



ONTARIO ASSOCIATION OF FIRE CHIEFS  
*BY-LAW NO. 1: CONSTITUTION*

Date: November 25, 2021

# **ONTARIO ASSOCIATION OF FIRE CHIEFS**

## **BY-LAW No. 1: CONSTITUTION**

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# ONTARIO ASSOCIATION OF FIRE CHIEFS

## BY-LAW NO. 1: CONSTITUTION

A By-Law relating generally to the transaction of the business and affairs of the  
ONTARIO ASSOCIATION OF FIRE CHIEFS (the “Corporation”).

### Article 1 General

#### 1.1 Definitions

In this By-Law and all other By-Laws of the Corporation, unless the context otherwise specifies or requires:

- a. “**Act**” means the Corporations Act (Ontario) until such time as the Ontario Not-for-profit Corporations Act, 2010, (“ONCA”) is proclaimed in force, and thereafter shall mean the ONCA, together with the Regulations, as each from time to time is amended and every statute and Regulation that may be substituted therefore and, in the case of such substitution, any reference in the By-Laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes or Regulation or Regulations;
- b. “**Associate of the Corporation**” means a non-voting member of the Corporation.
- c. “**Board**” means the board of directors of the Corporation;
- d. “**By-Laws**” means this By-Law (including the schedules to this By-Law) and all other By-Laws of the Corporation as amended, and which are, from time to time, in force;
- e. “**Code of Professional Conduct**” means a document detailing the high standard of conduct expected of those to whom the code applies;
- f. “**Corporation**” means the corporate entity that has passed these By-Laws under the Act or that is deemed to have passed these By-Laws under the Act;
- g. “**Director**” means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- h. “**Ex-Officio**” means by virtue of one’s office, job, position or title.
- i. “**Good Standing**” has the meaning provided by either Article 2.1.1.7 or 2.2.1.9, as the context requires;
- j. “**Individual Member**” has the meaning provided by Article 2.1.1 and “Individual Members” has a corresponding meaning.
- k. “**Letters Patent**” means the letters patent dated September 4, 1973, incorporating the Corporation as from time to time amended and supplemented by supplementary letters patent or articles of amendment;

- l. “**Members**” means the collective Members of the Corporation, comprising both Individual Members and Associates of the Corporation and “**Member**” means either an Individual Member or an Associate of the Corporation;
- m. “**Meetings of Individual Members**” means an annual meeting of Individual Members, a special meeting of Individual Members and a general meeting of Individual Members of the Corporation, where Individual Members are eligible to vote and “**Meeting of Members**” has a corresponding meaning;
- n. “**Officer**” means an Officer of the Corporation.
- o. “**President**” means the President of the Corporation, who is also the Chair of the Board;

## 1.2 Interpretation

- a. Other than as specified in Section 1.1, all terms contained in this By-Law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.
- b. The headings used in the By-Laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

## 1.3 Severability and Precedence

The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law. If any of the provisions contained in the By-Laws are inconsistent with those contained in the Letters Patent or the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail.

## 1.4 Objects and Purpose

The objects of the Corporation are as detailed in the Letters Patent. The Corporation’s purpose is to lead innovation and excellence in public and life safety. To accomplish this, the Corporation is directly accountable to its membership in:

- a. promoting management excellence for fire emergency services and life safety;
- b. protecting the interests of the Corporation, its Members, and in some cases, the broader fire service;
- c. positioning the Corporation as a leader in influencing a safer Ontario.

## 1.5 Code of Professional Conduct

The Board shall adopt, publish, maintain and support a code of professional conduct with which all Directors, Officers, Members, Associates of the Corporation, Committees and Employees must comply. The Board shall amend the code of professional conduct from time to time, and provide notice to all Directors, Officers, Members, Associates of the Corporation, Committees and Employees as per Section 9.

## **1.6 Seal**

The seal, an impression of which is stamped in the margin of this document, shall be the seal of the Corporation. The Executive Director shall oversee the Corporate seal and its use.

## **1.7 Head Office**

The head and registered office of the Corporation shall be situated in a city and municipality within the province of Ontario, as set by the Board.

## **1.8 Fiscal Year**

Until changed by the Board, the fiscal year of the Corporation shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December in each year.

## **1.9 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by two (2) individuals, one (1) of whom is the President or Treasurer of the Corporation and the other is the Executive Director (individually, a “signing officer”). In addition, the Board may from time to time direct the manner in which the person or persons by whom any particular instrument or class of instruments may or shall be signed (also, individually, a “signing officer”). Any signing officer may affix the corporate seal to any instrument. Any signing officer may certify a copy of any instrument, resolution, By-Law or other document of the Corporation to be a true copy thereof.

## **1.10 Books and Records**

The Secretary shall be charged with the duty to truly record all resolutions, decisions and other proceedings of the Meetings of Members and meetings of the Board, and to keep in any place appointed for that purpose, the originals of all By-Laws and all minutes of the proceedings of Meetings of Members and meetings of the Board. The Secretary may delegate these responsibilities to the Executive Director.

## **1.11 Banking Arrangements**

The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business, or any part thereof, shall be transacted under such agreements, instructions and delegations of powers as the Board may prescribe or authorize from time to time.

## **1.12 Auditor**

The Individual Members shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation for report to the Individual Members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board. The said auditor shall be duly licensed under the laws of Ontario and shall not be a Director, Officer or employee of the Corporation, or a spouse, partner, employer or employee of any such person and shall not have a non-arm's length relationship with any Director, Officer or employee of the Corporation.



# Article 2 Membership

## 2.1 Membership Categories

- a. The Corporation has two categories of membership:
  - i. Individual Members; and
  - ii. Associates of the Corporation.
- b. Associates of the Corporation are divided into four (4) sub-groups consisting of:
  - i. General Associates;
  - ii. Industry Associates;
  - iii. Retired Associates;
  - iv. Life Associates.

Application for status as an Associate of the Corporation shall be by form (excluding 2.2.1.1 (d) who is appointed), as prescribed by the Board.

