

The Association  
of Public Safety Communications  
Officials of Canada

**APCO Canada**  
**BYLAWS**

Amended May 2014

# **The Association of Public Safety Communications Officials of Canada**

## **BYLAWS**

### **I. Name**

1.1 The name of the Association shall be, in English:

The Association Of Public Safety Communications Officials of Canada

1.2 and, in French:

l'Association des agents des communications en sécurité publique du Canada

### **II. Purpose**

2.1 The purpose of the Association is to be the voice of Public Safety Communications by:

2.1.1 Advocating legislative reform, resource allocation and policy improvements with the people of Canada and their governments;

2.1.2 Advocating innovative solutions for public safety communications issues with APCO Canada partners, government agencies and concerned people of Canada;

2.1.3 Advocating community partnerships with other public safety professional organizations within Canada and internationally;

2.1.4 Promoting APCO Canada as the prime source of information for and about all issues pertaining to Public Safety Communications in Canada

2.1.5 Hosting or participating in conferences, meetings and exhibitions for the promotion and discussion of issues and matters relating to public safety communications.

2.1.6 Advocating the highest professional and ethical standards within the public safety communications community;

2.1.7 - Promoting excellence within the Association and its members by the provision of support and information to APCO Canada members.

### **III. DEFINITIONS AND INTERPRETATIONS**

#### **3.1 Definitions:**

- 3.1.1 "Act" means the Canada Not for Profit Corporations Act.
- 3.1.2 "AGM" means an Annual General Meeting of members of the Association.
- 3.1.3 "APCO International" means the Association of Public Safety Communications Officials International, with its head office located in Daytona Beach, Florida, U.S.A.
- 3.1.4 "Articles" mean the articles incorporating or continuing the Association under the Act;
- 3.1.5 "Association" means the Association of Public Safety Communications Officials of Canada (APCO Canada).
- 3.1.6 "Board" means the Board of Directors of the Association.
- 3.1.7 "Corporation" means the Association of Public Safety Communications Officials of Canada (APCO Canada).
- 3.1.8 "meeting of members" means an annual general meeting or a special meeting of members of the Association.

#### **3.2 Interpretation:**

- 3.2.1 Words importing the singular include the plural and vice versa.
- 3.2.2 Words importing gender include masculine, feminine and neuter.
- 3.2.3 Words importing persons include individuals, bodies, corporate or not Incorporated, partnerships or trusts.
- 3.2.4 The terminology of the Act applies in other references.
- 3.2.5 The text of any by-law, resolution, or other written instrument is valid in either of the official languages. However, in the event of a difference in interpretation or meaning between the English and French texts, the meaning expressed by the language of origin governs. Any translation is so identified.
- 3.2.6 The original language of these by-laws is English.

### **IV. CORPORATE SEAL**

- 4.1 The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation.
- 4.2 Subject to the approval of the Board, a duplicate seal may be authorized for use.
- 4.3 Except where legislation may require, any authorized document or negotiable instrument is not invalidated simply because it does not have the Association seal.
- 4.4 The custody of the seal is entrusted to the Secretary.

## **V. OFFICES**

### **5.1 Registered Office:**

The registered office of the Association is located in the municipality of Ottawa in the county of Carleton in the province of Ontario and, until changed by the Board in Accordance with the Act, the municipal address is 440 Laurier Avenue West, Suite 200, Ottawa, ON, K1R 7X6.

### **5.2 Other Offices:**

The Association may incorporate, establish or otherwise create organizations, agencies, and offices anywhere in Canada, where the Board passes a resolution so providing.

## **VI. MEMBERSHIP**

Membership in the Association shall be limited to persons interested in furthering the objectives of the Association and shall consist of anyone whose application for admission as a member has received the approval of the Board.

### **6.1 Membership Classification:**

Membership in the Association is divided into five (5) classifications; Member, Life Member, Honourary Member, Corporate Member and Student Member. The decision as to which classification an individual member falls into resides with the Board.

