

# ***CONSTITUTION of the DRAINAGE SUPERINTENDENTS ASSOCIATION OF ONTARIO***

This organization shall be called "The Drainage Superintendents Association of Ontario" herein after referred to as the Association.

## **1. OBJECTIVES OF THE ASSOCIATION:**

(a) To advance and improve the knowledge of drainage through the exchange of ideas and information.

(b) To unite the Drainage Superintendents, Drainage Commissioners and Drainage Support Staff through an association for the promotion of the better maintenance, repair, and improvement of drainage works in Ontario.

(c) To liaise with government agencies and other legislative authorities that administer legislation and policy concerning drainage works.

(d) To liaise with other provincial, national or international associations and individuals having mutual concerns in drainage works.

## **2. DEFINITIONS:**

"Chapter" shall consist of those members of the Association within a certain area of the Province who may meet from time to time, shall elect their own Officers and shall carry out the Objectives of the Association. The number and boundaries of the Chapter areas within the province shall be determined by the Board of Directors from time to time.

"Drainage Support Staff" are individuals who fulfill the Drainage Act responsibilities of the Clerk and/or Treasurer.

"Drainage Superintendent" is an individual appointed by a municipality under Subsection 93(1) of the Drainage Act.

"Drainage Commissioner" is an individual appointed by a municipality under Subsection 93(2) of the Drainage Act.

"Drainage Works", has the same meaning as that defined in the Drainage Act.

"Membership", consists of a member of the Association as defined in Section 3 of the Constitution.

### 3. MEMBERSHIP:

(a) Membership shall be available without prejudice or discrimination to all persons interested or associated with drainage.

(b) Membership consists of the following classifications:

(1) MEMBERS - for the purpose of this Constitution a member shall be

(a) An approved and appointed Drainage Superintendent;

(b) An appointed Drainage Commissioner;

(c) Drainage Support Staff.

(2) ASSOCIATE MEMBERS - shall be all those individuals or firms who are directly associated with drainage works and interested in furthering the objectives of the Association. Associate members do not have voting privileges at the Annual General Meeting except as found in 3(f).

(3) HONOURARY MEMBERS - this membership shall be conferred on individuals of known eminence in the drainage industry or those who have contributed special service to this Association and this membership shall be granted upon recommendation of the Board of Directors. Honourary members are exempt from membership fees. Honourary members do not have voting privileges at the Annual General Meeting.

(c) Continuing membership depends not only upon the qualifications set forth in 3(b), but also upon proper conduct and upon payment of annual dues as specified by this Constitution. Applications for membership shall be subject to approval of the Board of Directors.

(d) Each member in good standing as defined in Clause 3(b)(1) shall be entitled to one vote on every motion whether it be by ballot or by a show of hands.

(e) Directors shall be elected from members as defined in Section 3(b)(1).

(f) The Associate Director shall be elected by Associate members as defined in 3(b)(2).

(g) Suspension or Expulsion - 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.

#### **4. BOARD OF DIRECTORS**

##### **(a) NOMINATIONS AND ELECTION**

Those eligible for election to the Board of Directors are members as defined in Sections 3(b)(1) and Associate Members as defined in Section 3(b)(2).

The Board of Directors shall be:

(1) Voting Directors consisting of the President, Vice President, five Directors and one Associate Director.

(2) The Vice - President shall be elected by the Board of Directors.

(3) The Board of Directors shall appoint one or more individuals to perform the duties of Secretary, Treasurer, Promotion Coordinator and Information Coordinator. The Board of Directors has the discretion to appoint Directors, members of the Association or may hire an individual by contract to perform these services.

(4) In the event that a Director on the Board cannot complete the term of that position, the Board of Directors may appoint a person to fill this position for the balance of the year.

(5) On or before the Annual General Meeting each Chapter may nominate one (1) member for the position of Director, excluding those Chapters with members as outlined in Section 4(c)(1)(2)(3).

