

Aboriginal Firefighters Association of Canada
Constitution & Bylaws - August 14, 2015

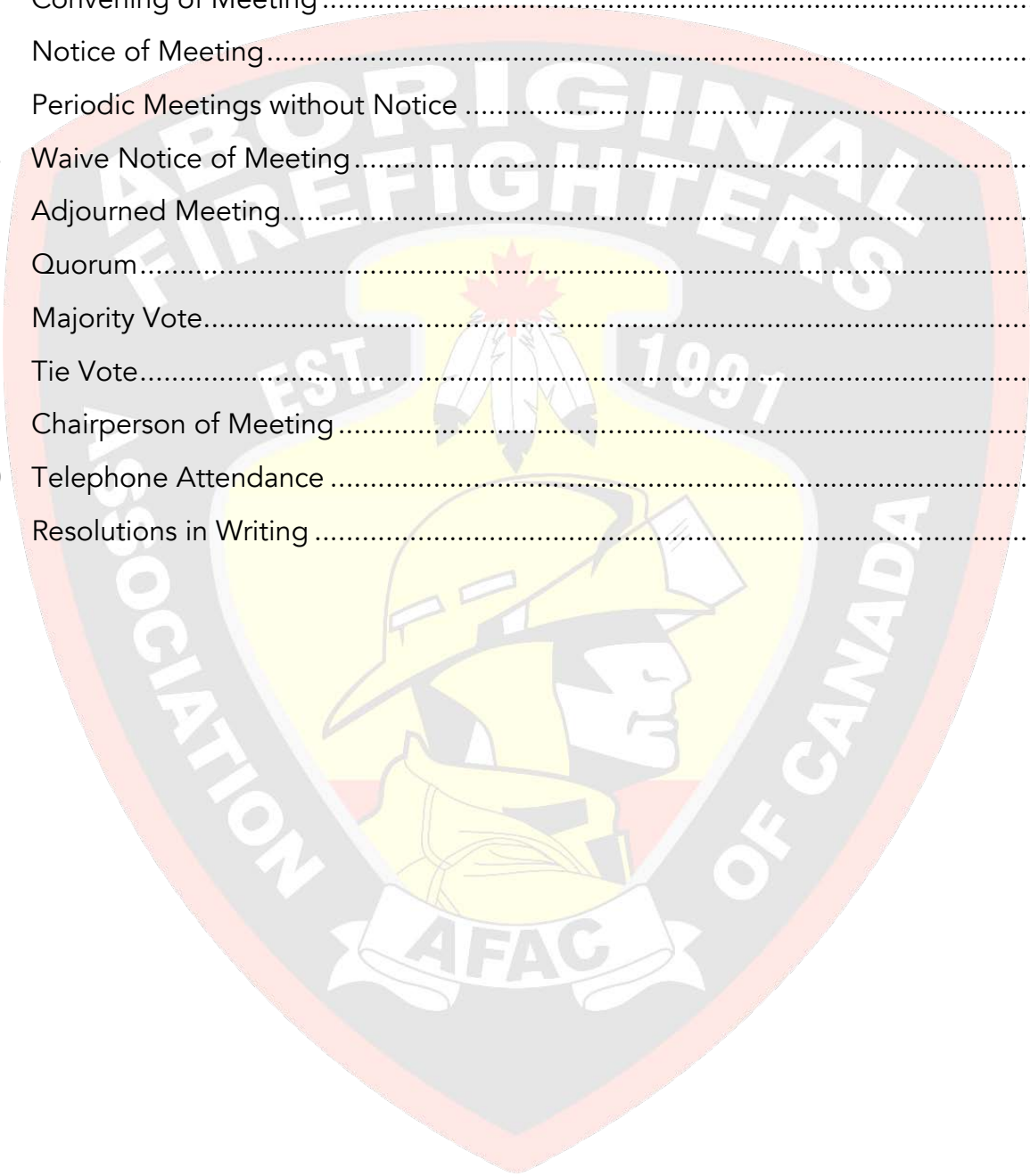


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Part One. Definitions and Application

1.01 *Coming into Force*

The Constitution & Bylaws have been made by the Directors of the Association relating generally to the transaction of the business and affairs of the Association and come into force on the date approved at an Annual General Meeting and shall be referenced in the document title.