### 2.1.1 Individual Member

An Individual Member is any individual, who is:

- a. Eligible (as defined in Article 2.1.1.1); and
- b. in Good Standing.

#### 2.1.1.1 Eligibility

In order to be eligible to hold Individual Membership status as defined in Article 2.1.1, the individual:

- a. may not hold membership in any trade union or corporation that represents firefighters in collective bargaining; and
- b. be active and/or duly appointed:
  - i. in a chief officer capacity;
  - ii. within a fire service in the Province of Ontario;
  - iii. within the past ninety (90) days (“Active and/or Appointed”);
  - iv. is filling a vacancy as outlined in Section 3.1; and
  - v. has applied and been accepted for Individual Membership in the corporation (“Eligible”).

#### 2.1.1.2 Rights

Individual Members may be elected as Directors at the annual meeting of the Corporation.

Each Individual Member is entitled to be elected as a Director, receive notice of, attend, and vote at all Meetings of Members, and each Individual Member shall be entitled to one (1) vote at all such meetings.

#### 2.1.1.3 Dues and Fees

Membership fees will be determined annually by the Board.

#### 2.1.1.4 Deadline for Fees

- a. Individual Members will be notified in writing of fees payable. If they are not paid within sixty (60)

days of a date specified by the Board, the Individual Member will be in default and will automatically have their member privileges revoked and their membership suspended as an Individual Member.

- b. Notwithstanding sub-article 2.1.1.4 (a), all Individual Member fees shall be paid in advance of the annual meeting. Any Individual Members delinquent in the payment of fees on the date of the annual meeting will not be entitled to vote on matters raised at the meeting. Any Individual Members delinquent in the payment of fees subsequent to the annual meeting shall have their member privileges revoked and their membership suspended.

#### **2.1.1.5 Term**

The Individual Membership term shall be the financial year of the Corporation, as outlined in Article 1.8.

#### **2.1.1.6 Expulsion and Termination**

An Individual Member may be expelled from membership in the Corporation in accordance with a decision of the Discipline Committee made pursuant to article 2.1.1.8, if:

- a. The Individual Member fails to maintain eligibility as outlined in Section 2.1.1.1;
- b. The Individual Member fails to pay fees owed to the Corporation by the deadline dates as outlined in article 2.1.1.4;
- c. The Individual Member fails to comply with:
  - i. Corporation registration policies,
  - ii. the Code of Professional Conduct, or
  - iii. other applicable Corporate Policies or Codes.
- d. The Individual Member's term of membership expires, as outlined in Section 2.1.1.5 and is not renewed.

The membership of an Individual Member will be terminated if:

- e. The Individual Member surrenders membership in the Corporation by giving written notice to the Executive Director, in which case the resignation becomes effective on the date specified in the resignation. The Individual Member will be responsible for all fees payable until the actual withdrawal becomes effective;
- f. The Corporation is dissolved.

#### **2.1.1.7 Good Standing**

An Individual Member with the Corporation will be in Good Standing provided that the Individual Member:

- a. Has not ceased to be Active and/or Appointed.
- b. Has not been expelled or had membership terminated or suspended, as outlined in Section 2.1.1.6, or had other restrictions or sanctions imposed pursuant to Section 2.1.1.8;
- c. Has completed and remitted all documents as required by the Corporation;
- d. Has complied with the Act, Letters Patent, By-Laws, Codes, 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 pursuant to section 2.1.1.8;

- f. Has paid all required dues to the Corporation.

Individual Members who cease to be in Good Standing with the Corporation may be subject to the provisions set out in 2.1.1.8 and will not be entitled to the benefits and privileges of Individual Membership until such time as the Board is satisfied that the Individual Member has met the definition of Good Standing.

### **2.1.1.8 Disciplinary Act or Termination of Membership for Cause**

- a. Upon fifteen (15) days' written notice to an Individual Member, or Associate of the Corporation, the Discipline Committee may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the Letters Patent or By-Laws, in particular articles 2.1.1.6, 2.1.1.7, 2.2.1.8 and 2.2.1.9 of this By-Law.
- b. The notice shall set out the reasons for the disciplinary action or termination of Membership. The Individual Member receiving the notice shall be entitled to give the Discipline Committee a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The Discipline Committee shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.
- c. The decision of the Discipline Committee shall be final, with no right of appeal to the Board.

## **2.2.1 Associate of the Corporation**

Associates of the Corporation must be in good standing, and are divided into the following sub-categories and are defined as follows:

### **2.2.1.1 Associate Categories**

- a. General Associate - Individuals, Corporations or other entities that:
  - i. engage in activities that benefit the Corporation,
  - ii. provide services to the Corporation,
  - iii. support the Corporation,
  - iv. sponsor Corporate activities or activities sanctioned by the Corporation, and
  - v. individuals ineligible for Individual Membership.
- b. Industry Associate – Individuals, Corporations or other entities who are engaged in the sale of fire and emergency products and services and/or entities that serve the Corporation.
- c. Retired Associate – Individuals who have retired from the fire service and who once held an Individual Membership.
- d. Life Associate - A Member who has served the Corporation and is deemed to fit this designation by the present Board. All Past Presidents will be deemed Life Associates unless determined otherwise by the Board in a 2/3 majority vote.

### **2.2.1.2 Eligibility**

An Associate of the Corporation must meet the definition outlined in Section 2.2.1.1, excluding 2.2.1.1 (d),

and have applied and been accepted as an Associate of the Corporation.

The Corporation reserves the right to refuse any individual or organization Associate of the Corporation membership.

#### **2.2.1.3 Fees**

Membership fees for Associates of the Corporation will be determined annually by the Board.

#### **2.2.1.4 Rights**

Associates of the Corporation are not entitled to notice of Meetings of Members, cannot attend a Meeting of Members, do not have voting rights at any Meetings of Members, and may not be elected to any position or office of the Corporation.

#### **2.2.1.5 Deadline for Fees**

Associates of the Corporation will be notified in writing of fees payable.

