

# **Bylaws of Pellatt United Firefighters Inc**

CRA Business Number: 12014 8655 RR0001

Ontario Corporation Number: 592745

These bylaws were approved by the membership at the Annual Members' Meeting, August 12, 2023

These bylaws have been registered with the Charities Directorate of the Canada Revenue Agency.

## **Section 1 – Directors**

<u>Electing and Appointing Directors</u>	
1.1	<b>Who elects the directors?</b> The Class A Members, elect the Directors, designated as Class B Members.
1.2	<b>How long do Directors serve?</b> The Members will elect <ul style="list-style-type: none"><li>• one half of the Directors for a 2-year term, and</li><li>• one half of the Directors for a 1-year term.</li></ul> After this time, newly elected Directors shall be elected for 2 year terms.
<u>Empty Seats</u>	
1.3	<b>In what situations does a Director cease holding office before the end of their term?</b>
	A Director will stop holding office immediately, if he/she:
	<ul style="list-style-type: none"><li>• dies</li><li>• becomes bankrupt, or</li><li>• is found to be incapable of managing property by a court or under Ontario law.</li></ul>

	<p>A Director may resign by written notice to the Corporation. A Director who resigns will stop holding office when the Corporation receives the written notice or at the time specified in the notice, whichever is later.</p>
1.4	<p><b>Can the Members remove a Director from office?</b></p>
	<p>Members may remove a Director before the end of their term of office. Members may do this by passing a resolution at a Members' Meeting with at least a majority (51%) of the votes cast by the Members.</p> <p>If a vacancy occurs because of the Members removing a Director, the Members may fill the vacancy by a majority vote.</p>
1.5	<p><b>How are Board seats filled when they've been vacated mid-term?</b></p>
	<p>Only a vote of the Members will fill a vacancy on the Board.</p> <p>In the event of a vacancy the Board of Directors must immediately and diligently attempt to install a new Director, to keep the number of Directors at the agreed upon level within the range.</p> <p>Any member wishing to be elected to the board or appointed to the board to fill a vacancy must attend a minimum of two board meetings in advance of their election or appointment, to become familiar with the procedures of the board.</p> <p>Any member appointed to the Board of Directors to fill a vacancy must have their appointment confirmed by election at the next Annual Members' Meeting.</p> <p>If a new director cannot be found the Board of Directors may, by virtue of the power granted to it by Class A Members, elect to change the number of directors within the agreed upon range of 7 to 12 directors.</p>
<p><u>Committees</u></p>	

1.6	<p><b>Can the Board delegate its powers to a Managing Director or Executive Committee?</b></p> <p>The Board may appoint Directors to be a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.</p>
1.7	<p><b>Who decides on the composition and rules of Board committees?</b></p> <p>Any committee of Directors may create its own rules of procedure, subject to such rules or directions as the Board may from time to time make. The Board may remove any committee member by resolution.</p>
<u>Paying Directors</u>	
1.8	<p><b>Can we pay directors for their work as Directors?</b></p>
	No.
1.9	<p><b>Can we pay directors for their work in other capacities?</b></p>
	No.
1.10	<p><b>Can we pay directors for their work as directors or in other capacities?</b></p>
	<p>No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.</p>

**Section 2 – Board Meetings**

2.1	<b>Who can call Board Meetings?</b>
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	The Chair and any group of Directors comprising a quorum may call meetings of Directors at any time and any place on notice as required by the Notices Section of this Bylaw.
2.2	<b>Where will Board Meetings happen?</b>
	The Board may fix the place of regular Board Meetings and send a copy of the resolution fixing the place of such meetings to each Director. If the Board does this, no other notice will be required for any such meetings.
2.3	<b>When will Board Meetings happen?</b>
	The date of regular Board meetings will be First Monday of every month at 7:00 pm, unless that day is a statutory holiday, in which case the meeting will take place on the next Monday.
<u>Board Meeting Notices</u>	
2.4	<b>Do we have to give advanced notice for Board Meetings?</b>
	Notice of the time and place for the holding of a meeting of the Board will be given to every Director of the Corporation in the manner provided in the Notices Section of this Bylaw.
2.5	<b>How long in advance does the notice have to be given?</b>
	Notice of the time and place of the meeting must be given not less than 5 days before the date that the meeting is to be held.
2.6	<b>How should notice be given?</b>
	Notice must be given according to requirements set out in the Notices Section of this Bylaw.
2.7	<b>When can we have a Board Meeting without advanced notice?</b>

