



## **FIRE INSPECTORS ASSOCIATION of NOVA SCOTIA**

### **Bylaws**

Approved October 19, 2021  
Oak Island Resort and Conference Centre

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## **Part 1 – Definitions**

In these bylaws:

- 1.1 **Society** means the Fire Inspectors Association of Nova Scotia (FIANS).
- 1.2 **Act** means the Societies Act. R.S., c. 435, s. 1.
- 1.3 **Bylaw** means this bylaw and any other bylaws of the Society as amended and which are, from time to time, in force and effect.
- 1.4 **Ordinary Resolution** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution.
- 1.5 **Special Resolution** means a resolution passed by not less than three-fourths (3/4) of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been given. The Society shall file with the registrar a copy of every special resolution within fourteen (14) days after the resolution is passed.
- 1.6 **Registrar** means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- 1.7 **Interpretation:** References in these bylaws to “association” “society” or “local” shall refer to FIANS as set forth in 1.1 above. In the interpretation of these bylaws, words in the singular include the plural and vice-versa, and words in one gender include all genders.

## **Part 2 - Membership**

### **2.1 General**

The Society is ultimately accountable to the members of the Society.

For the purposes of registration, the numbers of members of the Society are unlimited.

Membership in the Society shall not be transferable.

No funds of the Society shall be paid to or be available for the individual benefit of any member.

### **2.2 Membership Types**

**Regular members** shall be individuals who pay an annual fee in an amount to be determined by the Society and who are involved in fire inspection and/or prevention duties within a municipal fire department, industrial or institutional fire prevention field, public officials of municipal, provincial or federal government and the assistants of such public officials, and other individuals who are primarily engaged in the prevention of fire through property inspections, public education, enforcement of fire laws and regulations and who also may be charged with the duty of investigating the cause and origin of fires. and all local assistants to any Fire Marshal's Office.

**Associate members** shall be those individuals, firms, corporations, distributors, associations, or manufacturers who pay an annual fee in an amount to be determined by the Society and who are not eligible for active membership but are interested by vocation in the program of fire prevention. An associate member will not have a vote within the Society.

**Honourary members** are those individuals approved by the board of directors who have shown exemplary service or contributed significantly to the principles on which the Society stands. The annual membership fee for honourary members is assumed by the Society. An honourary member shall not have voting privileges.

### **2.3 Requirements for Membership**

The board of directors shall give due consideration to the following, as well as any other qualifications it shall deem applicable, when reviewing a membership application:

- a. The personal character of the applicant, and/or
- b. The nature and character of the applicant's business,

All individuals in the Society shall support the objects of the Society. No individual shall be eligible for any class of membership if s/he has been a member, is a member or becomes a member of any organization whose objectives and operations are inconsistent with the purposes of the Society.

Acceptance or rejection of any application for membership shall be by a simple majority vote of the board of directors.

### **2.4 Membership Dues**

The board of directors will control the fee rates for membership. A fee structure will be reviewed before the fall general meeting every second year and presented to that meeting for members' approval, to take effect the next fiscal year.

Membership fees as approved shall be paid on or before April 1<sup>st</sup> of each year to the Society.

Membership in good standing includes any individual who has fulfilled the requirements for membership in this Society and has paid an annual fee in an amount to be determined by the Society.

### **2.5 Termination of Membership**

Membership in the Society shall cease if:

- (a) a member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- (b) a member fails to maintain any qualifications for membership described in section 2.3 of these bylaws;
- (c) a member resigns by delivering a written resignation to the chair of the board of the Society in which case the resignation shall be effective on the date specified in the resignation;
- (d) by a vote of the majority of members of the Society or a majority vote of the directors of the Society at a meeting duly called and for which notice of the proposed action has been given the member's membership in the Society has been terminated;
- (e) a member's term of membership expires;

- (f) a member fails to pay their dues within the period prescribed by the bylaws;
- (g) the Society is dissolved.

Delinquent members will be notified by the board of directors or their delegate of their status. For those whose fees are in arrears, all rights and privileges will be suspended until fees are paid in full. A thirty (30) day grace period will be granted.

### **Part 3 – Members’ Meetings**

#### **3.1 Frequency of General Meetings**

The Society shall have no less than two (2) general meetings per fiscal year.

#### **3.2 Annual General Meeting**

An annual general meeting shall be held within 3 months after every fiscal year end.

At the annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:

- (a) minutes of previous annual general meeting;
- (b) consideration of annual report of directors;
- (c) consideration of the annual financial report of the Society;
- (d) appointment of auditors for the ensuing year, and
- (e) election of directors.

