

ONTARIO ASSOCIATION OF EMERGENCY MANAGERS

Constitution and By-laws

As amended May 29, 2009

Whereas the Association was incorporated under the *Ontario Corporations Act* on the 7th day of February 2001 as the Canadian Emergency Preparedness Association – Ontario Chapter; and

The following By-laws were adopted by the membership at the Annual General Meeting on May 9, 2001; and

Whereas the Association is empowered under the Act to make and amend By-laws; and

Whereas the members at the Annual General Meeting of the Canadian Emergency Preparedness Association – Ontario Chapter held on May 28, 2003 in Toronto, Canada approved a change in the relationship to CEPA Canada; and

Whereas the members at the Annual General Meeting of the Canadian Emergency Preparedness Association – Ontario Chapter held on May 28, 2003 in Toronto, Canada approved a change of the association's name to the Ontario Association of Emergency Managers;

The by-laws have been modified accordingly.

TITLE

1. These By-laws may be cited as the By-laws of the Ontario Association of Emergency Managers, also known by the acronym "OAEM".

CORPORATE SEAL

2. The seal of the association shall be in such form as shall be prescribed by the directors of the Association and shall have the words "ONTARIO ASSOCIATION OF EMERGENCY MANAGERS" inscribed thereon.

INTERPRETATION

3. In these By-laws:
 - a) "Emergency management" means emergency measures or emergency management including, prevention, planning, response, recovery and mitigation.
 - b) "Association" means the Ontario Association of Emergency Managers.
 - d) "Board" means the body of Directors responsible for the strategic guidance of the OAEM.

- e) "Director" means a member of the OAEM Board.
- h) Repealed. (2009 May 29).

OBJECTIVES

4. The Objectives of the Association are:

- a) To provide a provincial emergency management forum for the discussion and dissemination of information on matters of interest to members.
- b) To support and contribute to the betterment of prevention, mitigation, preparedness, response and recovery programs and levels in Ontario with respect to emergency management. (2009 May 29)
- c) To promote ethics, values and professional standards in emergency management.
- d) To promote, in the best public interest, better knowledge, understanding and cooperation in emergency management matters in Ontario.
- e) To represent the interests, aims and views of the membership to other organizations, appropriate government agencies, the media and the public.
- f) To provide a membership assistance network for the resolution of common emergency management problems or issues.
- g) To promote mutual advice and assistance in emergencies.
- h) To raise public awareness and involvement in the role and importance of emergency management for and response to natural and human-caused disasters.
- i) To promote, facilitate and enhance emergency management professional development, training and research.
- k) To foster the development of a process which will lead to a consistent provincial and / or national certification of emergency management practitioners.
- l) To support efforts toward the accreditation of emergency management training centres.
- m) To foster the development of a comprehensive set of tools for practitioners.
- n) To support the development of provincial / national standards or models in the field of emergency management.
- o) To promote the use of new and emerging technologies in support of the emergency management function and in the conduct of the activities of the Association.
- p) To operate as a strictly non-profit organization and to receive, acquire and hold gifts, donations, legacies and devices of donors or testators.

- q) To affiliate with national and international emergency management organizations in order to provide the membership with professional linkages beyond provincial borders.
5. It is the unalterable intention of the Association to interface its efforts and support with existing federal and provincial government organizations and other non-government organizations, in providing the most effective and efficient emergency management schemes for the protection of life, health and safety of individuals, and the protection of property and the environment in Ontario.

MEMBERSHIP

6. The Association comprises members whose work is related to and / or who are interested in emergency management. Membership shall consist of anyone whose application for admission has been approved by the Membership Committee.
7. Annual membership in the Association shall be exclusive to members who are in good standing. Members in good standing are those who have paid their outstanding dues within the Grace Period as defined in the Association's Administrative Policies and Procedures. (2009 May 29)

Membership shall encompass the following categories:

- a) An **individual member** shall be a person who has applied for membership, arranged for the payment of the membership fee, who qualifies in every other respect for membership, and who is approved by the Membership Committee; it entitles the member to a single vote on all Association business.
 - b) Repealed. (2009 May 29)
 - c) A **student member** shall be a person who provides evidence that they are enrolled in an emergency management related field at a chartered institution, applies for membership, arranges for the payment of the membership fee, and who is approved by the Membership Committee. Student Members are eligible to serve on any appointed committees but shall not be eligible to hold elective offices or have voting privileges.
 - d) A **corporate member** shall be a body which applies for membership, arranges for the payment of the membership fee, and which is approved by the Membership Committee. Such bodies may at their discretion nominate a specific number of representatives or change that representation at will, provided the policies and procedures of the Association are adhered to. Nominated representatives do not have voting privileges, however the corporate entity shall be entitled to a single vote on all Association business.
 - e) A **life member** shall be a member who has been active in the Association and has greatly contributed to the field of emergency management **over a long period of time**. There is no fee associated with this category of membership nor are there any voting privileges.
 - f) An **honorary member** shall be a person appointed by the Board based on criteria established in the Administrative Policies and Procedures.
8. Any member can withdraw from the Association by delivering to the Association a written resignation and lodging a copy of the same with the Association Secretary. A member may be

expelled from the Association by a special resolution of the members passed by a recorded vote of 75% of the members present at a duly constituted general meeting.

