

1.01 Definitions

“Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

“Board” means the board of directors of the Corporation;

“By-laws” means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;

“Chair” means the chair of the Board;

“Chapter” means a local branch of the corporation

“Chapter chair” means the elected chair of the local branch

“Chapter vice-chair” means the elected vice chair of the local branch
“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; “Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called; “Member” means a member of the Corporation, all paid members of individual chapters are considered members of the corporation; “Members” means the collective membership of the Corporation; and

“Officer” means an Officer of the Corporation.

“Vice Chair” means the vice-chair of the Board

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.04 Seal

The corporation will not have or maintain a corporate seal.

1.05 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document.

Section 2 – Directors

2.01 Election and Term

The Directors shall be elected by the Members of the chapter they represent at each annual meeting held in June in the case of chapters meeting monthly, or the meeting closest there-to for chapters meeting quarterly. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed. To be eligible for nomination and election persons must either be present at the meeting and indicate their willingness to run when nominated or have indicated in writing to a member of the chapter executive their willingness to run if nominated.

2.02 Vacancies

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b. if the Director dies or becomes bankrupt;
- c. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- d. if, at a meeting of the Members, the Members by a majority vote of at least 70% removes the Director before the expiration of the Director's term of office.

2.03 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- a. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- b. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
- c. a quorum of Directors may fill a vacancy among the Directors.

2.04 Committees

Corporate

Committees may be established by the Board as follows:

- a. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and

- b. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

Chapter

Committees may be established by the Chapter as follows:

- a. The Chapter Chair may appoint from their members a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- b. Subject to the limitations on delegation set out in the Act, the Chapter may establish any committee it determines necessary for the execution of the Chapter's responsibilities. The Chapter shall determine the composition and terms of reference for any such committee. The Chapter may dissolve any committee by resolution at any time.
- c. Standing Committees shall be composed of a Chairperson and at least two (2) or more members chosen by the Chapter Chair or Chair of the Committee from the Chapter membership.

2.05 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

- a. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties; and
- b. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act.

2.06 Qualifications

Each Director shall:

- (a) be a Member of the Corporation;
- (b) be at least eighteen (18) years of age;
- (c) not have been found under the *Substitute Decisions Act, 1992* (Ontario) or under the *Mental Health Act* (Ontario) to be incapable of managing property;
- (d) not have been found to be incapable by any court in Canada or elsewhere;
- (e) not have the status of bankrupt; and
- (f) have been an active member in good standing for a minimum of one year.

2.07 Chapter Executives

The Executive of each Chapter may consist of:

- (a) Chapter Chair (Voting Director)
- (b) Chapter Vice Chair (Non-voting Director)
- (c) Past Chair
- (d) Chapter Administrator
- (e) Chapter Recording Secretary
- (f) Chapter Treasurer
- (g) Chapter Membership Chair
- (h) Chapter Events Chair
- (i) Chapter Publicity Person
- (j) Other positions as determined by the Chapter's Policies and Procedures.

2.08 Duties

Chapter Executive

Executive shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

2.09 Duties of the Chair

Chapter

The Chapter Chair shall represent the chapter as a voting member on the corporate board of directors. The Chapter Chair shall also perform the duties described in **sections 9.05** and such other duties as may be required by law or as the Board may determine from time to time, and shall be, ex-officio, a member of all chapter committees.

2.10 Duties of the Vice Chair

Chapter

The Chapter Vice Chair shall represent the chapter as a non-voting member on the corporate board of directors. The Chapter Vice Chair shall perform the duties of the Chair in the event of their absence or disability or of a vacancy in the Office of Chair.

2.12 Duties of the Treasurer

Chapter

The treasurer shall perform the duties described in **Schedule C2** and such other duties as may be required by law or as the Board may determine from time to time.

2.13 Duties of the Secretary

Chapter

The secretary shall perform the duties described in **Schedule D2** and such other duties as may be required by law or as the Board may determine from time to time.

SECTION 3 – BOARD MEETINGS

3.01 Calling of Meetings

Meetings of the Directors may be called by any two Directors at any time and any place on notice set out as required by this Bylaw, provided that for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five (5) days' notice to each Director, stating the time and place of the meeting.

3.01.1 Location of Meetings

Meetings of the Directors will be held virtually, with one meeting per year being held in person at a location determined by the Corporate Officers and communicated no less than 4 weeks prior to the meeting.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than four weeks before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.04 Chair

The Chair shall preside at Board meetings. In the absence of a Chair, the Vice-Chair shall act as Chair. In the absence of both, the meeting shall be postponed.

3.05 Voting and Quorum

Each Chapter shall have one vote exercised by the Chapter Chairperson, or their proxy. Questions or motions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second or casting vote.

A quorum for the transaction of business at meetings of the Board shall be achieved by a simple majority of the chapters.

3.06 Participation by Telephone or Other Communication Facilities

If all of the Directors of a Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at the meeting.

