

# SASKATCHEWAN VOLUNTEER FIRE FIGHTERS ASSOCIATION

## BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF SASKATCHEWAN VOLUNTEER FIRE FIGHTERS ASSOCIATION

**BE IT HEREBY ENACTED** as by-laws of Saskatchewan Volunteer Fire Fighters Association (hereinafter called the "Association"), as follows:

### DEFINITIONS

1. In this by-law and all other by-laws of the Association, unless the context otherwise requires:
  - (a) "Act" means *The Non-Profit Associations Act* of the Province of Saskatchewan, as from time to time amended, and every statute that may be substituted therefore and, in the case of such amendment or substitution, any references in the by-laws of the Association is to the amended or substituted provisions therefore;
  - (b) "Articles" means the articles attached to the Certificate of In Association or Continuance of the Association as from time to time amended or restated;
  - (c) "Board of Directors" means the Board of Directors as constituted in Paragraph 31;
  - (d) "By-law" means any by-law of the Association from time to time in force and effect;
  - (e) "President" means the President of the Executive Committee;
  - (f) "Executive Committee" means the Executive Committee as constituted in Paragraph 43;
  - (g) "Vice-President" means the Vice-President of the Executive Committee; and
  - (h) All terms contained in the by-laws which are not defined in the by-laws and which are defined in the Act have the meaning given to such terms in the Act.

## **PURPOSE**

2. The purpose of the Association is as follows:
  - (a) To promote public health and safety by providing continuing education of the volunteer fire fighter community in the province of Saskatchewan
  - (b) To advance education by providing publicly available scholarships, bursaries and other forms of financial assistance to post-secondary students to be used for their tuition.

## **RESTRICTION**

3. The Association will be carried on without purpose of personal gain for its members, directors or officers and any profits, benefits or other accretions to the Association will be used solely to promote its objectives.

## **REGISTERED OFFICE**

4. The Association may from time to time:
  - (a) by resolution of the Board of Directors change the address of the registered office of the Association within the municipality specified in the articles; and
  - (b) by special resolution change the municipality in which its registered office is located to a different municipality in Saskatchewan than that specified in the articles.

## **MANNER OF EXECUTION OF CONTRACTS**

5. Contracts, documents or instruments in writing requiring execution by the Association may be signed by either the President or the Vice-President and any one director, and all contracts, documents or instruments in writing so signed are binding upon the Association. The Board of Directors may from time to time by resolution appoint any officer or officers or any person or persons on behalf of the Association either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing, together with the President or Vice-President.

## **MEMBERSHIPS**

6. Active Membership is a volunteer fire fighter or a member of an organized auxiliary to a fire department that is a registered volunteer fire department in Saskatchewan that is in good standing with the Association. Each fire department will be allowed to elect or otherwise appoint One (1) Representative to the Active Membership of the Association. Each Representative (hereinafter referred to as a "member") will be allowed to attend all annual general meetings and special meetings of the members and is entitled to One (1) vote at any such meeting.

7. Associate Membership is open to any organization, firm, Association or individual, which supports the Association but does not wish to maintain or does not qualify for Regular Membership status. Each organization will be allowed to nominate or otherwise appoint One (1) member to the Association for liaison purposes but any such membership is non- voting.
8. At the discretion of the Association, Honorary or Life Memberships may be granted to individuals who have demonstrated to have served the Association with honor and distinction. Such membership is non-voting.
9. The Executive Committee may approve any application for new membership at any meeting of the Executive Committee or of the Association.

