

## CANADIAN ASSOCIATION OF FIRE CHIEFS

### BY-LAWS (2014 version modified after 2017 AGM)

#### ARTICLE I: GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Canadian Association of Fire Chiefs, a Canadian Corporation.

1.2 Definitions – The following terms have these meanings in these By-laws:

- a) *Act* – the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
- b) *Annual Meeting* – the annual meeting of the Members;
- c) *Articles* – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- d) *Associate* – an individual or group engaged in activities that are provided, sponsored, supported or sanctioned by the Board of Directors, or any person, committee or body delegated such authority by the Board of Directors and may include, but is not limited to including, individuals ineligible for Membership, retired Members, individuals who have served the Corporation with honor and distinction, businesses that are engaged in the manufacture or sale of emergency apparatus or supplies; business that are engaged with serving the Corporation, and any other individual or business as determined by the Board;
- e) *Auditor* – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of Corporation for a report to the Members at the next Annual Meeting;
- f) *Board* – the Board of Directors of the Corporation;
- g) *Corporation* – the Canadian Association of Fire Chiefs;
- h) *Days* – days including weekends and holidays;
- i) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws;
- j) *Fundamental Changes* – amendments or other changes to the Corporation that are designated by the Act to be “fundamental changes”;
- k) *Member* – those entities meeting the definition of Member who are admitted as Members of the Corporation under Article II of these By-laws;
- l) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;
- m) *Ordinary Resolution* – a resolution passed by a majority of more than one half (1/2) of the votes cast on that resolution;
- n) *Proposal* – a proposal submitted by a Member of the Corporation that meets the requirements of the Act;
- o) *Regulations* – the regulations made under the Act, as amended, restated or in effect from time to time; and
- p) *Special Resolution* – a resolution passed by a majority of more than two-thirds (2/3) of the votes cast on that resolution.

1.3 Registered Office – The Registered Office of the Corporation will be located in the province of Ontario at such an address as the Board may determine. Any change to the Registered Office province will be determined by the Members by Special Resolution.

1.4 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.

1.5 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives, mission, vision and values of the Corporation.

1.6 Conduct of Meetings – Unless otherwise specified in the Act or these By-laws, meetings of Members and meetings of the Board will be conducted according to *Robert’s Rules of Order* (current edition).

1.7 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title or program will include any successor organizational name, title or program.

1.8 Language – These By-laws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.

## **ARTICLE II: MEMBERSHIP**

### **Membership Categories**

2.1 Categories – The Corporation has a single category of Member; that being Individual Member.

2.2 Individual Member – Any person who holds a management position in emergency services responsible for the delivery of fire protective services provided he or she does not also hold active membership in any association or union that represents firefighters in collective bargaining. Individual Members have full membership rights and privileges, including the right to be elected to any elected office of the Corporation and the right to vote at any meeting of the Members

### **Admission of Members**

2.3 Admission of Members – Any candidate will be admitted as a Member if:

- a) The candidate member makes an application for membership in a manner prescribed by the Corporation.
- b) The candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
- c) The candidate member has paid dues as prescribed by the Board;
- d) The candidate member has met the applicable definition listed in Section 2.2, and
- e) The candidate member has been approved by majority vote as a Member by the Board or by any committee or individual delegated this authority by the Board.

2.4 Change of Terms/Conditions of Membership – Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members is required to make any amendments if those amendments affect the following membership rights and/or conditions:

- a) Change a condition required for being a Member;
- b) Change in the manner of giving notice to Members entitled to vote at a meeting of Members; or
- c) Change the method of voting by Members not in attendance at a meeting of Members.

### **Transfer of Membership**

2.5 Transfer – Any interest arising out of membership in the Corporation is not transferable.

### **Duration**

2.6 Duration of Membership – Membership within the Corporation is upon an annual basis and will terminate on December 31<sup>st</sup>, or on a date to be determined by the CAFC Board of Directors and subject to re-admission in accordance with these By-laws.

### **Membership Dues**

2.7 Dues – Membership dues will be determined annually by Ordinary Resolution of the Board.

2.8 Deadline – Members will be notified in writing of the membership dues at any time payable by them, and if they are not paid December 31<sup>st</sup> or on a date to be determined by the CAFC Board, the Member in default will automatically cease to be a Member of the Corporation.

