

# SOUTHERN AND CENTRAL ALBERTA FOOD BANK FEDERATION

## ARTICLES OF ASSOCIATION

### Article I.....Name

The name of the Association shall be

***Southern and Central Alberta Food Bank Federation***

### Article II.....Interpretation

Definitions in these Articles, unless the context otherwise required:

**2.1** The Executive Officers are those who are appointed by the members to direct the business of the Association or achieve specific objects as are agreed at regular meetings or at the Annual General Meeting.

**2.2** The Articles of the Association are those that the members may from time to time agree are in force and effect.

**2.3** "Fees" means the fees that are determined by the collective membership to be remitted to the Association or to achieve an agreed objective or project or fund the activities of the Association.

**2.4** "Members" refers to those food banks or organisations that have made an agreement to join in the Association for the achievement of the objects stated above.

*Words importing the singular gender include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.*

### Article III.....Membership

**3.1 Members.** Membership criteria shall be those food banks located in Southern and Central Alberta that shall apply and subject to meeting the criteria defined below be accepted by the Board and subsequently be endorsed by the Annual General Meeting.

**3.2 Acceptance.** Payment of membership fee implies that the member organisation had adopted the Federation Articles of Association, and will apply the Canadian Food Bank Association Safe Food Handling Guidelines and Code of Ethics and does not solicit the donation of food or services for profit.

**3.3 Membership of other Organisations or Associations.** Membership of the Association does not require nor preclude current membership of any other organisation.

**3.4 Membership Fee.** The membership fee shall be determined from time to time, by the members at a general meeting.

**3.5 Withdrawal of Membership.** Any member wishing to withdraw from the membership may do so upon a notice in writing to the Board.

**3.6 Cancellation of Membership.** Membership of the Association may be cancelled or withdrawn by majority vote of the members present and voting at an Annual General or Special Meeting. Such a motion may be tabled by the Board or by any member food bank if supported by the signed petition of 3 other members in good standing. The member concerned will be informed in writing by the Board, a minimum of 21 days before that a motion withdrawing or cancelling their membership has been made and will be debated at the meeting.

#### **Article IV.....Board of Directors**

**4.1** The affairs of the Association shall be managed by a Board of Directors elected at an Annual General Meeting by the members present and voting.

**4.2** The Board shall, subject to the Articles or directions given it by majority vote at any meeting of the membership, properly called and constituted, have full control and management of the affairs of the Association.

**4.3** Meetings of the Board shall be called by the Chairperson. and shall be held as often as may be required, but at least twice in any calendar year.

**4.4** A special Board meeting may be called at any time by a majority of Board members so notifying the Board Secretary.

**4.5** A quorum of the Board members at any Board Meeting shall be a majority of the current elected Board membership defined as 50% plus one.

**4.6** Any director or officer upon a majority vote of all members in good standing may be removed from office for any cause, which the Association may deem reasonable.

**4.7** Any vacancy on the Board occurring during the year shall be filled by appointment to complete the remainder of term.

#### **Article V .....Officers**

**5.1 Chairperson.** The Chairperson shall be ex-officio a member of all Committees. The Chairperson, when present, presides at all meetings of the society and of the Board. The spokesperson of the Society will be the Chairperson unless the Board of Directors designates another person.

**5.2 Vice Chairperson.** In the absence of the Chairperson, the Vice Chairperson will preside there at.

**5.3 Secretary.** The Secretary shall attend all meetings of the Board and the Association and take down and preserve minutes of all such meetings. The Secretary shall have charge of all of the correspondence of the Association. In the absence of the Secretary, this duty shall be discharged by such officer as may be appointed by the Board.

**5.4 Treasurer.** The Treasurer shall be responsible for all monies paid to and received by the Association and for the deposit of the same in whatever bank the Board may order. The Treasurer shall properly account for the funds and keep such books as may be directed. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the annual meeting a statement duly audited as hereinafter set forth of the financial position of the Association and submit a copy of the same to the Secretary for the records of the Association.

**5.5 Members at Large.** A minimum of two and a maximum six Members at large shall be elected to the Board in addition to the Association Executive Officers.

**5.6 Board Members Role** shall be to represent the whole membership and they shall stand and be elected as individual members irrespective of any affiliation or none with existing member Food Banks or organisations.

#### **Article VI.....Books, Records and Auditing**

**6.1** The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Association elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the Association. The fiscal year of the Association in each year shall be December 31.

**6.2** The books and records of the Association may be inspected by any member of the Association at the annual meeting provided for herein or at anytime upon given reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member Food Bank shall at all times have access to such books and records.

#### **Article VII.....Meetings.**

**7.1 Annual Meeting.** This Association shall hold an annual meeting in the third week of May each year, of which notice in writing to the last known address of each member shall be delivered in the mail at least 21 days prior to the date of the meeting.

**7.2 Board Elections.** At this meeting there shall be elected a Chairperson, Vice-Chairperson, Secretary, Treasurer and a minimum of two Directors at large. The officers and directors so elected shall form a Board, and shall serve until their successors are elected and installed. Any person in good standing shall be eligible to any office in the Association.

**7.3 Special General Meeting.** Special General Meetings of the Association (other than the constituted Annual General Meeting) may be called at any time by the Secretary upon the instruction of the Chairperson or Board by notice in writing to the last known address of each member, delivered in the mail at least 21 days prior to the date of such meeting. A Special Meeting shall be called by the Chairperson or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last known address of each member, delivered in the mail 21 days prior to the meeting.

**7.4 Quorum.** A quorum for all such meetings shall consist of 50% plus one of the total current members in good standing who shall be present and voting.

**Article VIII.....Voting.**

8.1 Any member who has not withdrawn from membership nor has been suspended nor expelled and is currently a full member in good standing as herein provided shall have the right to vote any meeting of the Association. Such votes must be made in person at the meeting and each member Food Bank has one vote.

**Article IX.....Borrowing Powers**

9.1 For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a special resolution of the Association.

**Article X.....Ethics**

10.1 The member Food Banks shall accept and endorse the Canadian Association of Food Banks Code of Ethics

**Article XI Amendments**

The Articles may be altered or added to by a Special Resolution endorsed and accepted by a majority vote of members at an Annual or Special General Meeting.

DATED this \_\_\_\_\_ day of \_\_\_\_\_ 2005

<b>Officer Name (Print)</b>	<b>Name (Signature)</b>	<b>Address</b>
<b>Chris Harris</b>		5000 – 11 Street S.E. Calgary, Alberta T2H 2Y5
<b>Fred Scaife</b>		#12, 7429 – 49 Avenue Red Deer, Alberta T4P 1N2
<b>Dan Gonzales</b>		P.O. Box 1242 Rocky Mountain House, AB T4T 1A9
<b>Darcie Hofmann</b>		P.O. Box 293 Brooks, Alberta T1R 1B9

<b>Witness Name (Print)</b>	<b>Name (Signature)</b>

