

Constitution of the Ontario 9-1-1 Advisory Board

May 17, 2005

This document relates generally to the transaction of the business and affairs of the Ontario 9-1-1 Advisory Board (the "Board").

PART 1 : INTERPRETATION

- 1.1 "**Board**" means the voting members of the Ontario 9-1-1 Advisory Board;
- 1.2 "**Municipality**" means any incorporated municipality, city, town, village or township, any county, regional or district municipality;
- 1.3 "**Signing Officer**" means, in relation to any instrument, any person authorized to sign the same on behalf of the Board or by a resolution passed pursuant thereto;
- 1.4 "**Special Resolution**" means a resolution passed by the Board and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a meeting of the members of the Board duly called for that purpose;
- 1.5 "**Member**" means a representative of a member organization appointed to the Board in accordance with Article 4.1 herein;
- 1.6 "**Designate**" means a representative designated by a Member to attend a Board meeting to represent the Organization when the Member is unable to be in attendance. The Designate shall vote in place of the member in accordance with Article 6.8 herein. In any event, a member Organization shall have only one vote per motion.

PART 2 : PURPOSE

To serve as an authoritative source of information and expertise to the Province and Ontario Municipalities respecting the implementation and operation of 9-1-1 Emergency Number systems; and to serve in an advocacy role with other organizations, governments, and their agencies, to represent the interests of Ontario.

PART 3 : TRANSACTION OF THE AFFAIRS OF THE BOARD

- 3.1 ***Financial Year.*** Until changed by the Board, the financial year shall end on the 31st day of December in each year.
- 3.2 ***Execution of Instruments.*** Any transfers, assignments, contracts, obligations, and other instruments may be signed on behalf of the Board by any two of the Chair, Vice-Chair and the Secretary-Treasurer. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may certify a copy of any instrument resolution, or other document of the Board to be a true copy thereof.
- 3.3 ***Banking Arrangements.*** The banking business of the Board shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

PART 4 : BOARD STRUCTURE

- 4.1 ***Number of Board Representatives or Designates.*** The affairs of the Advisory Board shall be managed by a board of 13 with the following organizations appointing the noted number of member voting representatives:
- One representative from each Caucus of the Association of Municipalities of Ontario (AMO) along with one AMO staff representative (Currently 7)
 - One representative from APCO Canada
 - One representative from NENA Ontario
 - One representative from the Ontario Association of Chiefs of Police
 - One representative from the Ontario Association of Fire Chiefs
 - One representative from the Ontario Ministry of Health and Long Term Care
 - One representative from the City of Toronto
- 4.2 ***Amendment to Number of Board Representatives.*** Any increase or decrease in the number of member representatives in total or by Association shall be approved by Special Resolution of the Board.
- 4.3 ***Non-member Appointments.*** A representative from each of the Ontario Ministry of Municipal Affairs and Housing; the Ontario Ministry of Natural Resources; the Ontario Ministry of Community Safety and Correctional Services; the Ontario Provincial Police; and, the 9-1-1 Service Provider, Bell Canada, shall be appointed by the Board as non-members of the Board in accordance with Article 6.10 herein to recognize their important role in terms of emergency services, planning and communications.

- 4.4 *Technical Advisory Panel.*** The Board, from time to time, may invite representatives from other organizations, agencies or government bodies to be observers or discussion participants, but without voting authority.
- 4.5 *Term.*** The term of office of all member representatives shall be a minimum of one year commencing from the date of the meeting at which he or she is appointed to the Board. If an appointment of a member representative does not occur at the proper time, the member representative continues until their successor is appointed.
- 4.6 *Qualifications.*** Every member representative shall be a member in good standing of the sponsoring agencies in Section 4.1.
- 4.7 *Vacation of Board Position.*** The position of a member representative shall be vacated upon the occurrence of any of the following events:
- (a) if the member representative ceases to be a member of the member organization unless the member organization agrees that the member representative can continue to represent the organization;
 - (b) if the member representative is found by a competent jurisdiction to be a mentally incompetent person or becomes of unsound mind;
 - (c) if by notice in writing to the Board by a member representative that he or she resigns office, which resignation shall be effective at the time it is received by the Board; or at the time specified in the notice, whichever is later.
 - (d) Sponsoring agencies will be notified after three consecutive absences by their representative.
- 4.8 *Vacancies.*** A vacancy or vacancies among the member representatives on the Board, however caused, may, so long as there is a quorum of member representatives be filled by the member organization subject always to the representation criteria set out in Section 4.1.
- 4.9 *Quorum.*** A quorum for the transaction of business at any meeting of the board shall consist of a simple majority of Board members, less any positions which have been vacated and which cannot be filled by anyone other than the incumbent. Notwithstanding vacancies in the board, the remaining members (no fewer than 5) may exercise all the powers of the board as long as a quorum of the board remains in office.
- 4.10 *Committees.*** Sub-Committees may be created by the Board from time to time and the Board may direct who should form those Committees either in terms of representative organizations or individuals, identify the Sub-Committee Chair and set out the Committee's authority. The Board will identify a Committee Chair and direct the Committees to prepare terms of reference, including duration, product and reporting

