

**CONSTITUTION FOR THE CORPORATION OF THE
LINDSAY CRISIS PREGNANCY CENTRE**

Lindsay, Ontario
Incorporated May 27, 1994

Adopted by the Board of Directors on June 14, 1997
Ratification by Membership - August 15, 1997
Amendments -May 17, 2004
-May 15, 2006

ARTICLE 1 NAME

The Corporation shall be known as Lindsay Crisis Pregnancy Centre.

Definitions:

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| Centre | -means the facility in which Lindsay Crisis Pregnancy Centre carries on its duties |
| Member | -means member of the Corporation |
| Board | -means Board of Directors of the Corporation |
| Corporation | -means the Corporation named Lindsay Crisis Pregnancy Centre |
| Advisory Board Member | -means a person within the community who has agreed to act in an advisory capacity within his/her area of expertise, providing specialized knowledge in support of the Corporation and to represent the Corporation and the Centre within their sphere of influence. |
| Ex Officio Member | -means a person who is appointed to the Board of Directors of the Corporation because of the position he/she holds but has no voting privileges |
| Interpretation | -words importing the masculine gender shall include the feminine gender as the case may be and vice versa |

ARTICLE II GENERAL PURPOSE

The objects for which the Corporation is incorporated is to establish and operate programs of aid and assistance to women who are experiencing problem pregnancies through programs of education, economic relief, counselling and religious guidance. It will establish and operate a Centre in Lindsay to provide support counselling, material assistance, referrals and liaison with other governmental and community services. It will seek to support any person who is involved in a problem pregnancy; i.e., the mother of the child, the father of the child, and child (post partum) and other affected family members.

ARTICLE III

PRINCIPLES

The Corporation of the Lindsay Crisis Pregnancy Centre is an outreach ministry of Jesus Christ through His church. Its Directors and members believe that the Bible teaches that (individual) human life begins at conception and that the Christian community has an obligation to protect and preserve the life of each innocent human being – born or unborn. Therefore, the Corporation is committed to presenting the Gospel of (our Lord) Jesus Christ to women with crisis (problem) pregnancies –both in word and in deed. Commensurate with this purpose, those who labour as Board members, Advisory Board members, Director of the Centre, administrative staff and volunteers are expected to know Jesus Christ as their Saviour and Lord. Through the provision of God, His people and the community at large, women may face the future with hope and plan constructively for themselves and their children.

The Corporation is committed to agency-wide confidentiality among Board members, the Director of the Centre, administrative staff and volunteers. Further, to minimize the risk of legal suits, no Board member or member of the Corporation, except the Director of the Centre and trained volunteers, shall be directly engaged in providing any service to a client of the Centre.

The Corporation shall in no way attempt to influence legislation or participate in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV

PRACTICES

- i) The Corporation never discriminates in providing services because of race, creed, colour, national origin, age or marital status of its clients.
- ii) The Corporation is committed to providing its clients with accurate and complete information about both prenatal development and abortion.
- iii) The Corporation is committed to assisting women to carry to term by providing emotional support and practical assistance.
- iv) The Corporation offers assistance free of charge at all times.
- v) The Corporation does not recommend, provide or refer for abortion or abortifacients.
- vi) The Corporation does not engage in contraceptive counselling or in referring for contraceptives or contraceptive services.
- vii) The Corporation recognizes the validity of adoption as one alternative to abortion but is not biased towards adoption when compared to other life-saving alternatives. The Corporation operates independent of adoption agencies, relating to them in the same manner as to other professional services and community agencies. The Corporation receives no payments of any kind from adoption agencies, does not enter into contractual relationships with them, and does not share combined office space.

ARTICLE IV PRACTICES (Cont'd)

- viii) The Corporation seeks to provide educational resources which promote the sanctity of life and the benefits of abstinence and to actively seek opportunities to present this information to young people and their families.
- ix) The Corporation seeks to make clear that the support counselling provided to clients is in no way construed or implied to be professional counselling. Unless it retains or employs a professional, the Corporation expressly disclaims any such professional status.

ARTICLE V MEMBERSHIP

The membership of the Corporation includes:

- 1) The Board of Directors
- 2) The Community Advisory Board

Members of the Board of Directors and the Community Advisory Board must ascribe to the Statement of Faith, Statement of Principle and Code of Ethics established for the Corporation and so signify by signing a membership form so stating the above.

