

CONSTITUTION

Of

Emergency North Training Incorporated

2011

Purpose of this Bylaw

Upon approval by the Membership this Bylaw shall become the Constitution of Emergency North Training Incorporated, guiding the conduct of business by the corporation.

Article 1: Name

'Emergency North Training Incorporated' (hereinafter called the Corporation) is hereby established.

Article 2: Incorporation

The Corporation shall be incorporated under the laws of the Province of Ontario as a Corporation without share capital.

Article 3: Objectives

The objectives of the Corporation are to:

- Develop and deliver educational programs and services for members of the public and persons who respond to emergencies in Northwestern Ontario
- Work in co-operation with others in developing and delivering the programs and services
- The Board shall meet these objectives without incurring a loss in any year.

Article 4: Office Location

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

Article 5: 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.

Article 6: 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 bylaws or any special resolution of the Corporation or by statute expressly directed or required to be done in some other manner.

Article 7: Membership

There shall be three categories of Membership in the Corporation:

- **Active Member:** Every Fire Team providing fire protective services to a; municipal, unincorporated or First Nations community in the Districts of Kenora, Rainy River or Thunder Bay shall be eligible for Active Membership.

- **Associate Member:** Fire Teams located outside the District boundaries of Northwestern Ontario and associations, organizations and government departments that contribute to the well being of the Fire Service shall be eligible for Associate Membership
- **Sustaining Member:** Persons, firms, corporations, manufacturers and service providers of fire fighting or safety equipment or apparatus shall be eligible for Sustaining Membership.

Article 8: Entitlement

Member entitlement shall include:

Active Members only shall be entitled to vote at a General Meeting or hold Office on the Board of Directors.

Members of all categories shall be eligible to sit on Committees as appointed by the Board.

Article 9: Dues and Fees

The corporation shall be guided by the following regarding fees and dues:

- Membership Dues and Fees may be assigned by a 2/3 majority vote of the Board of Directors
- All assigned membership fees shall be paid in advance of the Annual Meeting.
- 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.

Article 10: Board of Directors

- Board members are to be elected at the Annual General Meeting by majority vote.
- Seven (7) members will be elected to the Board.
- One member each shall be elected for: the Districts of Kenora, Rainy River and Thunder Bay, the remaining member(s) shall be elected from the region at large.
- The Board members shall elect an Executive Committee of the Board and make other Committee appointments as determined.

Article 12: Nomination and Terms

Nominations for Board Membership will be accepted by the Nominating Committee: from the floor with a mover and seconded by another Active Member or in writing if received by the Nominating Committee prior to the annual general meeting where the nominator(s) is unable to attend.

Board members shall sit for the period of one year

Article 11: Officers

The Board shall elect from within its membership the following officers:

President, Vice-President, Secretary and Treasurer; these elected officers plus the Past President will form the Executive Committee.

No officer shall be paid, but legitimate expenses incurred on business and as defined by the Board may be reimbursed.

Article 13: Vacancies

Vacancies on the Board of Directors, however caused, shall be filled by the Directors from among the qualified members of the Corporation.

Executive Committee vacancies shall first be filled from within the existing Board of Directors

Article 14: Committees

The board will identify the committees required to conduct its business over the course of the year.

The board will appoint committee chairs to lead each committee.

The committee chairs may report to the Board as required at regular board meetings.

Committee chairs may seek committee members from all categories of membership.

Types of committees may include:

- **Executive Committee** : of elected Officers may be established to conduct the business of the Corporation
- **Nominating Committee**: established annually to seek nominations for Board membership and conduct the election of new members at the Annual General Meeting
- **FireCon Committee**: The Board of Directors shall annually invite members of the Corporation as well as the broader Fire Service to join the organizing committee for the upcoming FireCon event.
- **Standing Committees** The Board of Directors shall annually appoint the Standing Committees of the Corporation. The Board of Directors shall establish the composition and Terms of Reference for such Committees.
- **Special Purpose Committees**: The Board of Directors may appoint members from all categories to short term committees to assist the undertaking of the corporations work.