#### **3.3 Special Meeting**

A special meeting of the Society may be called by the president or a majority of directors at any time and shall be called by the directors if requisitioned by at least twenty five percent (25%) of the members in good standing of the Society. This notice must be in writing.

#### **3.4 Notice of Meeting**

- a. Fourteen (14) days’ notice of a general or special meeting specifying the place, day, and hour of the meeting and in the case of special business, the nature of such business shall be given to the members.
- b. Notice shall be given in writing and may be sent by email, phone, mail, courier, or personal delivery to the membership. Any notice shall be deemed to have been given at the time when the notice was sent. The non-receipt of any notice by any member shall not invalidate the proceedings at any meeting.

#### **3.5 Meeting Rules**

All meetings of the Society shall be held and conducted in accordance with the latest edition of Robert’s Rules of Order.

#### **3.6 Individuals Entitled to be Present**

Every member is entitled to attend any members’ meeting of the Society. Any other individual may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

### **3.7 Chair of the Meeting**

The chair, or in his/her absence, the vice-president, or in absence of both of them, any member appointed from among those present, shall preside as chair at members' meetings.

### **3.8 Quorum**

No business shall be transacted at any meeting of the general membership unless a quorum of members in good standing is present and such quorum shall consist of not less than 1/3 in number of the total regular membership.

### **3.9 Votes to Govern**

Every regular member in good standing shall have one vote and no more. There shall be no proxy voting.

At any meeting of members, every question shall be determined by a majority of the votes (50% of total ballots plus 1) cast on the question. The president / chair shall have no vote at any meeting of the Society except in the case of an equality of votes where s/he shall have a casting vote.

At any meeting, a declaration by the chair that a resolution has been carried is sufficient unless a poll is demanded by at least three (3) members. If a poll is demanded, it shall be held by show of hands or by secret ballot as the chair may decide.

### **3.10 Adjournment**

The chair may, with the consent of the meeting, adjourn any meeting. Also, if within one-half hour from the time appointed for the special meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved.

No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the members.

In any other case, meetings shall be adjourned to such time and place as a majority of the members then present shall direct.

## **Part 4 – Directors**

**4.1 Board of Directors** shall comprise of the president, vice president, treasurer, secretary, past president, and chair of each local elected during the annual meeting of their local. An alternative director at large may be appointed by the local members for each of the (five) 5 locals. A representative from the Office of the Fire Marshal (Nova Scotia) may serve as an ex-officio member of the board thereby enjoying all the rights and privileges of regular board members.

Any member of legal age is entitled to hold any office and a director of the Society shall be a member.

Directors and officers shall serve without remuneration and shall not receive any profit from their positions. A director or officer however may be paid reasonable expenses incurred in the performance of his/her duties.

The Society shall not make loans, guarantee loans, or advance funds to any director.

#### **4.2 Role of the Board of Directors**

The management of the activities of the Society shall be vested in the directors who, in addition to the powers and authorities of these bylaws or otherwise expressly conferred upon them, may exercise all such powers, and do all such acts and things as may be required by the Society. In particular, the directors may engage an executive director and determine his/her duties, responsibilities, and remuneration.

#### **4.3 Election of Board of Directors**

The election of the executive officers is described in Section 5.

The five (5) local representatives shall be elected or appointed by local members for each of the five (5) provincial locals as follows:

1. **South Shore Local** – made up of the counties of Digby, Yarmouth, Shelburne, and Queens.
2. **Valley Local** – made up of the counties of Annapolis, Lunenburg and Kings and Municipality of West Hants.
3. **Central Local** – made up of the county of Halifax.
4. **Highland Local** – made up of the counties of Pictou, Antigonish, Guysborough, Municipality of East Hants, Colchester, and Cumberland.
5. **Cape Breton Island Local** – made up of the counties of Inverness, Victoria, Cape Breton, and Richmond.

Any regular member in good standing shall be eligible to be elected as a local representative.

Local representatives serve as a liaison between the board of directors and local members, influence and communicate decisions impacting the Society and members, and specific responsibilities defined in the Local Activity Procedural Policy of the Society.

#### **4.4 Terms of Board of Directors**

Directors shall retire from office at the end of each annual general meeting at which their successors are elected. Retiring directors shall be eligible for re-election. The term of each director is two (2) years or until their successor is elected (Robert's Rules of Order Section 56, subsection 46). This is renewable for 2 terms.

#### **4.5 Call of Meetings**

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time.

Meetings of the board of directors shall be held as often as the business of the Society may require. The board shall meet at least four (4) times a year. These meetings can be conducted by conference and/or video call.