### **Withdrawal and Termination of Membership**

2.9 Withdrawal and Termination – Membership in the Corporation is terminated when:

- a) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.2 of these By-laws;
- b) The Member resigns from the Corporation by giving written notice to the Chief Administrative Officer, in which case the resignation becomes effective on the date specified in the resignation. The Member will be responsible for all fees payable until the actual withdrawal becomes effective;
- c) The Member fails to pay membership dues or monies owed to the Corporation by the deadline dates prescribed in Section 2.8 above;

- d) The Member fails to comply with Corporation registration policies or applicable policies, whereupon an Ordinary Resolution of the Board confirming such termination will be passed;
- e) The Member's term of membership expires; or
- f) The Corporation is liquidated or dissolved under the Act.

2.10 May Not Resign – A Member may not resign from the Corporation if the Member is subject to disciplinary investigation or action.

2.11 Discipline – A Member may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to discipline of Members.

### **Good Standing**

2.12 Definition – A Member of the Corporation will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Corporation;
- d) Has complied with the By-laws, policies, procedures, rules and regulations of the Corporation;
- e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Has paid all required membership dues or debts to the Corporation, if any.

2.13 Cease to be in Good Standing – Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

## **ARTICLE III: MEETINGS OF MEMBERS**

3.1 Types of Meetings – Meetings of Members will include Annual Meetings and Special Meetings.

3.2 Special Meeting – The agenda of a Special Meeting will be limited to the subject matter for which the meeting was duly called. A Special Meeting of the Members may be called at any time by:

- a) the President,
- b) the Board, or
- c) Members, upon written requisition, who hold five percent (5%) of the votes of the Corporation.

3.3 Location and Date – The Corporation will hold meetings of Members at such date, time and place as determined by the Board. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting but not later than six (6) months after the end of the Corporation's preceding financial year.

3.4 Meetings by Electronic Means – A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.

3.5 Participation in Meetings by Electronic Means – Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

3.6 Notice – Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member entitled to vote at the meeting, the auditor, and the Board, by the following means:

- a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21-60 days before the day on which the meeting is to be held; or
- b) By telephone, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21-35 days before the day on which the meeting is to be held; or
- c) By posting on the Corporation's website not less than thirty (30) days prior to the date of the meeting.

3.7 Change in Notice Requirements – Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members may be required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

3.8 Persons Entitled to Attend – Members in good standing, the Directors and the auditor of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation are entitled to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

3.9 Adjournment – Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

3.10 Agenda – The agenda for the Annual Meeting may include:

- a) Call to order
- b) Determination of a quorum
- c) Appointment of scrutineers
- d) Approval of the agenda
- e) Declaration of any conflicts of interest
- f) Adoption of minutes of the previous Annual Meeting
- g) Board, Committee and Staff reports
- h) Report of Auditors
- i) Appointment of Auditors
- j) Business as specified in the meeting notice
- k) Election of new Directors
- l) Adjournment

3.11 New Business – Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Corporation at least sixty (60) days prior to the meeting date.

3.12 Quorum – A minimum of twenty-five (25) Members will constitute a quorum.

3.13 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

#### **Voting at Meetings of Members**

3.14 Voting Privileges – Members are entitled to a single vote each at any meeting of the Members.

3.15 Proxy Voting – Proxy voting is not permitted.

3.16 Absentee Voting – A Member entitled to vote at a Members Meeting may vote by means of telephonic, electronic or other communications facility if:

- a) The Corporation makes such telephonic, electronic or other communications facility available, as determined by the Board of Directors by way of Ordinary Resolution;
- b) The voting system enables votes to be gathered in a manner that permits their subsequent verification; and
- c) The voting system permits the tallied votes to be presented to the Members without it being possible to identify how each Member voted.

3.17 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.18 Determination of Votes – Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.19 Majority of Votes – Except as otherwise provided in the Act or these By-laws, the majority of votes cast will decide each issue. In the case of a tie, the issue is defeated.

## **ARTICLE IV: GOVERNANCE**

### **Composition of the Board**

4.1 Directors – The Board will consist of six (6) - seven (7) Directors as follows:

- a) President
- b) Five (5) Elected Directors-at-Large (Directors to appoint officers positions after elections)
- c) One (1) optionally appointed Director-at-Large

### **Eligibility of Directors**

4.2 Eligibility of Directors – Any individual who is a member, who is eighteen (18) years of age or older, who is a resident of Canada as defined in the *Income Tax Act*, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, and who does not have the status of bankrupt, may be nominated for election or appointment as a Director.

4.3 Cease to be a Member – Any Director who ceases to be a member for any reason, except removal and/or resignation, will continue to hold office until the next Annual Meeting at which a new Director will be elected to serve the remainder of the term.

### **Election of Directors**

4.4 Nominations Committee – The Board will appoint a Nominations Committee. The Nominations Committee will be responsible to solicit nominations for the election of the Directors.

