery of service programs to existing and future clients are provided in a professional and timely manner. Additionally, the following task functions shall apply.
2. To acquire funds as deemed necessary and to invest or disburse those funds in the pursuit of the Corporation’s goals and objectives.
3. To invest and deal with money or other assets of the Corporation in such manner as the Board of Directors may deem appropriate and necessary from time to time.
4. To borrow such monies as deemed necessary for the purpose of acquiring a mortgage, and to hypothecate or otherwise pledge all or any of the assets of the Corporation at the direction of the Board of Directors.
5. To purchase insurance on all assets of the Corporation for the protection thereof against fire or other causalities and to procure directors and officers liability insurance.
6. To ensure the development of new programming and fundraising opportunities to ensure the sustainability of the Corporation and its services.
7. To employ staff and agents of the Corporation and to pay all necessary salaries and mandatory deductions and benefits.
8. To conduct all other matter of business as deemed necessary in the day-to-day operations to achieve successful implementation of the goals and objectives of the Corporation.
	1. Board members shall remain in office for a maximum of a three (3) year term and are eligible to serve one additional term, which is two (2) years. After a 5-year maximum, Board Members are required to step down for at least a one (1) year period.
	2. Any vacancy within the Board of Directors that occurs throughout the year shall be filled by the Board of Directors from the membership category causing the vacancy with a member in good standing. The director so appointed shall serve for the remainder of the term.
	3. A simple majority of Board members (50%+1) shall constitute a quorum at Board of Directors meetings.
	4. The Board of Directors shall adopt, develop, or amend By-Laws, develop policy guidelines, rules and regulations and, where necessary, submit them to the general membership for review and adoption at an Annual or General Membership meeting.
	5. The Board of Directors, or at its request the Chair, may appoint committees or designate members of the Board of Directors of the Corporation or others, to examine, consider, and report upon various operational matters as per these By-Laws.
	6. Public announcements in the name of the Corporation may not be made unless authorized by the Board of Directors or by person(s) to whom the Board of Directors have delegated this authority.
	7. The Chair shall preside at all meetings of the Board of Directors, and Annual and General Membership meetings. The Chair receives, and processes motions and votes only in the case of a tie.
	8. The Chair shall, along with the Treasurer or any additionally designated signing officer, sign all papers and documents requiring signatures on behalf of the Corporation.
	9. It shall be the duty of the Chair to present an Annual Report of the activities of the Board of Directors for the previous year at the Annual General Meeting.
	10. In the absence of the Chair, the Vice-Chair shall act with the powers of the Chair. In the absence of both Officers, the Board of Directors shall appoint another member of the Board of Directors to temporarily act with the same powers.
	11. The Treasurer along with the other Executive Officers shall manage and be responsible for all funds of the Corporation and shall keep a regular account of revenues and expenditures of the Corporation. The Treasurer shall submit Financial Statements for presentation at the Annual General Meeting, and at any other occasions required by the Corporation.
	12. The Past Chair is recognized as a Board “resource person” for at least a year after serving.
	13. The Board of Directors shall present a budget at each Annual General Meeting for the approval of voting members showing the estimated revenue and expenditures for the upcoming fiscal year.

6.18.1 Directors shall not be entitled to any dividends and/or other forms of remuneration, other than normal out of pocket expenses as outlined in the Corporate Policies Guidelines.

6-18.2 All expenses including pre-authorized travel shall be reimbursed based on the Travel Regulations outlined in Policies Guidelines. All travel will be based on the regulations as set forth in the Policies Guidelines and the Newfoundland and Labrador Conference Manual.

6-18.1 The Corporation shall indemnify members and directors that have shown due diligence in the application of their duties and responsibilities. A director liability insurance policy shall always be carried by the Corporation, and this shall include errors and omissions.

1. Article 7.0 – Executive Officers
	1. The Executive of the Corporation shall consist of the Chair, Vice-Chair, Secretary and Treasurer, and with the Operations Manager as ex-officio.
	2. The Chair, Vice-Chair, Secretary and Treasurer shall be elected following the Annual General Meeting of the Corporation, and shall be by the Board, and from the Board.
	3. All elected terms for officers shall be for two years and each position is eligible for reelection to one additional term.
	4. Any and all Executive positions shall be eligible for re-election.
	5. To ensure continuity, and if possible, the positions of Chair and Vice- Chair shall be elected in alternate years. As well and if possible, this is the case for the Secretary and Treasurer.
	6. All executive positions shall be elected from within the Board members and at least one of the four executive positions shall be from the congregation of George Street United Church and may only serve as long as they remain Board members.
2. Article 8.0 - Committees
	1. Sub-Committees

The Board of Directors may appoint ad-hoc, standing, or special task committees to carry out any of the activities of the Corporation. Any committee so established shall operate under the terms of reference approved by the Board and shall always be subject to the direction of the Board. The Board is not required to accept the recommendations of any committee.