If fees are not paid within sixty (60) days of a date specified by the Board, the Associate of the Corporation in default will automatically cease to be an Associate of the Corporation.

#### **2.2.1.6 Term**

The term of membership for an Associate of the Corporation is defined as follows:

- a. General Associate – the fiscal year of the Corporation as outlined in Section 1.8;
- b. Industry Associate – the anniversary date of the Industry Associates initial membership registration;
- c. Retired Associate – the fiscal year of the Corporation as outlined in Section 1.8;
- d. Life Associate – granted for life, or as deemed by the present Board.

#### **2.2.1.7 Discipline**

An Associate of the Corporation may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to discipline of Associates of the Corporation pursuant to section 2.1.1.8.

#### **2.2.1.8 Expulsion and Termination**

An Associate of the Corporation may be expelled if:

- a. The Associate of the Corporation fails to maintain any of the qualifications or conditions of being an Associate outlined in Section 2.2.1;
- b. The Associate of the Corporation fails to pay fees owed to the Corporation by the deadline dates prescribed in Section 2.2.1.5;
- c. The Associate of the Corporation fails to comply with Corporation registration policies or

applicable policies, where upon an ordinary resolution of the Board confirming such termination will be passed;

The membership of an Associate of the Corporation will be terminated if:

- d. The Associate of the Corporation resigns from the Corporation by giving written notice to the Executive Director, 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 in effect;
- e. The Associate of the Corporations term of membership expires as outlined in Section 2.2.1.6;
- f. The Corporation is dissolved.

#### **2.2.1.9 Good Standing**

An Associate of the Corporation will be in Good Standing provided that the Associate:

- a. Has not ceased to be an Associate of the Corporation, as outlined in article 2.2.1;
- b. Has not been expelled or had membership terminated or suspended, as outlined in Section 2.2.1.8, or had other restrictions or sanctions imposed by the Discipline Committee pursuant to section 2.1.1.8;
- c. Has completed and remitted all documents as required by the Corporation;
- d. Has complied with the Act, Letters Patent, By-Laws, Codes, 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 investigation or action to the satisfaction of the Discipline Committee.
- f. Has paid all required fees to the Corporation.

Associates of the Corporation who cease to be in Good Standing with the Corporation may be subject to the provisions set out in 2.1.1.8 and will not be entitled to any of the benefits and privileges of Associates of the Corporation until such time as the Board is satisfied that the Associate of the Corporation has met the definition of Good Standing.

## **Article 3 Board of Directors**

### **3.1 Number of Directors**

- a. The affairs of the Corporation shall be managed by the Board.
- b. The Board shall consist of twelve Directors, comprised of:
  - i. twelve (12) Directors, elected by Individual Members of the Corporation, as outlined in Section 3.4.
  - ii. The Immediate Past President will remain as a consultant to the President, and Board, and be invited to attend meetings as a guest (non-voting), at the discretion of the Board, and upon availability of the Immediate Past President. For clarity, the Immediate Past

- President does not sit on the Board
- iii. In the instance where the Immediate Past President is still completing their term on the Board, and are an Individual Member, in Good Standing, as per Article 2.1.1.7, they will be identified as the Incoming Past President, and has voting rights on the Board.

## 3.2 Qualifications

Every director shall:

- a. be 18 or more years of age;
- b. not be an undischarged bankrupt;
- c. not have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- d. not have been found to be incapable by any court in Canada or elsewhere;
- e. be an individual; and
- f. be an Individual Member, in Good Standing, as per Article 2.1.1.7

## 3.3 Powers and Duties

- a. The Board shall manage the Corporation in the best interests of the Corporation and:
  - i. make or cause to be made for the Corporation, in its name, any kind of agreement which the Corporation may lawfully enter into, and
  - ii. may exercise all such other powers and do all such other acts and things as the Corporation is, by its Letters Patent, By-Laws, or otherwise, or by the Act and its Regulations, authorized to exercise and do.
- b. Every Director and Officer of the Corporation, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, the Regulations, the Letters Patent, By-Laws and any Corporate Codes, Policies and Procedures.

## 3.4 Election and Term of Office

- a. Directors shall hold office for a term of two (2) years, provided they remain eligible under the terms of Section 2.1.1. Terms of office shall be staggered so that one-half of the terms expires each year. No Director shall be eligible to serve more than four (4) consecutive terms.
- b. A Member who has served four (4) full consecutive terms shall not be eligible to serve again as a Director until the passing of one (1) year.
- c. At the annual meeting of Individual Members, the Board will be elected by a majority vote of Individual Members, in Good Standing.
- d. Directors shall be elected for two (2) year terms or for the duration of the remaining term if filling a vacancy.
- e. Prior to the annual meeting of Individual Members, the Board shall appoint a Chief Returning Officer and a Deputy Returning Officer to conduct elections for the Board at the annual meeting of Individual Members in a manner and with a process approved by the Board.

- f. A Director who is elected, or appointed, must consent to hold office as a Director within ten (10) days after the election or appointment.

### **3.5 Board Mandate**

- a. In managing the Corporation in the best interests of the Corporation, the Board provides the strategic leadership necessary to establish and review the Corporation's mission, vision, values, goals and objectives.
- b. The Board focuses on policy direction for the Corporation, with the internal management of the Corporation undertaken by the Executive Director.
- c. Members of the Board undertake activities in four (4) key areas: stewardship, advisory, fiduciary and monitoring. More specifically, these four (4) key Board responsibilities are identified as follows:
- i. The stewardship role involves;
    - Providing leadership in articulating and communicating a broad vision for providing leadership in relation to public and firefighter safety in the Province;
    - Enunciating strategic directions/plans for the Corporation and setting priorities for achievement;
    - Suggesting fire service related priorities for the Corporation;
    - Requesting and approving policy proposals/positions.
  - ii. The advisory role involves;
    - Keeping key selected stakeholders and government officials informed about Corporation matters;
    - Advising on how to promote the effective use of fire service related policy-making and decision-making while highlighting the Corporations' contribution;
    - Enhancing the Corporation's public image.
  - iii. The fiduciary role involves
    - Ensuring effective financial management and planning;
    - Ensuring adequate resources to accomplish the Corporations' mandate;
    - Ensuring that a public accountant is appointed;
    - Reviewing and approving the public accountant's financial report.
  - iv. The monitoring role involves
    - Supervising the Corporation's programs and services (which are the responsibility of the Executive Director) for progress and results;
    - Reviewing the performance of the Executive Director through the Executive Committee, subject to the ultimate authority of the Board to make any decision regarding termination of employment;
    - Assessing the performance of the Board.