4.5 Nomination – Any nomination of an individual for election as a Director will:

- a) Include the written consent of the nominee by signed or electronic signature;
- b) Comply with the procedures established by the Nominations Committee; and
- c) Be submitted to the Registered Office of the Corporation seven (7) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.6 Circulation of Nominations - Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.

4.7 Election and Term – The election of directors will take place at each Annual Meeting of members. The elections shall take place in two parts:

- a) The President and two (2) Directors-at-Large will be elected to the Board at alternate Annual Meetings to those listed in subsection 4.7 (b); and
- b) Three (3) Directors-at-Large will be elected in alternate Annual Meetings to those listed in subsection 4.7 (a).

4.8 Decision – Elections will be decided by the Members in accordance with the following:

- a) One Valid Nomination – Winner declared by acclamation.
- b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board by Ordinary Resolution.

4.9 Terms – Elected Directors will hold office for a term of two (2) year. All Directors and the President will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office.

4.10 Consecutive Terms – Elected Directors may serve an unlimited number of consecutive terms.

### **Appointment of Director**

4.11 Appointment – At the first Board meeting after elections of Directors or anytime thereafter, the Board may appoint the appointed Director-at-Large by way of Ordinary Resolution. For clarity, the appointed Director will serve a term until the next Annual Meeting and may serve unlimited consecutive terms.

4.12 Vacancy of Appointed Director- Where the position of the appointed Director-at-Large becomes vacant for whatever reason; the Board may appoint a qualified individual to fill the vacancy until the next Members Meeting.

#### **Suspension, Resignation and Removal of Directors**

4.13 Resignation – A Director may resign from the Board at any time by presenting his or her written notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board. If a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.14 Vacate Office – The office of any Director will be vacated automatically if the Director:

- a) Is found by a court to be of unsound mind;
- b) Becomes bankrupt, suspends payment, or compounds with his creditors, or makes unauthorized assignment, or is declared insolvent;
- c) Is charged and/or convicted of any criminal offence related to the position;
- d) Changes his or her permanent residence outside of Canada; or
- e) Dies.

4.15 Removal – A Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from his or her position as an Officer.

4.16 Suspension – A Director may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation's policies related to discipline, by Special Resolution of the Board at a Meeting of the Board, provided the Director has been given notice of and the opportunity to be heard at such meeting.

#### **Filling a Vacancy on the Board**

4.17 Vacancy – Where the position of a Director becomes vacant and there is still a quorum of Directors, the Board may appoint a qualified Member to fill the vacancy until the next Annual Meeting of Members.

#### **Meetings**

4.18 Call of Meeting – Meetings of the Board will be held any time and place as determined by the Board.

4.19 Notice – Notice of meetings of the Board will be given to all Directors at least fourteen (14) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.20 Number of Meetings – The Board will hold at least two (2) meetings per fiscal year.

4.21 Quorum – At any meeting of the Board, quorum will consist of four (4) Directors.

4.22 Voting – Each Director, in attendance or participating, is entitled to one vote. Voting will be by a show of hands, orally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. In the case of a tie, the President will declare that the resolution has not been decided and will set a date for further deliberation. After further deliberation, if the vote remains tied, the resolution is defeated.

4.23 Absentee Voting – There will be no absentee or proxy voting by Directors.

4.24 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.25 Meetings by Telecommunications – A meeting of the Board may take place by teleconference upon the consent of the Directors.

4.26 Meetings by Other Electronic Means – The Directors may meet by other electronic means that permit each Director to communicate adequately with each other provided that:

- a) The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing a quorum and for recording votes;
- b) Each Director has access to the specific means of communications to be used;
- c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

4.27 Meetings by Telephone – Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

#### **Powers of the Board**

4.28 Powers – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions.

4.29 Empowered – Notwithstanding Section 4.28, the Board will be empowered to:

- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws
- b) Make policies and procedures relating to discipline of Members and Associates, and will have the authority to discipline Members and Associates in accordance with such policies and procedures
- c) Make policies and procedures relating to management of disputes within the Corporation and all disputes will be dealt with in accordance with such policies and procedures
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation
- e) Determine registration procedures and membership fees, dues, assessments, charges and other registration requirements
- f) Appoint Members or Associates to Committees
- g) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws
- h) Perform any other duties from time to time as may be in the best interests of the Corporation.