The president is an ex officio member of Standing and Special Purpose Committees.

Article 15: Duties of Officers

The Officers of the Board including the; **President, Vice-President, Secretary and Treasurer and Past President** shall perform the following duties:

President

- Shall preside over all meetings of the Association and will call special meetings at the request of a majority of the Executive Committee, or when he or she deems it necessary.

Vice-President

- In the absence of the President, the Vice-President will preside over the meetings of the Association.

Past President

- In the absence of the Vice President, the Past President will preside over the meetings of the Association.

Secretary

- Shall keep a permanent record of the proceedings of the Association and the names of the members present at all meetings.
- Shall be responsible for all administrative duties.

Treasurer

- Shall collect all monies owing to the Corporation
- Shall deposit all funds of the Corporation in a timely manner in a chartered bank or trust company approved by the members
- Shall make payments out of the funds of the Association on cheques or orders drawn by him/her and countersigned by the President, Vice-president or Secretary
- Shall keep books and accounts showing receipts and expenditures from which the balance may be readily found
- Shall present an annual financial report at the Annual General Meeting approved by the Executive
- Shall prepare and complete the annual charity return and the GST/HST applications for rebate.

Article 16: Remuneration

The Directors shall receive no remuneration for acting as such.

The Treasurer is authorized to pay such reasonable travel and other expenses of Officers, Directors, and Committee members as are approved by the Board of Directors and in accordance with policies for payment of expenditures approved by the Board of Directors.

Article 17: Meetings**Notice of Meetings**

Meeting notice shall be given in person, by telephone, or by mail, facsimile transmission, or electronic mail sent to the member's last known address.

Annual General Meeting

1. The notice of the Annual General Meeting will be posted one month in advance.
2. The time and place of the meeting will be determined by the Board of Directors.
3. Seven (7) voting members constitute a quorum of the Corporation.
4. Voting will be conducted by a show of hands, but any member can request a hidden ballot.
5. Motions for adoption and amendments to this bylaw may be proposed either by resolution of the Board of Directors or by petition of any two Active Members in good standing and must be presented to the board for reading at a regular board meeting at least sixty (60) days prior to the AGM.
6. The secretary will post all proposed amendments to the Bylaw thirty (30) days prior to the AGM.
7. Bylaws, as may be deemed necessary for the proper operation of the Association, may be adopted by an affirmative vote of the majority of the voting members present at a general meeting.

8. Amendment to the Constitution requires a 2/3 majority vote of the voting members at a general meeting.

Board Meetings:

- Board meetings will be held **at least 3 times** during the year.
- Voting will be conducted by a show of hands, but any member can request a hidden ballot.
- Four **(4)** board members constitute a **quorum** of the board.
- Except as otherwise provided by the Bylaw, all questions proposed for consideration will be determined by an affirmative vote of a majority of the voting members present at any board meeting.

Article 18: Rules of Order

In all matters of the meeting procedure not otherwise covered in this Constitution, Bourinot’s Rules of Order shall prevail.

The adoption of special rules of order or procedures for a specific meeting will require a 2/3 affirmative vote of those Active Members present and voting.

Article 19: Errors or Omissions in Notices

No error or omission in giving notice of any Annual or General Meeting, or any adjournment meetings, whether Annual or General, of the members of the Corporation shall invalidate such meeting, or make void any proceedings taken thereat.

Article 20: 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.

Article 21: Professional Conduct

- All members of the Corporation will conduct themselves in a professional manner in all matters pertaining to the conduct of business of the Corporation.
- The Corporation may adopt specific standards of Professional Conduct for approval by the membership at the Annual General Meeting.

Signed on behalf of Emergency North Training Incorporated

Date Approved at Annual General Meeting September 17, 2011

Warren Brinkman, President

Dale Ashbee, Vice-President

Garth Dyck, Secretary

Owen Cranney, Treasurer