	Notice of a meeting is not necessary if:
	a. all the Directors are present, and none objects to the holding of the meeting,
	b. those absent have waived notice or have otherwise signified their consent to the holding of such meeting, or
	c. a quorum of Directors is present and it would be the first meeting of a newly elected or appointed Board immediately following the annual meeting of the Corporation.
<u>Conducting Board Meetings</u>	
2.8	<b>Who will chair Board Meetings? What if they are absent?</b>
	The Chair will oversee Board Meetings. If the Chair is absent, the Directors present will choose a Director to act as the Chair. The Chair may designate the Vice-Chair on another Director to chair the meeting.
2.9	<b>How will voting be conducted at the Board Meeting?</b>
	Each Director, including the Chair, has one vote. Questions arising at any Board Meeting will be decided by a majority (51%) of votes unless otherwise required by the Act.
2.10	<b>Will the Chair have the power to break ties?</b>
	In case of an equality of votes, the Chair will not have a second or deciding vote.
<u>Phone and e-Meetings</u>	
2.11	<b>Can Directors join Board Meetings online or by phone?</b>

	Directors may participate in meetings by phone or online, with full voting privileges.
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### Section 3 – Officers

<u>Appointments and Removals</u>	
3.1	<b>What Officers can the Board appoint?</b>
	The Board will appoint from among the Directors a Chair and may appoint any other person to be President, Treasurer and Secretary at its first meeting following the annual meeting of the Corporation. The Board may appoint other Officers and agents as it deems necessary. These Officers and agents will have such authority and duties as the Board may assign from time to time.
3.2	<b>Can one person hold more than one office?</b>
	The same person may hold two or more offices of the Corporation.
3.3	<b>Who can remove an Officer?</b>
	The Board may remove any Officer by resolution.
3.4	<b>For what reasons may an Officer be removed?</b>
	An Officer may be removed for any of the following reasons: theft, mismanagement, perjury.
<u>Duties</u>	

3.5	<b>What duties does the Chair have?</b> The Chair will perform the duties described in the Bylaws and such other duties as may be required by law or as the Board may determine from time to time, including: calling and chairing meetings of the Board, setting meeting agendas and chairing executive committees.
3.6	<b>What duties do other Officers have?</b>
	Each Officer will perform the duties required by law or as the Board may determine from time to time.
3.7	<b>Can Officers delegate their powers?</b>
	Officers shall be responsible for the duties assigned to them and may not delegate to others the performance of any or all of such duties.

#### Section 4 – Conflicts of Interest

4.1	<b>Are Directors required to disclose any conflict of interest?</b>
	A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act.
4.2	<b>Are Directors who have a conflict of interest allowed to vote?</b>
	No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction, except as provided by the Act.
4.3	<b>Can a Director get a direct or indirect financial benefit from a contract or transaction with our charity?</b>

	No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.
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**Section 5 – Members**