9. The Board, by a vote of two-thirds (2/3) of its members, may at their discretion, suspend any member of the Association. A suspended member may re-apply to the Board of Directors after a period of six (6) months for re-instatement to the Association. A two-thirds majority of the Board of Directors must approve the re-instatement.

MEMBERSHIP FEES

10. Membership fees will be set and collected by the Association in accordance with the Association's Administrative Policies and Procedures.
11. Upon termination of membership for cause or otherwise, including withdrawal, expulsion and suspension, a member is not entitled to any refund of membership fees paid.

RULES OF ORDER

12. The conduct of meetings held by the Board of Directors shall be based on the accepted practices of business meetings and aligned to Roberts Rules of Order. Where any conflict or concern arises during the course, or as a result, of a meeting the procedures indicated in the most current edition of Roberts Rules of Order shall prevail. (2009 May 29)

BOARD OF DIRECTORS

13.
 - a) The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, and (6) additional Directors making a total of ten (10) Directors. (2009 May 29).
 - b) In order to foster continuity of activities, the Board seats will be staggered on a pre-determined cycle in accordance with the Association Administrative Policies and Procedures. Nominations for vacant Board positions will be filled by election in accordance with the Association Administrative Policies and Procedures.
 - c) The Directors shall meet immediately after the Annual General Meeting and shall elect from amongst themselves the following officers:
 - i) A President;
 - ii) A Vice-President;
 - iii) A Secretary; and,
 - iv) A Treasurer
 - d) The Directors shall take office at the conclusion of the election.
 - e) Repealed. (2009 May 29).
 - f) Elections of the officers listed in subsection c) are chaired by the immediate Past President, or in his / her absence, by a predecessor.

- g) No person may serve on the Board of Directors while he/she is being paid a salary by the Association.
- h) All vacant seats on the Board of Directors, with the exception of vacancies occurring prior to the Directors' scheduled end of term, shall be filled by election of the membership at the Association's Annual General Meeting following the process set out in Association Administrative Policies and Procedures. (2009 May 29).

TERMS OF OFFICE

- 14. a) The normal term of office for each Director is a period of two years beginning immediately from the election at the Annual General Meeting. (2009 May 29).
- b) Repealed. (2009 May 29)
- c) Vacancies on the Board of Directors, other than those caused by the Directors' scheduled end of term, may be filled by a majority vote of a quorum of the Directors in accordance with the Association's Administrative Policies and Procedures. (2009 May 29)
- d) If any member of the Board of Directors shall resign his / her office or without reasonable excuse fail to attend to three (3) consecutive Directors' meetings, the Directors may declare the office vacated and may appoint a successor to hold office until the next general meeting.

MEETINGS OF THE BOARD OF DIRECTORS

- 15. a) Notice of meetings of the Board shall be delivered or telephoned to each Director not less than twenty-one (21) days before a meeting is to take place. Where possible, subsequent meetings should be part of the agenda or set at the end of each meeting.
- b) Questions arising at any meeting of the Board shall be decided by a majority of votes which shall be taken by ballot if so demanded by any Director present, but if no demand is made the vote shall be taken by a show of hands. Each Director is authorized to exercise one (1) vote, with the exception of ex-officio members.
- c) Meetings of the Board shall be face-to-face, or by any other means to be determined by the Board (e.g. via teleconference, etc.). There shall be at least four (4) meetings of the Board in each calendar year in places as the Directors may from time to time determine.
- d) Attendance of a simple majority of existing voting Directors, not including suspended or resigned members, will constitute a quorum at a meeting of the Board for the transaction of business. (2009 May 29)

DUTIES OF DIRECTORS AND OFFICERS

- 16. a) A Director must participate in at least 50% of all scheduled Board meetings to remain on the Board.
- b) The Directors shall provide strategic guidance regarding the affairs and activities of the

Association.

