



FIRE INSPECTORS ASSOCIATION of NOVA SCOTIA

Constitution and Bylaws

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Part 1 – General	1
1.1: Legal Name of Identity.....	1
1.2: Purpose of Entity	1
1.3: Definitions	1
1.4: Administration	2
1.5: Fiscal Year.....	2
1.6: Annual Financial Statements	2
Part 2 - Membership	3
2.1: General	3
2.2: Membership Types.....	3
2.3: Requirements for Membership	3
2.4: Membership Dues	3
2.5: Termination of Membership	4
Part 3 – General, Special and Annual Meetings	4
3.1: Frequency of Annual/General Meetings	4
3.2: Special Meeting	4
3.3: Notice of Meeting.....	4
3.4: Meeting Rules	4
3.5: Persons Entitled to be Present.....	4
3.6: Chair of the Meeting.....	4
3.7: Quorum	5
3.8: Votes to Govern.....	5
3.9: Adjournment	5
Part 4 – Board of Directors	5
4.1: Board of Directors.....	5
4.2: Role of the Board of Directors	5
4.3: Election of Board of Directors.....	6
4.4: Terms of Board of Directors.....	6
4.5: Call of Meetings	6
4.6: Quorum	6
4.7: Votes to Govern.....	7
4.8: Vacancy in Office.....	7
4.9: Committees	7
Part 5 – Officers	7
5.1: Positions	7
5.2: Terms	8
5.3: Vacancy in Office.....	8
5.4: Process for Filling Vacancy.....	8
5.5 Office of the President Vacancy Process	10

Part 6 – Misc. 10
6.1: Professional Audit/Review of Accounts 10
6.2: Audit Committee and Finance Report 10
6.3: Obligation to Registrar 11
6.4: Invalidity of Any Provisions of This Bylaw 11
6.5: Omissions and Errors 11
6.6: Repeal and Amendment of Bylaw 11

Part 1 – General

1.1: Legal Name of Identity

This Association shall be known as the Fire Inspectors Association of Nova Scotia (FIANS).

1.2: Purpose of Entity

Our mission is to coordinate and standardize Fire Inspection and Fire Prevention Programs throughout the province of Nova Scotia, through consistent training and effective interaction between members of municipal, provincial and federal agencies and private industry.

1.3: Definitions

In these bylaws unless there the context otherwise requires;

Act

Means the Nova Scotia Fire Safety Act

Board

Means the board of directors of the Association and director means a member of the board;

Bylaw

Means this bylaw and any other bylaws of the Association as amended and which are, from time to time, in force and effect;

Certification

Means the process by which members of the Association can become certified with approved designation as recognized by the Association and the Office of the Fire Marshal.

Executive Director

May be appointed by the Board of Directors to maintain membership lists, membership profiles and other related duties.

Meeting of Members

Includes an annual meeting of members, general meeting of members or a special meeting of members; special meeting of members includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

Ordinary Resolutions

Means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution provided quorum is present;

Registrar

Means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.

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 and where quorum is present.

1.4: Administration**Interpretation**

References in these bylaws to "association" "society" or "local" shall refer to FIANS as set forth in the 1.1 above. In the interpretation of these bylaws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Seal of the Association

The seal of the Association shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.

Execution of Documents

Contracts, deeds, transfers, assignments, obligations, payments of bills and other instruments and documents requiring execution by the Association 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.

Custody and Inspection of Minutes, Books and Records

- a. Preparation of minutes, custody of the minutes of all the meetings, books and records of the Association shall be the responsibility of the Secretary.
- b. Locals will be responsible for their own record keeping and these will not form part of the official record of the Association.
- c. The books and records of the Association for the current year may be inspected by any member at the Annual General Meeting or general meeting of the Society.

1.5: Fiscal Year

The fiscal year of the Association shall be the period from January 1st in any year to December 31st of that same year.

1.6: Annual Financial Statements

The Association may, instead of sending 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 at the office of the Association and any member may, on request, obtain a copy free of charge at the office or by prepaid mail.

Part 2 - Membership

2.1: General

For the purposes of registration the numbers of members of the Association is unlimited.

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

Membership in the Society shall not be transferable.

2.2: Membership Types

Regular members shall be those persons 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 persons 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 and/or corporate members shall be those persons, firms, corporations, distributors, associations or manufacturers 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 persons approved by the Board of Directors who have shown exemplary service or contributed significantly to the principles on which the Society stands. An Honorary 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,
- b. The nature and character of the applicant's business,

No person shall be eligible for any class of membership if he or she has been a member or is presently a member or becomes a member of any organization whose objectives and operations are inconsistent with the purposes of the Society.

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 1st of each year to the Association.

Membership in good standing includes any person who has fulfilled the requirements for membership in this association and has paid their yearly dues.

2.5: Termination of Membership

Members who fail to pay their dues within the periods prescribed by the bylaws shall be notified by the Board of Directors that they are delinquent. Their membership rights and privileges will be suspended until fees are paid in full. A thirty (30) day grace period will be granted.

Continued failure to pay such dues as are owed will result in "Forfeiture of Membership".

Part 3 – General, Special and Annual Meetings

3.1: Frequency of Annual/General Meetings

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

3.2: Special Meeting

A special meeting of the Association may be called by the President or a quorum 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 Association.

3.3: Notice of Meeting

- a. Fourteen (14) days' notice of a general meeting specifying the place, day and hour of the meeting and in 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.