1.02 *Definitions*

The following definitions shall apply to all parts of the Constitution & Bylaws:

- (a) 'Act' means the Canada Corporations Act, and any statute or statutes which may be passed in substitution for or replacement of such act;
- (b) "Annual General Meeting" means the Annual General Meeting of the Association;
- (c) "Association" means the Aboriginal Firefighters Association of Canada;
- (d) "Board" or "Board of Directors" means the Directors of the Association for the time being;
- (e) "Constitution & Bylaws" means Bylaws of the Association made pursuant to the Act;
- (f) "Director" means a person representing a Regional Organization Member occupying the position of Director by whatever name called;
- (g) "General Meeting" means Annual General Meetings and Special General Meetings of the Association;
- (h) "Member Organization" means a Regional First Nations Organization grouped by Indian and Northern Affairs of Canada regions and/or territorial regions and approved by the Board of Directors;
- (i) "Officers" mean the Officers of the Association pursuant to these Constitution & Bylaws who are the Directors of the Association that fill the offices of President, Vice President, Secretary/Treasurer;
- (j) "Ordinary Resolution" means a resolution passed at a properly convened General Meeting of the Association by a majority of the votes cast by the Regional Members Organizations who voted on that resolution;
- (k) "Person" includes an individual, partnership, association, corporation, trustee, executor, and administrator or legal representative;
- (l) "Regulations" means the Regulations under the Act as amended and every regulation that may be substituted therefore and in the case of such substitution, any references in the Constitution & Bylaws to provisions of the Regulations shall be read

as references to the provisions substituted therefore in the amended Regulations;

- (m) "Seal" means the official seal of the Association;
- (n) "Signing Officer" means, in relation to any instrument, any Person authorized to sign the instrument on behalf of the Association by virtue of the Act, the Regulations, and the Constitution & Bylaws or by a resolution of the Association or Directors;
- (o) "Special General Meeting" means any General Meeting of the Association other than an Annual General Meeting;
- (p) "Special Resolution means:
 - (i) a resolution passed
 - A) at a General Meeting of which not less than 21 days notice specifying the intention to propose the resolution has been duly given, and
 - B) by the vote of not less than 75% of those Member Organization who, if entitled to do so, vote in Person or by proxy,
 - (ii) a resolution proposed and passed as a Special Resolution at a General Meeting of which less than 21 days notice has been given, if all the Member Organizations entitled to attend and vote at the General Meeting so agree, or
 - (iii) a resolution consented to in writing by all the Member Organizations who would have been entitled at a General Meeting to vote on the resolution in Person or, where proxies are permitted, by proxy.

1.03 Changes of Number and Gender

These Constitution & Bylaws are to be read with all changes of number and gender required by the context.

1.04 Headings for Reference Only

The headings are for ease of reference only and shall not affect in any way the meaning or interpretation.

1.05 Constitution & Bylaws Subject to Act and Regulations

All provisions of this Constitution & Bylaw are subject to the provisions of the Act and Regulations whether or not any provision of this Constitution & Bylaw is expressly stated to be

so subject. All terms which are contained in the Bylaws and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations.

Part Two. Mission Statement of the Association

2.01 Vision and Mission Statement

Vision:

The Aboriginal Firefighters Association of Canada is a nationally recognized Aboriginal organization, its vision is to develop standards that can be applicable in all Aboriginal across Canada, to protect and improve the quality of life, health and safety for all Aboriginal people.

Mission:

The Aboriginal Firefighters Association of Canada is a network of Aboriginal fire organizations and personnel with the expertise to establish standards designed to benefit all Aboriginal people. The effective use of these standards will reduce the loss of life and property. Openness and transparency in the exchange of information is paramount to ensuring that all concerns are addressed, and through timely re-evaluation of the standards, the ability to adapt them to the changing needs of today's fire service will be maintained.

