



PEEL PARAMEDIC ASSOCIATION

BY LAWS Amended April 28, 2008

A by-law relating generally to the transaction of the affairs of the Ontario Paramedic Association, Peel Region Chapter to be known as the Peel Paramedic Association. BE IT ENACTED as a by-law of the **Peel Paramedic Association** (hereinafter called the "Association" or "PPA") as follows:

ARTICLE 1

HEAD OFFICE

The Head Office of the Association shall be in the community of the President or the Treasurer, in the Greater Toronto Area (GTA), in the Province of Ontario, and at such place therein as the board of directors (hereinafter call the "board" may from time to time determine.

ARTICLE 2

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a board of not less than six (6) and no greater than eleven (11) directors, with nine (9) being the number of choice. The directors shall hold office for a term of two (2) years*. At a general meeting held on or about the termination of a term, but no later than twenty seven (27) months after a previous election, the directors shall be elected by the Full Members of the Association from among themselves as provided herein. The office of a director of the Association shall be vacated if such director: a) becomes bankrupt or is declared insolvent b) becomes of

unsound mind c) resigns office by notice in writing to the Association d) has been absent, without being excused by resolution of the board, from two (2) consecutive meetings of the board. e) knowingly violates the Association's professional code of ethics

ARTICLE 2A

Any increase or decrease to offset the workload of the sitting board of directors must be voted upon by the Full Members of the Association at either a General Meeting of the Association or the Annual General Meeting of the Association

* The two year terms will be at staggered one year intervals, where-in half of the board will be re-elected annually for a two year term, ensuring there will not be a complete change of all board members.

ARTICLE 3

VACANCIES, BOARD OF DIRECTORS

Vacancies on the board, however caused, may be filled by the remaining directors from among the Full Members of the Association, if the said remaining directors see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the Members. Full Members and/or those deemed appropriate by the Full Members of the Association may be nominated to the board. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided. In the event of a vacancy in the office of a director, the person who is appointed or elected as director to fill the vacancy shall serve only for the unexpired portion of the term of the director he or she replaced.

ARTICLE 4

QUORUM AND MEETING, BOARD OF DIRECTORS

a) A minimum of 50% of the directors shall form a quorum for the transaction of business.

- b) The board may hold its meetings at the Head Office of the Association or at any such place or places as it may, from time to time, determine.
- c) No formal notice of any such meeting shall be necessary if all directors be present, or if those absent have signified their consent to the meeting being held in their absence.
- d) Meetings of the board may be formally called by the President, or by any director. Notice of such meetings shall be telephoned, telegraphed e-mailed or mailed to each director not less than seven (7) days before the meeting is to take place provided that, where by telephone or e-mail, notice shall be given directly to the director in question or left on a voice recording device, or computer purporting to be accessible to him or her. If the meeting is by teleconference only, a five (5) day notice period will be adequate.
- e) A statutory declaration of the President or any other director that notice has been given pursuant to this by-law or an entry in the minutes (of the meeting in respect of which the notice was given) to that effect shall be sufficient and conclusive evidence of the giving of such notice.
- f) The board may appoint a day or days in any month or months for regular meetings, at an hour to be named, and notice of such regular meeting need not be sent.
- g) A meeting of the board may also be held, without notice, immediately following a general meeting of the Association.
- h) The board may consider or transact any business, either special or general, at any meeting of the board.
- i) Where notice has been given, a meeting can be properly constituted and held where one or more of the quorum of directors is present by telephone.
- j) There shall be no less than six meetings per year called, and it shall be the responsibility of the President, or failing him/her the Vice President to ensure this requirement is met.

ARTICLE 5

ERRORS IN NOTICE, BOARD OF DIRECTORS

No error or omission in giving such notice for a meeting of the board shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may, at any time, waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

ARTICLE 6

VOTING, BOARD OF DIRECTORS

Questions arising at any meeting of the board shall be decided by a majority of votes. In case of an equality of votes, the Chair of the meeting shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken by assent or dissent. A

declaration by the Chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, the duties of the President may be performed by the Vice President or such other director as the President may appoint, from time to time, for the purpose.

ARTICLE 7

REMUNERATION OF DIRECTORS

The directors shall receive no remuneration for acting as such, but shall be entitled to compensation for any reasonable expenses incurred by them on behalf of the Association as approved by the President and Treasurer.

Expense claims shall be made to the office of the treasurer within 60 (sixty) days of incurring the expense. All expenses in excess of \$100.00 require approval from two of either the President, Vice President or Treasurer. All expenses in excess of \$500.00 require approval by the complete Board.