- 3) Membership is also open to any individual who ascribes to the founding Statement of Faith and Statement of Principle and who have indicated their intent to participate as members of the Corporation by signing a membership form so stating the above.

The membership fee will be set by the Board of Directors and reviewed on and annual basis at the General Meeting.

ARTICLE VI ORGANIZATION

i) Structure

The governing body of the Corporation shall be the Board of Directors, hereinafter referred to as "the Board". The Board shall consist of a minimum of three Directors representing both geographic and denominational constituencies of the Centre. In addition, the Director of the Centre is an ex-officio member of the board. Board members may be nominated and selected through the interview and selection process established by the Corporation.

On an annual basis, or as needed to fill vacant positions, the Board shall elect from its members, officers to serve in the positions of Chair, Vice-Chair, Secretary and Treasurer. Terms of office for all positions will be one year. Consecutive terms may be served without limit provided the individuals are duly re-elected.

ARTICLE VI

ORGANIZATION (Cont'd)

The Board shall meet monthly with a minimum of 10 meetings a year. A quorum for the purpose of passing motions concerning business of the Corporation shall be comprised of the number of Board Members laid out in Table 1. Motions in the meetings of the Board shall be carried by the majority of votes. The parliamentary procedure adopted by the Board will determine the Chairperson's role in voting.

Table 1

Number of Sitting Board Members	Quorum
3	3
4	3
5	3
6	4
7	4
8	5
9	5

Board member appointments are for a term of three years. Upon completion of a Board member's term, the Board may extend said term by one year. No limitation is placed on the number of consecutive extensions provided the member is faithfully and productively fulfilling his/her responsibilities. It is further established that no more than 50 percent of the Board will be replaced at any one time, to assure continuity of directorship of the Corporation.

ii) Officers of the Board

Specific duties of the positions shall include, but are not limited to, the following:

CHAIRPERSON:

- Prepare agenda and preside over Board meetings;
- Responsible for Committees of the Board; oversee and maintain regular contact with each Committee Chair;
- Ensure fulfillment of the Board responsibilities as set out in the document entitled "Purpose and Function of the Board";
- Ensure that Board policies are officially documented, distributed and filed;
- Serve as Chairperson of the Executive Committee;
- Ensure that public relations and fund raising goals are pursued by the Board;
- Report to each Annual Meeting of the Corporation concerning the management and operation of the Centre.

ARTICLE VI ORGANIZATION (Cont'd)

VICE CHAIRPERSON

Preside over Board meetings when the Chairperson is absent;
Fulfill any or all of the duties of the Chairperson, upon request of the Chair.

SECRETARY

Record and distribute the minutes of all meetings of the Board of Directors and of the Annual Meeting of the membership of the Corporation;
Generate correspondence requested by the Board;
Notify Board members of any special meetings or changes to the schedule.

TREASURER

Set up accounting systems, including general ledger, bank reconciliation, accounts payable, donations and receipts, petty cash, etc., and ensure that timely and accurate records are maintained;
Establish financial policies and procedures as required for consideration by the Board;
Prepare and present quarterly reports of financial activities, and year-end financial statements;
Keep the Board informed of the financial status of the Centre, highlighting any problem areas;
Prepare an annual budget and monitor expenditures accordingly;
Present annual audited financial statements to the Board and Annual General Meeting of the members of the Corporation;
Prepare such other financial reports as are required by law;
Ensure that all government regulations (tax laws and "The Corporation Act") are adhered to, in order that the charitable organization status of the Corporation is protected and preserved.

iii) **General Responsibilities of the Board**

The Board shall be responsible for the overall operation of the Centre, including, but not limited to, setting policy, evaluating programs and activities, securing necessary funds for the Centre and hiring or replacing the Centre director and any other staff as may be necessary. The Board shall be responsible for establishing, maintaining and overseeing any committees that it deems necessary to deal with the ongoing concerns of the Centre.

The Board's organizational structure consists of the following committees:

Executive Committee
Fund Raising Committee
Operations Committee
Public Relations Committee

The Board shall maintain a Community Advisory Board for the purpose of establishing credential for the Centre. The Advisory Board shall be comprised of notable members from the community who agree to act in an advisory capacity within his/her area of expertise, providing specialized knowledge in support of the Corporation and to represent the Corporation and the Centre within their sphere of influence.

