

# **AFAC Constitution & Bylaws**

**16 July 2020**

# **Constitution of the Aboriginal Firefighters Association of Canada**

## **Article 1 Name**

1.1 The name of the Association is the Aboriginal Firefighters Association of Canada.

## **Article 2 Purpose**

2.1 The purposes of the Association are to:

- a) Provide national coordination and collaboration to improve fire safety in all Indigenous communities across Canada to protect and enhance the quality of life, health and safety including the development and implementation of the National Indigenous Fire Safety Council and the service delivery arm (Indigenous Fire Marshal Service).
- b) Define service levels and deliver fire prevention programs, liaise with national non-Indigenous organizations to promote Indigenous representation and perspectives, promote NFPA standards and support the development of a national fire reporting system.
- c) Promote the evolution of a National Indigenous Fire Protection legislation developed by First Nations leaders, promote adoption of Building & Fire Codes, support the development of a national building inspection framework and support communities' abilities to meet insurance standards.
- d) Develop and support operational fire service standards, enhance community based Indigenous fire service, collaborate with regional organizations to support communities and enhance level of service standards.

# **Bylaws of the Aboriginal Firefighters Association of Canada**

## **Part One - Definitions and Interpretations**

### **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 Director” means the Directors of the Association for the time being acting as a body;
- (e) “Bylaws” means Bylaws of the Association made pursuant to the Act;
- (f) “Constitution” means Constitution of the Association made pursuant to the Act;
- (g) “Director” means Director of the Association;
- (g) “General Meeting” means General Meetings or Special General Meetings of the Association;

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- (i) “Member Organization” means an Indigenous organization grouped by Indigenous Services Canada regions, territorial region and/or other Indigenous organization approved by the Board of Directors;
- (j) “Board Executive” mean the Directors of the Association that fill the offices of President, Vice President, and Secretary/Treasurer;
- (k) “Ordinary Resolution” means a resolution passed at a properly convened General Meeting of the Association by a majority of the votes cast by the duly appointed Directors who voted on that resolution;
- (l) “Persons” includes an individual, partnership, association, corporation, trustee, executor, and administrator or legal representative;
- (m) “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;
- (n) “Seal” means the official seal of the Association;
- (o) “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 Board of Directors;
- (q) “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 general resolution of the Board of Directors shall entitle attendees of the General Meeting to vote on Special Resolutions.
  - (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

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- (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 - Membership**

### **2.01 Regional Member Organization Representative Nomination**

AFAC operates as a consortium of the Member Organizations, territorial organizations and organizations approved by motion of the Board of Directors to work in collaboration towards AFAC's Purpose. Each 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 per region, regardless of the number of regional organizations, political associations or cultural diversity within the region.

### **2.02 Member Organizations Representatives in Good Standing**

- (a) Nomination - A Member Organization Representative must maintain good standing with their Organization and on or before the Annual General Meeting provide AFAC with a nomination letter from the Member Organization designating the Member Organizations Representatives consistent with the terms set out in section 2.01 and section 4.04.

(b) Terms – Board Executive of the AFAC Board terms will be three years unless cause is indicated to terminate the Board member’s term under the guidelines of AFAC Constitution & Bylaws.

(c) Duties - Member Organizations Representatives are liaisons and representatives of the organizations and/or regions they represent.

(d) Termination of Term – Not maintaining a Member Organization elected or other position does not constitute a required termination of the Director or Board Executive term. AFAC will honour a voluntary transition to a new Director if it is mutually agreeable to the existing Director and replacing Director. AFAC will not displace Member Organization Representatives without substantive documented cause. Any request made by a Member 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 Member Organization and the Director in question will be informed in writing of any review requested and decision rendered by the AFAC Board.

### **2.03 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 Three - Powers & Duties of the Association**

### **3.01 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.

### **3.02 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.

### **3.03 Annual General Meeting**

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

### **3.04 Special General Meeting**

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

### **3.05 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.

### **3.06 Obey Act and By-laws**

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

### **3.08 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 Association's affairs.

### **3.09 Annual Report**

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

### **3.10 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.

### **3.11 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.

### **3.12 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.

### **3.13 Negotiable Instruments**

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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 Four - Board of Directors**

### **4.01 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.

### **4.02 Composition of the Board**

(a) Directors - The AFAC Board of Directors shall consist of a minimum of Five and a maximum of Ten Directors in good standing of a Member Organization.

(b) Collaboration Director - The AFAC Board of Directors shall also maintain One Collaboration Director 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 2.01, 2.02 or 4.03.

### **4.03 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 Member Organization.

### **4.04 Term of Office**

(a) Directors shall hold the terms of office for a period of two years or until their successors are nominated.