5.1	<b>How many classes of Membership are there?</b>
	Membership in the Corporation shall consist of 2 classes of Members, Class A and Class B.
5.2	<b>How does someone become a Member?</b>
	<p>Class A members are any permanent or seasonal resident of Pellatt, Pelican, Umbach, or Gidley townships who is 18 years of age or older. Class B members, the Directors Class, are Class A members who have been selected by the Class A membership to act as Directors of the Corporation. Class B Membership will consist of individuals who have applied and been accepted for Director’s membership in the Corporation. Nominations to the Board of Directors must be made at least 30 days prior to the Annual Members’ Meeting. The Board of Directors shall consist of a range of 7 to 12 elected members including, if possible, at least 2 members from each of the following 4 areas: Trout Lake, Muriel Lake, Laclu, and the south side of Locke Bay.</p> <p>The Fire Chief is an ex officio member of the Board of Directors and upon ceasing to hold the office of Fire Chief as the case may be, such person shall cease to be a member of the Board of Directors. The Fire Chief is a</p>



	voting member of the board and is counted in the calculation of quorum.
5.3	<b>What rights do Members have?</b>
	As set out in the articles, each Member of the Directors class is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Member of the Directors class will be entitled to one (1) vote at such meetings.
5.4	<b>How does membership end?</b>
	Membership in Directors class automatically terminates if the Member resigns or such membership is otherwise ended according to the Act.
5.5	<b>How long does Director's Class membership last?</b>
	The term of membership will be 2 years, subject to renewal in accordance with the policies of the Corporation.
<u>Transferal of Membership</u>	
5.6	<b>Can Members transfer their Membership to others?</b>
	Membership in either class of the Corporation is not transferable.

## Section 6 – Members' Meetings

<u>Annual Members' Meeting</u>	
6.1	<b>When and where will the Annual Members' Meeting be held?</b>
	The Board will decide the date of the Annual Members' Meeting. The Annual Members' Meeting will take place at Pellatt Community Centre.

<p>6.2</p>	<p><b>What will the agenda of the Annual Members' Meeting (AGM) be?</b>  The business at the annual meeting will include the following:</p> <ul style="list-style-type: none"> <li>a. Approve the agenda for the AMM.</li> <li>b. Approve the minutes of the previous AGM and any special meetings</li> <li>c. Approve the financial statements for the previous year.</li> <li>d. a report from the auditor or the person appointed to review the nonprofit's finances.</li> <li>e. reappoint the auditor or appoint a new public accountant to do an audit or review engagement.</li> <li>f. elect directors, and</li> <li>g. any new or special business that was included in the notice of the meeting.</li> <li>h. Report from the Board chairperson</li> </ul>
<p>6.3</p>	<p><b>Can anything be added to the agenda? If so, how?</b>  Voting Members have a right to submit proposals to be added to the agenda. They must give the proposal to the Board prior to the giving of notice of the Annual Members' Meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Members' Meeting. No other item of business shall be included on the agenda for the Annual Members' Meeting.</p>
<p>6.4</p>	<p><b>Do Members have a right to access financial documents ahead of the meeting?</b>  Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the Bylaws or articles.</p>
<p><u>Special Members' Meetings</u></p>	

6.5	<p><b>Who can call a Special Members' Meeting?</b> The Directors may call a Special Members' Meeting.</p>
6.6	<p><b>Can the Members make the Directors call a Special Members' Meeting? If so, how?</b> The Board will convene a Special Members' Meeting on written request of not less than 10% of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the request.</p>
<p><u>Notice</u></p>	
6.7	<p><b>Do we have to give advanced notice of Members' Meetings? If so, what criteria must it meet?</b> Subject to the Act, not less than 10 and not more than 50 days prior to the Meeting written notice of any annual or Special Members' Meeting must be given in the manner specified in the Act and the Notices Section of this Bylaw to each Member and to the auditor or person appointed to conduct a review engagement.</p>
6.8	<p><b>How much detail must the notice contain?</b> Notice of any meeting where special business will be transacted must contain enough information to permit the Members to form a reasoned judgement on the decision to be taken.</p>
<p><u>Phone and e-Meetings</u></p>	
6.9	<p><b>Can Members join Members' Meetings online or by phone?</b></p>
	<p>A Member may participate in a Members' Meeting by telephone or electronic means. The telephone or electronic means must:</p>