### **3.6 Termination of a Director's Term**

The office of a Director shall be automatically vacated upon the occurrence of any of the following events:

- a. if the Director ceases to be in Good Standing as an Individual Member ;
- b. if the Director becomes bankrupt or suspends payment of personal debts generally or makes an authorized assignment or is declared insolvent;
- c. if the Director is found to be a mentally incompetent person or becomes of unsound mind;
- d. if by notice in writing to the Corporation the director resigns, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- e. if the director dies;
- f. if, at a Meeting of Individual Members, a resolution is passed by a majority of the votes cast by the Individual Members removing the Director before the expiration of the Director's term of office; provided that notice as specified in this By-Law is provided to the Director subject to the resolution.
- g. if the Director is removed from office by the Members, in accordance with this By-Law; or
- h. if the Corporation is dissolved.

### 3.7 Filling Vacancies

- a. Subject to this By Law, in the event that an Individual Member vacates his/her position through retirement or otherwise as a chief officer of a fire service while holding an elected office, the Individual Member may continue to hold said office up until the next Board election, by ordinary resolution of the Board of Directors, regardless of the Individual Member's remainder of their term.
  - i. If at any time, the Individual Member who continues to hold office accepts a position, or is engaged in activity that, in the opinion of the Board of Directors, conflicts with the interests, mission, vision, and values of the OAFCA, as outlined in Section 1.5, the Board of Directors may, with a quorum of the Board voting in the affirmative, remove that person from office.
- b. The Board shall adopt a vacancy policy in the event that the Individual Member is unable to hold office, or the Board motion is denied. The vacancy policy will be shared with Individual Members of the Corporation..
- c. If the office of the President becomes vacant, the Vice President shall automatically be appointed as the President and serve in that capacity until the next annual meeting or until the Board appoints a new President. The Board shall appoint a new Vice-President from among its members.
- d. In the event of simultaneous vacancies in the offices of President and Vice President, the Board shall appoint a new President and Vice-President from among its members, who shall hold office until the next annual meeting or until the Board appoints a new President or Vice-President.

### 3.8 Meetings

Meetings of the Board may be held at any place within Ontario as the Board may determine.

### 3.9 Notice

- a. A meeting of the Board may be convened at any time by the Chair or any two Directors.
- b. The notice of any meeting convened as aforesaid need not specify the purpose of or the business to



be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in Section 9 of this By-Law not less than two (2) business days before the meeting is to take place; provided always that a Director may in any manner and at any time (before or after the meeting to which such waiver relates) waive notice of a meeting of Directors and attendance of a Director at a meeting of Directors shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business; provided further that meetings of Directors may be held at any time without notice if all the Directors are present (except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent Directors waive notice before or after the date of such meetings.

- c. If the first meeting of the Board following the election of Directors by the Individual Members is held immediately thereafter, then for such meeting or for a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, no notice shall be necessary to the newly elected or appointed Directors or Director in order to legally constitute the meeting, provided that a quorum of the Directors is present.

### **3.10 Means of Meetings**

If all the Directors of the Corporation consent, a meeting of the Board or of a committee of the Board may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other adequately, and a Director participating in the meeting by those means is deemed for the purposes of this By-Law to be present at the meeting.

### **3.11 Omission of Notice**

The accidental omission to give notice of any meeting of Directors to, or the non-receipt of any notice by any person, shall not invalidate any resolution passed or any proceedings taken at such meeting; however, a Director who did not receive notice and opposes any decisions taken at such meeting shall, at or before the next meeting of the Board, advise the Secretary of such opposition and the Secretary shall note the opposition of that Board member.

### **3.12 Adjournment**

Any meeting of Directors may be adjourned from time to time by the Chair to a fixed time and place. Notice of any adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

### **3.13 Voting**

Questions arising at any meeting of Directors shall be decided by a majority of votes consisting of fifty (50%) plus one of the voting Board members who are present. In case of an equality of votes the Chair of the Meeting shall not be entitled to a second or casting vote.

### **3.14 Quorum**

A majority of the authorized number of Directors on the Board shall constitute a quorum for the transaction of business at any meeting of the Directors. Notwithstanding vacancies in the Board, the remaining Directors may exercise all the powers of the Board as long as such a quorum of the Board is present.

### **3.15 Remuneration of directors**

The Directors shall serve as directors without remuneration and no Director shall directly or indirectly receive any profit or remuneration in any capacity whatsoever from holding the position of Director, provided that a Director may be paid reasonable expenses incurred by a person in the performance of duties.

## **Article 4 Officers**

### **4.1 Appointment and Election of Officers**

- a. There shall be a President of the Corporation (who shall also serve as the Chair of the Board), Vice President, Secretary, Treasurer and such other Officers of the Corporation that the Board may determine. All such Officers shall exercise duties and powers as delegated by the Board.
- b. The President and Vice President may be elected by the Individual Members of the Corporation from the twelve (12) elected directors immediately following election results at the annual Meeting of Members, through a process determined by the Nominations Committee, and approved by the Board. The Secretary, Treasurer, and any other such Officers of the Corporation that the Board may determine, shall be appointed by the Board from among their number at the first meeting of the Board after the annual Meeting of Members, provided that in default of such an appointment the then incumbents shall hold office until their successors are appointed, as long as such incumbents continue to be qualified. In the event that there are no Individual Members of the Corporation elected that declare standing for President or Vice President of the Corporation, they shall be appointed by the Board from among their number at the first meeting of the Board after the annual Meeting of Members, provided that in default of such an appointment the then incumbents shall hold office until their successors are appointed, as long as such incumbents continue to be qualified.
- c. The Board shall annually and more often as may be required for a term of one (1) year elect or appoint the following Officer positions as defined in 4.1 (a)(b):

#### **4.1.1 President/Chair**

The President of the Corporation and the Chair of the Board shall be the same person, as elected in accordance with this By-Law and shall be a Director. The President shall, if present, preside at all meetings of the Board and Meetings of Members. In the absence of the President, the Vice President shall act as the Chair of the meeting. If neither the President nor the Vice President is present, the Directors who are present shall choose one of the present Directors to Chair the meeting. The President shall perform other duties incident to the office and shall have such other powers and duties as may from time to time be assigned by the Board.