- c) The Directors shall administer, direct and manage the affairs of the Association and make or cause to be made for the Association in its name any kind of contract or agreement or understanding which the Association may lawfully enter into.
- d) Every Director shall act honestly and in good faith with a view to the best interests of the profession and the Association and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- e) The President shall be the Chief Officer of the Association and it shall be his / her duty to be vigilant and active in promoting the objectives of the Association.
- f) The President shall preside at all meetings of the Board.
- g) The Vice-President shall assist the President in the performance of his / her duties and shall perform the duties of the President should the President be unable to fulfill those duties.
- h) The Vice-President shall assume other related duties that may be delegated to him / her by the President.
- i) The Treasurer shall carry out the financial affairs of the Association.
- j) The Treasurer shall accurately record, monitor, and administer all funds of the Association.
- k) The Treasurer shall maintain up-to-date membership records and receive and take charge of all funds due to the Association and deposit them to the credit of the Association in a financial institution designated by the Board or ensure that said actions are dutifully undertaken and maintained through an accredited and Board approved professional service. (2009 May 29)
- l) The Treasurer shall prepare a financial report for the Board before each meeting. The Board shall review and approve financial statements. Approved financial statements shall be signed by two Association Officers, the President and the Treasurer.
- m) The Secretary shall conduct all necessary correspondence on behalf of the Association and maintain necessary files.
- n) The Board may from time to time employ such persons as they deem necessary to carry out the purposes of the Association.
- o) The President, or in his / her absence, the Vice-President, shall act as Chairperson of all meetings of the Board and shall preside at every general meeting of the Association. If neither is present, the Directors may nominate a Chairperson for the meeting.

REMUNERATION OF DIRECTORS

- 17. No remuneration shall be paid to Directors other than acceptable expenses incurred while on Board approved Association business at rates listed as part of the Expense Reimbursement policy of the

Administrative Policies and Procedures Manual. (2009 May 29)

INDEMNIFICATION OF DIRECTORS

18. The Association will indemnify a director or officer of the Association, a former director or officer of the Association or a person who acts or acted at the Association's request as a director or officer of a body corporate of which the Association is or was a shareholder or creditor, or his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of the Association or body corporate, if:
- a. He or she acted honestly and in good faith with a view to the best interests of the Association; and
 - b. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

Committees, Directorships And Working Groups

19. a) The Directors may provide for committees, directorships and working groups as required and may assign duties to them. (2009 May 29)
- b) The Committee Chairperson shall be appointed from amongst the Directors by the President. All appointments shall be subject to confirmation by the Directors. All terms are for a period of one year, and are eligible for reappointment.
- c) The members of a committees and working groups shall be appointed by the Chairperson. All appointments shall be subject to confirmation by the Directors. Committee and working group members will comprise Directors, members of the Association, or any other individuals required to carry out the duties of the Committee. Committee and working group members shall be subject to removal by resolution of the Board at any time. (2009 May 29)
- d) The number of members of a committee or working group shall be determined by the Chairperson of the committee. (2009 May 29)
- e) As required, the President shall appoint the Chairperson of Special Committee(s) from amongst the membership of the Association, subject to the approval of the board, for the duration of the Special Committee's mandate.

GENERAL MEETINGS OF MEMBERS

20. a) An Annual General Meeting of the Association will be held each year on a date and location to be fixed by the Board.
- b) The first Annual General Meeting shall be held no more than fifteen (15) months after the date of incorporation and after that an Annual General Meeting shall be held at least once every calendar year and not more than fifteen (15) months after the holding of the last Annual General Meeting. Twenty-eight (28) days notice of such meeting shall be mailed and posted or handed to all members by the Secretary.

- c) The President of the Association may call a special general meeting of members at any time but, shall do so at the written request of at least 50% of voting members.
- d) At any general meeting where it is proposed that a special resolution is to be passed, twenty-eight (28) days written notice of such meeting and resolution shall be mailed and posted or handed to all members confirming details of the resolution.
- e) Fifteen (15) members eligible to vote shall be present in person or by proxy at the opening of a meeting to constitute a quorum
- f) No business shall be transacted at any general meeting unless a quorum of voting member are present in person or by proxy. If within one (1) hour from the time appointed for the general meeting, a quorum is not present the meeting shall be adjourned *sine die*.
- g) All business transacted at an annual general meeting, except consideration of the financial statements, auditors report, election of directors and appointment of a new or reappointment of the incumbent auditor, and all business transacted at any other meeting of members, is deemed to be special business.
- h) No special business may be transacted at a general meeting of the members unless the notice of the meeting states the nature of the business in sufficient detail to permit members to form a reasoned judgment thereon.
- i) Any member may submit to the Association notice of any matter that he / she proposes to raise and discuss at the general meeting; notice of the proposal shall be included with the notice of the next meeting of the members. Such notice must be provided to the Association Secretary in adequate time for distribution to the membership, as required by these by-laws.

