

CONSTITUTION



Alberta Industrial Fire and Emergency Management Association
Constitution
Revised and Adopted March 2024

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This constitution contains the rules that govern the actions and activities of the Alberta Industrial Fire and Emergency Management Association (AIFEMA)

A. MISSION STATEMENT

To promote awareness of industrial fire protection and emergency management by information sharing, joint problem solving to minimize damage, loss and injury throughout the industry.

B. CODE OF ETHICS

We will ensure that all association members conduct themselves in a professional and ethical manner when dealing on AIFEMA's behalf.

It is also expected that Active Industrial/Municipal and Trade/Vendor members conduct themselves in a professional and ethical manner while attending meetings.

The expectation is that members practice integrity, honesty, fairness and courtesy towards fellow members and when dealing with external contacts. Respect the opinion of fellow members and let them share their opinion.

Meeting minutes will be kept for all association meetings and put on file for record keeping purposes.

Donations are encouraged to registered organizations only, political donations are prohibited.

All association members are expected to keep confidential and are expressly forbidden to reveal or communicate to any third-party information shared during an AIFEMA meeting concerning incident review and lessons learned.

No Association member shall in any way exchange or receive monetary gifts, for personal gain, solicit or accept a bribe or other such payment in any form, on behalf of the Association.

A bylaw relating to the transaction of the affairs of the Alberta Industrial Fire and Emergency Management Association hereinafter referred to as the "Association".

I. Name

- a) The name of the Association shall be the Alberta Industrial Fire and Emergency Management Association.
- b) Nothing herein shall constitute members as partners for any purpose. No officer, member or employee shall be liable for the acts or failure to act on the part of any other officer, member or employee nor shall any officer, member or employee be liable for his/her acts or failure to act under these Bylaws, with the exception of acts or omissions to act arising out of his/her gross negligence.

II. Head Office

- a) The head office of the Association shall be in the location where the Secretary/Treasurer resides or works.

III. Definitions

- a) “Executive” refers to the President, Vice President, Past President, and Secretary-Treasurer.

IV. Membership

- a) Industrial/Municipal Membership:
 - i. Membership in the Association is held by the organization, corporation or company. Duly appointed representatives of these organizations shall conduct the business of the association according to the Constitution and Bylaws of the Association.
 - ii. Organizations, eligible for Industrial/Municipal Membership in the Association include:
 - Any industrial corporation or company owned entity that provides emergency response (fire, medical, rescue, dangerous good response), emergency preparedness and/or emergency management, on behalf of the corporation, company or organization.
 - Any Municipal, Provincial or First Nation Emergency Service organizations, that responds to or assists in responding to an industrial incident at a facility and/or organizations,
 - iii. Industrial/Municipal members shall enjoy all rights of membership including the right to hold office and to vote unless otherwise stated in these Bylaws. Organizations holding membership shall have one vote regardless of the number of representatives.
 - iv. Organizations outside the province of Alberta, who meet these criteria, are eligible to become an Industrial/Municipal Member on the approval of the “Executive”. These organizations would receive all benefits of an Industrial/Municipal member, with the exception of holding office, and must adhere to all requirements of this Constitution.
- b) Vendor Membership
 - i. Organizations eligible for Vendor Membership include:
 - Any emergency response or emergency management related service provider (i.e. consultant, 3rd-party fire/rescue responder, equipment manufacture equipment supplier, training, etc.)

- ii. Representatives of Vendor Member Organizations shall be entitled to participate fully in the affairs of the Association and shall have the right to hold elected office as Secretary/Treasurer. Vendor members shall not have the right to vote except where the Representative is a member of an Association committee, then that Representative may vote on matters before that committee.

c) Retired and Honorary Associate Membership

- i. Honorary Membership in the Association may be conferred on select Organizations who:
 - Have retired from their corporation and was a previous Industrial/Municipal Member
 - Office of Fire Commissioner of Alberta (OFC)
 - Alberta Fire Chiefs Association (AFCA)
 - Alberta Emergency Management Association (AEMA)
- ii. Honorary Members need not necessarily have been previous members of the Association.
- iii. Nominations for Honorary Membership shall be made in writing to the President and include:
 - the names and signatures of at least two nominators who are members in good standing of the Association; and
 - the name of the nominee and a description of the action that resulted in the nomination
- iv. Nominations shall be reviewed by the Executive or their designee and their recommendation shall be forwarded to the Annual General Meeting for ratification by the membership of the Association. Where the Executive deems it appropriate, due to exceptional circumstance, it may confer such membership prior to the annual General Meeting but all such occurrences must be ratified at the next Annual General Meeting.
- v. Honorary Members shall be entitled to participate in the affairs of the Association but shall not be eligible to hold elected office or to vote or to serve on committees of the Association.

