



Ontario Association of Fire Chiefs

Constitution 2015

ONTARIO ASSOCIATION OF FIRE CHIEFS
CONSTITUTION
November 19, 2015

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1. **Incorporation**

The Association shall be incorporated under the laws of the Province of Ontario as a Corporation without Share Capital to promote management excellence for fire, emergency services and life safety.

2. **Head Office**

The location of the head office of the Corporation shall be determined by the Board of Directors.

3. **Seal**

The Seal, an impression whereof is stamped in the margin hereof, shall be the Corporate Seal of the Corporation.

4. **Interpretation**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

5. **Powers**

The affairs of the Corporation shall be managed by the Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the by-laws or any special resolution of the Corporation or by statute expressly directed or required to be done in some other manner.

6. **Membership and Associates of the Corporation**

The Corporation has two categories: Individual Members and Associates of the Corporation. Associates are divided by sub-groups comprising of Associate, Industry Associate, Retired Associate, Honourary Associate, and Life Associate. Application for status as an Associate of the Corporation shall be by form (excluding 6.2.1.4 and 6.2.1.5), as prescribed by the Board of Directors.

6.1. Individual Member – Any person who is active and/or duly appointed in a chief officer capacity within a fire service in the Province of Ontario.

6.1.1. Eligibility – In order to be eligible to hold Individual Membership status as defined in Article 6.1., the individual may not hold membership in any trade union or association that represents firefighters in collective bargaining.

6.1.2. Rights – Individual Members may be elected at the annual general meeting to any position of the office of the Corporation and are considered voting members.

- 6.1.3. Fees – Membership fees will be determined annually by the Board of Directors as per Section 7.1
- 6.1.4. Deadline for Fees – 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 of Directors, the Individual Member will be in default and will automatically cease to be an Individual Member with the Corporation.
- 6.1.5. Term – The Individual Membership term shall be the fiscal year of the Corporation, as outlined in Section 28.
- 6.1.6. All Individual Member fees shall be paid in advance of the annual general meeting. Any Individual Members delinquent in the payment of fees on the date of the annual general 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 general meeting shall have their member privileges revoked and their membership suspended.
- 6.1.7. Withdrawal and Termination - An Individual Member may be expelled if:
- 6.1.7.1. The Individual Member fails to maintain eligibility as outlined in Section 6.1.1;
 - 6.1.7.2. The Individual Member 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 Individual Member will be responsible for all fees payable until the actual withdrawal becomes in effect;
 - 6.1.7.3. The Individual Member fails to pay fees owed to the Corporation by the deadline dates as outlined in Section 6.1.4;
 - 6.1.7.4. The Individual Member fails to comply with Corporation registration policies or applicable policies, where upon an ordinary resolution of the Board of Directors confirming such termination will be passed;
 - 6.1.7.5. The Individual Member's term of membership expires, as outlined in Section 6.1.5
 - 6.1.7.6. The Corporation is liquidated.
- 6.1.8. Good Standing – An Individual Member with the Corporation will be in good standing provided that the Individual Member:
- 6.1.8.1. Has not ceased to be an Individual Member, as outlined in Section 6.1.1;

- 6.1.8.2. Has not been suspended or expelled, as outlined in Section 6.1.7, or had other restrictions or sanctions imposed;
- 6.1.8.3. Has completed and remitted all documents as required by the Corporation;
- 6.1.8.4. Has complied with the by-laws, policies, procedures, rules and regulations of the Corporation;
- 6.1.8.5. 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;
- 6.1.8.6. Has paid all required fees to the Corporation.

6.1.9. Cease to be in Good Standing – Individual Members who cease to be in good standing with the Corporation may have privileges suspended and will not be entitled to the benefits and privileges of Individual Membership until such time as the Board of Directors is satisfied that the Individual Member has met the definition of good standing.

6.2. Associate of the Corporation

6.2.1. An Associate of the Corporation is divided into the following sub-categories and are defined as such:

- 6.2.1.1. Associate - Individuals, groups and entities engaged in activities that provide, sponsor, and support or are sanctioned by the Corporation and/or Individuals ineligible for Individual Membership.
- 6.2.1.2. Industry Associate - Companies, firms, corporations or manufacturers who are engaged in the sale of fire and emergency products and services and/or businesses that are engaged with serving the Corporation.
- 6.2.1.3. Retired Associate – Individuals who have retired from the fire service and who has once held an Individual Membership.
- 6.2.1.4. Honourary Associate - Individuals who are not eligible for Life Associate status, but who are rendered as Honourary deemed to fit this designation by the present Board of Directors.
- 6.2.1.5. Life Associate - Those who are bestowed the Life Membership for having served the Corporation as a President or any other member deemed to fit this designation by the present Board of Directors.