* + 1. All committees shall be required to report to the Board of Directors as stated in their mandate upon formation.
		2. Each committee shall work based on their mandate which shall include time frame, terms of reference and budget.
		3. Each committee shall be chaired by a Board member or a person approved by the Board of Directors.
	1. Committee Functions:

The Board of Directors shall operate based on functional working committees. While the decision making shall continue to be the responsibility of the Board of Directors, working committees will be mandated by the Board of Directors to do specific tasks from time to time**.**

1. Article 9.0 - Amendments:
	1. Changes to articles of incorporation and/or these by-laws can only occur with the approval or confirmation of the membership.
	2. Amendments to these by-laws shall require a majority of 50%+1 vote by those present at an annual or general membership meeting.
	3. Submissions for inclusion as amendments at the AGM must be submitted to the registered office of the Corporation a minimum of twenty-one (21) days prior to the scheduled meeting date.
	4. All proposed amendments, once reviewed, shall be distributed to the membership a minimum of fourteen (14) days prior to the scheduled Annual General Meeting.
2. Article 10.0 – Affiliation:

10.1 The Corporation by resolution at any Annual or General Membership Meeting shall have the power to affiliate and maintain memberships with other religious, charity-based organizations, or other where it is deemed that such affiliation is in the best interest of the Corporation.

1. Article 11.0 – Indemnification:
	1. The Corporation shall purchase and maintain such insurance for the benefit of every director, officer and employee of the Corporation to the extent permitted by the Act and as the Board of Directors may determine from time to time. This will include but not necessarily be limited to liability, commercial and an errors and omission segment.
	2. Every executive member, Board member and employee of the Corporation shall be indemnified by the organization as outlined in the Corporations Act. The indemnity of the Corporation and persons acting on behalf of the Corporation shall be in all cases as outlined in the said Act.
	3. Indemnification of executive members, Board members and staff shall cover all aspects of the organization’s operations, providing due diligence has been exercised and all decisions are made in good faith. Areas include:

11.3.1 All costs, charges and expenses whatever that such executive members, Board members and staff sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against an executive member, Board members and staff for or in respect of any act, deed, matter or thing whatever, made, done, or permitted by the executive members, Board members and staff shall be indemnified as long as due diligence has been executed.

1. Article 12.0 - Conflict of Interest:
	1. Each Board member shall inform the Board of Directors in writing, or ask to have entered into the minutes, any situations that might create a conflict of interest involving that Board member.
	2. The Board member shall state the nature and extent of the conflict and avoid situations where this conflict might affect their ability to perform their role within the organization.
	3. Those Board members declaring or deemed by the Board of Directors to be in a potential conflict of interest shall remove themselves from any meeting and discussion pertaining to the subject in question.
2. Article 13.0 – Confidentiality:
	1. Confidentiality shall mean but not be limited to the dissemination of information regarding plans, processes, membership, reports, financial matters, strategic plans, donors, or sponsors of the Corporation. This article shall apply to Board members, staff, volunteers and associates of the Corporation and shall always be applied consistently and fairly whether oral or in writing.
	2. An employee or Board member may utilize confidential information and organizational records to the extent necessary in the carrying out of his/her role within the Corporation.
	3. Each and every Board member and employee shall sign the prescribed Confidentiality Agreement within the first thirty (30) days of appointment.
	4. Failure to comply with the terms of the Confidentiality Agreement shall result in a review by a Board-appointed committee and may result in dismissal of an employee or the removal of a Board member depending on the seriousness of the breech.
3. Article 14.0 - Appointment of Auditors:
	1. The appointment of auditors shall take place at each Annual General Meeting. Auditors will be authorized to conduct a review engagement and/or audit of the financial records of the Corporation with the full assistance of the senior Corporation staff and the Treasurer.
	2. The results of such review engagement and/or audit will be presented to the Board of Directors for review and presentation to the membership at the Annual General Meeting.
4. Article 15.0 - Wind-Up:
	1. If for any reason the Corporation ceases to conduct business under this incorporation, the winding up of the organization shall follow the legal requirements for dissolution of the body corporate as outlined in the Newfoundland and Labrador Corporations Act.
	2. In the event that the corporation ceases to function or its corporate existence is terminated, all assets of the corporation shall be vested in The United Church of Canada.
	3. Notwithstanding section 15.2, any remaining assets whether they be fixed, or liquid not required by the United Church of Canada, shall be transferred to a local not-for-profit body corporate registered as a corporation with similar aims and objectives.
	4. Financial records shall be audited and all financial records and records of minutes of meetings of the Board of Directors shall be retained for a minimum of seven (7) years from the date of wind-up.