(6) If a Chapter wishes to nominate a person to the Board of Directors, they can do so even if the member is absent at the Annual General Meeting, but only with the consent of the nominee.

(7) A member who has served more than six consecutive years on the Board of Directors cannot seek re-election for one year.

##### **(b) AFFAIRS**

The affairs of the Association shall be managed by the Board of Directors, to be elected at the Annual General Meeting of the Association.

(1) The Board of Directors may request an annual review of the books of the Treasurer of the Association.

(2) The Board of Directors shall annually review the membership fee and prepare a recommendation for the Annual General Meeting.

(c) PRIOR TO THE ANNUAL GENERAL MEETING

(1) The existing Board of Directors shall appoint from its Directorship a Vice - President for the upcoming year.

(2) The existing Vice - President shall ascend to the President's chair for a two-year term.

(3) The outgoing President may continue to serve as a Director subject to Section 4(a)(7).

(d) AT THE ANNUAL GENERAL MEETING

(1) Those elected will serve as Directors.

(2) If there are not enough names brought forth by the Chapters, then the members in attendance shall nominate and elect members at large to fill the remaining vacancies.

(3) The associate members as outlined in Section 3(b)(2) shall nominate members to sit on the Board of Directors, one to be elected.

(4) Those eligible for election to the Board of Directors are members as defined in Section 3(b)(1) and Associate Members as defined in Section 3(b)(2).

(e) COMMENCEMENT OF DUTIES

(1) The duties of the new Board of Directors shall commence at the conclusion of the Annual General Meeting.

(f) VACANCY OF OFFICE

(1) In the event of removal from office for any reason during a term of office, the President shall be replaced by the Vice-President and a Director shall assume the Vice-Presidency.

(g) COMMITTEE

(1) The Board of Directors may appoint committees at their discretion to deal with matters that may arise.

**5. OFFICER'S DUTIES**

(a) The President shall have the following duties:

- (1) Preside over all meetings of the members and all meetings of the Board of Directors.
- (2) Call special meetings of the members and Board of Directors.
- (3) Sign all papers of the Association as authorized by the Board of Directors.
- (4) Assume active constructive leadership of the Association and responsibility of its success and progress.

(b) The Secretary shall be the recording officer of the Association and it shall be their duty to:

- (1) Keep a record of all meetings in a minute book.
- (2) Keep safely the books and records of the Association.
- (3) Circulate the minutes to the Directors and if necessary to the membership at large.
- (4) Serve all notices required by the Constitution or as directed by the Board of Directors.

(c) The Treasurer shall have the following duties:

- (1) Have custody of all money belonging to the Association and to keep a full and complete record of receipts and disbursements thereof.
- (2) Pay out money as directed by the Board of Directors.
- (3) Make a report of the financial condition of the Association to the members at their Annual General Meeting.

## **6. MEETINGS OF THE ASSOCIATION**

(a) There shall be a general meeting of the Association held annually at such time and place decided by a majority vote of the Directors. This general meeting shall be named or referred to as the Annual General Meeting.

(b) Those persons entitled to vote at the Annual General Meeting on general matters pertaining to the Association shall be Members, as defined by 3(b)(1).

(c) The Board of Directors shall hold a minimum of two meetings each year, at the times designated by the President. Special meetings may be called by the President when deemed necessary to deal with urgent business.

(d) A quorum shall consist of four (4) voting Directors.

(e) The annual dues recommended by the Board of Directors shall be brought to the Annual General Meeting for consideration and vote by the membership.

## **7. AMENDMENT TO THE CONSTITUTION**

(a) All proposed amendments to the Constitution of the Association shall be submitted to the Directors at least three months prior to the Annual General Meeting. 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 Annual General Meeting. A record of the vote and recommendations of the Board of Directors shall also be presented.

(b) To amend the Constitution an affirmative vote of two-thirds majority of the members present and voting at the Annual General Meeting shall be necessary.

2006/01/26 Accepted at the Annual General Meeting