##### **a. Role Statement**

The President provides leadership to the Board, ensures the integrity of the Board's process and represents the Board and the Corporation to outside parties. The President co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management of the Corporation. The President ensures the Board discusses all matters relating to the Board's mandate.

## **b. Responsibilities**

Establish agendas aligned with annual Board goals and preside over Board meetings. Ensure Board meetings are effective, efficient and result in the good governance of the Corporation. Ensure that a schedule of Board meetings is prepared annually.

In conjunction with the Executive Director, establish agendas for annual meetings of Individual Members and preside over all Meetings of Members.

Serve as the Board's central point of communication with the Executive Director, of the Corporation; provide guidance to the Executive Director regarding the Board's expectations and concerns. In collaboration with the Executive Director, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies as well as planning and performance information are appropriately presented to the Board.

Lead the Human Resource Committee in monitoring and evaluating the performance of the Executive Director through an annual process.

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Serve as the Board's primary contact with the public.

Report regularly to the Board on issues relevant to its governance responsibilities.

Set a high standard for Board conduct and enforce policies and By-Laws concerning Directors' conduct.

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with Individual Directors underperformance, conflicts and issues affecting the Corporation's Code of Professional Conduct.

Ensure succession planning occurs for the Executive Director and Board.

May attend as an ex-officio Member on all committees.

## **4.1.2 Vice President**

The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence, inability or refusal to act of the President.

### **a. Role Statement**

The Vice-President provides support and advice to the President as defined in 4.1.1.

## **b. Responsibilities**

Perform all the duties of the President in the absence, inability or refusal to act of the President.

Support the President in maintaining a high standard for Board conduct, including upholding Corporate policies and By-Laws.

Serve as a member on the Human Resources Committee in monitoring and evaluating the performance of the Executive Director through an annual process.

Ensure succession planning occurs for the Executive Director and Board.

May attend meetings of the Corporation, the Board and Board Committees.

### **4.1.3 Secretary**

The Secretary shall give or cause to be given notices for all meetings of the Board or the Executive Committee and Members when directed to do so and have charge of the minute books of the Corporation and of the documents and registers required by the Act. The Secretary may delegate responsibilities to the Executive Director.

#### **a. Role Statement**

The Secretary works collaboratively with the President to support the Board in fulfilling its recording and other responsibilities as required by law and the Corporate By-Laws.

## **b. Responsibilities**

Support the President in maintaining a high standard for Board conduct and uphold policies and the By-Laws regarding Directors' conduct, with particular emphasis on recording responsibilities as required by law and the Corporate By-Laws.

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all Meetings of the Members, the Board and Board committees. Ensure custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Give such notice as required by the By-Laws of all Meetings of the Members the Board and Board committees.

Maintain a high standard for Board conduct and uphold policies and By-Laws regarding Directors' conduct, with particular emphasis on fiduciary and other responsibilities.

Attend Meetings of the Members, the Board and Board committees.

### **4.1.4 Treasurer**

Subject to the provisions of any resolution of the Board and in conjunction with the Executive Director, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depositary or depositaries as the Board may direct. The Treasurer shall keep or cause to be kept the books of account

and accounting records required by the Act.

**a. Role Statement**

The Treasurer works collaboratively with the President, the Vice-President and Executive Director, to support the Board in achieving its fiduciary, financial and other responsibilities.

**b. Responsibilities**

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 or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time.

The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority pursuant to the Act and the By-Laws, taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation.

The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

Maintain a high standard for Board conduct and uphold policies and By-Laws regarding Directors' conduct, with particular emphasis on fiduciary, financial and other responsibilities.

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor, or of the person who has conducted the review engagement, as the case may be.

## **4.2 Executive Director**

- a. The Board shall appoint an Executive Director and may delegate to the Executive Director full power to manage and direct the business and affairs of the Corporation (except such business and affairs of the Corporation as must be transacted or performed by other Officers, by the Board or by the Members) and to employ and discharge agents and employees of the Corporation to whom the Executive Director may delegate such responsibilities as the Executive Director deems necessary in the best interests of the Corporation.
- b. The Executive Director shall be the principal administrative officer of the Corporation and act in accordance with the decisions and resolutions of the Board.
- c. The Executive Director shall conform to all lawful decisions of the Board and Members, including, without limitation, special resolutions of the Corporation, and shall give to the Directors, or any of them, all information they may require regarding the affairs of the Corporation.
- d. The Executive Director shall be invited to all meetings of the Individual Members and of the Board, save for meetings where the Board is discussing issues regarding the Executive Director.

## **4.3 Other Officers**

The Board may from time to time appoint such other Officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

#### **4.4 Vacancies**

Notwithstanding the foregoing, each incumbent Officer shall continue in office until the earlier of:

- a. the Officer's resignation, which resignation shall be effective at the time the written resignation is received by the Corporation or at the time specified in the resignation, whichever is later;
- b. the appointment of the Officer's successor;
- c. the Officer ceasing to be a Director or Individual Member if such is a necessary qualification of appointment;
- d. the meeting at which the Directors annually appoint the Officers of the Corporation;
- e. the Officer's removal; or
- f. the Officer's death.
- g. If the office of any Officer of the Corporation shall be or become vacant, the Directors shall appoint a person to fill such vacancy who is a member of the Board.