(b) Board Executive shall hold the terms of office for a period of three years or until their successors are elected.

Directors shall hold the terms of office for a period of two years or if any components of 2.02 (d) are exercised.

Board Executive Offices shall be a three-year term unless the Director position is vacated.

### **4.05 Vacancy**



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When a Director vacancy occurs on the Board, the Board may appoint a Director nominated from a Member Organization.

#### **4.06 Deemed Vacancies**

A Director term shall be deemed to be vacated under any of the following conditions:

- (a) The Director serves the balance of his term as defined 4.04 (a) or (b) which start and conclude at the AGM;
- (b) The Director becomes of unsound mind, mentally incompetent or dies;
- (c) The Director is convicted of an indictable offence;
- (d) The Director resigns in writing;
- (e) The Director is absent from three consecutive scheduled meetings of the Board without due notice or permission of the Board and it is resolved at a subsequent meeting of the Board that the Directors office be vacated.
- (f) A request is approved by the Board consistent with section 2.02 (d).

#### **4.07 Board Executive Elections**

The President, Vice President, Secretary/Treasurer shall be staggered and hold their respective offices for a three-year term.

The AFAC Board of Directors will hold Board Executive elections as the last agenda item at the Annual General Meeting of the Association for Board Executive terms that have expired.

For unanticipated Board Executive vacancies, an election shall be held at the next scheduled General Meeting with a minimum of seven days' notice to all Directors.

All Directors are eligible to serve Board Executive positions.

#### **4.08 President**

The President shall:

- (a) Preside over all General Meetings and meetings of the Board of Directors and shall be chairperson of all such meetings.
- (b) Have a casting vote to decide any question before the Association or the Board of Directors when a vote process is required and there is a tie vote other than for the election of Directors;
- (c) Be an ex-officio member of all committees;
- (d) Perform all duties which may be prescribed by the Board from time to time.

#### **4.09 Vice-President**

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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.

#### **4.10 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 of Directors.
- (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.

#### **4.11 Written Resolutions**

A written resolution of the Board signed by a majority of the Directors entitled to vote has the same effect as a resolution of the Board adopted at a General Meeting of the Board duly convened and held. The motion will be documented at the next General Meeting.

#### **4.12 Electronic Resolutions**

An electronic resolution of the Board shall be reviewed and approved by electronic approval by a majority of the Directors entitled to vote has the same effect as a resolution of the Board adopted at a General Meeting of the Board duly convened and held. The motion will be documented at the next General Meeting.

#### **4.13 Good Faith**

All acts done in good faith by the AFAC Board of Directors 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.

#### **4.14 Indemnification of Directors**

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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 Five - Powers & Duties of the Board of Directors**

### **5.01 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.

### **5.02 Board of Director Meeting 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.

### **5.03 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.

### **5.04 Audit**

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The books, accounts and records of the Association shall be audited at least once each year consistent with regulations or requirements and performed by an accountant with required designation. A complete and proper statement of the standing of the books for the previous year shall be submitted at the Annual General Meeting of the Association.

#### **5.05 Inspection of Accounts**

Each Director shall at all times have access to such books and records in a reasonable manner.

#### **5.06 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 by the Board of Directors.

#### **5.07 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 provided and documentation of the notice shall be made available to any Director. Notice shall be given at least five business days prior to that meeting.

#### **5.08 Conflict of Interest**

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

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.

- (d) A Director having an interest pursuant to Section 5.08.(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.

- (e) A contract entered into contrary to section 5.08 (a) is void.
  
- (f) 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. All such statements, positions, interests or responses to questions shall be in writing and form part of the Board of Directors minutes.

### **5.09 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 approved by the Board of Directors through a disclosure at the next scheduled Board of Directors meeting. Normal travel expenses are not deemed compensation.

## **Part Six - Meetings of the Association**

### **6.01 Notice of Meetings**

General meetings of the Board of Directors may be called by or at the request of the President or any three Directors. Notice of any General Meeting of the Directors shall be provided and documentation of the notice shall be made available to any Director. Notice shall be given at least five business days prior to that meeting.

### **6.02 Periodic Meetings without Notice**

The Board may appoint a regular time and place for its meetings. A notice to hold a General Meeting shall be sent to each Director. If all Board members cannot reasonably attend the meeting, it will be rescheduled to a mutually agreeable date & time.

### **6.03 Chairperson at Meeting**

The President, and in the President's 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.

### **6.04 Quorum**

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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.

### **6.05 Decision Making**

Motions shall be approved by consensus, in the case consensus cannot be reached the Chairperson shall call for a vote. In the case of a tie vote, the Chairperson of the meeting is entitled to a tie breaking vote.

### **6.06 Annual General Meeting**

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

### **6.07 Annual General Meeting 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.