



***ST. MARY'S HOME • MAISON SAINTE-MARIE***

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**CONSTITUTION and BY-LAWS**

OF

**ST. MARY'S HOME / MAISON STE. MARIE**

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**CONSTITUTION and BY-LAWS of  
ST. MARY’S HOME/MAISON SAINTE-MARIE**

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## CONSTITUTION OF ST. MARY'S HOME

### **Article I** **Name**

The name of the organization shall be St. Mary's Home, herein after referred to as the "Corporation".

St. Mary's home is registered as Ontario Corporation No. 000203481, as a Charitable Organization under Business Number 11918 9082 RR0001.

The Corporation is governed by a voluntary Board of Directors. Where the by-laws may appear unclear, they are to be interpreted so as to give best effect to the mission of the Corporation. Matters not addressed specifically in the by-laws fall within the general powers and duties of the Board.

### **Article II** **Purpose, Aims and Objectives**

As a charitable non-profit organization, the mission of St. Mary's Home is to provide residential and non-residential pre-and post-natal services to young pregnant women, young/single parents and their children.

The aims of the programs and services offered through St. Mary's Home focus on the following objectives:

- Support optimal peri-natal outcomes;
- Motivate choices for healthy lifestyles;
- Provide opportunities for education and learning;
- Promote positive parenting skills;
- Build self-esteem;
- Champion healthy child development;
- Promote secure attachment in children; and
- Provide social and health supports.

St. Mary's Home will achieve its mission and objectives by:

1. Providing a specialized Residential Program for pregnant young women and their newborn infants.
2. Providing a comprehensive community Outreach Program Centre for pregnant youth, young parents and their children.
3. Providing an holistic array of services and programs to young women, single parents and their children with other partners within the community.

**Article III**  
**Geographic Area**

The Corporation will serve and support high-risk young pregnant women, young/single parents and their infants in the Eastern Ontario region, with particular focus in the City of Ottawa.

**Article IV**  
**Head Office**

The Head office of this Corporation shall be in the City of Ottawa, Province of Ontario and at such place therein as the Directors may from time to time determine.

**Article V**  
**Amendments to Constitution and By-Laws**

This constitution and its by-laws may be amended, repealed or varied by resolution of the Board.

<b>By-Laws of St. Mary's Home</b>
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**By-Law No. 1**  
**Definitions**

“**Board**” means Board of Directors.

“**Director**” means a person occupying the position of director by whatever name called and “directors” and “board of directors” includes a single director.

“**Fiscal Year**” for the purposes of the Corporation’s Constitution and By-Laws, shall terminate on the 31<sup>st</sup> day of March every year, unless the Board otherwise orders.

“**Network**” means the Young/Single Parent Support Network.

“**Notice**” means reasonable notice in respect of duration, form or otherwise.

“**Officer**” means an individual appointed to serve as an officer of the Corporation pursuant to these by-laws.

“**Ordinary Resolution**” means a resolution passed by a majority of the votes cast at a general meeting of members for which reasonable notice has been given.

“**Organization**” means St. Mary’s Home as incorporated by Letters Patent under the Laws of the Province of Ontario, dated 13 June, 1967.

“**Special Resolution**” means a resolution passed by the directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the members of the Corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all members entitled to vote at such meeting.

**By-Law No. 2**  
**Membership**

There shall be three classes of membership to this Corporation, namely Ordinary Members, Committee Members and Honorary Life Members.

**Ordinary Members** are any members who are elected as a Director or those who are appointed as Officers of the Corporation. The individual will cease to remain a member upon ceasing to be a Director or Officer of the Corporation. These members shall be deemed to be voting members of this Corporation, with the exception of the Executive Director, *ex officio*.

**Committee Members** are members outlined under by-law number 5.04, and are deemed to be non-voting members.

**Honorary Members** shall be appointed by the Board of Directors as a mark of appreciation for services rendered to the Corporation. The term of Honorary Membership shall be at the discretion of the Board of Directors and shall not be transferable nor assignable. These members are deemed to be non-voting members.