In order to address temporary needs, the Board may appoint other committees. All committees are accountable to the Board and each will have a Board member as its liaison to the Board.

The Board shall ensure that the Corporation status is up-to-date and that the requirements of the Corporation Information Act are met.

The Board shall set the date, time, place and agenda of the Annual Meeting of the members of the Corporation. Details of the time, date, place and agenda of the Annual Meeting of the members of the Corporation and any other such documents or reports as may be required, must be delivered to all members of the Corporation at least one month prior to the Annual Meeting of the Corporation.

The Board shall employ a Director for the Centre whose task is to ensure that the necessary functions of the Centre are being faithfully addressed and successfully completed as the Board has directed. Specific duties of the Director shall include, but are not limited to, the following:

- Selection, training and supervision of staff and volunteers of the Centre;
- Implement and uphold the policies and procedures established by the Board of Directors;
- Develop and implement operational policies and programs to meet Corporate objectives within the parameters of the approved budget;
- Provide support counselling, referrals, and coordination of services specific to client needs as required;
- Participate in fundraising activities and maintain ongoing communication with those who have contributed to the Corporation;
- Establish and maintain church contacts and represent the Corporation through speaking opportunities, ministry team programs, and in developing relationships with other social agencies within the community;
- Evaluate staff and volunteer performance;
- Maintain Corporation records and business files in accordance with standards of completeness, accuracy and confidentiality.

The Board shall employ any other staff as may be necessary for efficient functioning of the Centre. As stated in Article III, all staff, paid or volunteer, must be in agreement with the Statement of Faith and Statement of Principles and be bound by the confidentiality requirements as conditions of employment.

ARTICLE VI

ORGANIZATION (Cont'd)

iv) Financial Responsibilities of the Board

The fiscal year of the Corporation will run from April 1st of one year to March 31st of the next year.

The Board shall appoint two Board members to act as co-signers, so that one of them plus the Treasurer, shall be required to sign on behalf of the Corporation all cheques to be issued on the Corporation's bank account.

No Officer or Director of the Corporation shall receive any remuneration for carrying out his/her duties.

The annual financial statement shall be provided to each member of the Corporation. The financial records of the Corporation shall be audited on an annual basis, unless waived by a two-thirds majority of those voting at the Annual General Meeting of the members of the Corporation.

ARTICLE VII

AMENDING THE CONSTITUTION

Recommendations for changes to the Constitution may be made at any Board meeting. The Board must submit all recommended changes to all members of the Corporation at least one month prior to the Annual Meeting of members of the Corporation. All changes and amendments to the Constitution must be ratified by a two-thirds majority of those voting at the Annual Meeting of the members of the Corporation.

ARTICLE VIII

ANNUAL MEETING OF THE CORPORATION

The purpose of the Annual Meeting shall be to receive the reports of officers and committees, to approve annual financial statements, and to conduct other business as determined by the Board.

Members of the Corporation are accorded voting privileges, each member having one vote for all general meetings of the Corporation.

An agenda and all available reports shall be mailed to all members of the Corporation at least one month prior to the Annual Meeting. Additional reports as appropriate to the business of the meeting may be presented at the meeting.

A quorum for the Annual Meeting of the members of the Corporation for the purpose of passing motions concerning the business of the Corporation shall consist of not less than 10 percent of the total membership of the Corporation.

ARTICLE VIII**ANNUAL MEETING OF THE CORPORATION (Cont'd)**

The Annual Meeting of the Corporation shall consider all reports, financial statement, budget recommendations, and such other proposals as the Board prepares and distributes at least one month prior to the date of the Annual Meeting of the members of the Corporation.

ARTICLE IX**DISSOLVING THE CORPORATION**

The property of the Corporation is irrevocably dedicated to charitable purposes and upon liquidation, dissolution or abandonment of the Directors, after providing for the debts and obligations. Remaining assets of the Corporation will be given to a corporation operated exclusively for charitable purposes which has established tax exempt status as defined in paragraph 110(8)(c) of the Income Tax Act or any successor thereof.