#### **4.5 Removal of Officers**

All Officers shall be subject to removal by resolution of the Board at any time, with or without cause.

#### **4.6 Powers and Duties**

All Officers shall have and perform all powers and duties incident to their respective offices, including the power to sign contracts, documents or instruments in writing that require their respective signatures and such other powers and duties as may be assigned to them by the Board, subject to any special resolution.

#### **4.7 Duties of Officers may be Delegated**

In case of the absence or inability to act of any Officer or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of any such Officer to any other Officer or to any Director or to the Executive Director for such time as the Board deems necessary.

### **ARTICLE 5 Protection of Directors, Officers and Others**

#### **5.1 Indemnities to Directors**

Until the ONCA is proclaimed in force, the following shall apply:

- a. Every Director and Officer of the Corporation, and their heirs, executors, administrators, legal

representatives, estates 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:

- i. all costs, charges and expenses whatsoever such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and/or
  - ii. all other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of the Corporation;
- b. except such costs, charges and expenses as are occasioned by his or her own failure to act honestly and in good faith with a view to the best interests of the Corporation.

## **5.2 Standard of Care**

Upon proclamation of the ONCA, the provisions set out in articles 5.2 to 5.6 shall apply and article 5.1 shall be of no force and effect. Every Director and Officer of the Corporation, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Every Director and Officer of the Corporation shall comply with the ONCA, the regulations, Letters Patent, and By-Laws.

## **5.3 Limitation of Liability**

Provided that the standard of care required of the Director under the ONCA and the By-Laws has been satisfied, which includes relying in good faith on financial statements of the Corporation presented by an Officer, reports of the auditor or person conducting a review engagement, financial reports of the Corporation presented by an Officer, a report or advice of an Officer or employee of the Corporation, or a report of a professional, no Director shall be liable for money or property distributed or paid by the Corporation contrary to the ONCA.

## **5.4 Indemnification of Directors and Officers**

The Corporation may indemnify a Director, an Officer of the Corporation, a former Director or Officer of the Corporation, or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of their activity with the Corporation or other entity if:

- a. the person acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and
- b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the ONCA or the law. Nothing in this By-Law shall limit the right



of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law.

## **5.5 Advances**

With respect to the defence by a Director or Officer or other individual of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a Director or Officer pursuant to the terms of the ONCA, the Board may authorize the Corporation to advance to the Director or Officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The Director or Officer shall repay the money advanced if the Director or Officer does not fulfill the conditions of Section 46(3) of the ONCA.

## **5.6 Insurance**

Subject to the ONCA, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 5.4 against any liability incurred by the individual in the individual's capacity as a Director or an Officer of the Corporation; or in the individual's capacity as a Director or Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

# **Article 6 Members' Meetings**

## **6.1 Annual Meeting**

- a. The annual meeting of the Individual Members shall be held on such day in each year and at such time as the Directors may by resolution determine at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located.
- b. The annual meeting shall be for the purpose of receiving reports and statements required by the Act to be placed before an annual meeting, appointing Directors, appointing auditors, member resolutions and for the transaction of such other business that may properly be brought before the meeting.

## **6.2 General Meeting**

- a. Other meetings of the Individual Members may be convened by the President or the Board at any date and time and at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located.
- b. The Board shall call a special meeting of Individual Members on written requisition of Individual Members carrying not less than ten percent of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

## **6.3 Notice**

A printed, written or typewritten notice stating the day, hour and place of the annual meeting, other



meeting or special meeting of Individual Members and the general nature of the business to be transacted shall be given by serving such notice on each Individual Member entitled to notice of such meeting, to each Director, and for annual meetings or other meetings where their presence is required, to the auditor of the Corporation, in the manner specified in Section 9 of this By-Law, not less than ten (10) days and not more than fifty (50) days prior to the date of the meeting.

## **6.4 Waiver of Notice**

- a. A Member or a proxy for a Member and any other person entitled to attend any meeting of Individual Members may, in any manner, waive notice of a meeting of Individual Members and the attendance of any such person at a meeting of Individual Members shall constitute a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. A meeting of Individual Members may be held if all Individual Members or proxies for the Individual Members are present in person, or if those not present waive notice or otherwise consent to the meeting being held.
- b. The only persons entitled to attend a meeting of the Individual Members shall be the Individual Members, the proxy of the Individual Members, the Directors, the Executive Director, the auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Letters Patent or the By-Laws to be present at the meeting.

Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.

## **6.5 Omission of Notice**

The accidental omission to give notice of any meeting, or any irregularity in the notice of any meeting, or the non-receipt of any notice by any person entitled to receive notice including Individual Members or the auditor of the Corporation, shall not invalidate any resolutions passed or any proceedings taken at any Meeting of Individual Members.

## **6.6 Votes**

- a. At any meeting of Individual Members every question shall, unless otherwise provided by the Letters Patent or By-Laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes the Chair of the Meeting shall not be entitled to a second or casting vote.
- a. No Individual Member shall be entitled, either in person or by proxy, to vote at any meeting of Individual Members of the Corporation unless the Individual Member is in Good Standing.
- b. At any meeting of Individual Members, unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
- c. A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a Chair of the meeting or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the Chair of the meeting

directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

## **6.7 Chair of the Meeting**

The President shall act as the Chair. In the event that the President is absent, then the Vice-President shall act as the Chair; failing which the Individual Members who are present and entitled to vote shall choose another Director as Chair of the meeting. If no Director is present or if all the Directors present decline to take the Chair, then the Individual Members who are present and entitled to vote shall choose one of such Individual Members to be Chair.

## **6.8 Written Resolutions**

A resolution in writing, signed by all the Individual Members entitled to vote on that resolution at a meeting of Individual Members, is as valid as if it had been passed at a meeting of Individual Members.

## **6.9 Proxies**

An Individual Member may assign another Individual Member to represent and vote for him or her by proxy at any Meeting of Members. Proxy status for an Individual member shall be assigned in writing by the Individual Member desiring to be represented by proxy and confirmed by the Executive Director, acting reasonably. An Individual Member in Good Standing is entitled to vote in accordance with this article and may represent and vote by proxy for only one other Individual Member at any meeting of the Corporation. Confirmation of all proxies shall be delivered in writing to the President, or his/her representative, before the call to order of any Meeting of Members.