6.2.2. Eligibility – An Associate of the Corporation must meet the definition outlined in Section 6.2.1, excluding Honourary and Life Associate, and make an application to the Corporation.

- 6.2.3. Fees – Associates of the Corporation fees will be determined annually by the Board of Directors as outlined in Section 7.
- 6.2.4. Rights – Associates do not have voting rights, cannot attend a meeting of the Corporation and may not be elected to any position of office of the Corporation.
- 6.2.5. Deadline of Fees – Associates of the Corporation will be notified in writing of fees payable. If they are not paid within sixty (60) days of a date specified by the Board of Directors, the Associate of the Corporation in default will automatically cease to be an Associate of the Corporation.
- 6.2.6. Term – The term for registration for an Associate of the Corporation is organized by sub-category as follows:
 - 6.2.6.1. Associate – Associates of the Corporation’s term shall be the fiscal year of the Corporation as outlined in Section 28;
 - 6.2.6.2. Industry Associate – Industry Associates of the Corporation’s term will be on the anniversary date of the Industry Associates initial registration;
 - 6.2.6.3. Retired Associate – Retired Associates of the Corporation’s term shall be the fiscal year of the Corporation as outlined in Section 28;
 - 6.2.6.4. Honourary Associate – Honourary Associates of the Corporation’s term shall be determined by the present Board of Directors;
 - 6.2.6.5. Life Associate – Life Associates of the Corporation terms shall be granted for life, or as deemed by the present Board of Directors.
- 6.2.7. 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.
- 6.2.8. Withdrawal and Termination – An Associate of the Corporation may be expelled if:
 - 6.2.8.1. The Associate of the Corporation fails to maintain any of the qualifications or conditions of being an Associate outlines in Section 6.2.2;
 - 6.2.8.2. 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;
 - 6.2.8.3. The Associate of the Corporation fails to pay fees owed to the Corporation by the deadline dates prescribed in Section 6.2.6;

- 6.2.8.4. The Associate of the Corporation fails to comply with Corporation registration policies or applicable policies, where upon an ordinary resolution of the Board of Directors confirming such termination will be passed;
- 6.2.8.5. The Associate of the Corporations term of registration expires as outlined in Section 6.2.6;
- 6.2.8.6. The Corporation is liquidated.
- 6.2.9. Good Standing – An Associate of the Corporation will be in good standing provided that the Associate:
 - 6.2.9.1. Has not ceased to be an Associate of the Corporation;
 - 6.2.9.2. Has not been suspended or expelled as outlined in Section 6.2.8, or had other restrictions or sanctions imposed;
 - 6.2.9.3. Has completed and remitted all documents as required by the Corporation;
 - 6.2.9.4. Has complied with the by-laws, policies, procedures, rules and regulations of the Corporation;
 - 6.2.9.5. 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
 - 6.2.9.6. Has paid all required fees to the Corporation.
- 6.2.10. Cease to be in Good Standing – Associates of the Corporation who cease to be in good standing may have privileges suspended and will not be entitled to the benefits and privileges of Associates of the Corporation until such time as the Board of Directors is satisfied that the Associate of the Corporation has met the definition of good standing.

7. Dues and Fees

- 7.1. Individual Members and Associates of the Corporation shall pay fees set annually by a 2/3 majority vote of the Board of Directors.

8. Board of Directors

- 8.1. The affairs of the Corporation shall be managed by a Board of twelve (12) Directors, elected by Individual Members of the Corporation whom are in good standing as outlined in Section 6.1.8. From the twelve (12) Directors, the following positions shall

also be elected, and constitute the Executive of the Corporation: One (1) President, one (1) Executive Vice President and four (4) Vice Presidents.

8.2. Each Vice President shall be assigned a respective portfolio by the President. The portfolio, content, names and descriptions may change from time to time at the discretion of the Board of Directors.

8.3. The President will assign one (1) of the four (4) Vice Presidents to assume the responsibilities of Treasurer.

8.4. The Executive Vice President will assume all authorities and responsibilities of the President in his/her absence.

8.5. The Immediate Past President shall serve as a non-voting member of the Executive Board.

9. **Election and Term**

9.1. Prior to each annual general meeting, the Board of Directors shall appoint a Chief Returning Officer and a Deputy Returning Officer to conduct elections for the Board of Directors in accordance with policies and procedures approved by the Board of Directors.

9.2. Each Director elected shall hold office until the first annual meeting after he/she has been elected or, until his/her successor has been duly elected and qualified.