ARTICLE 8

POWERS OF DIRECTORS

The Board shall have full power with respect to all affairs of the Association and, subject to the provisions of Article 4 hereof, no by-law or resolution passed or enacted by the board, or any other action taken by the board, requires confirmation or ratification by the Full Members of the Association in order to become valid or to bind the Association. Without limiting the generality of the powers of the Board as set out in this Article 8, the board shall have the power to pass without any confirmation by the Full Members all necessary rules and regulation related in anyway to the operations of the Association, including, without limitation, conduct of the members and guests of operation, occupation and leasing of the premises of the Association, if any.

ARTICLE 9

COMMITTEES

The board may appoint such committees as it, from time to time, considers advisable.

ARTICLE 10

POWERS OF COMMITTEES

No committee shall have the power to act for or on behalf of the Association or otherwise commit or bind the Association to any course of action. Committees shall only have the power to make recommendations to the board, or to the general membership, as the board may, from time to time, direct.

ARTICLE 11

COMMITTEE MEMBERS

Any member in good standing will be entitled to hold position on a committee or sub-committee, as deemed by the board, with full voting rights on such committees where such committee is chaired by a Full Member in good standing, who shall report to the board.

ARTICLE 12

REPORTS OF COMMITTEES

Each committee shall submit to the board such reports as the board may, from time to time, request, but, in any event, all reports as each committee may, from time to time, create.

ARTICLE 13

OFFICERS OF THE ASSOCIATION

There shall be a President, Vice-President, Secretary, Treasurer and Registrar. No person shall hold office if he/she is not a Full Member, and no member may hold more than one office except for the office of Treasurer/Secretary. All of the officers shall be elected by the elected board of directors for the position they have been nominated for. Any other agreement to the contrary the employment of all officers shall be settled from time to time by the board. The officers shall perform the duties described in the Parliamentary authority and these by-laws.

ARTICLE 14

HONOURARY OFFICERS

The board may from time to time appoint such honorary officers as they may consider appropriate.

ARTICLE 15

DUTIES OF PRESIDENT/VICE PRESIDENT

The President shall, when present, preside at and be at the chair at all meetings of the members of the Association and the board. The President, subject to the authority of the board, shall have general supervision of the affairs and business of the Association. The President with any officer appointed by the board for the purpose shall sign all by-laws. The President, shall be, ex officio, a Member of all committees. The President shall perform such other duties as may from time to time be determined by the Board. During the absence or inability of the President, the President's duties and powers may be exercised by the Vice-President.

ARTICLE 16

DUTIES OF SECRETARY

The Secretary shall be ex officio clerk of the board who shall:

- 1) attend all meeting of the board and record all facts and minutes of all proceedings in the books kept for such purposes

- 2) ensure that all notices required to be given are given to directors,
- 3) if a written concern of one Full Member, which is endorsed in writing by another is submitted at a general meeting to the chair concerning a financial matter and the chair is unable to satisfy the concern at the general meeting, then the member who filed and endorsed the concern will be requested to attend the next board meeting at which time the books will be open to that member.
- 4) keep an active list of all Members, chapters and individuals and/or groups that the board may, from time to time, decide upon.
- 5) ensure that all notices, flyers, press releases and/or any form of communication required to be given are given to Members, chapters and other individuals and/or groups that the board may, from time to time, decide upon.
- 6) create and maintain any electronic bulletin board, newsletter, telephone information line or any other method for communicating to and beyond the membership that the board may, from time to time, direct the Registrar to establish.
- 7) be responsible in general for communication between the board and the members
- 8) maintain an accurate history of the bylaws, minutes, reports of committees and other records of the Association that are produced and that the board considers worthy of preservation

ARTICLE 17

DUTIES OF TREASURER/REGISTRAR

- 1) open a bank account in the Association's name,
 - 2) keep track of all income and expenses
 - 3) keep all necessary documentation of all income and expenses
 - 4) provide a financial statement when required
 - 5) **keep an active list of all members, chapters and individuals and/or groups that the board may, from time to time, decide upon**
 - 6) **create and maintain any electronic bulletin board, newsletter, telephone information line or any other method for communicating to and beyond the membership that the board may, from time to time, direct the treasurer/registrar to establish.**
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ARTICLE 18

DUTIES OF OTHER OFFICERS

The duties of all other officers of the Association shall be such as the terms of their engagement call for or the board required of them.