Part Three. Membership

3.01 Regional Member Organization Representative Nomination

AFAC does not have the resources to maintain an active individual membership roster or provide services to individuals. AFAC is operates as a consortium of the Regional Aboriginal Fire & Emergency Services Organization to work in collaboration towards AFAC's mission statement. Each regional Member Organization will bi-annually or when required nominate a Representative to sit on the AFAC Board. Executive terms require three-year commitments. Due to limited funding, AFAC can only accept one Regional Member Organization Representative regardless of the number of regional organizations, political associations or cultural diversity within the region.

3.02 Regional Member Organizations Representatives in Good Standing

- (a) Nomination - A Regional Member Organization Representative must maintain good standing with their Regional Organization and on or before the Annual General Meeting provide AFAC with a nomination letter from the Regional Organization designating the Regional Member Organizations Representatives consistent with the terms set out in section 3.01 and section 5.04.

- (b) Terms - Executive of the AFAC Board terms will be three years unless cause is indicated to terminate the Board members term under the guidelines of AFAC Constitution & Bylaws.
- (c) Duties - Regional Member Organizations Representatives are liaisons and representatives of the Regions they represent. Providing information between the Region, Regional Organization and serving as a Director of AFAC consistent with the Constitution & Bylaws define the total duties.
- (d) Termination of Term – Not maintaining a Regional Organization elected or other position does not constitute a required termination of the Regional Member Organization Representative term. AFAC will honour a voluntary transition to a new Representative if it is mutually agreeable to the existing member and new member being nominated. AFAC will not displace Regional Member Organization Representatives without substantive documented cause. Any request made by a Regional Organization to AFAC must be provided in accordance with this section and supporting documentation. It shall be reviewed at an in-camera Board meeting with all documentation treated consistent with provincial and federal privacy laws. Both the Regional Organization and the Regional Member Organization Representative in question will be informed in writing of any review requested and decision rendered by the AFAC Board.

3.03 Associate Membership

Any person volunteering with or employed by a First Nation Firefighter Organization or any First Nations person working in the Fire Service and residing in Canada, being of the full age of 18 years and who is in agreement with the objects of the Association may become an Associate Member of the AFAC.

3.04 Fees

Membership fees of Regional Organizations or Associate Members, if any, of AFAC shall be determined from time to time by a special resolution at a General Meeting.

Part Four. Powers & Duties of the Association

4.01 Association

The Association is a corporation governed by the Act and Regulations and subject to the Act have the capacity, rights, powers and privileges of a natural Person.

4.02 Governed by Board of Directors

The Association shall be governed by the Board of Directors. The Board of Directors shall manage and conduct the business and affairs of the Association and exercise the rights, powers and privileges of the Association in the name of and on behalf of the Association.

4.03 Annual General Meeting

The Association shall hold an Annual General Meeting at least once in each Membership year.

4.04 Special General Meeting

The Association shall hold a Special General Meeting when required pursuant to the provisions in these By-laws.

4.05 Retain Valuable Documents

The Association shall at all times keep and maintain for the benefit of the Association copies of all contracts, agreements, certificates, approvals and valuable documents provided to the Association.

4.06 Obey Act and By-laws

The Association shall do all things required of it by the Act, Regulations and By-laws.

4.07 Enforce Constitution & Bylaws

The Association may do all things reasonably necessary for the enforcement of the Constitution & Bylaws and for the government, management and conduct of the Associations affairs.

4.08 Annual Report

The Association shall submit an Annual Report each year at the Annual General Meeting.

4.09 Seal of the Association

The Association shall have a Seal, which shall have inscribed thereon Aboriginal Firefighters Association of Canada. The Seal shall be kept in the custody of the President of the Association or the Presidents designate. Any instrument to which the Seal is affixed shall be signed by at least two Directors authorized to do so.

4.10 Signing Officers

The Association shall have at least two persons authorized by a motion of the Board of Directors and shall be reviewed and renewed annually to sign contracts, documents, cheques or any instruments in writing requiring the signature of authorized Officers of the Association.

4.11 Acquire Assets

The Association may acquire and take by purchase, donation, devise or otherwise all kinds of real estate and personal property and may sell, exchange, mortgage, lease, let, improve and develop it, and may erect and maintain any necessary buildings.

