



# **CONSTITUTION**

*February 2015*

## **1. NAME**

The name Resilient Communities Ontario shall be herein after referred to as “RCO” or “Association”).

## **2. INTERPRETATION AND DEFINITIONS**

2.1 In this Constitution, unless the contrary intention appears the following words shall have the meaning set out below:

2.1.1 “The Association” means the Resilient Communities Ontario, registered in Ontario, January 2015 being a registered non-profit with Canadian Corporations Act Part II and not having share capital.

2.1.2 Resilient Communities Ontario may consist of an affiliated group(s) in each of ten provinces and three territories.

2.1.3 “Corporate Member” means members of Resilient Communities Ontario.

2.1.4 “Associate Member” means membership of Resilient Communities Ontario by trades and service providers.

2.1.5 “Executive Board” means the Board of Directors of Resilient Communities Ontario which is represented by a President, Vice President, Treasurer & Chair.

2.1.6 “Members of Resilient Communities Ontario” means and refers to all financial members of both corporate & Associate membership.

2.1.7 In relation to this Constitution a “Group” means a Province or Territory affiliated with Resilient Communities Ontario.

2.1.8 “The Law” means the Canadian Corporations Act Part II.

2.1.9 “The Act” means the Canada Corporations Act, R.S.C. 1970, c. C-32.

2.1.10 “The Regulations” mean Canada Corporations Regulations, C.R.C., Vol. IV, c. 424, p. 3001, as amended.

2.1.11 “Board” means the Board of Directors of Resilient Communities Ontario

2.1.12 “Committee” means the sub-committee of the Executive Board, will be comprised of a Chair and Working Group.

2.1.13 “Secretary” means the chief administrator responsible to the Board and Executive Committee for administrative, accounting, membership and secretarial services.

2.1.14 “Code of Conduct” means Conduct as defined by Rules made by the Board pursuant to this Constitution.

2.1.16 “Charter of Ethics” means a Charter of Ethics as defined by the Rules made by the Board pursuant to this Constitution.

2.1.17 “Special Interest Group” means a Group formed from time to time for a common purpose and interest under a Province or Territory.

2.1.18 ““A Prepared Property Management Sector Creates Resilient Communities” means the slogan for the Resilient Communities Ontario.

### **3. OBJECTIVES**

3.1 The objective of Resilient Communities Ontario is to foster and support safety & security in the property management industry, and to subscribe to and carry out the Mission of the Association namely:

“A Prepared Property Management Sector Creates Resilient Communities”

- a) To provide a provincial forum for the discussion and dissemination of information on matters of interest to membership.
- b) To support and contribute to the betterment of prevention, mitigation, preparedness, response and recovery programs for the property management industry
- c) To promote ethics, values and professional standards in property management, safety, security & emergency management.
- 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 problems or issues faced by the industry.

- h) To raise public awareness and involvement in the role and importance of fire, safety, security & emergency management for the property management industry, and benefits to communities who experience natural, technological and human-caused incidents / disasters.
- i) To promote, facilitate and enhance property managers professional development, training and research through the delivery of white papers, research, statistics, industry news and educational sessions.
- n) To support the development of provincial / national standards in the property management industry in fire, safety, Security & and the field of emergency management.
- p) To operate as a strictly non-profit organization and to receive, acquire and hold gifts, donations, legacies and devices of donors or testators.

3.2 In furtherance of the above, Resilient Communities Canada may do all things authorized under the Act, and may:

3.2.1 Enable members to meet and correspond and to facilitate the interchange of ideas, best practices & lessons learned in the property management, safety & security industry.

## **4. GENERAL ASSEMBLY & BOARD OF DIRECTORS**

### **BOARD OF DIRECTORS**

4.1 a) The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, and (4) additional Directors making a total of ten (8) Directors.

b) 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.

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.

## **5. TERMS OF OFFICE**

5.1 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.

b) 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.

c) 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.

## **6. MEETINGS OF THE BOARD OF DIRECTORS**

6.1 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.

c) Meetings of the Board shall be face-to-face, or by any other means to be determined by the Board (via teleconference, etc.). There shall be at least eight (8) meetings of the Board in each calendar year in places as the Directors 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.