V. Membership Fees

- a) Membership fees shall be established by the membership at the Annual General Meeting.
- b) Retired and Honorary Members shall be exempt from the payment of membership fees.
- c) Members which have not paid the requisite fee within 60 days of the Association fiscal year end shall not be considered members in good standing and shall be struck from the Association membership role. Such members shall be reinstated to the membership role upon receipt of the appropriate membership fee. Members not in good standing are not entitled to any of the membership privileges provided members in their membership category.
- d) Membership fees are non-refundable under any circumstances.
- e) Where a member who represents an organization retires or ceased to represent the organization, that organization may, provided they paid the member's fee, provide the

Association the name of the person who now represents that organization and that person shall be made an Active member of the Association. Fees for the person shall not become payable until the next fiscal year of the Association.

- f) Membership fees are determined based on the geographical location of each member's primary office, site, or facility. Fees may vary depending on the region or location where the member operates, and each member will be assigned a specific fee based on the location of their main office and/or operational site(s). This ensures a fair and equitable distribution of membership costs, reflecting regional economic conditions and the resources required to support each member's needs. Members are responsible for updating their location information to ensure accurate fee assignment.

VI. Membership Rules

- a) All members shall abide by the Bylaws of the Association and any policy or regulation as may be established by the Executive from time to time.
- b) Except where otherwise stated in this Bylaw, all applications for membership shall be forwarded to and approved by the President.
- c) The President shall regularly publish the names of any new Association members or of a member suspended or expelled.
- d) The Executive may temporarily suspend the membership of any member of the Association and all rights and privileges of such a member are revoked pending a ratification of such action by a two-third majority vote of those members attending and entitled to vote at the next Annual General Meeting of the Association.
- e) A Member may be expelled from the Association by a two-thirds majority vote of those members attending and entitled to vote at an Association Annual General Meeting. A Member so expelled shall, where possible, receive written notification of the expulsion and reasons for the action. Membership dues are non-refundable.
- f) A member may resign their membership at any time by notifying the President in writing and including the date the member wishes the resignation to take effect.

VII. Executive

- a) The Executive Committee shall include the:
 - i. President
 - ii. Vice-President
 - iii. Past President
 - iv. Secretary-Treasurer
- b) The Vice-President in a term shall automatically become President at the end of their term, unless he does not accept the appointment.
- c) The Vice-President and Secretary-Treasurer shall be elected bi-annually at the Annual General Meeting by simple majority of the Membership attending/entitled to vote.
- d) Active Members in good standing are eligible to stand for election as part of the Executive.

- e) Trade Members can only be voted in for the position of Secretary-Treasurer.

VIII. Duties of the Executive

- a) The President shall:
 - i. act as chair of the Executive
 - ii. preside at all business meetings of the Association
 - iii. supervise and direct the affairs of the Association
 - iv. authorize expenditures of the Association
 - v. appoint members to Standing and Ad Hoc committees
 - vi. represent the Association to outside agencies and interests
 - vii. perform any responsibilities found in this Bylaw
 - viii. be a member from industry
 - ix. shall lead the constitution review

- b) The Vice-President shall:
 - i. perform any duties assigned by these Bylaws or the President
 - ii. in the absence of the President, assume the duties and responsibilities of that position
 - iii. be a member from industry

- c) The Secretary-Treasurer shall:
 - i. ensure the proceedings at meetings of the Association are recorded
 - ii. maintain records of the membership of the Association
 - iii. review each application for membership and approve such application or forward it to the persons who may approve it with a recommendation for approval or rejection and the reasons for the recommendation
 - iv. admit persons to membership in the Association according to these Bylaws where it is in his power to do so and to advise the membership of such admissions
 - v. upon the expiration of his term in office, turn over to his successor all books, papers, and other property of the Association
 - vi. perform any other duties as may be assigned
 - vii. report to the President of the Association
 - viii. be the custodian of the Corporate Seal
 - ix. sign any document requiring the Corporate Seal of the Association
 - x. collect all monies due the Association and issue receipts for same
 - xi. maintain records of receipts and disbursements on behalf of the Association
 - xii. countersign all cheques issued by the Association
 - xiii. make all purchases on behalf of the Association

- d) The Past President shall:
 - i. be an advisor to the association executive
 - ii. in the absence of the President and Vice-President will assume the duties and responsibilities of that position
 - iii. be a member from industry

IX. Election

- a) Elections shall be conducted by secret ballot in a manner set out in a rule or regulation made by the Executive and ratified by a majority of the members entitled to vote at an Annual General Meeting.