	<ul style="list-style-type: none"> <li>allow all participants to communicate adequately with each other during the meeting</li> </ul>
	<ul style="list-style-type: none"> <li>allow you to verify the identity of anyone casting a vote</li> </ul>
	<ul style="list-style-type: none"> <li>prevent you from knowing how they voted.</li> </ul>
<p>A Member participating in the above ways is deemed to be present at that meeting. Members' Meetings may be held entirely by phone or electronic means.</p>	
<p><u>Quorum</u></p>	
6.10	<p><b>How many Members need to be at the Members' Meeting to conduct official business?</b></p>
	<p>There is no minimum number of Class A members necessary for the transaction of business at a Members' Meeting. Resolutions will be accepted or rejected based on 51% of the Class A Members present at the meeting.</p>
6.11	<p><b>What happens if you lose quorum part way through the meeting?</b></p>
	<p>If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.</p>
<p><u>Chair of the Meeting</u></p>	
6.12	<p><b>Who will chair Members' Meetings?</b></p>
	<p>The chair of the Members' Meeting will be the Chair of the Board of Directors or designate.</p>

6.13	<p><b>Who will chair Members' Meetings if the Chair is absent?</b></p> <p>In the Chair's absence, the Members present at any Members' meeting will choose another Director as chair. If no Director is present, or if all the Directors present decline to act as chair, the Members present will choose a Member present to chair the meeting.</p>
<u>Voting</u>	
6.14	<p><b>How many votes will be necessary to pass a resolution?</b></p>
	<p>Business arising at any Members' Meeting will be decided by 51% of votes unless otherwise required by the Act or the Bylaws.</p>
6.15	<p><b>How many votes will each Member have?</b></p>
	<p>Each voting Member will be entitled to one vote at any Members' Meeting.</p>
6.16	<p><b>Can Members vote by proxy?</b></p>
	<p>If a Member is unavailable to attend or participate in a Members' Meeting, they may not appoint someone to vote for them by proxy.</p>
6.17	<p><b>How will votes be taken?</b></p>
	<p>Votes will be taken by a show of hands among all voting Members present unless otherwise required by the Act.</p>
6.18	<p><b>Can anyone demand a written ballot?</b></p>
	<p>Before or after a show of hands has been taken on any question, any Member may demand, a written ballot. If 51% of the Members present vote by show of hands for a written ballot, a written ballot so demanded will be taken in such manner as the chair of the meeting directs.</p>
6.19	<p><b>Will the chair of the meeting have a vote?</b></p>
	<p>The chair of the meeting, if a voting Member, will have a vote.</p>

6.20	<p><b>What if there's a tie vote?</b>          If there is a tie vote, the chair of the meeting must call for a written ballot. If the written ballot results in a tie, the motion doesn't pass.</p>
6.21	<p><b>How will a vote by show of hands be recorded?</b>          Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.</p>
6.22	<p><b>Will abstentions be counted as votes?</b> An abstention will be considered a vote cast.</p>
<p><u>Adjournments</u></p>	
6.23	<p>The chair may, by resolution of a majority of votes cast at any Members' Meeting, adjourn the Members' Meeting. The Members must be provided with notice of the adjourned meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.</p>
<p><u>Attendance</u></p>	
6.24	<p><b>Who has a right to attend Members' Meetings?</b>          The only persons entitled to attend a Members' Meeting are:</p>
	<ul style="list-style-type: none"> <li>• the Members</li> </ul>
	<ul style="list-style-type: none"> <li>• the Directors</li> </ul>
	<ul style="list-style-type: none"> <li>• the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and</li> </ul>

	<ul style="list-style-type: none"> <li>others who are entitled or required under any provision of the Act or the articles to be present at the meeting.</li> </ul>
	Any other person may be admitted only if the Chair of the meeting invites them or the majority (50%+1) of the Members present at the meeting consent to their being there.