**By-Law No. 3**  
**Board of Directors**

**3.01 Composition of the Board**

The Board of Directors shall be composed of twelve (12) persons from the community at large, as selected in accordance with By-Law Number 2.

The Board of Directors may, by special resolution, increase or decrease the fixed number of its directors.

**3.02 Election of Board Members**

The Directors shall be elected and shall retire in rotation.

At each annual meeting, a number of directors equal to the number of directors retiring in that year shall be elected for a term of three (3) years. A retiring member of the Board is eligible for re-election to the Board for one additional three-year (3) term. Thereafter, a member ceases to be eligible for re-election for two (2) years.

In the by-law, "term" includes the balance of a partially completed term.

### **3.03 Termination of Office During Term**

A Director, who must be at least eighteen years of age, ceases to be a Director of this Corporation:

- (a) If by notice in writing to the President or to the Board of Directors, he/she resigns his/her office;
- (b) If he/she fails to attend 6 accumulative board meetings within any fiscal period unless leave has been obtained from the President;
- (c) If he/she ceases to be a voting member of this Corporation;
- (d) If he/she ceases to reside within 200 km of the City of Ottawa; or
- (e) If he/she becomes an undischarged bankrupt or if she/she is found by a Court to be mentally incompetent or of unsound mind.

### **3.04 Vacancies**

Where a vacancy occurs in the Board, the Board may fill the vacancy for the duration of the fiscal year. At the next Annual General Meeting, that individual may be elected to a 3-year term. Failing that, the vacancy shall be filled at the next Annual General Meeting of the Board.

### **3.05 Notice of Board Meetings**

**3.05.01** When notice of Board Meetings or other business pertaining to the Organization or the Board is required to be given, it shall be given:

- (a) preferably by email; or
- (b) by hand personally; or
- (c) by telephone or facsimile; or
- (d) by posting in a public letter-box or post office in a prepaid sealed envelope; or
- (e) by courier.

The date the Notice is transmitted will be recorded in the books of the Organization by the Secretary, and the said Notice to be sent in time to arrive at its destination not less than three (3) days prior to the date the business is to be conducted.

**3.05.02** No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence.

### **3.06 Meetings of the Board**

**3.06.01** The Board of Directors may hold general meetings at such places as it may from time to time determine, at a minimum of three times per year. The general nature of the meetings will be specified in the notice calling the meeting.

**3.06.02** A majority of the Directors present shall constitute a quorum, but in no case shall a quorum be less than two-fifths of the Board of Directors.

**3.06.03** Notice of meetings may formally be called by the President or the Vice-President, or by the Secretary on direction of the President or the Vice-President, or by the Secretary on direction in writing of any two Directors, and upon reasonable notice.

### **3.06 Annual General Meeting**

An Annual Meeting of the Board shall be held within six (6) months of the close of the Fiscal Year. At most, an Annual Meeting shall be held not more than fifteen (15) months after the holding of the last Annual Meeting. At every Annual Meeting of the Board, in addition to any other business that may be transacted, the Board shall:

- (a) fill any vacancies on the Board;
- (b) present the Report of the Auditor; and
- (c) appoint the Auditor for the coming year.

### **3.07 Voting**

Questions arising at any meeting of Directors shall be decided by a majority vote. In case of a tie vote, the President, who does not have an original vote, shall have a deciding vote. All votes at any such meeting shall be taken by ballot if so requested by any Director present.

### **3.08 Board Powers**

The Directors shall administer the affairs of the Organization in all matters.

### **3.09 Board Duties**

The Directors are responsible for the operation of the Organization for setting policies and seeking the financial sources to carry out the purpose and objectives of St. Mary's Home, which are not otherwise delegated to the Executive Director.

The Board must act in good faith and be held accountable to the public regarding the allocation of grants and use of public funds to the purpose for which those funds were provided.

Except for the determination of policies regarding organizational and staff concerns in relation to the Board, the Board may delegate the performance of its duties.

### **3.10 Special Powers**

The Board may appoint Patrons, Advisors and an Honourary Legal Counsel to assist the Board when necessary.