3.4: Meeting Rules

All meetings of the Association will be held and conducted in accordance with the latest edition of Robert's Rules of Order.

3.5: Persons Entitled to be Present

The persons entitled to be present at a General, Special or Annual Meeting of the Association are all members in good standing, the directors and such other persons who are entitled or required under any provision of the Act, articles or bylaws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or by resolution of the members.

3.6: Chair of the Meeting

In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of their numbers to chair the meeting.

3.7: Quorum

- a. 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.
- b. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

3.8: Votes to Govern

- Every regular member in good standing shall have one vote. Voting shall be by a show of hands or ballot depending on the situation.
At any meeting of members, every question shall, unless otherwise provided by the articles or bylaws or by the Act, 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 except in the case of an equality of votes. In the case of an equality of votes he/she shall have a casting vote.

3.9: Adjournment

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.

In any other case, it shall be adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present it shall be adjourned.

Part 4 – Board of Directors

4.1: Board of Directors

The Directors of the Association shall comprise of the president, the vice president, treasurer, secretary, past president and the 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 5 locals. A representative from the Office of the Fire Marshal (Nova Scotia) may serve as an ex-officio member of the Board.

4.2: Role of the Board of Directors

The management of the activities of the Association 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 Association.

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.

4.4: Terms of Board of Directors

The term of each director is two (2) years. This is renewable for 2 terms.

4.5: Call of Meetings

All meetings of the Association shall follow the Roberts Rules of Order.

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 Association may require. The Board shall meet at least four (4) times a year. These meetings can be conducted by conference 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 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.

4.6: Quorum

No business shall be transacted at any meeting of the Board of Directors of the Association 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. In the case of an equality of votes he/she shall have a casting vote.

4.8: Vacancy in Office

The resignation of a director shall be in writing and shall be presented to the association 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.

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

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, subject to the Act, with such powers as the Board shall see fit. Each committee shall have a minimum of 3 members with one person acting as chairperson. 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

5.1: Positions

Unless otherwise specified by the Board 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 have general supervision of the activities of the Association and 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 Chairman at all meetings of the Association. The President shall be ex officio member of all committees of the Association.

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 keep 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.

Treasurer

The Treasurer shall maintain the financial records of the Society and shall perform such duties as may be assigned to him/her by the *Board of Directors*.

Past President

The Past President shall chair the Nominating Committee of the Association. The Past President shall perform other such duties as may be assigned to him/her by the Board of Directors.

5.2: Terms

The term for each Officer is two (2) years and is renewable once.

5.3: Vacancy in Office

The resignation of an officer shall be in writing and shall be presented to the association 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 officer 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.

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 articles governing such in these bylaws. The findings of the Board of Directors shall be by a majority vote of the entire Board excluding the member in question.

5.4: Process for Filling Vacancy

When an office becomes vacant, nominations shall be conducted at the next Association meeting or at a special meeting. Notification shall be posted on the Association website fifteen (15) days prior to a vote being conducted. The vacancy thereby created 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 Association.

In general, nominations of officers shall take place prior to the spring Annual General Meeting (AGM) in the last year of their term of office respectively. Nominations will close

thirty (30) days prior to the AGM. Names of candidates who have accepted their nomination shall be posted on the Association'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 Association 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 Association 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 administrative assistant. 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. 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 Association. 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 association funds shall be used for any candidate for his/her election purpose.

5.5 Office of the President Vacancy Process

A 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 a person selected from among the other Board members.

This position will become available to all members of the association at the next Annual General meeting.

Part 6 – Misc.

6.1: Professional Audit/Review of Accounts

An independent professional auditor shall be engaged at least every 5 years or from time to time by the Board of Directors of the Association as deemed necessary. The audit/review shall be completed within three (3) months of the end of the fiscal year in these situations.

The Audit/Review Report shall be presented to the membership at the next Annual General Meeting for approval. This shall start with the fiscal year 2014 audit.

6.2: Audit Committee and Finance Report

- a. An audit committee shall be appointed biennially during each election of Vice-President and Treasurer. This committee shall comprise of three (3) members from the same local but this committee cannot be in the same local as the current Treasurer. Each local of the association shall, on a rotational basis, perform the role of audit committee. Beginning with the 2015 fiscal year audit, the rotation shall be as follows: **South Shore (2015-2016), Valley (2017-2018), (Professional Audit 2019, Central (2020-2021), Island (2022-2023), Highland (2024-2025) and (Professional Audit 2026).**
- b. The Audit Committee shall make a written report to the Association based on their findings. In every report, the audit committee shall indicate their opinion on the balance sheet in that it contains the particulars required by the Association and is properly drawn up so as to exhibit a true and correct view of the Association's financial affairs. Such report shall be presented at the annual meeting.
- c. A reviewed copy of the balance sheet showing the particulars of its assets and liabilities and a statement of income and expenses of the preceding years shall be filed with the registrar within 14 days after the annual meeting in each year as required by law.
- d. The Audit Committee may make recommendations to the Board of Directors for improvements in the financial records keeping.

6.3: Obligation to Registrar

The Association shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.

6.4: 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.

6.5: 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 person where the Association 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.

6.6: Repeal and Amendment of Bylaw

- a. The Association has the power to repeal or amend any of these bylaws by a special resolution passed in the manner prescribed in this bylaw.
- b. Regular members may introduce a motion to alter, amend, or rescind any section of this bylaw at any general meeting of the Association. 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. The motion will be passed upon a 2/3 majority of those present voting provided there is quorum present.