Current Board Positions:

Communications Director (2 Positions)

- responsible for the organization and maintenance of any public relations initiatives that the board may, from time to time, decide upon
 - create and maintain any electronic bulletin board, newsletter, telephone information line or any other method for communicating to and beyond the membership that the board may, from time to time, direct the communications director to establish.**
 - formation of media contacts with both local and national media outlets
 - maintain membership communication boards at each station
 - maintain regular submissions to Canadian Emergency News and be responsible for the maintenance of a quarterly newsletter
 - creation and maintenance of print media campaign

DIRECTOR OF PROGRAMS (2 positions)

- responsible for the coordination and management of community programs and reporting of progress to the Vice President of Operations

DIRECTOR OF SOCIAL AND MEMBERSHIP PROGRAMS (2 Positions)

- be a liaison between the members and the Board to ensure fair and equal representation exists within the Association.
- be a liaison between the Association and the OPA Director of Membership/Chapters to provide information to the membership and bring forward concerns.
- network with the members to provide the Association information and bring forward concerns
- be a liaison between social committees as organized from time to time and the Board, oversee and implement social activities with-in the community
- to develop relationships with community partners that provide benefits to members of the Association
- to develop and manage membership acquisition programs and retention programs to increase our membership numbers.

ARTICLE 19

EXECUTIVE DIRECTOR

The board may, from time to time, appoint an Executive Director and may delegate to such person such authority to manage and direct the business and offices of the Association as the board may, from time to time, determine (except for such matters and duties as must, by law, be transacted or performed by the board or by the members). The Executive Director shall report on the affairs of the Association as may be required, from time to time, by the board.

ARTICLE 20

EXECUTION OF DOCUMENTS

All contracts and engagements on behalf of the Association shall be signed by the President and any one (1) other director of the Association, or, any other director or officer authorized by the President and another director by resolution of the board. Both the President and Treasurer, or any other persons from time to time designated by resolution of the board may vote or transfer any and all shares, bonds, or other securities from time to time outstanding in the name of the Association in its individual capacity or otherwise and may accept in the name and on behalf of the Association transfers or shares, bonds or other securities from time to time transferred to the Association and may make, execute and deliver any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation. Notwithstanding any provisions to the contrary contained in the by-laws of the Association, the board may at any time by resolution direct the manner in which, and the person or person by whom, any particular instrument, contract or obligations of the Association may or shall be executed.

ARTICLE 21

TRUSTEE

The board may, by resolution, appoint trustees to hold the property of the Association and may determine the terms of any such trust. Any person authorized by the board to do so may execute any such trust agreement on behalf of the Association.

ARTICLE 22

BOOKS, RECORDS AND REPORTS

The board shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.

ARTICLE 23

MEMBERS

There shall be three (3) classes of members; Full Members of both the OPA and PPA, Full Members of PPA Only, and Associate Members.

Full Members shall include; (both OPA/PPA, and PPA only)

a qualified Emergency Medical Care Attendant (E.M.C.A.) or an appropriately certified Emergency Medical Attendant (E.M.A.) as defined within the Ambulance Act and regulations who is active in patient care either through road duties or administrative functions with a licensed Ambulance Service in Peel Region and any other employee of Peel Regional Paramedic Services who wish to be an active full member of the Association.

Associate Members shall include;

Non paramedic professionals who have an interest or who are stakeholders of the EMS community in Peel Region.

Associate members will receive all benefits as full members, but are limited to activities that do not require qualifications as an Emergency Medical Care Attendant (E.M.C.A.) or an appropriately certified Emergency Medical Attendant (E.M.A.) as defined within the Ambulance Act.

Associate members will at no time mis-represent themselves as a Paramedic or Emergency Medical Care Attendant or Emergency Medical Attendant.

All Associate member applications are subject to Board approval.

Full Members and Associate Members shall be collectively referred to as "members".

ARTICLE 24

CHAPTER

This Chapter shall be known as **THE PEEL PARAMEDIC ASSOCIATION.**

Full members of the association may join by paying the appropriate fee as stipulate by the board from time to time.

Directors for this Chapter shall be no less than six (6) and no more than eleven (11) with nine (9) being the number of choice.

The Provincial Ontario Paramedic Association shall not be responsible for any financial obligation entered into or accepted by any chapter.

ARTICLE 25

CHAPTER REPRESENTATIVES AND BY-LAWS

The elected representative(s) of this chapter shall have authority for this chapter only, and may not speak or purport to speak on behalf of any other chapter or the entire Ontario Paramedic Association. Representatives(s) of this chapter sit at the pleasure of the board and may be removed by due process and with just cause, as representative(s) by a majority of votes of board members present and voting at a meeting of the board called for that purpose. Due process shall be defined in the Conflict of Interest Guidelines of the Association, and 'just cause' may be defined any violation of either the code of Ethics, a breach of the bylaws, profiting from his/her position as representative, or for a Conflict of Interest. Regardless of whether a single representative or a board of directors are appointed to represent this local chapter, the representative(s) of this chapter will be bound by all articles of these by-laws, subject to the following conditions.

