

# **CONSTITUTION DRAINAGE SUPERINTENDENTS ASSOCIATION OF ONTARIO**

## **Article 1 NAME**

1.0 This organization shall be called “Drainage Superintendents Association of Ontario” herein after referred to as the Association.

## **Article 2 OBJECTIVES OF THE ASSOCIATION**

2.0 The objectives of the Association are to:

- (a) advance and improve the knowledge of land drainage in Ontario;
- (b) unite Drainage Superintendents, Drainage Commissioners, Drainage Support Staff and the drainage industry;
- (c) liaise with government agencies and other legislative authorities; and
- (d) liaise with other provincial, national or international drainage associations and individuals.

2.1 To achieve its stated objectives, the Association shall engage in the following;

- (a) the exchange of ideas and information;
- (b) the promotion of the better maintenance, repair, and improvement of drainage works;
- (c) influencing the legislation and policy concerning drainage works in Ontario;
- (d) affiliation with other associations having similar objectives.

## **Article 3 AFFILIATION**

3.0 The Association may seek affiliation with other organizations that have similar objectives.

3.1 Affiliation with another organization, and any subsequent changes to the terms of such agreement, shall require a two-thirds majority of votes cast at a general meeting, for which proper notice of motion has been given.

## **Article 4     DEFINITIONS**

4.0     The definitions applying to this Constitution are as follows.

- 4.1     “Chapter” – A Chapter shall consist of those members of the Association, within a certain area of the Province, who may meet from time to time and who shall elect their own Officers and carry out the Objectives of the Association. The Board of Directors shall determine the number and boundaries of the Chapter areas within the Province from time to time.
- 4.2     “Drainage Support Staff” are individuals who fulfill the Drainage Act responsibilities of the Clerk and/or Treasurer.
- 4.3     “Drainage Superintendent” is an individual appointed by a municipality under Subsection 93(1) of the Drainage Act.
- 4.4     “Drainage Commissioner” is an individual appointed by a municipality under Subsection 93(2) of the Drainage Act.
- 4.5     “Drainage Industry” is any individual who is associated with land drainage.
- 4.6     “Drainage Works”, has the same meaning as that defined in the Drainage Act.
- 4.7     “Membership”, consists of a member of the Association as defined in Section 3 of the Constitution.
- 4.8     Board of Directors, herein after referred to as the “Board”.
- 4.9     Annual General Meeting, herein referred to as the “AGM”.

## **Article 5     MEMBERSHIP**

- 5.1     Full Membership in the association is open to all persons who are either;
  - (a) An approved and appointed Drainage Superintendent, or
  - (b) An appointed Drainage Commissioner, or
  - (c) Drainage Support Staff.
- 5.2     Associate Membership is open to those individuals or firms, without prejudice or discrimination, who do not meet the requirements for Full Membership but are interested in or associated with drainage work and declare an intention to pursue the stated objectives of the Association.
- 5.3     Honourary membership may be conferred on individuals of known eminence in the drainage industry or those who have contributed special service to this Association. This individual shall be nominated and seconded by a Chapter of

the Association. Nominations will be received and if approved by the Board, Honorary Membership will be granted. Honorary members are exempt from membership fees. Honorary members do not have voting privileges at the AGM.

- 5.4 Applications for membership may be subject to the approval of the Board of Directors.
- 5.5 Continuing membership depends not only upon the qualifications set forth in 5.1 and 5.2, but also upon proper conduct and upon payment of annual dues as specified by this Constitution.
- 5.6 Suspension or Termination - Any membership may be suspended or terminated. Sufficient cause for such suspension or termination shall be: violation of the Constitution or any agreement, rule or practice properly adopted by the Association, or by any other conduct prejudicial to the interest of the Association. Such suspension or expulsions shall be by two-thirds vote of the Board of Directors, provided that a statement of the charges have been mailed by registered letter to the last known post office address of the member charged, at least thirty days before final action is taken thereon. This statement shall be accompanied by a notice of the place and time of meeting of the Board of Directors at which the charges shall be considered, and the member shall have the opportunity to appear in person or by his representative, and present any defence to such charges, before action is taken thereon.

## **Article 6 BOARD OF DIRECTORS**

- 6.1 The Board of Directors, or the Board, shall be composed of eight members, as follows;
  - 6.1.1. one (1) Director from the Full Membership of each Chapter of the Association,
  - 6.1.2. one (1) Director-at-large from the Full Membership of the Association, and
  - 6.1.3. one (1) Director from the entire Associate Membership of the Association.
- 6.2. The Board of Directors shall take initiative in preparing policies and actions for consideration and possible action by the Membership.
- 6.3. The Board is responsible for the implementation of all resolutions passed at general meetings of the membership.
- 6.4. The Board is responsible for the management of the affairs of the Association between general meetings.

- 6.5. Meetings of the Board of Directors are called by the President, who is also responsible for preparation of the agenda. The Board of Directors shall also meet at the request of four of its members.
- 6.6. The Board of Directors shall hold a minimum of two meetings each year, at times designated by the President. Special meetings may be called by the President when deemed necessary to deal with urgent business.
- 6.7. A quorum of the Board of Directors shall be four (4) voting members.
- 6.8. The Board of Directors has the authority to appoint one or more individuals to perform the duties of the Secretary, the Treasurer, a Promotion Coordinator and an Information Coordinator. The Board of Directors has the discretion to appoint Directors or members of the Association to perform these services, or it may hire an individual or individuals by contract to perform these services.
- 6.9. The Board of Directors may request an annual review of the books of the Treasurer of the Association.
- 6.10. The Board of Directors shall annually review the membership fee and prepare a recommendation for the Annual General Meeting.
- 6.11. The Board of Directors may appoint committees at its discretion to deal with matters that may arise.
- 6.12. In the event that a Director cannot complete the term of that office, the Board of Directors may appoint a person to fill this position for the balance of the term.
- 6.13. The Board may establish Policies with respect to various activities or business of the Association and, after these Policies have been adopted by the Membership, the Board shall act in accordance with the said Policies.