#### **6.1.1 Member:**

Members of the Association are entitled to attend all general meetings, to speak to any question and to have one vote. Such persons must be employed by, retired from, or a volunteer or a contractor of a governmental entity having responsibility for Public Safety and who does not have a commercial interest as described in the definition for a Commercial Member. A Member is eligible to stand for election to office, serve on committees, to receive all general correspondence and to examine the records and books of the Association.

#### **6.1.2 LIFE Member:**

Any Member who has served the Association with honour and distinction may be made a Life Member upon election by a majority of the votes cast at an Annual General Meeting.

6.1.2.1 A Life Member of the Association shall have been a Member in good standing of the Association for a minimum period of ten (10) years at the time of their consideration.

6.1.2.2 Notwithstanding Section 6.1.2.1 a member in good standing vacating the office of President of the Association shall automatically become a Life Member

6.1.2.3 A Life Member with a direct commercial interest will have the same privileges as a Commercial Member.

### **6.1.3 HONOURARY Member:**

In the interest of promoting the Association, Honourary Membership will automatically be extended to persons in public office whose primary responsibility is public safety. These include, but are not limited to:

The Federal Minister of Public Safety and any other minister of the federal government whose ministry has public safety responsibilities, and, the ministers of the provincial governments who have responsibility for public safety in their respective provinces, and, the executive members of the national organizations representing police chiefs, fire chiefs and EMS chief officers in Canada.

6.1.3.1 The membership of each Honourary Member is reviewed annually by the Board.

6.1.3.2 Honourary Members have all the privileges of Members except they are not entitled to vote or hold office.

### **6.1.4 COMMERCIAL Member:**

Persons connected with industry providing communications and information technology systems or providing services as consultants in this field.

6.1.4.1 Commercial Members have all the privileges of Members except they are not entitled to vote or hold office

### **6.1.5 STUDENT Member:**

Student Members shall be those persons enrolled in a course of studies at a post-secondary institution.

6.1.5.1 Student Members have all the privileges of Members except they are not entitled to vote or hold office.

### **6.1.6 Processing of membership:**

6.1.6.1 Any person qualified to become a member or associate member as defined in the by-laws, may make application in such form and in such manner as the Board may from time to time proscribe.

6.1.6.2 Upon making application for membership, a person is deemed to agree to comply with and uphold the by-laws of the Association, present and future.

6.1.6.3 A membership card is issued in the form and manner as the Board may determine.

### **6.1.7 Termination of membership**

#### **6.1.7.1 Revocation of Membership:**

Any member may be required to resign by a vote of three-quarters (3/4) of the members at an Annual Meeting.

#### **6.1.7.2 Resignation of Membership:**

Any member may withdraw from the corporation by delivering to the corporation a written resignation and lodging a copy of the same with the secretary of the corporation.

## VII. DUES AND ASSESSMENTS

### **7.1 Annual fees**

7.1.1 Membership fees are reviewed by the Board on an annual basis.

### **7.1.2 Life membership:**

A Life Member is exempt from the payment of dues.

### **7.1.3 Honourary membership:**

No annual or other dues are levied upon or charged against an Honourary Member.

### **7.1.4 Membership is transferable:**

Where a Member holds membership by virtue of their position within an agency or organization and is subject to replacement by another employee of that agency or organization as part of the normal course of carrying on business, the membership may be transferred into the name of the employee replacing the original member.

### **7.2 Default:**

Any member in default of payment of annual fees is not entitled to attend any meeting of the Association, the Board, or any committee to which they may have been elected or appointed.

### **7.3 Arrears:**

Any Member, Student or Commercial member who fails to pay invoiced dues by their anniversary date of membership of each year shall cease to be a member.

## VIII. MEETINGS

### **8.1 Annual General Meeting:**

The annual meeting or any other general meeting of the Association shall be held at any place in Canada as the Board of Directors may determine, and on such day as the said Directors shall appoint.

### **8.2 Special Meeting:**

Any special meeting of members is held at such time and on such day, as the Board may, from time to time, determine.

8.2.1 At the request of no less than 5% of the voting members, the Board shall give notice of a special meeting of voting members, to consider the removal of a member of the Board, or any serious matter of interest to the membership at large.