- a) in the case of a single representative, that representative shall be considered to hold all positions of the board and shall be responsible for the execution of all responsibilities of every member of the board.
- b) any reference in chapter documentation to the association shall be taken to be a reference to this local chapter, unless it specifically states it is referring to the Ontario Paramedic Association.
- c) any reference in chapter documentation to a board or directors shall be taken to refer to the board of directors of this local chapter.

- d) any reference in chapter documentation to a full member is taken to be a reference to a full member of this chapter and the Provincial Ontario Paramedic Association..
- e) articles 2 (Board of Directors) and 13 (Officers of the Association) shall be modified to accommodate this local chapter subject to Article 23 and with the approval of the board.
- f) in the case of a single representative, the powers and responsibilities granted to a number of directors in article 19 shall be granted solely to that single representative.
- g) the fiscal year of this chapter shall end on January 31st of each year.

ARTICLE 26

CHAPTER MISSION STATEMENTS, CODE OF ETHICS AND OBJECTIVES

The Mission Statement and Code of Ethics of this chapter shall be identical to the Mission Statement and Code of Ethics of the Ontario Paramedic Association. The PPA will have a Local Mission Statement which will identify local objectives, and may be changed only by majority vote of full members present and voting at a meeting of the membership of this chapter called for that purpose. Any variance(s) in the objectives which differ from that of the Ontario Paramedic Association objectives will apply only to this local chapter.

The PPA Code of Ethics

The practice of Paramedicine requires knowledge and compassion, along with concern and sensitivity for the well being of the patient. In keeping with this philosophy, every Paramedic shall:

Maintain certification with their respective ambulance services and the governing base hospital(s).

Conserve life, alleviate pain and suffering and promote health.

Provide care based on human need with respect for human dignity, unrestricted by consideration of nationality, race, creed, colour, status, sex, religion, sexual orientation, type of illness, or mental or physical disability.

Without fail, protect and maintain the patient's safety, dignity and privacy.

Preserve and protect the confidentiality of any information, either medical or personal, acquired through professional contact with a patient, except where the disclosure of such information is necessary to the treatment of the patient and the safety of other health care professionals or is required by the employer or the law.

Not use professional knowledge, skills, equipment or pharmaceuticals in any enterprise detrimental to the profession or the public well being.

During the performance of her/his duties he or she will conduct themselves In a manner that will reflect credit upon the profession

Encourage the trust and confidence of the public through high standards of professional practice, conduct, competence and appearance.

ARTICLE 27

RESTRICTION OF VOTES

All issues brought to a general meeting for a vote shall be voted on by Full Members.

ARTICLE 28

RIGHTS, DUTIES AND REMOVAL OF MEMBERS

Each member shall be entitled to receive notice of and attend at any general or annual meeting of members, and each Full Member shall have one vote on each question arising at any meeting of the members of the Association. Any member may be removed as a member upon resolution passed by a majority vote of the directors present and voting at a meeting of the board called for that purpose.

ARTICLE 29

ANNUAL AND OTHER MEETINGS OF MEMBERS

The annual or any other general meeting of the members shall be held at the head office of the Association or elsewhere in Peel as the board may determine and on such day as the board may appoint. At every annual or general meeting, in addition to any other business that may be transacted, the report of the board, the financial statement and report of the auditors, if any, shall be presented and subject to Articles 2 and 3 hereof, vacancies on the board, if any, shall be filled by election. The Full Members may consider and transact any business, either special or general, without any notice thereof at any meeting

of the Members. The board, or the President, shall have the power to call at any time a general meeting of the member of the Association and reasonable measure to ensure notification of each meeting will be taken fourteen (14) days prior to time fixed for the holding of such meeting.

** The AGM of the Peel Paramedic Association shall be held in the spring of each calendar year.

ARTICLE 30

FEES

Each member shall pay such membership fees, as shall be determined, from time to time, by the board.

No member shall be exempt from paying full value of membership fees. From time to time, the Board may elect to offer incentives to increase membership as long as no member shall pay less than the full membership fee as determined by the board.

ARTICLE 31

ERROR OR OMISSION IN NOTICE

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be at such person's last address recorded on the books of the Association.

ARTICLE 32

ADJOURNMENTS

Any meeting of the Association or of the board may be adjourned to any time and from time to time and such business may be transacted at such adjournment 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 be present.

ARTICLE 33

QUORUM OF MEMBERS

A quorum for the transaction of business at any general meeting of members shall consist of at least ten (10) Full Members present in person or represented by proxy.