9.3. The entire Board of Directors shall be retired at each annual general meeting.

9.4. The Board of Directors will be elected by a majority vote of Individual Members, in good standing, as outlined in Section 6.1.8 at the annual general meeting. The elected Board of Directors will officially take office after being sworn in, which should occur during or immediately following the annual general meeting.

9.5. The election process shall take place in accordance with the annual general meeting in a manner approved by the Board of Directors.

10. **Attendance at Board Meetings**

A Director must attend fifty percent (50%) of the regularly scheduled Board of Directors meetings. Should the Board Member not attend the required meetings, he/she shall not be eligible for re-election to the Board of Directors in the upcoming year. After a one-year absence, the member shall once again be eligible for election to the Board of Directors.

11. **Vacancies**

11.1. Vacancies on the Board of Directors, however caused, may be filled by the Directors from Individual Members of the Corporation that are in good standing, as outlined in Section 6.1.8.

- 11.2. If a Director ceases to be in good standing for Individual Membership, as outlined in Section 6.1.8, he/she shall resign from the Board immediately.
- 11.3. If the office of the President becomes vacant, the Executive Vice President shall automatically become the President to serve until the next annual general meeting.
- 11.4. If a Director position becomes vacant, the Board of Directors may appoint an Individual Member who was nominated for the Board of Directors at the last annual general meeting whom was not elected to the Board of Directors, providing the Individual Member is still in good standing with the Corporation as per section 6.1.8, and that they are permissible and choose to do so. This is at the discretion of the present Board of Directors.
- 11.5. In the event of simultaneous vacancies in the offices of President and Executive Vice-President, a member of the Executive Board shall be appointed through majority vote of the Board of Directors and shall become Acting President until the next annual general meeting.

12. Provincial Advisory Committee

- 12.1. A Provincial Advisory Committee will be established after each general election. It will comprise of representatives from twelve (12) geographical areas assigned by the Board of Directors in the Province of Ontario. Each area will have an Individual Member appointed as an Advisor on the Committee by the Board of Directors. The Advisor will be responsible for disseminating information from the Board as well as gathering information and feedback to bring back to the Board.
- 12.2. Each Advisor will be expected to participate in two (2) meetings a year with the Board of Directors. Advisors will also participate and assist in organizing any other meetings as such that are required, in their respective geographical area.
- 12.3. Names of Individual Members interested in joining the Provincial Advisory Committee shall submit their application to the Executive Director at which time will be forwarded at the annual general meeting. The Provincial Advisory appointments shall be made at the first meeting of the Board of Directors following the annual general meeting.
- 12.4. The Board of Directors will set the composition and terms of reference for the Provincial Advisory Committee.

13. Committees

- 13.1. Nominating Committee: The Executive Director shall be chair of the nominating committee and shall report at the annual general meeting its nominations for the twelve (12) Directors. 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 Board of Directors. Any provision related to nominations and adopted by the Board

of Directors shall be sent to all Individual Members of the Corporation within sixty (60) days of its adoption by the Board, and be found in the policies and procedures section.

- 13.2. Special Committees: The Board of Directors or President may, from time to time, appoint special committees. The Board of Directors shall establish the composition and terms of reference for such committees. The President shall be an ex-officio member of all special committees.

14. **Officers**

There shall be a President, an Executive Vice-President, and four (4) Vice Presidents and such other Officers as the Board of Directors may determine from time to time. The Officers of the Corporation shall be Directors of the Board and elected as Officers by the Individual Members of the Corporation at the annual general meeting.

15. **Executive Director**

The Board of Directors may appoint an Executive Director and delegate to him/her the full powers to manage and direct the business of the Corporation, except such business as must be transacted by other Officers, by the Board of Directors, or by Individual Members. The Executive Director shall conform to all lawful orders given by the Board of Directors and such matters and duties as contained in the by-laws of the Corporation. The Executive Director shall, at all reasonable times, give to the Board of Directors, and Officers, all information they may require regarding the affairs of the Corporation. The Executive Director shall serve as Secretary of the Corporation.

16. **Duties**

- 16.1. The President shall preside at all meetings of the Individual Members of the Corporation and of the Board of Directors. The Executive Vice-President shall assume the duties of President with all the powers and shall perform all of the duties of the President in the event of absence, inability or refusal of the President to act.
- 16.2. The Board of Directors will approve the duties of Officers, Directors and Committee Chairs.

17. **Remuneration of Directors**

The Board of Directors shall receive no remuneration for acting as such. Reimbursement for expenses shall be governed by the policies passed by the Board of Directors and managed by the Executive Director.