X. Meeting

- a) The Annual General Meeting will be determined by the executive annually. Where unforeseen circumstance dictates, the Executive may choose an alternate time or site and shall inform Association members of the change as soon as it is practical to do so.
- b) All scheduled meetings are three days in duration.
- c) Committees shall meet as required to properly conduct their duties.

XI. Quorum

- a) Annual General Meeting: A quorum shall exist where the Annual General Meeting is attended by five percent (5%) of the total membership of the Association entitled to vote when the meeting is called to order. Should five percent (5%) not be present, the President shall wait an additional fifteen (15) minutes and upon reconvening the membership shall constitute a quorum.
- b) Executive Committee / Membership:
 - i. a quorum shall be reached when a majority of those members are in attendance in person or by telephone.

XII. Voting

- a) Industrial/Municipal Members in good standing are entitled to cast one vote.
- b) **EXCEPT** where otherwise stated in these Bylaws, or where the majority of the members in attendance at any meeting request, voting shall be conducted by a show of hands, not including elections.
- c) At any meeting of the Association, the presiding member shall be entitled to one vote and in the event of a tie vote, the matter is determined in the negative.
- d) Voting by proxy is not permitted.
- e) Presidents' vote is the decisive vote in case of an impasse.

XIII. Notice of Annual / Special Meetings

- a) Notice shall be given to every member in good standing at the time the notice is prepared at least thirty (30) days prior to an Annual or Special General Meeting.
- b) Notice shall be given verbally by a member of the Executive or shall be mailed to the members' address as found on the membership list of the Association at the time of mailing. A notice sent by mail shall be deemed to have been received the second day following the date of mailing where no evidence is presented to the contrary.
- c) The failure to give notice to a particular member or the failure to receive notice by a particular member shall not invalidate the proceedings of an Annual or Special General Meeting.

XIV. Expenses

- a) The Executive is entitled to reimbursement for reasonable expenses incurred on Association business, including transportation expenses.
- b) Members of the Association who provide services at the request of the Executive are entitled to reimbursement as though they were members of an Association Committee.
- c) Expenses shall be reimbursed at the rates set by the Alberta Government or rates set by the Association at an Annual General Meeting.

XV. Borrowing

- a) The Association shall not borrow or raise monies.

XVI. Ad Hoc Committees

- a) The President may appoint Ad Hoc Committees as they deem necessary.
- b) Members of Ad Hoc Committees shall hold their office until successors are appointed or the Committee is disbanded.
- c) The President may remove any member from a Standing Committee and replace that person with another appointee.
- d) The Executive shall make rules and regulations governing the activities of each committee which also includes the duties of each Committee and the manner in which the Chair of each committee is selected. Such rules and regulations shall be ratified by a majority of members at an Annual General Meeting and may only be subsequently amended by majority vote at an Annual General Meeting.

XVII. Presidential Advisors

- a) The President may appoint persons with expertise in particular areas as Presidential Advisors. Such Advisors shall not be delegated any authorities enjoyed by the President and shall hold that office at the pleasure of the President.
- b) The Past President is automatically designated as a Presidential Advisor.

XVIII. Amendments

- a) The Executive shall have the power to make, alter, amend and repeal the Bylaws by the affirmative vote of a majority of the Executive provided that a copy of any amendment proposed shall be mailed to each Executive member at least thirty (30) days prior to the date of the meeting set to act upon such proposed amendment.
- b) Except as provided, the Bylaws may be altered, amended, or repealed at any meeting of the membership, by a majority vote of the membership present, provided notice or the proposed action is stated in general terms in the notice thirty (30) days prior to such meeting. All Bylaws made by the Executive may be altered, amended, or repealed as previously mentioned by the membership.