4.12 Borrow

The Association may, for the purpose of carrying out the objects of the Association, borrow or raise or secure the payment of money in any manner it thinks fit.

4.13 Negotiable Instruments

The Association may, for the purpose of carrying out the objects of the Association, draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

Part Five. Board of Directors

5.01 Board has Powers of Association

The Board shall have vested in it the powers of the Association and shall enforce the provisions hereof subject always, however, to any restrictions imposed or directions given at a General Meeting.

5.02 Composition of the Board

The Board shall consist of a minimum of Five and a maximum of Ten Regional Directors in good standing of the Association who are eligible for election to the Board of Directors. The Board shall also maintain a Collaboration Board position that shall have a two-year term and selected from nominations received by AFAC and affirmed by a motion of the Board at the AGM. The Collaboration Board position is not subject to clause 3.01, 3.02 or 5.03.

5.03 Eligibility

For a Member to be eligible to fill a position on the Board of Directors, the Representative must be formally nominated as a Representative of a Regional or Territorial First Nation Fire/Emergency Organization.

5.04 Term of Office

Directors shall hold the terms of office for a period of two years or until their successors are elected. Executive Officers shall hold the terms of office for a period of three years or until their successors are elected.

5.05 Vacancy

Where a vacancy occurs on the Board, the Board may appoint a Person to fill that office for the remainder of the former Directors term in consultation with the Regional Member Organization.

5.06 Deemed Vacancies

The office of a Director shall be deemed to be vacated under any of the following conditions:

- (a) The Director becomes of unsound mind, mentally incompetent or dies;
- (b) The Director is convicted of an indictable offence;
- (c) The Director resigns in writing;
- (d) The Director is absent from three consecutive scheduled meetings of the Board without permission of the Board and it is resolved at a subsequent meeting of the Board that the Directors office be vacated.
- (e) A request is approved by the Board consistent with section 3.02 (d).

5.07 Officers of the Board

At the first meeting of the Board held immediately after the Annual General Meeting of the Association, the Board shall hold elections for any vacant Executive positions from among its Board Membership. The President, Vice President, Secretary/Treasurer shall hold their respective offices for a three year term.

5.08 President

The President shall:

- (a) Be the Chief Executive Officer of the Association and as such shall exercise general supervision and administration over the activities and affairs of the Association.
- (b) Reside over all General Meetings and meetings of the Board of Directors, and shall

be chairperson of all such meetings.

- (c) Have a casting vote to decide any question before the Association or the Board of Directors where there is a tie vote other than for the election of Directors;
- (d) Be an ex-officio member of all committees;
- (e) Perform all duties which may be prescribed by the Board from time to time.

5.09 Vice-President

The Vice-President shall perform the duties of the President if the President is absent, unable or unwilling to perform his duties, or if the President requests the Vice-President to perform his duties.

5.10 Secretary/ Treasurer

The Secretary shall:

- (a) Ensure accurate records of all Board meetings are maintained.
- (b) Have charge and conduct of all correspondence of the Board and the Association as directed by the President or Board.
- (c) Ensure all notices of the various meetings are distributed as required.
- (d) The Treasurer shall receive all monies paid to the Association and shall be responsible for the deposit of same in whatever bank, trust company, credit union or Treasury Branch the Board may order.
- (e) Shall properly account for the funds of the Association and keep such books as may be directed or required.
- (f) Shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting, a statement duly audited as set forth herein of the financial position of the Association and submit a copy of same for the records of the Association.

5.11 Written Resolutions

A written resolution of the Board signed by all of the Directors entitled to vote has the same effect as a resolution of the Board adopted at a meeting of the Board duly convened and held.

5.12 Good Faith

All acts done in good faith by the Board are, notwithstanding that there was some defect in the appointment or continuance in any office of any Director, as valid as if the Director had been duly appointed, or had duly continued in office.