8.2.2 Such notice shall be given a minimum of twenty-one (21) days in advance of a Special Meeting.

8.2.3 Notice for any such Special Meeting shall clearly articulate the reason(s) for the meeting.

### **8.3 Quorum:**

Twenty (20) voting members constitute a quorum for the transaction of business at the Annual General Meeting and at Special Meetings.

8.3.1 A quorum must be present at the opening of the annual meeting or of a special meeting for transaction of business but does not have to be sustained throughout the meeting.

### **8.4 Voting Privileges:**

Subject to the provisions of the by-laws, Members are entitled to vote upon any question submitted for decision at the annual general or special meeting.

### **8.5 Votes to govern:**

At all meetings of members, every question is determined by a majority of votes unless otherwise specifically required by the Articles, or By-laws of the Association, or under the law.

### **8.6 Voting method:**

Subject to the provisions under law, any question at a meeting of the members is decided by a show of hands unless a poll is required or demanded. Upon a show of hands, every member present and entitled to vote has one vote. Whenever a vote by show of hands is taken a declaration by the chairperson of the meeting that the vote upon the question has been carried or not carried by a particular majority and an entry to that effect in the minutes of the meeting, is prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

8.6.1 On any question proposed for consideration at a meeting of members, the chairperson may require, or any member entitled to vote on the question may demand, a poll. A poll is taken in such manner as the chairperson directs. A requirement or demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each member is entitled to one vote.

8.6.2 Only the members present at a meeting may vote. Mail ballot and proxies are not permitted.

8.6.3 The Board may choose to implement Election of Officers by on-line voting via a secure internet election service. Such voting shall be:

8.6.3.1 Open to members for a period of at least 28 days

8.6.3.2 Closed at noon the day before the General Meeting held during the Fall Conference

8.6.3.3 Results of the on-line Election of Officials shall be made at the General Meeting held during the Fall Conference.

### **8.7 Rules of Order:**

On questions of order and procedure not otherwise determined by by-law, the provisions of the current edition of Robert's Rules of Order shall prevail.

## **IX. BOARD OF DIRECTORS**

The Election of Officers shall either take place annually at the General Meeting held during the Fall Conference, or shall be conducted on-line via a secure internet election service.

**9.1 Nominations** - will be made for all elected positions, as follows:

9.1.1 The nominee, nominator and seconder for any elected position must be Members

9.1.2 Nominations may be submitted in writing to the President or designate prior to the close of nominations.

9.1.3 Nominations will be closed at 9:30am local time, on the day preceding the General Meeting where elections are to be held, or if the Election of Officers is to be conducted on-line, then the close of nominations shall be midnight eastern time 30 days prior to the start of the Fall Conference.

9.1.4 The Vice-President must have previously served as a member of the Board for a minimum of one year twelve months (12) in order to stand for election.

### **9.2 Composition:**

The Board of Directors shall normally be comprised of a President, Past-President, Vice-President, and four (4) Directors.

### **9.3 Term:**

The term of office for each office, including the President, shall be from the General Meeting where they are elected. The Vice-President is elected each year and succeeds the President.

9.3.1 Of the four directors each will serve a two year term with two directors being elected each year.

9.4 Duties of Board of Directors

#### **9.4.1 President:**

The duties of the President are defined in the President Position Description approved by the Board of Directors and may be modified from time to time.

9.4.2 Vice-President:  
The duties of the Vice-President are defined in the Vice-President Position Description approved by the Board of Directors and may be modified from time to time.

#### **9.4.3 Past President:**

The duties of the Past-President are defined in the Past-President Position Description approved by the Board of Directors and may be modified from time to time.

#### **9.4.4 Director:**

The duties of the Director are defined in the Director Position Description approved by the Board of Directors and may be modified from time to time.



#### **9.4.5 Treasurer:**

The Treasurer will be appointed by the President from amongst the members of the Association, with the concurrence of the Board. The Treasurer shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. They shall disburse the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the corporation. They shall also perform such other duties as may from time to time be directed by the board of directors.

#### **9.4.6 Secretary:**

The Secretary will be appointed by the President from amongst the members of the Board, with the concurrence of the Board. The Secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry out their affairs of the corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. They shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. They shall be custodian of the seal of the corporation, which they shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.