VOTES AT GENERAL MEETINGS

- 21. a) At general meetings of members, each member eligible to vote is entitled to one (1) vote on each motion.
- b) All votes shall be taken by a show of hands except where a ballot is demanded by a voting member prior to the vote being taken and with the exception of the election of the Board of Directors, which shall be by secret ballot.
- c) On specific major issues as identified by the Board, eligible members will have the opportunity to vote by alternative means which will be determined by the Board.
- d) Simple majority shall pass matters put to vote. However, a special resolution to modify the Association By-laws will require the support of two thirds (2/3) of voting members present in person or by proxy at a General Meeting to be passed.
- e) Every member may by means of proxy appoint a person, who need not be a Member, as his / her representative at any meeting of the Association. The proxy shall be in accordance with the Administrative Policies and Procedures of the Association.

FINANCIAL RECORDS AND ACCOUNTS

22. The Directors shall ensure that proper records and accounts of all transactions of the Association are kept accurate and current, by overseeing the general content of such financial records and accounts and providing appropriate direction to the Treasurer. The Treasurer shall be responsible for the financial records, insure the payment of all bills on authorization of the Board and shall present regular financial reports. An auditor shall be engaged to review and report annually on the affairs of the Association, including the adequacy, complexities and accuracy of all financial records and accounts.

MINUTES OF MEETINGS

23. The Secretary shall cause minutes to be kept in books provided for that purpose of all proceedings, questions, resolutions, and other matters at all meetings of the Association and of the Board, and shall be responsible for all correspondence and maintain necessary files.

BOOKS AND RECORDS

24. a) The Directors shall see that all necessary books and records of the Association required by the by-laws of the Association or the Association are kept properly.
- b) The Directors shall from time to time determine what times and places and under what conditions and accounts and books of the Association may be inspected by members.

FUNDS IN THE NAME OF THE ASSOCIATION

25. a) For the purpose of carrying out the objectives of the Association, the Directors may borrow, raise or secure the payment of monies in such manner as they think fit. However, debentures shall not be issued without the sanction of a special resolution.
- b) The Board shall have control of all funds of the Association and shall from time to time determine by resolution the disposition and disbursement of the same.
- c) Funds of the Association shall be deposited in one or more accounts in the name of the Association at Canadian financial institution(s) designated and approved by the Board.
- d) All cheques, promissory notes, bills of exchange or other negotiable instruments shall be executed in the name of the Association and signed by two Officers in accordance with the Administrative Policies and Procedures of the Association.

FISCAL YEAR

26. The fiscal year of the Association shall be from 1 January to 31 December.

REPORTING

27. a) In addition to the Annual Report of the Board, the President shall place before the Members at every Annual General Meeting:
- i) Financial statements for the fiscal year then ended.
 - ii) Report of the Auditor.
 - iii) Any further information regarding the financial statements of the Association.
- b) The members at an Annual General Meeting shall, if satisfied, approve the financial statements. Financial statements will be signed by the President and the Treasurer.
- c) No financial statement shall be released unless it has been approved by the Board and is accompanied by the report of the Auditor.

LIQUIDATION AND DISSOLUTION

28. Upon dissolution of the Association, and after payment of all debts and liabilities, it is the Association's unalterable intention that the remaining property of the Association shall, in the course of liquidation and dissolution, become the property of an organization appropriate to the objectives of OAEM, to be determined by the Board of Directors at the time of dissolution.

AMENDMENT OF BY-LAWS

29. a) The Board may by resolution, make amend, or repeal any article of this by-law.
- b) The Board shall submit any such changes to the next General Meeting be it Annual or Special and the membership may, by ordinary resolution, confirm, reject, or amend those changes.
- c) Any by-law or amendment or repeal thereof is effective from the day that such by-law or amendment or repeal thereof is confirmed, amended or rejected by the members according to the Administrative Policies and Procedures. (2009 May 29).
- d) Notification, in writing, shall be made to the President of any proposed amendments to the by-laws sixty (60) days prior to the General Meeting.
- e) If any change is rejected by the members or is not submitted to the next Annual General Meeting for ratification, the change ceases to be effective and no subsequent change having substantially the same purpose shall be effective until confirmed or confirmed as amended by the members.

INTERPRETATION

- 30. When interpreting the by-laws, reference shall be made to the conditions and expressions in the by-laws and shall, so far as context does not otherwise require, have the same meaning as would be the case when first used in this by-law.

These By-laws were duly moved and seconded and adopted at a meeting of the incorporating Directors at a properly called meeting on 27th day of April, 2000 and ratified by the membership on May 9th, 2001.

Amendments to these By-laws, as noted, were duly moved and seconded and adopted at the Annual General Meeting called on 29th day of May, 2009.

President	_____
Vice-President	_____
Secretary	_____
Treasurer	_____
Director	_____
Director	_____
Director	_____
Director	_____
Director	_____
Director	_____