### **3.11 Borrowing**

The Board may borrow up to \$100,000.00 principal in any fiscal year beyond the line of credit approved by the Board of Directors for operational purposes. The Board may borrow larger amounts for approved Capital projects.

### **3.12 Cheques, Drafts, Notes, Documents and Contracts**

All cheques, drafts or orders for payment of money and all documents or contracts shall be signed by any two of the following individuals:

1. President of the Board
2. Vice President of the Board
3. Treasurer of the Board
4. A Board member designated by resolution
5. Executive Director
6. A Staff Leadership Team member designated by resolution.

with (5) and (6) together not authorized to sign salary cheques nor contracts which bind the corporation, and

with (5) and (6) together authorized to sign budgeted cheques up to a limit of \$4,000.00 each, monthly Employee Benefits premium cheques up to a limit of \$15,000.00 each, and equipment purchases of up to \$5,000 per item. (\*\* this proviso amended 24 January 2012).

### **3.13 Remuneration of Directors**

The Directors of this Organization shall serve without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such. Expenses incurred to attend Board or Committee meetings will not be compensated for by the Organization.

### **3.14 Conflict of Interest**

If a Director has any interest in any matter before the Board or to the Director's knowledge, any Director's immediate family (spouse, live-in partner, child, or parent) has any interest in any matter before the Board whether such interest be direct or indirect, and whether or not such interest appears to be in conflict or not and whether such interest is pecuniary or not, the Director shall declare such interest at the meeting and shall not take part in any discussion relating to the matter or vote on the matter. At the request of the President, the Director shall remove himself/herself from the meeting while such matter is being considered.

### **3.15 Executive Session (In Camera)**

The Board may move into executive Session (in camera) only if the business to be transacted would otherwise breach employee confidentiality or jeopardize internal or external contract negotiation or cause discomfort or harm to any person or the family of any person or others with pertinent information relating to a situation involving a person in whose interests or to whose benefit the Organization has in any way become involved. The Executive Director *ex officio* is entitled to attend in camera sessions, with the exception of instances which involve a conflict of interest between the subject matter to be discussed and the Executive Director.

## **By-Law No. 4** **Officers**

### **4.01 Officers of this Organization**

The officers of this Organization shall be:

- President
- Vice-President
- Executive Director, *ex officio*
- Secretary
- Treasurer
- Past President

In lieu of a Secretary and a Treasurer, a Secretary/Treasurer may constitute one officer of the Organization, or the Executive Director may constitute the Secretary *pro tem*. One person may hold more than one office, except the office of the President. Each may be elected on a majority resolution of the Board.

### **4.02 Duties of the President**

The President, when present, shall:

- (a) preside at all meetings of the Board;
- (b) sign all by-laws with the Secretary or other officer appointed by the Board;
- (c) be an *ex officio* member of all Board Committees; and
- (d) be granted signing authority with regards to cheques, drafts, notes, documents and contracts as outlined under by-law number 3.12

### **4.03 Duties of the Vice-President**

In the absence of the President, the Vice-President shall perform the duties of the President.

#### **4.04 Duties of the Executive Director**

The Executive Director is accountable to the Board of Directors, and shall:

- (a) ensure the Mission and objectives of St. Mary's Home are implemented;
- (b) provide overall direction for the planning, development, delivery and evaluation of programs and services to meet the needs of St. Mary's Home's client groups.
- (c) operate St. Mary's Home within relevant legislation, government standards and guidelines, and the policies of the Board of Directors;
- (d) manage the human resources of St. Mary's Home, including the development of human resource policies, recruitment and hiring of staff;
- (e) manage the financial resources of the agency;
- (f) collaborate with service agencies and networks to meet client needs;
- (g) administer the Public Health Agency of Canada CAPC/CPNP and other grants on behalf of the Young/Single Parent Support Network;
- (h) be granted signing authority with regards to cheques, drafts, notes, documents and contracts as outlined under by-law number 3.12; and
- (i) serve concurrently as the Grant Administrator of the Young/Single Parent Support Network, and as a result, be held accountable to the Network Committee and to the Board of Directors of St. Mary's Home.