#### **ARTICLE V: OFFICERS**

5.1 Composition – The Officers will be appointed by the Board of Directors at the first meeting of the Board following elections at the Annual General Meeting and comprised of the following:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer

5.2 Duties – The duties of the Officers are as follows:

- a) The President (who is elected by the Membership and not subject to appointment by the Board) will be the Chief Executive Officer of the Corporation. The President will preside at all meetings of the Members and of the Board. The President will have the responsibility for overseeing the general and active management of the business of the Corporation. The President will see that all lawful orders and resolutions of the Board and of the Members are followed up with the appropriate action. The President, with such others as may be appointed by the Board for this purpose, will sign all By-Laws and other documents requiring formal execution by the Corporation. In the absence of the President, the Board may appoint any Director to fulfill the responsibilities of the President.
- b) The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.
- c) The Secretary will be responsible for the documentation of all amendments to the Corporation's By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each Meeting of the Members and other

meetings a report of all activities since the previous Meeting of the Members or other meetings, act as a liaison with all Committees of the Corporation, will give due notice to all Members of the Meeting of the Members of the Corporation, and will perform such other duties as established by the Board.

- d) The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, will oversee and supervise office staff, and will perform such other duties as established by the Board.

5.3 Delegation of Duties – At the discretion of the Officer and by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff of the Corporation.

5.4 Removal – An Officer may be removed by Special Resolution of the Board or by Ordinary Resolution of the Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Resolution is put to a vote. If the Officer is removed, his or her position as a Director will automatically and simultaneously be terminated.

5.5 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

#### **ARTICLE VI: ASSOCIATES**

- 6.1 Definition – An Associate is defined in Section 1.2(d).
- 6.2 Eligibility – An Associate must meet the definition of Associate and make an application to the Corporation.
- 6.3 Fees – Associate fees will be determined annually by the Board.
- 6.4 Rights – Associates do not have the right to vote at a meeting of Members and may not be elected to any elected office of the Corporation.
- 6.5 Deadline – Associates will be notified in writing of the fees payable, and if they are not paid within sixty (60) days of a date specified by the Board, the Associate in default will automatically cease to be an Associate with the Corporation.
- 6.6 Discipline – An Associate may be suspended or expelled from the Corporation in accordance with the Corporation’s policies and procedures relating to discipline of Associates.
- 6.7 May Not Resign – An Associate may not resign from the Corporation if the Associate is subject to disciplinary investigation or action.
- 6.8 Withdrawal and Termination – An Associate may be expelled if:
- a) The Associate fails to maintain any of the qualifications or conditions of being an Associate described in Section 6.1;
  - b) The Associate resigns from the Corporation by giving written notice to the Chief Administrative Officer, in which case the resignation becomes effective on the date specified in the resignation. The Associate will be responsible for all fees payable until the actual withdrawal becomes effective;
  - c) The Associate fails to pay fees owed to the Corporation by the deadline dates prescribed in Section 6.5;
  - d) The Associate fails to comply with Corporation registration policies or applicable policies, whereupon an Ordinary Resolution of the Board confirming such termination will be passed;
  - e) The Associate’s term of registration expires; or
  - f) The Corporation is liquidated.
- 6.9 Good Standing – An Associate with the Corporation will be in good standing provided that the Associate:
- a) Has not ceased to be a Associate;
  - b) Has not been suspended or expelled, or had other restrictions or sanctions imposed;
  - c) Has completed and remitted all documents as required by the Corporation;
  - d) Has complied with the By-laws, policies, procedures, rules and regulations of the Corporation;
  - e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
  - f) Has paid all required fees to the Corporation.
- 6.10 Cease to be in Good Standing – Associates who cease to be in good standing may have privileges suspended and will not be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Associate has met the definition of good standing.

## **ARTICLE VII: COMMITTEES**

- 7.1 Appointment of Committees – The Board may appoint such Committees as it deems necessary for managing the affairs of the Corporation and may appoint members of Committees or provide for the election of members of Committees, may prescribe the duties of Committees, and may delegate to any Committee any of its powers, duties, and functions except where prohibited by the Act or these By-laws.
- 7.2 Advisory Council – The Advisory Council is a Committee consisting of the following:
- a) The President (or appointed designate) from each provincial and territorial Association of Fire Chiefs;
  - b) An Individual Member appointed by the Canadian Fallen Firefighters Foundation;
  - c) An Individual Member appointed by the Department of National Defence;
  - d) The President (or appointed designate) of the Council of Canadian Fire Marshals and Fire Commissioners;
  - e) The Chair (or appointed designate) of the Canadian Metropolitan Chiefs;

- f) An Individual Member appointed by the Canadian Volunteers Fire Fighters Association;
- g) An Individual Member appointed by the Aboriginal Firefighters Association of Canada; and

7.3 Advisory Council Composition – When a position on the Advisory Council is vacant, the position will remain vacant until a representative has been appointed by the respective body or group entitled to make that appointment.