requirements to the Board

PART 5 : OFFICERS

5.1 Officers. The officers shall be the Chair, one Vice Chair, and the Secretary-Treasurer. The Board may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the board.

5.2 Elections. The Chair, Vice-Chair and Secretary-Treasurer shall be elected by the Board from among its member representatives at the first Board meeting of a year in which an election is to be held. The election of the Chair, Vice Chair and Secretary-Treasurer shall be by secret ballot.

Each of the Chair, Vice-Chair and the Secretary-Treasurer shall continue in office until the earlier of:

- (i) his or her resignation,
- (ii) the appointment or election of his or her successor, or
- (iii) his or her ceasing to be a member representative of the Board if such is a necessary qualification of his or her appointment.

5.3 Term Officers will have a term of two (2) years from the meeting at which he or she is elected or until his or her successor shall have been duly elected or appointed by the Board which ever comes first. The Chair shall not be eligible for re-election in the next following term.

5.4 Powers and Duties All officers shall have the authority to sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board; subject however, to any special resolution of the Board.

5.4.1 The Chair shall preside over all meetings of the board and is charged with the general management and supervision of the on-going business of the Board.

5.4.2 The Vice-Chair shall, in the absence of the Chair for any reason, be vested with all the powers and duties of the Chair.

5.4.3 The Secretary-Treasurer shall be a member of the Board. The Secretary-Treasurer shall give or cause to be given notices for all meetings of the board and of members when directed to do so and shall have charge of the minute books of the Board and of the documents passed by the Board. Minutes shall be distributed to each sponsoring organization.

Subject to the provisions of any resolution of the board of, the Secretary-Treasurer shall have the care and custody of all the funds and securities of the Board and

shall deposit the same in the name of the Board in such bank or banks or with such depositary or depositaries as the board may direct. The Secretary-Treasurer shall keep or cause to be kept the books of account and accounting records and shall provide a written statement of account at each regular meeting of the Board.

The Secretary-Treasurer may be required to give such bond for the faithful performance of his or her duties as the board in its discretion may require but no member representative shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Board to receive any indemnity thereby provided.

The Secretary-Treasurer shall surrender the books and records of account for the purposes of audit when directed by the Board.

PART 6 : MEETINGS OF BOARD

6.1 *Regular meetings.* The Board shall meet at least 4 times a year and shall establish such a regular meeting schedule for the fiscal year. The board may appoint a day or days in any month or months for regular meetings of the board at a place or hour to be named by the board. A copy of the adopted meeting schedule for regular meetings of the board shall be sent to each member representative forthwith after being passed, but no further notice shall be required for any such regular meetings.

6.2 *Special meetings.* Special meetings may be called by the Chair as required and written notice will be provided to all members at least three (3) weeks in advance of such meetings except in cases of emergencies. Conference call meetings may suffice this provision.

6.3 *Place of meeting.* Meetings of the Board may be held at any place within Ontario.

6.4 *Notice.* A meeting of the Board may be convened at any time by: (a) the Chair; (b) by the petition of at least 3 member representatives.

The Secretary-Treasurer, when directed or authorized by the Chair or by petition, shall convene a meeting. The notice of any meeting convened as aforesaid shall specify the purpose of or the business to be transacted at the meeting.

If the first meeting of the board following the election of Chair by the members is held immediately thereafter, then for such meeting no notice shall be necessary, provided that a quorum of the directors is present.

6.5 *Omission of Notice.* The accidental omission to give notice of any meeting, or the non-receipt of any such notice by, any person shall not invalidate any resolution passed by the quorum present or any proceeding taken at such meeting.