18. **Meetings**

- 18.1. Annual General Meeting: The annual general meeting of the Individual Members of the Corporation shall be held at a time and place designated by the Board of Directors. At least thirty (30) days notice shall be given to the Individual Member of

such dates and places as may be designated for holding the annual general meeting. Notice of the annual general meeting will be posted on the Corporation's website and notice of posting will be sent to the Individual Member's last known email address. At every annual general meeting, in addition to any other business that may be transacted, the report of the auditors shall be presented, a Board of Directors will be elected and auditors appointed for the ensuing year. The Individual Members may consider and transact any business either special or general, without any notice thereof at any meeting of the Corporation. The Board of Directors, President or Executive Vice-President shall have power to call at any time a general meeting of the Individual Members of the Corporation.

18.2. Board of Directors' Meetings: The Board of Directors shall hold a meeting as soon as practical following the annual general meeting of Individual Members. Other meetings shall be held at the call of the President or, on written request of any five (5) members of the Board. Except under extraordinary circumstances, at least five (5) business days' notice of the time, place and purpose of all meetings of the Board of Directors shall be given to each member of the Board by the Executive Director. Such notice shall be given in person, by telephone, or by mail, facsimile transmission, or electronic mail sent to the member's last known address.

18.3. Committee Meetings: Standing and special committees of the Corporation shall hold meetings in accordance with their terms of reference as established by the Board of Directors. All meetings of committees shall be held at the call of the chair or on written request of a majority of the members of the committee.

19. Adjournments

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

20. Board of Directors Quorum

Seven (7) of the Board of Directors shall form a quorum at any Board meeting for the transaction of business. In the absence of a quorum, the Board of Directors may continue to meet, and its decisions ratified by confirming motion at the next meeting at which a quorum is present.

21. Individual Member Quorum

A quorum for the transaction of business at any meeting of the Corporation shall consist of not less than fifty (50) Individual Members who are entitled to vote in person or represented by proxy, provided that in no case can any meeting be held unless there are twenty five (25) Individual Members present in person, with each Individual Member assigned with one (1) proxy.

22. Voting

- 22.1. No Individual Member shall be entitled either in person or by proxy, to vote at any meetings of the Corporation if he/she is not in good standing, as outlined in Section 6.1.8.
- 22.2. An Individual Member in good standing may assign another Individual Member in good standing to represent and vote for him or her by proxy at any general meeting of the Corporation. Proxy status for an Individual member in good standing shall be assigned in writing by the Individual Member desiring to be represented by proxy and confirmed by the Executive Director. An Individual Member in good standing is entitled to vote in accordance with this section and may represent and vote by proxy for only one other Individual Member in good standing at any particular general meeting of the Corporation. Confirmation of proxy status shall be delivered in writing to the President or his/her representative before the call to order of any general meeting of the Corporation.
- 22.3. At all general meetings of Individual Members, every question shall be decided by a majority of the votes of the Individual Members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless any Individual Member demands a poll. Upon a show of hands, every Individual Member shall have one vote, and unless a poll be demanded, a declaration by the chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the Individual Members present in person or by proxy, and such poll shall be deemed the decision of the Corporation in the general meeting upon the matter in question. In case of equality of votes at any general meeting, whether upon a show of hands or at a poll, the chair shall be entitled to a second or casting vote.

23. Rules of Order

In all matters of the meeting procedure not covered in this Constitution, Bourinot's Rules of Order shall prevail. Notwithstanding the official rules of order, general meetings may adopt procedures and rules of order which are not in conflict with the Constitution. The adoption of specific rules of order or procedure will be effective only on obtaining 2/3 affirmative 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 2/3 of the Individual Members present and voting.

24. Notice

- 24.1. Whenever notice is required to be given as required under the Constitution and by-laws, such notice may be given personally, sent by pre-paid post, posted on the Corporation website and/or sent electronically to the address of the Individual

Member, Director, Officer, or Employee at the address that is on the books of the Corporation.. A notice or other such documents that are sent by the Corporation shall be held to be sent at the time when the notice or documents were placed into a public letter box or post office or when same is sent by electronic means.

24.2. The Executive Director may change or cause to be changed, the recorded address of any Individual Member, Director, Officer or member of a committee in accordance with any information believed by him to be reliable.

25. Error or Omission in Notice

No error or omission in giving notice of any annual or general meeting, or any adjournment meetings, whether annual or general, of the Individual Members of the Corporation shall invalidate such meeting, or make void any proceedings taken thereat. For purpose of sending notices to any Individual Member, Director or Officer for any meeting or otherwise, the address used shall be his/her last address recorded in the books of the Corporation.