## **7. DUTIES OF DIRECTORS AND OFFICERS**

7. 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 Constitution and By-laws for 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) Resilient Communities Ontario’s Board may authorize affiliation of one Group per Province and Territory.
- d) Every Director shall act honestly and in good faith with a view to the best interests of the professions represented and / or involved with the Association 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 Association designated by the Board or ensure that said actions are dutifully undertaken and maintained through an accredited and Board approved professional service.
- 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 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.

## **8. REMUNERATION OF DIRECTORS**

8.1. No remuneration shall be paid to Directors other than acceptable expenses incurred while on Board approved Association business.

## **9. INDEMNIFICATION OF DIRECTORS**

9. 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.

## **10. Committees, Directorships And Working Groups**

10. a) The Directors may provide for committees and working groups as required and may assign duties to them.

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.

d) The number of members of a committee or working group shall be determined by the Chairperson of the committee.

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.

## **11. GENERAL MEETINGS OF MEMBERS**

11. 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-One (21) 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.

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**

12. 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.

## **13. FINANCIAL RECORDS AND ACCOUNTS**

13. 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.

## **14. FUNDS IN THE NAME OF THE ASSOCIATION**

15. 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 Association(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.

## **15. MINUTES OF MEETINGS**

14. 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.

## **15. FISCAL YEAR**

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

## **16. LIQUIDATION AND DISSOLUTION**

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 the Association, to be determined by the Board of Directors at the time of dissolution.

## **17. AMENDMENT OF BY-LAWS**

17. a) The Board may by resolution, make amend, or repeal any article of this by-law.
- b) The Board shall submit any such changes until 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.
- 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.

## **18. MEMBERSHIP**

18.1 Persons and/or organizations may become members of Resilient Communities Ontario, subject to the rules of membership grade.

18.2 Applications for membership will be made by interested persons on the prescribed application form submitted to the RCO Secretary.

18.3 Where an eligible individual or organization becomes a member of the Association by complying with the terms of this Constitution they will become a member of the Association.

18.4 **AFFILIATE** – The Board shall have the power to elect Affiliates as such individuals or bodies as desired to support the aims and activities of the Association. Every Affiliate shall be entitled to member benefits as outlined by the Board.

18.5 **MEMBER** - The Board shall have the power to elect Member as such individuals or bodies as desired to support the aims and activities of the Association. Every Member shall be entitled to member benefits as outlined by the Board.

18.6 Every member shall, on election, and annually thereafter, pay subscriptions as set out in the Rules, which are determined from time to time by the Board.

18.7 In the case of the election of a member of the Association taking place in the last three months of any financial year, the first subscription shall cover both the year of election and the succeeding year.

18.8 All members of the Association shall be bound by the Code of Conduct, which are Rules under this Constitution.

18.9 Subject to observance of the rules of natural justice as required by the Act and further subject to the prior consent of the Board, members of the association may be required by the Board to resign from membership of the Association or may have their membership rights suspended on the grounds of breaches of the Code of Conduct whether or not the Association takes any action against that member in respect to the breach.

18.10 Members may resign their membership of the Association by notice in writing addressed to the Association and sent to the Secretary.

18.11 The Board will accept a member’s resignation only after it has been determined that all amounts payable by the member have been paid.

18.12 All rights, privileges or obligations, which a member has by reason of being a member of the Association, terminates on cessation of the member’s membership and is not transferable to another person.

18.13 A member ceases to be a member of the Association if the member:

- Dies, or
- Lapses in annual membership fees; *or*
- resigns membership; *or*
- is expelled from the Association.

18.14 Subject to such regulations, the Board may from time to time prescribe; every member shall be supplied with a Certificate of his/her membership. Every Certificate remains the property of the Association and shall on demand be returned to the Association.

## **19. SUBSCRIPTIONS**

19. The Annual Subscriptions payable by members to the Association shall be as determined by the Board. The Board may, from time to time, vary subscriptions recognizing the cost of administration, fluctuations in the international exchange rate and inflation, and changes in Annual Subscriptions.

19.1 The rates of Annual Subscriptions for each level of membership will be determined by the Board.

19.2 A Schedule of Annual Subscriptions will be reviewed and approved annually.

## **20. CONFIDENTIALITY OF INFORMATION**

20. Directors of Resilient Communities Ontario must keep confidential all information entrusted to them by virtue of their office as a Director.

## **21. THE CONSTITUTION**

21. The Constitution of Resilient Communities Ontario shall not be altered, added to or amended except at a General Meeting. Once approved at the AGM the Constitution will be lodged with Industry Canada. The Constitution will then become Law.

**END**