## **Article 7 OFFICERS**

- 7.1 There shall be four (4) officers of the Association, these being the President, the Vice-President, the Secretary, the Treasurer; however, if re-elected as a Director by his/her Chapter, the immediate Past President would also be considered an officer. With the exception of the Past President, all of these officers shall be elected or appointed from within the Board of Directors and by the Board of Directors, unless the Board chooses to appoint a Secretary and/or a Treasurer from outside the Board.
- 7.2 The President shall have the following duties and responsibilities:
  - 7.2.1. to preside over all general meetings and all meetings of the Board;
  - 7.2.3. to call special general meetings and special meetings of the Board;
  - 7.2.4. to sign all papers of the Association as authorized by the Board;

- 7.2.5. to assume active constructive leadership of the Association and responsibility for its success and progress.
- 7.3 The Vice-President fulfills the duties of the President when that person is temporarily absent or otherwise unable to perform the duties of the office. The Vice-President also performs specific duties assigned by the president, the Board, or the general membership. It is understood that the Vice - President shall ascend to the position of President for a two-year term.
- 7.4 In the event that the President is unable to perform the duties of the office or is removed from that office for any reason during a term, the Vice-President shall replace the President, and a Director, as nominated by the Board, shall assume the Vice-Presidency.
- 7.5 The Past President is available to undertake any special duties assigned by the President, or requested by the Board, or the general membership.
- 7.6 The Secretary shall be the recording officer of the Association and has the following duties:
- 7.6.1. keeping a record of all meetings in a minute book;
  - 7.6.2. safely keeping the books and records of the Association;
  - 7.6.3. circulating the minutes to the Board of Directors and, if directed, to the membership at large;
  - 7.6.4. serving all notices as required by the Constitution or as directed by the Board of Directors;
  - 7.6.5. maintaining an up-to-date list of members in each of the various chapters which shall include a record of the dues paid by members in order to establish those in good standing.

The Board may delegate the duties of the Secretary to a staff member.

- 7.7 The Treasurer has the following duties:
- 7.7.1. care and custody of all funds and other financial assets of the Association;
  - 7.7.2. keeping a full and complete record of receipts and disbursements thereof, available for inspection by members at any reasonable time, on request;
  - 7.7.3. making payments for all expenses incurred by the Association, as directed by the Board;

7.7.4. presenting an account of the financial condition of the Association and a budget for the following fiscal year at the AGM; and

7.7.5. presenting any consequent recommendations for changes to the annual dues paid by members.

The Board may delegate the duties of the Treasurer to a staff member.

## **Article 8 MEETINGS OF THE ASSOCIATION**

8.1 There shall be a general meeting of the Association held annually at such time and place decided by a majority vote of the Board of Directors.

8.2 Those persons entitled to vote on matters pertaining to the Association at any general meeting shall be Full Members, as defined in Article 5.1, and Associate Members, as in Article 5.2.

8.3 The annual dues, as recommended by the Board of Directors, shall be taken to the AGM for consideration and vote by the Full Membership.

8.4 The duties of the new Board of Directors shall commence at the conclusion of the AGM.

## **Article 9 NOMINATIONS AND ELECTIONS**

9.1 Only Full Members, as defined in Article 5.1, are eligible for appointment to or election to the Board of Directors as Chapter representatives or as the Director-at-Large.

9.2 Only Associate Members, as defined in Article 5.2, are eligible for election to the Board of Directors as the Associate Member Director.

9.3 At or before the AGM, each Chapter shall nominate one (1) member for the position of Director. If a Chapter wishes to nominate a member who is absent from the Annual General Meeting, it may do so, but only with the consent of the nominee.

9.4 If there are not enough nominations for Directors brought forth by the Chapters, the members in attendance at the AGM shall nominate and elect members at large to fill the remaining vacancies.

9.5 Annually, at the AGM, the Associate Membership shall nominate and elect one of its members to sit on the Board of Directors.

9.6 Normally, a member who has served six consecutive years on the Board of Directors cannot be reappointed or re-elected to the Board for at least one year; however, the six year term of a member on the Board of Directors can be

extended at the Annual General Meeting if recommended by the Board of Directors and if accepted by a majority vote of the Members or Associate Members present at the AGM, as the case may be.

#### **Article 10 AMENDMENT TO THE CONSTITUTION**

- 10.1 All proposed amendments to the Constitution of the Association shall be submitted to the Directors at least three months prior to the AGM. If the proposed amendments are approved by a majority vote of the Board of Directors, these amendments shall then be submitted to the members at least one month prior to the AGM. A record of the vote and recommendations of the Board of Directors shall also be presented.
- 10.2 To amend the Constitution, an affirmative vote of a two-thirds majority of the members present and voting at the AGM shall be necessary.

#### **Article 11 RULES OF ORDER**

- 11.1 *Procedures for Meetings and Organizations* by M. Kaye Kerr and Hubert W. King, published by Carswell Thomas Professional Publishing, Third Edition, 1996, or any later editions, shall govern the Association in all procedural matters not contained in this Constitution.