6.6 *Adjournment.* Any meeting of the Board may be adjourned from time to time by the Chair of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting shall be announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present there at. The member representatives who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

6.7 *Chair of Meeting.* The Chair of each meeting of the board shall be the Chair or the Vice-Chair in the absence of the Chair or such other member representative as the Chair may from time to time designate for that purpose or, failing such designation, as the Board may select.

6.8 *Voting.* Questions arising at any meeting of Board shall be decided by a simple majority of votes. Each voting member representative shall be entitled to one vote per motion. Every motion submitted to any meeting of members shall be decided in the first instance by a show of hands. In the case of an equality of votes the question shall fail and the chair of the meeting shall not on a show of hands or at a poll have a second or casting vote in addition to the vote to which she or he may be otherwise entitled.

At any meeting of members, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chair or on the question of adjournment it shall be taken forthwith without adjournment. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

6.9 *Proxies.* Votes at meetings of the Board must be given personally and not by proxy. Upon a poll or by ballot, every voting member representative who is entitled to vote at the meeting and is present in person shall have one vote. The only exception would be a “Conference Call Meeting” given that a quorum exists and there is a recorded vote.

6.10 *Non-Members.* The Board may by resolution permit the appointment of one or more non-voting delegates from other organizations to attend a meeting of members and may make provision for the attendance by guests and visitors at any such meeting. Non-members will have an observer role only and the Board reserves the right to close the meeting at any time.

6.11 *Rules for Conduct.* In any case where reference to procedural rules for the conduct of a meeting is required or desired, reference shall be made to the most recent edition of

Bourinot's Rules of Order; provided that any such rules shall be subject always to the by-laws and special resolutions of the Board. All meetings of the Board shall be open to the public unless otherwise decided by a majority of the votes cast on such issue at a meeting of the board.

6.12 *Remuneration of Board.* The member representatives, and those member representatives who also serve as officers of the Board, shall serve without remuneration from the Board, but may be remunerated by their sponsoring organization.

No member representative shall directly or indirectly receive any profit or remuneration in any capacity whatsoever from his or her position as a member representative, provided that a member representative or officer may be paid reasonable expenses incurred by him or her in the performance of his or her duties according to the expense policy of the Board, or of the member organization, which he or she represents, in effect from time to time.

PART 7 : PROTECTION OF DIRECTORS AND OFFICERS

7.1 *Conflict of Interest.* Member representatives are required to declare before any discussion of a matter any pecuniary interests in any matter before the Board for consideration in accordance with the applicable Conflict of Interest Act or policies of their organization.

7.2 *Protection of Directors and Officers.* No member representative or officer for the time being of the Board shall be liable for the acts, receipts, neglects or defaults of any other member representative or officer or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Board shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, including any person with whom or which any moneys, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Board, or for any other loss, damage or misfortune whatsoever which may be incurred or suffered by the Board in the execution of the duties of his or her respective office or trust, or in relation thereto, unless the same shall happen by or through his or her own willful neglect or default or failure to act honestly and in good faith with a view to the best interests of the Board, provided that nothing herein shall relieve any member representative or officer of any liability imposed upon him or her by statute.

PART 8 : CHEQUES, DRAFTS, NOTES, ETC.

8.1 *Cheques, Drafts, Notes, etc.* All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Board and in such manner as the board may from time to time designate by resolution.

PART 9 : CUSTODY OF SECURITIES

- 9.1 *Custody of Securities.*** All shares and securities under the direction of the Board shall be lodged (in the name of the Board) with a chartered bank, or a trust company, or Local Authority Services Ltd. (LAS) or a credit union, or in a safety deposit box or with such other depositories or in such a manner as may be determined from time to time by the Secretary-Treasurer.

PART 10 : DISSOLUTION

- 10.1 *Dissolution.*** Upon dissolution of the Board, the whole of its remaining property shall be returned to the Province.

PART 11 : AMENDMENT AND REPEAL

- 11.1 *Amendment.*** This Constitution may be amended by two-thirds (2/3) of the votes cast at a regular or special meeting of the Board called for that purpose provided that notice of such amendment has been circulated to member representatives at least twenty-one (21) days prior to the annual or general meeting.
- 11.2 *Repeal.*** The Constitution of the Board adopted on November 25, 1996 is hereby repealed and all other prior resolutions and proceedings of the Board inconsistent with this Constitution are hereby amended, modified and revised in order to give effect.

PART 12 : EFFECTIVE DATE

- 12.1 *Effective Date.*** This Constitution shall come into force without further formality upon confirmation by the Board at a meeting of Board duly called for that purpose.