#### **9.5 Delegation of Authority:**

The Board may delegate to any committee or officer any or all powers, duties and authority of the Board which lawfully may be delegated.

#### **9.6 Quorum:**

A meeting of the Board of Directors at which a quorum is present shall be competent to transact any business of the Association. A quorum shall exist provided that the President or Vice-President and a majority of the Board are in attendance.

#### **9.7 General Authority:**

The Board of Directors may reasonably interpret and exercise all such powers of the Association as are not specified by the Act or by the bylaws required to be exercised by the Members at general meetings.

## **9.8 Management of Affairs:**

The directors of the corporation may administer the affairs of the corporation in all things and make or cause to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the corporation is by its charter or otherwise authorized to exercise and do.

9.8.1 The directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the corporation in accordance with such terms as the board of directors may prescribe.

9.8.2 The board of directors is hereby authorized, from time to time to borrow money upon the credit of the corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;

9.8.2.1 to limit or increase the amount to be borrowed;

9.8.2.2 to issue or cause to be issued bonds, debentures or other securities of the corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;

9.8.2.3 to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the corporation, and the undertaking and rights of the corporation.

9.8.3 The Association cannot make loans or provide any pecuniary gains to its members or directors.

9.8.4 The Board shall not have authority to incur a debt in excess of the current resources of the Association.

9.8.5 The board of directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.

## **9.9 Qualifications of Directors**

9.9.1 No person is qualified to become or act as a Director who:

9.9.1.1 Is under the age of 19 years; or

9.9.1.2 Is found to be incapable of managing such person's own affairs by reason of mental infirmity; or

9.9.1.3 Is an undischarged bankrupt; or

9.9.1.4 Unless the court orders otherwise, has been convicted of an offence; or  
9.9.1.4.1 In connection with the promotion, formation or management of a corporation or a society; or  
9.9.1.4.2 Involving fraud; or  
9.9.1.4.3 Which is an indictable offence in Canada or, if the offence occurred outside of Canada, would be considered an indictable offence under the laws of Canada had the offence occurred in Canada.

### **9.10 Vacancy:**

The office of director shall be automatically vacated:

9.10.1 if at a special general meeting of members, a resolution is passed by three-quarters (3/4) of the members present at the meeting that they be removed from office; or

9.10.2 if a director has resigned their office by delivering a written resignation to the President of the Association; or

9.10.3 upon death.

### **9.11 Filling Vacancy:**

In the event that the President vacates the position, the Vice-President will automatically become President.

9.11.1 If and when the Vice-President position becomes vacant, the President may appoint one of the current Directors to fill the position, with the concurrence of the Board. Such appointment will only apply to the remainder of the Vice-Presidential term and will not automatically ascend to the Presidency.

9.11.2 In the event that a vacancy on the Board of Directors occurs prior to the expiry date for holding such position, the President may appoint a Member to fill the position with the concurrence of the Board.

### **9.12 Calling of meetings:**

Meetings of the Board are held from time to time at such place, on such day and at such time as the President may determine. The Secretary calls meetings when directed or authorized by the President.

9.12.1 Notice of every meeting, including special meetings, is given to each director not less than seven (7) days before the time when the meeting is to be held, except that no notice of a meeting is necessary if all the directors are present or if those absent waive notice of, or otherwise signify their consent to, the holding of such meeting.

**9.13 Meetings by telephone:**

Provided that all directors agree, any director may participate in a meeting of the Board, or of a committee of the Board, by means of a conference telephone or some other communication facility that permits all persons participating in the meeting to hear one another. A director who participates in such a meeting by means of such device is deemed to be present at the meeting.

**9.14 First meeting of new Board:**

Each newly elected Board, provided a quorum of the directors is present, may without notice, hold its first meeting immediately following the meeting of the Association at which such Board was elected, for the purpose of organization and the election and appointment of officers.

**9.15 Special meetings:**

The President calls a Special Meeting of the Board whenever a written demand is addressed to them by a majority of the members of the Board. The business to be transacted at such special meeting is stated in the notice thereof, and no other business may be considered at that meeting.