ARTICLE 34

VOTING OF MEMBERS

Each Full Member shall at all meetings of members be entitled to one vote, and may vote by proxy. Such proxy need to be a member but before voting shall provide and deposit with the Secretary sufficient appointment in writing from such person's constituent or constituents. At all meetings of members every question shall be decided by a majority of the votes of the Full Members present and voting in person or represented by proxy unless otherwise required by the by-laws of the Association. Every question, except the election of a board member, shall be decided in the first instance by a show of hands, every Full Member shall have one vote, and unless a poll be demanded, a declaration by the Chair of the meeting that a resolution has been carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour or against such a resolution. Election of board members should be done by ballot, and not by a show of hands, unless the director is in through acclamation. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by Full Members present in person or by proxy, and such a poll shall be deemed the decision of the Full Members in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chair of the meeting shall be entitled to a second or casting vote.

ARTICLE 35

PARLIAMENTARY AUTHORITY

The rules contained in the modern edition of Robert's Rules of Order shall govern the Association in all cases where they are not inconsistent with these by-laws and a special rules of order that the Association may adopt.

ARTICLE 36

CHEQUES

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by one of two (2) officers; the President or Treasurer. Thus, allowing for collection on account of the Association through its bankers, and endorse notes and drafts for collection on account of the Association through its bankers and endorse notes and cheques for deposit with the Association's bankers for the credit of the Association, to the same may be endorsed "for collection" or "for deposit" with the bankers of the Association by using the Association's rubber stamp for the purpose. The President and Treasurer, jointly, may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all bank forms or settlements of balances and release or verification slips.

ARTICLE 37

DEPOSIT OF SECURITIES FOR SAFEKEEPING

Any securities of the Association shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any or all securities or deposits may be withdrawn, from time to time, only upon the written order of the Association signed by such officer or officers, agent or agents of the Association, and in such a manner as shall from time to time be determined by resolution of the board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the board shall be fully protected in acting in accordance with the directors of the board and shall in no event be liable for the due application of the securities so withdrawn from deposit of the proceeds thereof.

ARTICLE 38

NOTICE

Whenever under the provision of the by-laws of the Association notice is required to be given, unless otherwise provided herein, such notice may be given by personal delivery, or by telegraph, telecopier or electronic mail, in which case it shall conclusively be deemed, in the case of personal delivery, given on the date of personal delivery, in the case of telegraph, given on its being handed to the telegraph company or its messenger, in the case of the telecopier or electronic mail, given on its being sent, or by prepaid mail, in which case it shall conclusively be deemed given on the fifth (5) day next following the day on which it is posted provided there is no interruption in the postal service which affects delivery generally. If on or before the fourth business day following the day on

which the notice is mailed an interruption in the postal service affecting delivery or telegraph or telecopier and any notice mailed before five (5) days of uninterrupted postal delivery have elapsed since the mailing thereof shall be disregarded and of no force or effect. For the purpose of sending any notice the address of any member, director, or officer shall be the last address of such person as recorded on the books of the Association. Any person entitled to receive any such notice may waive such notice either before or after the meeting to which such notice refers.

ARTICLE 39

INDEMNIFICATION OF DIRECTORS AND OFFICERS

All directors, officers and their heirs, executors and administrators, and estates and effects, respectively, shall from time to time, and all times, be indemnified and saved harmless out of the funds of the Association from and against:

- a) all costs, damages, charges and expenses whatsoever that such a person sustains or incurs in or about any charge, information action, suit or proceeding that is brought, commenced or prosecuted against such person for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such person in or about the execution of the office; and
- b) all other costs, charges and expenses that such a person sustains or incurs in or about or in relation to the affairs of the Association, except such costs, charges or expenses as are occasioned by such person's own willful neglect or default.

ARTICLE 39

AMENDMENT

The board may, by resolution, amend, repeal, or re-enact any by-law of the Association and any such amendment, repeal or reenactment, unless in the meantime confirmed by a majority of the votes cast at a general meeting of the members called for that purpose, is effective only until the next general meeting of the members unless confirmed thereat, and in default of confirmation thereat, ceases to have effect at all from that time.

ARTICLE 40

ANNUAL BUDGET (on hold)

All Board members shall prepare an annual budget for their area of responsibility prior to the AGM each calendar year, which will be voted upon by the Board and presented in full to the full membership.

The completed budget for the organization will be entered into the minutes of the AGM. From time to time, the Board may vote upon changes to the annual budget in response to environmental change, and changes will be decided by majority vote by the board.

Dated this _____ day of _____, 2006

Robert Schembri – President

Brent Gorzynski – Treasurer

Originals signed and maintained at Head Office