### **REPRESENTATIVES**

10. Every community group granted a Regular Membership pursuant to Paragraph 6 must file in writing with the Association the name, address, telephone number and e-mail address of the individual elected or appointed as the Representative of the community group.
11. Where a Representative is unable to attend any annual general meeting or special meeting of the members, an Alternate may be sent in the place of the Representative. Each person attending any meeting of the members as an Alternate must advise the Secretary or Chairperson of the meeting, prior to the commencement of business, that the elected or appointed Representative is unable to attend and that he or she is appearing as an Alternate on behalf of that Representative. For the purposes of that meeting, each Alternate may exercise all rights and privileges that would be exercisable by the Representative for which the Alternate is appearing.
12. A Representative or an Alternate will act at all meetings on behalf of and as the representative of the community group by which he or she has been elected or otherwise appointed. Each Representative or Alternate is responsible for conveying to any other persons or groups present at the meeting the policies, programs, aims and concerns of the community group for which the Representative or Alternate appears.
13. The Executive Committee may remove a member from the roll of members for non-payment of the Annual Fee.

### **TERM OF MEMBERSHIP**

14. Membership will continue for a term of one calendar year and will expire each year on December 31.

### **ANNUAL FEE**

15. An Annual Fee in respect of all classes of membership except Honorary and Life Memberships may be set by the Executive Committee and approved by motion by the Board of Directors

## **MEMBERS' MEETINGS**

16. The President or Vice-President may at any time and place in Saskatchewan convene the annual general meeting or a special meeting of members. Notwithstanding the foregoing, there must be at least one annual general meeting of the Association in each fiscal year to be held within 90 days of the end of the Association's fiscal year.
17. At least Fifteen (15) days' notice of any meeting must be given, in writing, to each member. Notice of any meeting where special business will be transacted must contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the member that he or she has the right to send an Alternate on his or her behalf.
18. The President or Vice-President will call a special meeting of the members upon receipt of a request, in writing, signed by that number of members holding one-third of the total number of voting memberships.
19. Notice of any meeting of members or any irregularity in any such meeting or in the notice may be waived by any member, or the duly appointed Alternate, in any manner and such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of any member, or duly appointed Alternate, is deemed to constitute a waiver of notice of the meeting.
20. A quorum for any meeting of members is at least 10% or a majority of the members who are eligible to vote at the meeting.
21. The President, or in his or her absence the Vice-President, or in his or her absence, any director will preside as Chairperson of every meeting of members. If there is no such Chairperson, or if at any meeting he or she is not present within Thirty (30) minutes after the time appointed for holding the meeting or is unwilling to act as Chairperson, the members present must endorse someone of their number to be Chairperson of the meeting.
22. The Chairperson of the meeting may with the consent of the meeting adjourn any meeting of members from time to time to a fixed time and place and, subject to the Act, no notice of the time and place for the holding of the adjourned meeting is required if the adjourned meeting is held in accordance with the terms of adjournment and if a quorum as constituted at the time of adjournment is present thereat.
23. Voting at a meeting of members, except in the case of elections of directors or the Executive Committee members, will be by show of hands, and all questions will be decided by a simple majority. In the case of an equality of votes the Chairperson of the meeting will have a second or casting vote in addition to the vote to which he or she is entitled as a member.
24. Where the membership is voting to elect directors or the Executive committee members, such voting may be by secret ballot. If more than two persons are nominated for a position then the person polling the highest number of votes is elected. In the case of an equality of votes, the Chairperson of the meeting has a second or casting vote in addition to the vote to which he or she is entitled as member, except where the equality of votes is

in respect of a position for which the Chairperson has been nominated, in which case the casting vote is to be made by the Vice-President.

25. At a meeting, a declaration by the Chairperson of the meeting that a resolution has been carried or lost is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion.
26. Each voting member present at a meeting has the right to exercise One (1) vote.
27. The procedure and order of business at all meetings will be in accordance with the most recently published edition of *Robert's Rules of Order*.
28. A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of members.
29. A resolution in writing dealing with any matter required by the Act to be dealt with at a meeting of members, and signed by all the members entitled to vote at the meeting, satisfies all the requirements of the Act relating to meetings of members.
30. Subject to the Act, and on a question of policy, special funding or an unexpected item affecting the Association, the President may poll the votes of the members by mail, e-mail, or telephone provided the notice provisions herein are complied with. The results of any such vote will be recorded by the Secretary in the minutes of the next meeting duly convened thereafter.