## **6.10 Adjournment**

The Chair of any meeting of Individual Members may, with the consent of the meeting and subject to such conditions as the meeting decides, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Individual Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

## **6.11 Quorum**

A quorum at any meeting of the Individual Members (unless a greater number of Individual Members and/or proxies is required to be present by the Act or by the Letters Patent or any By-Law) shall be fifty (50) persons, either present or being represented by proxy. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of Individual Members or within such reasonable time thereafter as the Individual Members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place; but may not transact any other business and the provisions hereunder with regard to notice shall apply to such adjournment.

## **6.12 Participation at Meetings by Telephonic or Electronic Means**

- a. Any person entitled to attend a meeting of Individual Members may participate in the meeting using telephonic or electronic means that permit all participants to communicate adequately with

each other during the meeting, if the Corporation makes available such a communication facility.

- b. A person participating in the meeting by any such means shall be deemed to have been present at that meeting.

## **6.13 Meeting Held Entirely by Electronic Means**

If the Board or the Individual Members call a meeting of the Individual Members, the Board or the Individual Members, as the case may be, may determine that the meeting shall be held entirely by any telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

# **Article 7 Committees**

## **7.1 Committees**

The Board may appoint committees whose Individual Members will hold their offices at the will of the Board and may delegate to such committees any of the powers of the Board except those powers which may not be delegated pursuant to the Act.

## **7.2 Executive Committee**

- a. The Members of the Executive Committee shall be the Officers of the Corporation and the Executive Director.
- b. The Executive Committee shall assume the responsibilities of the Board in the period between meetings of the Board and any additional responsibilities that the Board may determine. The Executive Committee shall conform to written Terms of Reference, approved by the Directors.
- c. The Directors may not delegate the following powers to the Executive Committee :
  - i. To submit to the Individual Members any question or matter requiring the approval of the Individual Members.
  - ii. To fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of the Corporation.
  - iii. To appoint additional Directors.
  - iv. To issue debt obligations except as authorized by the Directors.
  - v. To approve any financial statements.
  - vi. To adopt, amend or repeal By-Laws.
  - vii. To establish contributions to be made, or dues to be paid, by Individual Members.
  - viii. To dismiss the Executive Director.

### **7.2.1 Meetings**

Meetings of the Executive Committee shall be at the call of the President or on request from two (2) Members of the Committee. At the Committee's discretion, meetings may be held by telephone conference call or any other means that permits all participants to communicate adequately with each other during the meeting.

## **7.2.2 Notice**

Notice specifying time, place and agenda for an Executive Committee meeting shall be communicated to Executive Committee members at least three business days prior to the meeting, except that when the meeting is to be held by conference call notice may be waived by agreement of all Executive Committee Members.

## **7.2.3 Quorum**

A quorum shall be a majority of Executive Committee Members.

## **7.3 Human Resources Committee**

- a. The Members of the Executive Committee make up the Human Resource Committee. The Human Resources Committee is responsible for hiring, supervising, and evaluating the Executive Director; monitors and ensures compliance with human rights, employment standards and occupational health and safety legislation; approves human resources policies; ensures guidelines are in place for setting compensation and approves the salary grid; ensures funds are available for professional development and training of staff. If necessary, the Executive Director shall be terminated by the Board upon the recommendation of the Executive Committee.
- b. The Human Resources Committee shall conform to a written Terms of Reference, established, approved and amended from time to time by the Directors.

## **7.4 Nominating Committee**

- a. The Executive Director shall serve as Chair of the nominating committee and shall report at the annual meeting its nominations for the Directors to be elected. A Chief Returning Officer will be appointed by the Board prior to the Annual Meeting.
- b. The methods used to solicit and accept nominations, including the forms to be used, the conditions pertaining to the acceptance of nominations, the timing of nominations, and any other rules or procedures pertaining to the nominations process shall be established and amended from time to time by the nominating committee and approved by the Board.
- c. Any provision related to nominations and adopted by the Board shall be sent to all Individual Members of the Corporation by the method prescribed in Section 9 within 21 days of its adoption by the Directors.

## **7.5 Urban Committee**

- a. The Board shall establish an Urban Committee.
- b. The Urban Committee will be governed by a written Terms of Reference, established, approved and amended from time to time by the Board.
- c. The Board appoints the members of the Urban Committee from the Individual Members. The committee appointments shall be made at the first meeting of the Board following the annual meeting. The committee members serve at the pleasure of the Board.

- d. The President shall be an ex-officio member of the Urban Committee.

## **7.6 Rural-Suburban Committee**

- a. The Board shall establish a Rural-Suburban Committee.
- b. The Rural-Suburban Committee will be governed by a written Terms of Reference, established, approved and amended from time to time by the Board.
- c. The Board appoints the members of the Rural-Suburban Committee from the Individual Members. The committee appointments shall be made at the first meeting of the Board following the annual meeting. The committee members serve at the pleasure of the Board
- d. The President shall be an ex-officio member of the Rural-Suburban Committee.

## **7.7 Large Urban Committee**

- a. The Board shall establish a Large Urban Committee.
- b. The Large Urban Committee will be governed by a written Terms of Reference, established, approved and amended from time to time by the Board.
- c. The Board appoints the members of the Large Urban Committee from the Individual Members. The committee appointments shall be made at the first meeting of the Board following the annual meeting. The committee members serve at the pleasure of the Board
- d. The President shall be an ex-officio member of the Large Urban Committee.