The locals shall meet as often as the business of the local may require. The locals shall meet at least three (3) times a year. These meetings can be conducted by conference and/or video call.

Seven (7) days' notice of a meeting specifying the place, day and hour of the meeting shall be given to the members of the board. Notice can be given through email, telephone, mail, courier, or personal delivery. Non receipt of notice by a director shall not invalidate the proceedings of the meeting.

Notice can be waived for board meetings with the unanimous approval of the board of directors.

The president or in his/her absence, the vice-president or, in the absence of both, any director appointed from among the directors shall preside as chair of the board.

#### **4.6 Quorum**

No business shall be transacted at any meeting of the board of directors of the Society unless a quorum of directors is present and such quorum shall consist of not less than 50% + 1 of the elected board members.

#### **4.7 Votes to Govern**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. The president / chair shall have no vote except in the case of an equality of votes at which time s/he shall have a casting vote.

#### **4.8 Vacancy in Office**

The resignation of a director shall be in writing and shall be sent to the secretary of the Society for presentation at the next regular meeting. If a regular meeting is not scheduled within two (2) months of the receipt of the resignation, the membership shall be informed through other means.

Any director that is not present for three consecutive meetings of the board of directors without a legitimate excuse may be removed from the position of officer by a majority vote of the board members.

Members may, by special resolution, remove any director and appoint another individual to complete the term of office.

Vacancies in officer positions are to be dealt with in the manner prescribed herein. Local representative vacancies are to be dealt with at the local level.

#### **4.9 Committees**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and with such powers as the board shall see fit. Each committee shall have a minimum of three (3) members with one acting as chair. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

## **Part 5 – Officers**

The officers shall be elected by the members of the Society at the annual general meeting and shall be the president, vice president, treasurer, and secretary. The offices of treasurer and secretary may be combined.

### **5.1 Positions**

Unless otherwise specified by the board of directors which may restrict or supplement such duties and powers, the officers shall have the following duties and powers associated with their positions.

#### **President**

The president shall be responsible for the general effectiveness of the board of directors and shall have general supervision of the activities of the Society. S/he shall perform such duties as may be assigned to him/her by the board of directors from time to time.

The president shall preside as chair at all meetings of the Society. The president shall be ex officio member of all committees of the Society.

#### **Vice-President**

The vice-president shall assist the president in the discharge of his/her duties. The vice-President may take on other duties and powers as specified by the board.

#### **Secretary**

The secretary of the Society shall prepare and have custody of the minutes of the meetings (minute book) of the members and directors and shall perform such duties as may be assigned to him/her by the board of directors. The secretary may also serve as treasurer if required.

The books and records of the Society for the current year may be inspected by any member in good standing at the annual general meeting or general meeting of the Society.

The seal of the Society shall be in the custody of the secretary and may be affixed to any document upon resolution of the board of directors.

The directors may also appoint a recording secretary who is responsible for taking minutes at all board and member meetings and who need not be a director.

Locals will be responsible for their own record keeping and these will not form part of the official record of the Society.

#### **Treasurer**

The treasurer shall maintain and shall have custody of the financial records of the Society and shall perform such duties as may be assigned to him/her by the board of directors. The treasurer may serve as secretary if required.

### **Past President**

The past president shall chair the nominating committee of the Society. The past president shall perform other such duties as may be assigned to him/her by the board of directors.

### **5.2 Vacancy for Officers**

Vacating an officer's position is subject to section 4.8 of these bylaws.

In addition, any executive member who does not fulfill their duties as specified in these bylaws and/or does not complete duties as assigned by the executive may be called before a meeting of the board of directors so that a hearing can be conducted. If the board of directors believes that an executive member has been delinquent in his/her duties, the executive member in question shall be removed from office immediately and nominations and an election shall take place according to these bylaws. The findings of the board of directors shall be by a majority vote of the entire board excluding the member in question.

### **5.3 Officer Vacancies and Elections**

When an office becomes vacant, nominations shall be conducted at the next Society meeting or at a special meeting. Notification shall be posted on the Society website fifteen (15) days prior to a vote being conducted. The vacancy may also be filled by appointment for the unexpired portion of the term by the board of directors from among the eligible members of the Society.

An in-term vacancy in the office of the president shall be filled by the vice president or should the vice president not be able to perform these duties, an individual selected from among the other board members.

In general, nominations of officers shall take place prior to the annual general meeting (AGM) in the last year of their term of office. Nominations will close thirty (30) days prior to the AGM. Names of candidates who have accepted their nomination shall be posted on the Society's web site fifteen (15) days prior to a vote being conducted at the AGM.