**9.16 Place of meeting:**

Meetings of the Board are held at the Registered Office of the Association or elsewhere in Canada or, if a majority of the members of the Board agree, at some other place outside Canada.

**9.17 Meeting chairperson:**

The President or, in their absence, the Vice-President, chairs meetings of the Board.

**9.18 Votes to govern:**

At all meetings of the Board, every question is decided by majority of the votes cast on the question. In case of equality of votes, the chairperson of the meeting is entitled to a second or casting vote in addition to their original vote.

9.18.1 Only the directors present at a meeting may vote. Mail ballot and proxies are not permitted.

9.18.2 A written resolution may be used in place of a meeting or part of a meeting if all directors eligible to vote, sign it.

**9.19 Attendance:**

The president may invite the chairperson of any standing or special committee, or a representative of any duly constituted organization, to attend a regular or special meeting of the Board as an observer or to report on any matter of interest to the Board.

### **9.20 Remuneration and expenses:**

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their position as such; provided that a director may be paid reasonable expenses incurred by them in the performance of their duties. Nothing herein contained shall be construed to preclude any director from serving the corporation as an officer or in any other capacity and receiving compensation therefore.

## **X. OTHER GENERAL AND SPECIAL COMMITTEES**

10.1 The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

## **XI. AGENTS AND EMPLOYEES**

11.1 The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

11.1.1 Remuneration for all agents and employees and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such agents or employees and committee members shall cease to be payable from the date of such meeting of members.

## **XII. BUSINESS OF THE ASSOCIATION**

### **12.1 Financial year:**

The financial year of the Association ends on the 31st day of December of each year.

### **12.2 Voting rights in other agencies, associations or organizations**

12.2.1 All voting rights held from time to time by the Association in other agencies, associations or organizations may be voted at any and all meetings of these agencies, associations or organizations, in such manner and by such persons as the Board may from time to time determine.

12.2.2 The proper signing officers of the Association may also execute and deliver for and on behalf of the Association, instruments of proxy and arrange for the issuance of voting certificates or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the Board.

## **XIII. FINANCES**

### **13.1 Contracts and other documents:**

Contracts, documents and other instruments in writing requiring the signature of the Association shall be signed by any two of the following: the President, Vice-President, and/or the Secretary.

13.1.1 All contracts, documents and instruments in writing so signed bind the Association without any further authorization or formality. The seal of the Association, when required, may be affixed to all such written documents and instruments.

### **13.2 Banking:**

The Association's bank account is kept in a bank, trust company, or co-operative association, or any firm or corporation carrying on a banking business, as the Board may from time to time determine. All funds of the Association are deposited to the credit of the Association in such manner as the Board may approve.

13.2.1 The Board may set aside a reserve for contingencies or may add to the surplus funds of the Association in accordance with the policies of the Canada Revenue Agency.

13.2.2 The Board shall designate the signers of cheques and withdrawal orders on the Association's bank accounts, with the provision that two signers shall be required of each instrument.

### **13.3 Financial Audit**

An accountant to perform the annual financial audit will be appointed by the Board of Directors.

13.3.1 Financial statements shall be prepared and presented to the members at the Annual General Meeting

## **XIV. INDEMNIFICATION AND INSURANCE**

### **14.1 Indemnification:**

Every director of the corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against;

14.1.1 all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;

14.1.2 all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

**14.2 Insurance:**

The Association shall purchase and maintain insurance for the benefit of a director, officer, agent or employee against any liability incurred by them, in their capacity as a director, officer, agent or employee of the Association, except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the Association.

**XV. AMENDMENTS TO THE BY-LAWS**

The by-laws of the corporation not embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of the Canada Not for Profit Corporations Act and may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law

**XVI. DISSOLUTION**

Upon winding up or dissolution of the Association, the assets which remain after payment of all costs, charges and expenses that are properly incurred in the winding-up shall be distributed to a registered charity or registered charities in Canada, as defined by the Canada Revenue Agency as may be determined by the members of the Association at the time of winding up or dissolution.