5.13 Indemnification of Directors

The AFAC shall seek to manage the organization using effective risk management strategies that minimize liability for Directors including adequate insurance, utilization of professional management staff in both operations and financial services. Each Director is expected to serve their term and execute their duties in good faith. AFAC will seek to indemnify any Director and his or her heirs, executors and administrators against all losses, costs and expenses, including solicitor and client fees, reasonably incurred in connection with any action, suit or proceeding to which the Director may be made a party by reason of the Director being or having been a Director or Officer of the Association, except to the extent such losses, costs and expenses are attributable to the negligence or wilful misconduct of the party in question. All liability, losses, damages, costs and expenses incurred or suffered by the Association by reasons arising out of or in connection with the foregoing indemnification provisions shall be treated and handled by the Association as an expense of the Association, subject to applicable legislation and associated duties and obligations of Directors.

Part Six. Powers & Duties of the Board of Directors

6.01 Govern the Association

The Board of Directors shall manage and conduct the business and affairs of the Association and exercise the rights, powers and privileges of the Association in the name of and on behalf of the Association. The Board shall establish and revise policy, carry out the activities and affairs of the Association, and take such action as is necessary to further the objectives of the Association. Except as otherwise provided in these By-laws, and as directed in the Act, the Board of the Association shall have full power to operate and manage the Association subject to specific directions given by the Members entitled to vote by way of Ordinary Resolution at a General Meeting. The Board may delegate to one or more of its Directors such of its powers and duties as it thinks fit, and may at any time revoke such delegation.

6.02 Keep Minutes

The Board shall cause minutes to be kept of its proceedings and meetings which shall, unless the Board otherwise decides, be kept by the Secretary/Treasurer.

6.03 Keep Accounts

The Board shall cause proper books of account to be kept in respect of all sums of money received and expended by the Association which shall, unless the Board otherwise decides, be kept by the Secretary/Treasurer.

6.04 Audit

The books, accounts and records of the Association shall be audited at least once each year by a duly qualified accountant or by two Members of the Association elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the Association.

6.05 Inspection of Accounts

The books and records of the Association may be inspected by any Member of the Association at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Person having charge of same. Each Member of the Board shall at all times have access to such books and records.

6.06 Regular Meetings

The Board of Directors shall meet in the ordinary course of events at a minimum of once each quarter to transact the Association's business. A yearly schedule of meetings may be established at the first meeting of a new Board of Directors.

6.07 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. Notice of any special meeting of the Directors shall be given at least two days prior to that meeting.

6.08 Conflict of Interest

A Director shall not have any financial interest, direct or indirect in:

- (a) Any contract or proposed contract with the Association; or,
- (b) Any contract or proposed contract that is reasonably likely to be affected by a decision of the Board of Directors; or,
- (c) Any other matter in which the Board of Directors is concerned;
- (d) Unless the interest is disclosed to the Board of Directors and made a matter of record prior to the contract or matter being entered into.
- (e) A Director having an interest pursuant to Section 6.08 (a) and who has declared his interest as required shall not vote, or use his influence on the matter in question and shall not be counted in determining a quorum for the vote on that matter. The minutes of the meeting shall reflect such disclosure, abstention from voting and change in quorum.

- (f) A contract entered into contrary to section 6.08 (a) is void.
- (g) Nothing in this section shall prevent a Director from briefly stating his position or interest in the matter or from answering relevant questions from the Directors.

6.09 Compensation

Directors shall serve without compensation, no Director is expected to incur costs for the business of the Association. Reasonable expenses (including lost wages) incurred may be reimbursed if approved by the Board.

Part Seven. Meetings of the Association

7.01 Annual General Meeting

The Association shall hold an Annual General Meeting once each year but may, by Board motion extend until 18 months. All General Meetings of the Association other than Annual General Meetings shall be called Special General Meetings.

7.02 Notice of Meetings

Fourteen days notice of every General Meeting specifying the place, the date and the hour of meeting and, in the case of special business, the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on that business and the text of any Special Resolution to be submitted to the meeting, shall be given to all Members, but accidental omission to give that notice to any Member or non-receipt of that notice by any Member does not invalidate any proceedings at any such meeting. Service of any notice shall be deemed sufficient service upon the Member if addressed to the last known address of the Member and posted by pre-paid post within Canada at least seventeen days before the date appointed for the meeting.