Section 4 – Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds, or other securities of the Corporation shall be placed for safekeeping.

4.01.1 Bank Accounts

The bank account or accounts of the Corporation shall be kept in such bank or banks as the Board may from time to time determine. Any Officer shall have the authority and power to:

- a) Operate the Corporation's accounts with such bank(s).
- b) Make, sign, draw, accept, endorse, negotiate, lodge, deposit, or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money.

4.01.2 Chapter Bank Accounts

- a) All bank accounts created by and associated with the chapters are considered the property of the Fleet Safety Council Conference Corporation. Nevertheless, the chapter membership has the freedom to use the funds within these accounts as they see fit, provided they align with the guidelines and purposes established by the board of directors. The corporate officers and the board of directors retains the right to oversee and audit the accounts to ensure that the funds are used properly and in alignment with the corporation's overall goals and financial policies.
- b) To maintain compliance with all banking regulations the corporate officers will be listed on each chapter bank account
- c) Each chapter shall appoint or elect those with signing authority for the bank accounts. The appointed/elected individuals with signing authority have the power to:
 - i. Operate the Chapter's accounts with such bank(s).
 - ii. Make, sign, draw, accept, endorse, negotiate, lodge, deposit, or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money.

4.02 Financial Year

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

4.03 Books and Records

The Board shall see that all necessary books and records of the Corporation required by any Bylaw of the Corporation or by any applicable statute are regularly and properly kept.

Section 5 – Officers

5.01 – Officers

Corporate Officers

The Board shall appoint from among the Directors a Chair and may appoint any other person to be president, vice-president, treasurer and secretary at its first meeting following the annual meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The office of Chair and president may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02 – Office Held at Board’s Discretion

Corporate Officers

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- the Officer’s successor being appointed,
- the Officer’s resignation, or
- such Officer’s bankruptcy or death.
- at a meeting of the Board of Directors, a resolution is passed by at least a majority of 70% the votes cast by the Board removing the Officer before the expiration of the Officers’s term of office.

5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 Duties of the Chair

The Chair shall perform the duties described in section 3.04 and such other duties as may be required by law or as the Board may determine from time to time, and shall be, ex-officio, a member of all committees.

5.04.01 Duties of the Vice-Chair

The Vice Chair shall perform the duties of the Chair in the event of their absence or disability or of a vacancy in the Office of Chair.

5.05 Duties of the President

The president shall perform the duties described in **Schedule A** and such other duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the Vice-President

The vice-president shall perform the duties described in **Schedule B** and such other duties as may be required by law or as the Board may determine from time to time.

5.07 Duties of the Treasurer

The treasurer shall perform the duties described in **Schedule C1** and such other duties as may be required by law or as the Board may determine from time to time.

5.08 Duties of the Secretary

The secretary shall perform the duties described in **Schedule D1** and such other duties as may be required by law or as the Board may determine from time to time.

Section 6 – Protection of Directors and Others

6.01 Protection of Corporate Officers, Directors and Board Members

Every Corporate Officer, Director and Board Member and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the corporation, from and against:

- a) All costs, charges, and expenses whatsoever which the Corporate Officer, Director or Board member sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against them for or in respect of any act, deed, matter, or thing whatsoever made, done or permitted by them or in or about the execution of the duties of their office; and
- b) All other costs, charges, and expenses which they sustain or incurs in or about or in relation to the affairs thereof; except such costs, charges, or expenses as are occasioned by their wilful neglect or default.

6.02 Limitation of Liability of Directors and Board Members

No Director or Board Member shall be liable for the acts, receipts, neglects or defaults of any other Director or Board Member or employee or volunteer or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the corporation through the insufficiency or

deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency of any security in or upon which any money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which moneys, securities or effects shall be lodged or deposited or for any loss occasioned by an error of judgement or oversight on their part, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or in relation thereto unless the same shall happen by or through their own wrongful and willful act or through their own wrongful, willful neglect or default; provided that nothing herein shall relieve any Director or Board member from the duty to act in accordance with the Act.

6.03 Insurance

The Corporation may purchase and maintain such insurance for the benefit of its Directors and Board Members as the Board may from time to time determine.

Section 7 – Conflict of Interest

7.01 Conflict of Interest

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. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

SECTION 8.0 - MEMBERS

8.01 Members

Membership in the Corporation shall consist of two classes of Members, namely, Voting Members and Non-Voting Members. The Board may, by resolution, approve the admission of the Members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of Membership shall apply:

8.01.1 Voting Member

Voting Members shall be individuals who have applied and been accepted for Voting Membership in the Corporation. The term of Membership of a Voting Member shall be one year, subject to renewal in accordance with the policies of the Corporation. As set out in the articles, each Voting Member is entitled to receive notice of, attend, and vote at all meetings of Members, and each Voting Member shall be entitled to one (1) vote at such meetings.