## **DIRECTORS**

31. The property and business of the Association will be managed by a Board of up to eleven (11) directors comprising of:
  - (a) Four (4) directors appointed to the offices of President, Vice-President, Treasurer and Secretary. Appointment of the Executive occurs in a meeting subsequent to the annual general meeting (AGM).
  - (b) Up to seven (7) directors elected as Zone Representatives with the Vice-President, Treasurer and Secretary maintaining their position as Zone Representative.
  - (c) Once appointed, the President will concede their zone position to the alternate member that was elected or appoint another member if the alternate position is vacant from their zone.
  - (d) The Vice-President appointment must be a member who has held the Zone Representative position for at least 1 term.
  - (e) One third of the directors shall constitute a quorum for the purposes of a meeting of directors.

32. The term of office for a director will be two years commencing at the end of the AGM at which the director is elected or appointed and terminating at the conclusion of business at the second AGM following. A director appointed between AGMs will hold the seat until the next AGM where this person can or may not let their name stand to be elected. A director may be elected or appointed for no more than Two (2) consecutive terms unless such re-election or re- appointment is approved at the AGM.

Any director's term can be extended for another Two (2) year term if a motion is made, seconded and approved by the majority at, and only at, the AGM. The motion must state clearly the candidate's name and position on the Board in which the term is to be extended. Once approved by the majority of the present voting members, the director's term can be extended and the candidate is eligible to have their name stand on the voting ballot. There are no restrictions on consecutive terms if approved by the AGM voting members, but can only be approved One (1) term at a time.

33. In even-numbered years, the position of Vice President and Secretary and zone representatives for zones 2, 4, 6, 8, 10 will be elected for a Two (2) year term. In odd-numbered years the President, Treasurer and the remaining zone representatives will be elected for a Two (2) year term.
34. In the event of the resignation, death or removal of a director the Executive Committee has the power to fill the vacancy for the unexpired term of the director who has resigned, died or been removed.
35. Meetings of the Board of Directors may be held at any time and place in Saskatchewan to be determined by the directors provided that 48 hours' notice of such meeting is given to each director. There must be at least four (4) meetings per year. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors invalidates such meeting or makes void any proceedings taken thereat. Any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise One (1) vote. 50% of directors shall constitute a quorum with the exception that three (3) executive members shall constitute a quorum.
36. Board meetings and business may be conducted in person, by telephone, or by digital technologies as approved by the Board.
37. Each director will serve without remuneration and no director will directly or indirectly receive any profit from their directorship but a director may be paid reasonable expenses incurred by them in the performance of their duties .

## **POWERS OF DIRECTORS**

38. The directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, may exercise all such other powers and do all such other acts and things as the Association is by its articles or by-laws authorized to exercise or do.
39. The Board of Directors will take such steps as it deems necessary to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.

## **INDEMNITY**

40. Every director or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association will, at all times, be indemnified and saved harmless out of the funds of the Association, from and against;
- (a) all costs, charges and expenses which such director, officer or other person sustains or incurs as a result of any action, suit or proceeding which is brought, commenced or prosecuted against him or her in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office; and
  - (b) all other costs, charges and expenses which he or she sustains as a result of his or her conduct of the affairs of the Association except where such costs, charges or expenses are occasioned by his or her own willful neglect or default.
41. The Board of Directors may appoint such agents and engage such employees as it deems necessary from time to time and such persons have such authority and will perform such duties as are prescribed by the Board of Directors at the time of such appointment.
42. The Board of Directors has the power to fix the amount of remuneration paid to all officers, agents and employees of the Association.