7.03 Chairperson at Meeting

The President, and in the Presidents absence the Vice-President, shall act as Chairperson of the meeting. In the absence of both the President and the Vice-President then at the commencement of the meeting, a Chairperson of the meeting shall be elected from amongst the Directors present in Person. The Chairperson shall not be entitled to vote except to break a tie.

7.04 Quorum

Except as otherwise provided in these By-laws, no business shall be transacted at any General Meeting unless a quorum of the Board Members entitled to vote is present at the time when the meeting proceeds to business.

7.05 Tie Vote

In the case of a tie vote, the Chairperson of the meeting is entitled to a tie breaking vote.

7.06 Order of Business

The order of business at an Annual General Meeting and as far as practicable at all General Meetings shall be:

- (a) If the President and the Vice-President shall be absent the election of the Chairperson of the meeting;
- (b) Call to order by the Chairperson;
- (c) Proof of notice of meeting or waiver of notice;
- (d) Announcements;
- (e) Ratification of Agenda;
- (f) Approval of the Minutes of the previous Annual General Meeting and any Special General Meetings held since the previous Annual General Meeting;
- (g) Any Business Arising Out of the Minutes of the Previous Meetings;
- (h) Report of the President;
- (i) Report of the Committees;
- (j) Consideration of Financial Statements;
- (k) Unfinished business;
- (l) New business;
- (m) Nomination and Election of the Board of Directors;
- (n) Adjournment.

Part Eight. Meetings of the Board of Directors

8.01 Convening of Meeting

At the request of any three Directors a Board meeting will be scheduled with all Board Members formally notified. If all Board members cannot reasonably attend the meeting, it will be rescheduled to a mutually agreeable date & time.

8.02 Notice of Meeting

Notice of the time, date and place of each meeting of the Board shall be given to each Director not less than 48 hours before the time when the meeting is to be held.

8.03 Periodic Meetings without Notice

The Board may appoint a regular time and place for its meetings. A copy of any resolution by which it is determined to hold such periodic meetings shall be sent to each Director forthwith after it is passed and forthwith to each Director who is subsequently elected or appointed. No other notice is required for any such periodic meeting, except where this By-law requires the purpose of the meeting or the business to be transacted at the meeting to be specified.

8.04 Waive Notice of Meeting

Any Director may waive notice of a meeting before, during or after the meeting and such waiver shall be deemed the equivalent of receipt of due notice of the meeting.

8.05 Adjourned Meeting

If a meeting of the Board is adjourned, notice of the new meeting is not required if the time and place of the new meeting is announced at the time the original meeting is adjourned.

8.06 Quorum

No business shall be transacted at any meeting of the Board unless a quorum of Directors is present at the time when the meeting proceeds to business. A quorum for a meeting of the Board of Directors consists of one half (or where one half of the Board is not a whole number, the whole number which is closest to and greater than one half) of the Board of Directors.

8.07 Majority Vote

Matters considered at any meeting of the Board shall be decided by a majority of votes cast upon each matter.

8.08 Tie Vote

In cases of an equality of votes, the Chairperson shall have a deciding vote to break the tie.

8.09 Chairperson of Meeting

The President, and in the Presidents absence the Vice-President, shall act as Chairperson of the meeting of the Board of Directors. In the absence of both the President and Vice-President then at the commencement of the meeting a Chairperson of the meeting shall be elected.

8.10 Telephone Attendance

When a Director is unable to attend a meeting in Person he may participate in the meeting by telephone, and a Director participating in a meeting by telephone shall be deemed to be present and shall be counted as part of the quorum therefore. The Director participating by telephone shall be deemed to be present and shall be counted as part of the quorum for only that part of the meeting during which the Director is in communication by telephone.

8.11 Resolutions in Writing

A resolution in writing signed by all of the Directors without their meeting together shall be as valid as if it had been passed at a meeting of the Board of Directors duly called and held, and consent to such resolution may be evidenced by means of several documents in the same form each signed by one or more Directors, or by means of electronic communication.