8.01.2 Non-voting Member

Nonvoting Members shall be individuals who have applied and been accepted for Nonvoting Membership in the Corporation. The term of membership of a Nonvoting Member shall be one year, subject to renewal in accordance with the policies of the Corporation. Subject to the Act and the articles, a Nonvoting Member shall be entitled to receive notice of, and attend meetings, Nonvoting Members shall not be entitled to vote at meetings of the Members of the Corporation.

8.02 Membership Application

An application for membership shall be completed and submitted in accordance with any membership application policies adopted by the corporation.

8.03 Membership

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

8.03 Membership Fees

The Board may from time to time fix the annual payable by Members. The Chairs of each individual chapter or their designate shall notify the Members of the fees at any time payable by them, if any fees are not paid within the time limited in such notice, the Member in default shall thereupon automatically cease to be a Member, but such Member may on payment of all unpaid fees be reinstated by the Board.

8.03.1 Session Fees

Chapters or committees appointed by the board retain the right to set the fees payable for individual sessions, conferences, or meetings that they oversee.

8.03.2 Determination of Fees

The membership fees shall be an amount determined by a majority vote at a Board meeting.

8.03.3 Notification of Fee Changes

In the event that an increase is required, and a motion has been accepted and passed by a majority vote at a Board meeting, the Chapter Members will be notified in writing or by electronic means not less than 90 days before the increase is to be in effect.

8.03.4 Use of Membership Fees

Membership fees shall be used towards the cost of Chapter and Corporation operating expenses.

8.4 Disciplinary Act of Termination of Membership for Cause

- a) Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing the disciplinary action or the termination of membership for violating any provision of the Articles or By-laws.
- b) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15) day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

8.05 Liability of Members

Members shall not, as such, be held answerable or responsible for any act, default, obligation, or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

8.06 Resignation or Termination of Membership

Any Member may resign his or her Membership in the Corporation upon written notice to the Chapter Executive. Membership fees will not be reimbursed if a membership is terminated or resigned.

Section 9 – Members' Meetings

9.01 Annual Meetings:

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 5 days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial report, and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a) Approval of the agenda.
- b) Approval of the minutes of the previous annual and subsequent special meetings.
- c) Consideration of the financial statements.
- d) Report of the auditor, or person who has been appointed to conduct a review engagement, if a review engagement was required by a vote of the members at the last annual meeting.
- e) Vote to waive the audit / review engagement (provided annual revenues less than \$500,000 and the vote is greater than 80% in favour);
 - i. Should an audit or review engagement be required by majority vote, reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year
- f) Such other or special business as may be set out in the notice of meeting. No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in

accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

9.03 Notice of Meetings

Subject to the Act, not less than 7 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

9.04 Quorum

9.04.01 Chapter Meetings

A quorum for the transaction of business at a members' meeting is 25% of Voting Members present in person or by proxy. If a quorum is present at the opening of a Chapter meeting, the Voting Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.04.02 Annual General Meeting

A quorum for the transaction of business at an Annual General Meeting is 20% of Voting Members present in person or by proxy. If a quorum is present at the opening of an Annual General Meeting, the Voting Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 Chair of the Meeting

9.05.1 Chapter Meetings

The Chapter Chair shall be the chair of the Members' meeting; in the Chapter Chair's absence the Chapter Vice Chair shall chair the meeting. In the absence of both the Chapter Chair and Vice Chair, the Chapter Past Chair shall chair the meeting. In the absence of all three, the Members present at any Members' meeting shall choose another Chapter Executive or Administrator as chair and if no Chapter Executive or Administrator is present or if all the Chapter Executive or Administrator present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.05.02 Annual General Meeting

The Chair of the Board shall be the chair of the Annual General Meeting; in the Chair's absence the Vice Chair shall chair the meeting. In the absence of both the Chair and Vice Chair, the Board of Directors shall appoint a Director, Officer, or the Past Chair to chair the meeting.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a) Each Voting Member shall be entitled to one vote at any meeting;
- b) Members are entitled to vote via proxy in their absence, the proxy shall be a member of the corporation, but does not have to be a Voting Member;
- c) Votes shall be taken by a show of hands among all Voting Members or their Proxy's present and the chair of the meeting, if a Voting Member, shall have a vote;
- d) An abstention shall not be considered a vote cast;
- e) Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- f) if there is a tie vote, the chair of the meeting shall require a written ballot and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- g) 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 shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.07 Persons Entitled to be Present

The only persons entitled to attend a members' meeting are the Members, the Directors, or the person who has been appointed to conduct a review engagement (if any), and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10 Notices

10.1 Notices

Any notice required to be sent to any Member or Director or to the person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.2 Error or Omission in Giving Notice

The accidental omission to give any notice to any Board Member, Director, Officer, member of a committee of the Board or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 11 Amendments

11.01 Amendments to By-laws

The Members may from time to time amend this By-law if at least 70% of the Members in attendance at a special or annual meeting that has quorum approve the amendment. The Board may not amend these By-laws.