



- 2.03 If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the society until reinstated.
- 2.04 Any member upon a majority vote of all members of the society in good standing may be expelled from membership for any cause which the society may deem reasonable.
- 2.05 An ordinary member appointed in accordance with Article 1.02 shall cease to be a member upon the revocation of his appointment by the council by which he was appointed or upon his ceasing to be a member of the municipal council of the County of St. Paul or a person residing within the boundaries of the County of St. Paul, in which case such withdrawal from membership shall be effective upon the appointment of a replacement by the municipal council in question.

**ARTICLE III**

**DISTRIBUTION OF PROPERTY OF SOCIETY**

- 3.01 Upon the dissolution of the society, all assets of the society shall be transferred to the County of St. Paul which shall assume payment of all debts and liabilities. Alternatively, at the option of the County of St. Paul, the assets and liabilities may be transferred to such charitable organization or other organization as they may deem suitable for the purpose of providing ambulance services to the residents of the Town of St. Paul and the County of St. Paul.

**ARTICLE IV**

**MEETINGS**

- 4.01 The society shall hold an annual meeting or before January 31<sup>st</sup> in each year, of which notice in writing to the last known address of each member shall be delivered by email seven days prior to the date of the meeting.
- 4.02 At this meeting there shall be elected from amongst the ordinary members a Board of Directors consisting of chairman, vice-chairman and three directors who shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting following the appointment of replacement members by the County of St. Paul, as the case may be. Any ordinary member in good standing shall be eligible to any office in the society.

- 4.03 General meetings of the society may be called at any time by the Secretary-Treasurer upon the instructions of the Chairman or board by notice in writing to the last known address of each member, delivered by mail seven days prior to the date of such meeting. A special meeting shall be called by the Chairman or Secretary-Treasurer upon receipt by him of a petition signed by two ordinary members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last known address of each member, delivered by mail seven days prior to the date of the meeting.
- 4.04 Three ordinary members in good standing, present in person, shall constitute a quorum at any meeting.
- 4.05 Any meetings of the society or of the directors may be adjourned at any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

#### **ARTICLE V**

#### **VOTING**

- 5.01 Any ordinary member who has not withdrawn from membership nor has been suspended not expelled as herein provided shall have the right to vote at any meeting of the society. Such votes must be made in person and not by proxy or otherwise.

#### **ARTICLE VI**

#### **BOARD OF DIRECTORS**

- 6.01 The board of directors, executive committee or board, shall mean the Board of Directors of the society.
- 6.02 The board shall, subject to the bylaws, have full control and management of the affairs of the society.
- 6.03 Meetings of the board shall be held as often as may be required, but at least once every three months, and shall be called by the Chairman or by the Secretary-Treasurer. A special meeting may be called on the instructions of any two directors thereof provided they request the Chairman in writing to call such meeting and state the business to be brought before the meeting.

- 6.04 Meetings of the board shall be called by seven days' notice in writing mailed to each member or by three days' notice by telephone or fax.
- 6.05 Any three members shall constitute a quorum, and meetings shall be held without notice of a quorum if the board is present, provided, however, that any business transactions of such meeting shall be ratified at the next regularly called meeting of the board; otherwise they shall be null and void.
- 6.06 Any director or officer upon a majority vote of all members in good standing may be removed from office for any cause which the society may deem reasonable.
- 6.07 A resolution in writing signed by all of the directors personally shall be valid and effectual as if it had been passed at a meeting of directors duly called and constituted.

## **ARTICLE VII**

## **OFFICERS**

- 7.01 **Chairman** – The Chairman shall, when present, preside at all meetings of the members of the society and of the Board of Directors. The chairman shall be ex officio a member of all committees.
- 7.02 **Vice-Chairman** – The Vice-Chairman shall perform all duties of, and be subject to the same rules as the Chairman, whenever the Chairman shall cease to hold office for any reason or be prevented from attending to his duties, and shall preside at all meetings of the society or the Board of Directors in the absence of or upon the request of the Chairman.
- 7.03 **Secretary** – The Secretary is to attend all meetings of the society and of the board and to keep active minutes of the same. He shall have charge of the seal of the society which seal, whenever used, shall be authenticated by the signature of the Secretary and the Chairman, or in the case of the death or inability to act, by the Vice-Chairman. In case of the absence of the Secretary, his duty shall be discharged by such officer as may be appointed by the board. The Secretary shall have charge of all the correspondence of the society and be under the direction of the Chairman and the board.
- 7.04 **Treasurer** – The Treasurer shall receive all monies paid to the society and shall be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the board may order. He shall properly account for the funds of the society and keep such books as may be directed. He shall present a full detailed account of receipts and disbursements to the board whenever requested and shall prepare for submission to the annual meeting a statement duly audited as hereinafter set forth of

the financial position of the society and submit a copy of same to the Secretary for the records of the society. The office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

- 7.04 The office of the Secretary and the Treasurer may be filled by one person if the Board of Directors shall so decide.
- 7.05 The duties of all officers of the society shall be such as the terms of their engagement call for, or the Board of Directors requires of them.

### **ARTICLE XIII**

### **MANAGER OF EXECUTIVE DIRECTORS**

- 8.01 The Board of Directors may from time to time appoint a manager or an executive director and may delegate to him/her full authority to manage and direct the business and affairs of the society, except such matters and duties as by law must be transacted or performed by the Board of Directors or by the members in a general meeting, and to employ and discharge agents and employees of the society, or may delegate to him/her any less power. Such manager or executive director shall conform to all lawful orders given to him/her by the Board of Directors of the society and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the society.

### **ARTICLE IX**

### **REMUNERATION**

- 9.01 The remuneration to be paid to the directors, officers and employees of the society shall be such amounts as the Board of Directors may from time to time determine.

### **ARTICLE X**

### **BORROWING POWERS**

- 10.01 For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and, in particular, by the issue of debentures, but this power shall be exercised only under the authority of the society and in no case shall debentures be issued without the sanction of a special resolution of the society.

### **ARTICLE XI**

### **AUDIT OF ACCOUNTS**

- 11.01 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year a duly qualified accountant or by two members of the society elected for

that purpose at the annual meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the annual meeting of the society. The fiscal year of the society shall be from January 1<sup>st</sup> through December 31<sup>st</sup>.

11.02 The books and records of the society may be inspected by any member of the society at the annual meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the board shall at all times have access to such books and records.

**ARTICLE XII**

**MAKING, ALTERING AND RESCINDING BYLAWS**

12.01 The bylaws may be rescinded, altered or added to by a special resolution.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_

SIGNED, SEALED & DELIVERED

IN THE PRESENCE OF:

\_\_\_\_\_  
WITNESS

\_\_\_\_\_  
CLIFF MARTIN

\_\_\_\_\_  
WITNESS

\_\_\_\_\_  
STEVE UPHAM

\_\_\_\_\_  
WITNESS

\_\_\_\_\_  
ALPHONSE CORBIERE