**Section 7 – Notices**

7.1	<p><b>What are valid ways of sending advanced notice of meetings?</b> Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be delivered:</p>
	<ul style="list-style-type: none"> <li>To the last address on record for that director or member</li> </ul>
	<ul style="list-style-type: none"> <li>Telephone</li> </ul>
	<ul style="list-style-type: none"> <li>Email</li> </ul>
	<ul style="list-style-type: none"> <li>Other electronic means</li> </ul>
	<ul style="list-style-type: none"> <li>As the directors determine</li> </ul>
7.2	<p><b>Where should notices be sent?</b> Notices mentioned above will be sent to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Board.</p>
7.3	<p><b>Can the right to notice be waived?</b> Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to the notice.</p>

7.4	<p><b>Can we count the day notice is sent as part of the total number of days required for advanced notice?</b>  Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice will, unless it is otherwise provided, be counted in such number of days or other period.</p>
7.5	<p><b>What effect does an error or omission have on the validity of the notice?</b> No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.</p>

### Section 8 – Finances & Signing Authority

8.1	<p><b>Fiscal year.</b> The fiscal year ends on May 31 each year or on such other date as the Board may from time to time by resolution determine.</p>
8.2	<p><b>Audit / Review.</b> The Board of Directors will appoint a Public Accountant to conduct an annual audit, or by special resolution, an annual review of financial statements.</p>
8.3	<p><b>Access to accounts and documents.</b> Only Directors and Auditors / Reviewers shall have the right to inspect any accounts or documents of the Corporation.</p>

### Section 9 – Adoption and Amendment of Bylaws

9.1	<p><b>What percentage of Member support does it take to change these Bylaws?</b> The Members may from time to time amend this Bylaw with 51% of the votes cast at a Members' Meeting.</p>
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9.2	<p><b>Can the Board change the Bylaws between Members' Meetings?</b> The Board may from time to time in accordance with the Act pass or amend this Bylaw.</p>
9.3	<p><b>Can the Board create new Bylaws or change the Bylaws on their own?</b> The Board must submit any Bylaws it passes or changes it makes to existing Bylaws to the Members at the next Members' Meeting. The Members may confirm, reject, or amend the new Bylaw or Bylaw changes.</p>

**Section 10 – Definitions & Interpretation**

10.1	<p>a. "Bylaws" means this Bylaw (including the schedules to this bylaw) and all other bylaws of the Corporation as amended and which are, from time to time, in force;  b. "Chair" means the chair of the Board;  c. "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act.  d. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called.  e. "Member" means a member of the Corporation.  f. "Members" means the collective membership of the Corporation; and i. "Officer" means an Officer of the Corporation.</p>
10.2	<p><b>What if something isn't defined above?</b> Other than as specified in the Definitions section, all terms contained in this Bylaw that are defined in the Act will have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words in one gender include all genders.</p>

10.3	<b>What if part of the Bylaw is invalid?</b> The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.
10.4	<b>What if parts of the Bylaw are inconsistent with the Articles or Act?</b> If any of the provisions contained in the Bylaws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles, or the Act will prevail.

**Section 11 – Addendum – Charitable Status: Rules and Obligations**

11.1	<p>a. Commercial purposes, if any, included in the articles are intended only to advance or support one or more of the non-profit purposes of the corporation. No part of a corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director, or an officer of the corporation except in furtherance of its activities.</p> <p>b. The corporation shall be subject to the Charities Accounting Act.</p> <p>c. No director shall receive remuneration for services provided in the capacity as a director, although they may be paid reasonable expenses incurred by them in the performance of their duties. Unless otherwise prohibited by the corporation, a director may be compensated for services other than as a director pursuant to the regulation made under the Charities Accounting Act, or with court approval or an order made under section 13 of the Charities Accounting Act.</p> <p>d. To invest the funds of the corporation pursuant to the Trustee Act.</p> <p>e. Upon the dissolution of the corporation and after satisfying the interests of its creditors in all its debts, obligations and liabilities, its remaining property</p>
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	<p>shall be distributed to a Canadian body corporate that is a registered charity under the Income Tax Act (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada.</p>
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