Members who are nominated for more than one office shall only be permitted to run for one office. On alternating years, the elections shall be for president / secretary and vice-president / treasurer.

To be eligible to run for an officer position, you must be a member in good standing of the Society and must have served one year as an officer or a local representative. In the case of the president, you must be a member in good standing of the Society and must have served at least one full term on the board of directors within the last four years.

If there is more than one candidate for any particular office, official ballots shall be prepared by the senior staff person. In the event that only one candidate is nominated, one ballot shall be cast in favour of that candidate by the Secretary.

If there is more than one candidate for any particular office, an election committee will be appointed by the board of directors to conduct a vote in accordance with procedures

outlined in these bylaws or as per Robert's Rules of Order. The elections committee will oversee the voting process and ensure that there are no voting irregularities. Write in voting or proxy voting shall not be permitted.

A candidate may observe the counting of the ballots if they so wish, however, they may not interfere with or be allowed to count ballots.

The winner in each category shall be determined by the nominee with the most ballots cast for them. Should any candidates be tied with the most votes at the end of casting ballots then a runoff vote shall be conducted between the tied candidates to determine the winner.

Upon completion of the counting of the ballots, the election committee shall notify the candidates and membership of the results. All ballots will be placed in a signed and sealed envelope and will be turned over to the secretary of the Society. Ballots will be kept for a period of one (1) year.

Every candidate for an officer position shall have the right to distribute campaign literature to the membership at their own personal expense.

No Society funds shall be used for any candidate for his/her election purpose.

## **Part 6 – Finance**

### **6.1 Audit / Review of Accounts**

An independent professional auditor shall be engaged at least every five (5) years by the members at the annual general meeting and, if members fail to approve an auditor, the directors may do so. The audit / review shall be completed within three (3) months of the end of the fiscal year in these situations.

The audit or review report shall be presented to the membership at the next annual general meeting for approval.

The report will include:

- (a) Balance sheet showing its assets, liabilities, and equity, and
- (b) Statement of income and expenses in the preceding fiscal year.

A copy of the financial report shall be signed by the auditor and by two (2) directors.

### **6.2 Annual Financial Report**

The Society may, instead of providing copies of the annual financial statements to the members, publish a notice to its members stating that the annual financial statements and related documents are available through the treasurer or his/her delegate and any member may, on request, obtain a copy free of charge at the office or by prepaid mail.

**6.3 Indebtedness to Directors**

The Society shall not make loans, guarantee loans, or advance funds to any director or officer.

**6.4 Borrowing Powers**

The Society may only borrow money as approved by a special resolution of the members.

**6.5 Fiscal Year**

The fiscal year of the Society shall be the period from April 1st in any year to March 31<sup>st</sup> of that following year.

**6.6 Execution of Documents**

Contracts, deeds, transfers, assignments, obligations, payments of bills and other instruments and documents requiring execution by the Society may be signed by the president or vice president and the treasurer and/or secretary unless otherwise prescribed by resolution of the board of directors.

**6.7 Obligation to Registrar**

Subject to Sections 19 and 20 of the Act, every Society must file annually:

- (a) A list of directors as appointed at the last annual meeting. The list must be signed by one director and must list all directors' names, addresses, occupations, and dates of appointment. A list should be also filed any time during the year in which a change of directors has occurred, either through vacating of office, dismissal, etc.; and,
- (b) A financial statement must be filed annually. The financial statement must be signed by the auditor or by two directors. This statement is to be in the form of a balance sheet and income statement and a copy of the report filed at the annual meeting for examination by the members is sufficient for filing.

**Part 7 - Miscellaneous**

**7.1 Invalidity of Any Provisions of this Bylaw**

The invalidity or unenforceability of any provision of this bylaw shall not affect the validity or enforceability of the remaining provisions of this bylaw.

**7.2 Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non receipt of any notice by any such individual where the Society has provided notice in accordance with the bylaws 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.

**7.3 Repeal and Amendment of Bylaw**

The Society has the power to repeal or amend any of these bylaws not inconsistent with the Act or with its memorandum by a special resolution as defined in Section 1.5 of these bylaws.

Regular members may introduce a motion to alter, amend, or rescind any section of this bylaw at any general meeting of the Society. A written notice of motion of the proposed changes shall be forwarded to the secretary for circulation to the membership at least thirty (30) days prior to the general meeting.

Any such motion as described above would be a special resolution and subject to section 1.5 of these bylaws.

No amendment to the bylaws shall take effect until the Registrar approves of it. R.S., c.435, s.13