26. Execution of Documents

Contracts, documents or any instruments in writing which are required to be under Seal shall be signed by the President or Treasurer and the Executive Director. The Executive Director shall affix the Seal of the Corporation to such instruments. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the Executive Director upon authorization of the Board of Directors.

27. Books and Records

The Executive Director shall be charged with the duty to truly record all resolutions, decisions and other proceedings of the annual meetings of the Individual Members and meetings of the Board of Directors, and to keep in any place appointed for that purpose, the originals of all by-laws and all minutes of the proceedings of annual meetings and of meetings of the Board of Directors.

28. Fiscal Year

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of December each year.

29. Financial

The Vice President assigned with the Treasurer portfolio shall be responsible for any monies of the Corporation, for the keeping of accounting records and the preparation of financial statements in such form and in accordance with such procedures as may be required by the Board of Directors.

30. Borrowing

The Board of Directors may from time to time:

- 30.1. Borrow money upon the credit of the Corporation;
- 30.2. Issue, sell or pledge securities of the Corporation.
- 30.3. Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises, and undertakings to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.
- 30.4. Authorize any Director, Officer or Employee of the Corporation to approve terms, conditions and security for such loans and generally to manage, transact and settle the borrowing of money by the Corporation.

31. **Audit**

There shall be an annual audit of the accounts of the Corporation by an auditor appointed by the Individual Members at each annual general meeting. The auditor so appointed will hold office until the next annual general meeting, and if an appointment is not then made, shall continue in office until a successor is appointed. The report of the auditor to the Individual Members shall be presented at the annual general meeting and shall be open to inspection by any member. The auditor shall be given notice of any general meetings of the members in the same manner in which Individual Members of the Corporation are given notice and shall have the right to attend, at their expense, any general meeting of the members at which any financial statement of the Corporation is to be discussed for the purpose of explaining the statement or any part thereof.

32. **Professional Conduct**

The Individual Members and Associates of the Corporation accept that the appended Rules of Behaviour provide for a high standard of personal conduct to which our Individual Members and Associates of the Corporation subscribe and commit to adhere. These rules will be applied under stated guidelines to ensure the protection of the rights of any Individual Member and Associate of the Corporation whose conduct allegedly violates the said Rules.

33. **Amendment of the Constitution**

The Constitution may be amended at any general meeting of the Corporation by a majority vote of Individual Members, in good standing, as outlined in section 6.1.8. Amendments to be made at the general meeting may be proposed either by resolution of the Board of Directors or by petition of any two Individual Members, in good standing, as outlined in section 6.1.8 and submitted to the Executive Director not less than sixty (60) days prior to the date of the general meeting. The legislative committee shall review any proposed amendments. Notice of such proposed amendments to the Constitution shall be sent to all Individual Members, in good standing, as outlined in section 6.1.8 not less than thirty (30) days prior to the general meeting at which such proposed amendment or amendments will be voted on.

APPENDIX A

Rules of Behaviour

Rule 1: No Individual Member or Associate of the Corporation shall commit a criminal offence which brings discredit and/or embarrassment to other members of their profession and to the Corporation.

Rule 2: No Individual Member or Associate of the Corporation shall commit any offence or serious misconduct pertaining to the funds and/or property of any fire department or the Corporation.

Rule 3: No Individual Member or Associate of the Corporation shall be guilty of serious or improper action in the performance of his or her duties that brings discredit and/or embarrassment to other Individual Members or Associates of the Corporation.

Rule 4: No Individual Member shall participate directly in partisan political activities related to the election of an Individual Member of the municipal council by which that Individual Member is employed or any other political activity which would impair the Individual Member's impartiality in the performance of any duties.

Rule 5: Individual Members shall resist any encroachment upon any responsibilities which would interfere with the duties or Individual Members' freedom to carry out official policies and handle any problem without discrimination on the basis of principle and justice.

Rule 6: No Individual Member shall disclose to others, or use to further personal interests, confidential information acquired in the course of conducting official duties.

Rule 7: No Individual Member shall falsify or intentionally misrepresent information in the performance of their official duties, or in connection with their Individual Membership with the Corporation.

Rule 8: No Individual Member shall hold an investment directly or indirectly in any commercial enterprise or engage in any private transaction which creates a conflict with any official duties.

Rule 9: Individual Member shall engage in, solicit, negotiate for or promise to accept private employment or render services for private interests or conduct a private business when such employment, service or business creates a conflict with or impairs proper discharge of any official duties.