## **7.8 Discipline Committee**

- a. The Board shall establish a Discipline Committee, which shall implement and oversee the discipline function, including the following:
  - a. Conduct discipline hearings;
  - b. Impose discipline sanctions;
  - c. Review and suggest amendments to OAFB discipline policies.
- b. The Discipline Committee is governed by written Terms of Reference, established, approved and amended from time to time by the Board.
- c. The Discipline Committee is appointed by the Board and consists of three (3) members, made up of one (1) member of the Board and two (2) Individual Members. If, for any reason, including a conflict of interest, the Board member is unable to act on a particular discipline matter, the Board shall replace that Board member with another Board member to deal with that particular discipline matter, provided that if none of the Board members may act on a particular discipline matter for any reason, the Board shall select a further Individual Member as the third member of the Discipline Committee to address that particular discipline matter. If an Individual Member of the Discipline Committee is unable to act on a particular discipline matter for any reason, the Board shall select another Individual Member to address that particular discipline matter.
- d. The Discipline Committee shall meet as required to address discipline issues within the

Corporation.

- e. The President is not an ex-officio member of the Discipline Committee.

## **7.9 Health & Safety Advisory Committee**

- a. The Board shall establish a Health & Safety Advisory Committee.
- b. The Health & Safety Advisory Committee will be governed by a written Terms of Reference, established, approved and amended from time to time by the Board.
- c. The Board appoints the members of the Health & Safety Advisory Committee from the Individual Members and/or other relevant individuals from external stakeholder groups that would enhance the skillset of the committee. The committee appointments shall be made at the first meeting of the Board following the annual meeting. The committee members serve at the pleasure of the Board
- d. The President shall be an ex-officio member of the Health & Safety Advisory Committee.

## **7.10 Special Committees**

- a. The Board may from time to time create such committee or committees, as it deems necessary or appropriate for such purposes and with such powers as it deems necessary and shall appoint the members of all such committees. The committee members serve at the pleasure of the Board.
- b. All committees will be governed by a written Terms of Reference, established, approved and amended from time to time by the Board.
- c. The President shall be an ex-officio member of all special committees.

# **Article 8 Provincial Advisory Committee**

## **8.1 Provincial Advisory Committee**

A Provincial Advisory Committee (“PAC”) will be established after each Annual Meeting. It will be comprised of representatives from geographical areas designated by the Board (“PAC Leader”) in the Province of Ontario, “PAC Areas”. The President shall be an ex-officio member of the PAC.

## **8.2 Provincial Advisory Committee Leaders**

- a. PAC Areas will have an Individual Member appointed as a Leader on the Committee by the Board. The Leader will be the liaison person responsible for disseminating information from the Board, as well as gathering information and feedback to bring back to the Board.
- b. Individual Members interested in becoming a Provincial Advisory Committee Leader should submit their interest to their applicable PAC area.
- c. PAC areas are to submit the name of the Individual Member they are recommending as their PAC Leader to the Executive Director, at which time will be forwarded at the annual meeting.

- d. If a PAC area does not submit a name, the Board will appoint a member in that area to serve as a Leader.
- e. The Board appoints all Leaders to the committee. The PAC appointments shall be made at the first meeting of the Board following the annual meeting.
- f. Each Leader will be expected to participate in two (2) PAC meetings a year with the Board. Leaders will also participate and assist in organizing any other meetings as such that are required, in their respective geographical area, as per the PAC Terms of Reference.

## **8.3 Terms of Reference**

The PAC is governed by a written Terms of Reference, established and amended from time to time by the Board.

# **Article 9 Notices**

## **9.1 Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), pursuant to the Act, the Regulations, the Letters Patent, the By-Laws of the Corporation or otherwise to a Member, Director, Officer, auditor or Member of a committee of the Board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his or her last recorded address or if mailed to the person at the person's last recorded address by prepaid ordinary or air mail, or if sent to the person at the person's last recorded address by any means of prepaid transmitted, electronic or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been received by the addressee on the fifth day after mailing; and a notice so sent by any means of transmitted, electronic or recorded communication shall be deemed to have been given on the first business day after it was so sent. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, auditor or Member of a committee of the Board in accordance with any information believed by the Secretary to be reliable.

## **9.2 Signature of Notices**

The signature of any Director or Officer of the Corporation on any notice or document to be given by the Corporation may be written, stamped, typewritten or printed.

## **9.3 Computation of Time**

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

## **9.4 Omissions and Errors**

The accidental omission to give any notice to any Member, Director, Officer or auditor or the non-receipt



of any notice by any Member, Director, Officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice.

## **9.5 Waiver of Notice**

Any Member or Member's duly appointed proxy, any Director, Officer or auditor may waive any notice required to be given and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

# **Article 10 Rules of Order**

## **10.1 Rules of Order**

In all matters of the meeting procedure not covered in this Constitution, Bourinot's Rules of Order shall prevail. Notwithstanding these official rules of order, meetings may adopt procedures and rules of order which are not in conflict with the By-Laws. The adoption of specific rules of order or procedure will be effective only on obtaining a majority vote of those Individual Members present and voting. These rules will then be the official rules of order for that general meeting only. These rules may be changed or waived by a vote of a majority of the Individual Members present and voting.

# **Article 11 By-Law and Effective Date**

## **11.1 By-Law and Effective Date**

The Board may, by resolution, make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Any such By-Law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of Individual Members where it must be confirmed, rejected or amended by the Individual Members by ordinary resolution. If the By-Law, amendment or repeal is confirmed or confirmed as amended by the Individual Members it remains effective in the form in which it was confirmed. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the Individual Members at the next meeting of Individual Members or if it is rejected by the Individual Members at the meeting.

## **11.2 Repeal of Previous By-Laws**

Upon the enactment of this By-Law, all previous Constitutions and By-Laws of the Corporation shall be repealed. Such repeal shall not affect the previous operation of any Constitution or By-Law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Letters Patent of the Corporation obtained pursuant to, any such Constitution or By-Law pursuant to its repeal. All Directors, Officers, and person acting under any Constitution or By-Law so repealed shall continue to act as if appointed under the provisions of this By-Law and all resolutions of the Individual Members and of the Board with continuing effect passed under any repealed Constitution or By-Law shall continue as good and valid, except to the extent they are inconsistent with this By-Law and until they are amended or repealed.

CONFIRMED by the Individual Members of the Corporation on this **25th day of November, 2021**.