#### **4.05 Duties of the Secretary**

The Secretary shall:

- (a) attend all meetings of the Board;
- (b) record all facts and minutes of all proceedings in the books kept for that purpose;
- (c) give all notices required to be given; and
- (d) perform such other duties as may from time to time be determined by the Board.

The Secretary may delegate the performance of such duties, including the Executive Director serving as the Secretary pro tem.

#### **4.06 Duties of the Treasurer**

The Treasurer shall:

- (a) keep full and accurate amounts of all receipts and disbursements of the Corporation in proper books of account;
- (b) deposit all monies or other valuable effects in the name and to the credit of the Organization in such bank or banks as may from time to time be designated by the Board;
- (c) disburse the funds of the Organization under the direction of the Board;
- (d) render to the Board, at the regular meetings thereof or whenever required an account of all transactions as Treasurer, and of the financial position of the Organization;
- (e) perform such other duties as may from time be determined by the Board; and
- (f) be granted signing authority with regards to cheques, drafts, notes, documents and contracts as outlined under by-law number 3.12.

The Treasurer may delegate the performance of such duties.

#### **4.07 Duties of the Past President**

The Past President may, on the invitation of the Board:

- (a) be a voting member of the Board;
- (b) be a member of the Nominating Committee.

#### **4.08 Duties of Other Officers**

The duties of all other officers of the Board shall be such as the Board may require of them.

#### **4.09 Indemnification of Directors, Officers and Others**

This Organization shall indemnify any and all Directors and Officers and his/her heirs, estate and assignees, acting on behalf of the Organization in the capacity as Directors or Officers from any and all claims, actions, expenses, costs and legal expenses arising from their activities as Directors or Officers. Indemnification does not extend to any Director or Officer that has committed any human rights violation, criminal act, or has not acted in good faith. This Organization may obtain and pay for such insurance as is necessary to fund its responsibility to indemnify Directors and Officers.

**By-Law No. 5**  
**Committees of the Board in general**

**5.01 Standing Committees**

There shall be:

- 5.01.01 an Executive Committee
- 5.01.02 a Finance Committee
- 5.01.03 a Personnel Committee
- 5.01.04 a Nominating Committee

Terms of Reference for Committees of the Board are in the Appendix and may be amended by consensus of the Board.

**5.02 Other Committees**

The Board may create other standing committees, sub-committees and ad hoc committees.

**5.03 Terms of Reference**

**Appendix A** contains official Terms of Reference which are mandatory for all Committees. The Board may modify the Terms of Reference by resolution at a Board meeting.

**5.04 Committee Membership**

- 5.04.01** Committees of the Board may include persons drawn from the community at large.
- 5.04.02** Membership on Board committees of persons who are not members of the Board shall require approval of the Executive Committee.
- 5.04.03** With the exception of the Executive Committee, membership on the Board is not a condition of membership on committees of the Board.

**By-Law No. 6**  
**Auditing of Accounts**

**6.01 Annual Audit**

An auditor shall be appointed by vote at the annual meeting for the subsequent fiscal year.

St. Mary's Home shall ensure that an audit is conducted each year regarding the Organization's financial operation. The results of the audit shall be presented at the Annual Meeting.

## **6.02 Right of Access**

The auditor has right of access at all times to all records, documents, books, accounts and vouchers of the Organization and is entitled to require from the Directors and Officers of the Organization such information and explanation as in the auditor's opinion are necessary to enable the auditor to report his/her findings.

### **By-Law No. 7 Corporate Seal**

The seal, an impression of which is stamped underneath, is the seal of the Organization. The seal shall ordinarily remain on the premises of the Organization.

**Adoption of Constitution & By-Laws**

Constitution and By-laws of St. Mary's Home adopted by the Board of Directors at its meeting held in Ottawa on the \_\_\_\_ day of \_\_\_\_\_, 2007.

\_\_\_\_\_  
**President, Board of Directors**

\_\_\_\_\_  
**Treasurer**

\_\_\_\_\_  
**Vice-President**

\_\_\_\_\_  
**Executive Director / Secretary Pro tem**

\_\_\_\_\_  
**Member**

\_\_\_\_\_  
**Member**