## **EXECUTIVE COMMITTEE**

43. There will be an Executive Committee composed of Four (4) directors being the President, Vice-President, Treasurer and Secretary.
44. The term of office for a member of the Executive Committee is Two (2) years commencing at the end of the subsequent board meeting to the AGM at which the director is appointed to serve on the Executive Committee and terminating at the conclusion of business at the second annual general meeting next following.
45. Meetings of the Executive Committee may be held at any time and place in Saskatchewan to be determined by the members of the Executive Committee provided that Forty-Eight (48) hours written notice is given to each member of the Executive Committee.
46. The Executive Committee has the power to appoint committees, sub-committees and task forces as deemed advisable to carry out Association business and may appoint an Executive Director or technical staff to carry out the business of the Association. Any Executive Director so appointed must attend all meetings of the membership, Board of Directors or the Executive Committee unless requested by the President not to attend.
47. The President or Vice-President will call and chair the AGM and all other member and Executive Committee meetings. The President will exercise supervision over all activities of the Association and is an ex-officio member of all sub-committees and will direct the officers of the Association as required.
48. The Vice-President will perform all such duties as usually devolve on such an officer and includes such tasks or duties as the President may delegate to the Vice-President from time to time.
49. The Treasurer will keep a record of the finances of the Association and shall submit interim reports to the meetings of the membership, Board of Directors and the Executive Committee. He or she will oversee the financial transactions of the Association and will file an audited financial statement for the year with the minutes of the AGM and with any Provincial or Federal governmental authority which may require the same. The Treasurer will also Chair the Finance committee.
50. The Secretary will see that a proper record is kept of all meetings, policy decisions, regulations and correspondence of the Association.

## **OFFICERS**

51. A retiring President may be appointed to the office of Past-President and will have such rights and perform such duties as may be delegated to them from time to time by the Board of Directors or the Executive Committee. The Past-President is not able to set forth any motion or possess the ability to vote.
52. The remaining directors are officers of the Association and will have such rights and responsibilities as may be delegated to them from time to time by the Board of Directors or the Executive Committee.



### **ELIGIBILITY FOR OFFICE**

53. Every individual who is associated with a member group is eligible to hold any office in the Association. In the event of a member with a career chief, 80% of its members must be volunteers and the career chief cannot hold or maintain a director/executive officer position with any other fire service board registered in Saskatchewan as a legal identity.

### **MEMBERS AT LARGE**

54. Up to Five (5) members-at-large appointed as Instructor Services, Special Operations, Public Education, Industrial Volunteer, Member at Large and First-Nation Volunteer by the elected directors.

### **FISCAL YEAR**

55. Unless otherwise ordered by the Board of Directors the fiscal year of the Association will end on August 31 of each year.

### **AMENDMENT OF BY-LAWS**

56. The by-laws of the Association not embodied in the Articles of Incorporation may be repealed or amended by by-law enacted by a majority of the Board of Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least 10% or a majority of the membership at a meeting duly called for the purpose of considering the said by-laws, provided that Fifteen (15) days' notice, in writing, of any such proposed amendments has been given to each member and provided that the proposed by-law changes do not contravene the Act or the non-profit objectives of the Association.

### **AUDITOR**

57. At each annual general meeting the membership will appoint an auditor to audit the accounts of the Association for report to the members at the next annual general meeting.

### **BOOKS AND RECORDS**

58. The directors will see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.

### **DISSOLUTION**

59. In the event of the liquidation or dissolution of the Association any property remaining after payment of the just debts of the Association is to be transferred to a qualified donee as defined in the *Income Tax Act (Canada)*.

## **RULES, REGULATIONS AND POLICIES**

60. The Board of Directors may prescribe such rules, regulations and policies not inconsistent with these by-laws relating to the management and operation of the Association as they deem expedient.
61. The Association will comply with all requirements of a registered charity contained in the *Income Tax Act (Canada)* as amended from time to time.

## **INTERPRETATION**

62. In these by-laws and in all other by-laws of the Association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons includes firms and Associations.