7.4 Quorum – A quorum for any Committee will be a majority of its voting members.

7.5 Terms of Reference – The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties, or functions to any Committee.

7.6 Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee’s term.

7.7 President Ex-officio – The President will be an *ex-officio* (non-voting) member of all Committees of the Corporation.

7.8 Removal – The Board may remove any member of any Committee.

7.9 Debts – No Committee will have the authority to incur debts in the name of the Corporation.

#### **ARTICLE VIII: CONFLICT OF INTEREST**

8.1 Conflict of Interest – In accordance with the Act, a Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and the Corporation’s Conflict of Interest Policy and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

#### **ARTICLE IX: FINANCE AND MANAGEMENT**

9.1 Fiscal Year – The fiscal year of the Corporation will be determined by the Board of Directors.

9.2 Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may designate.

9.3 Auditor – At each Annual Meeting, the Members will appoint, by Ordinary Resolution, an auditor to audit the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee or a Director of the Corporation but will have remuneration fixed by the Directors.

9.4 Annual Financial Statements - The Corporation will send to the Members a copy of the annual financial statements and other documents referred to in the Act. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

9.5 Books and Records – The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. Minutes of meetings of the Board and records of the Corporation will not be available to the general membership of the Corporation but will be available to the Board, each of whom will receive a copy of such minutes. All other books and records will be available for viewing at the registered office of the Corporation in accordance with the Act.

9.6 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by at least two of the Officers or other individuals, as designated by the Board. In

addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

9.7 Property – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

9.8 Borrowing - The Board may borrow money upon the credit of the Corporation, after ascertaining consent from the Members by way of Ordinary Resolution, as it deems necessary,:

- a) 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 in its discretion may deem expedient;
- b) To limit or increase the amount to be borrowed;
- c) 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;
- d) To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, 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.

9.9 Remuneration – All Directors, Officers and members of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers or members of Committees may be paid reasonable expenses incurred by them in the performance of their duties. Nothing herein contained will be construed to preclude any Director, Officer or member of a Committee from serving the Corporation in any other capacity and receiving compensation therefor.

#### **ARTICLE X: AMENDMENT OF BY-LAWS**

10.1 Directors Voting – Except for the items set out in the sections of the Act applicable to Fundamental Changes, these By-laws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors will submit the By-law, amendment or repeal to the members at the next meeting of Members, and the Members may by a majority affirmative vote confirm, reject or amend the By-laws. The By-law, amendment or repeal is effective from the date of the resolution of the Directors. If the By-law, amendment or repeal is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed.

10.2 Notice in Writing – Notice of proposed amendments to these By-laws will be provided to Members at least twenty-one (21) days prior to the date of the meeting of the Members at which it is to be considered.

#### **ARTICLE XI: FUNDAMENTAL CHANGES**

11.1 Fundamental Changes – In accordance with to the sections of the Act applicable to Fundamental Changes, a Special Resolution of all Members may be required in order to make the following fundamental changes to the By-laws or Articles of the Corporation. Fundamental Changes are defined as follows:

- a) Change the Corporation's name;
- b) Change the province in which the Corporation's registered office is situated;
- c) Add, change or remove any restriction on the activities that the Corporation may carry on;
- d) Create a new class or group of Members;
- e) Change a condition required for being a Member;
- f) Change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- g) Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- h) Add, change or remove a provision respecting the transfer of a membership;
- i) Subject to Section 133 of the Act, increase or decrease the number of — or the minimum or maximum number of Directors;
- j) Change the statement of the purpose of the Corporation;
- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- m) Change the method of voting by Members not in attendance at a meeting of Members; or

n) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

**ARTICLE XII: NOTICE**

12.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Corporation, Director, Member, or individual as the case may be.

12.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

12.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

**ARTICLE XIII: DISSOLUTION**

13.1 Dissolution – Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board.

**ARTICLE XIV: INDEMNIFICATION**

14.1 Will Indemnify – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

14.2 Will Not Indemnify – the Corporation will not indemnify a Director or Officer or any other person for illegal acts, acts of fraud, dishonesty, or bad faith.

14.3 Insurance – the Corporation will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board.

**ARTICLE XV: ADOPTION OF THESE BY-LAWS**

15.1 Ratification – These By-laws are ratified by the Members of the Corporation entitled to vote at a meeting of Members duly called and held on September 27, 2016.

15.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.