

# **REGULATIONS**

**THE**

**ENVIRONMENTAL HEALTH FOUNDATION**

**OF CANADA**

**September 12, 1986  
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## **REGULATIONS OF THE ENVIRONMENTAL HEALTH FOUNDATION OF CANADA**

### **1.0 Name**

- 1.1 The name of the charitable foundation shall be the "ENVIRONMENTAL HEALTH FOUNDATION OF CANADA".

### **2.0 Purposes and Objectives**

- 2.1 The purposes of the Foundation are:
- 2.1.1 To support the promotion of and research into the field of environmental health as it relates to the protection of the health of the public. This purpose will be pursued within Canada and internationally by working towards the following objectives:
    - 2.1.1.1 increasing public awareness of environmental health issues, concerns and hazards;
    - 2.1.1.2 encouraging and supporting persons in or entering into the field of environmental health through the issuance of bursaries and scholarships;
    - 2.1.1.3 supporting and/or providing educational programs in the field of environmental health;
    - 2.1.1.4 initiating and supporting research in the field of environmental health; and
    - 2.1.1.5 supporting the development and operation of national and international projects in the field of environmental health.
  - 2.1.2 To solicit or raise money, to receive, acquire and hold gifts, donations, legacies, bequests and endowments from all sources, including other charitable organizations, to be used solely in the furtherance of the aforesaid objectives.

### **3.0 Interpretation**

- 3.1 In these Regulations:
- 3.1.1 "Administrative Policies" means the Administrative Policies approved by the Board of Trustees;
  - 3.1.2 "Board" or "Board of Trustees" means the Board of Trustees of the Environmental Health Foundation of Canada;
  - 3.1.3 "Branch" means a division of the Institute duly constituted under By-Law No. 4 of the Canadian Institute of Public Health Inspectors;
  - 3.1.4 "Executive Council" means the Executive Council of the Canadian Institute of Public Health Inspectors;
  - 3.1.5 "Foundation" means the Environmental Health Foundation of

- Canada of the Canadian Institute of Public Health Inspectors;
- 3.1.6 "Institute" means the Canadian Institute of Public Health Inspectors;
  - 3.1.7 "Regulations" mean the Regulations adopted by the Board of Trustees of the Environmental Health Foundation of Canada;
  - 3.1.8 "Resolution" means a resolution passed by a simple majority of the votes cast by the Trustees present at a meeting of the Board;
  - 3.1.9 "Special Resolution" means a resolution passed by a majority of not less than seventy-five percent (75%) of the votes cast by the Trustees present at a meeting of the Board. Fourteen (14) days notice must be given for such a special resolution specifying the purpose;

#### **4.0 Administration**

- 4.1 The regulations shall be administered by the Board, and all interpretations of the meaning and intent of any part of the regulations or related decisions shall be the responsibility of the Board.

#### **5.0 Membership**

- 5.1 Persons to be appointed should have a sincere interest in the field of environmental health as it relates to the protection of the health of the public.
- 5.2 The Board, in choosing members, should:
  - 5.2.1 make every attempt to ensure there is equitable representation from the following sections of society:
    - 5.2.1.1 industry,
    - 5.2.1.2 government,
    - 5.2.1.3 educational institutions, and
    - 5.2.1.4 the community-at-large.
  - 5.2.2 where possible, give consideration to representation from the regions of Canada.
- 5.3 The Executive Council shall appoint four (4) members of the Institute to the Board as prescribed hereafter:
  - 5.3.1 The President of the Institute,
  - 5.3.2 A President of a Branch of the Institute as chosen by a majority vote of all Branch Presidents,
  - 5.3.3 Two (2) members of the Institute at large who are Regular or Life members.

#### **6.0 Meetings**

- 6.1 On at least one occasion during the calendar year, the Trustees shall meet together at such places as they deem appropriate for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

- 6.2 Subject to subsection 6.9, meetings of the Board may take place by electronic means (e.g., web-casting) or by teleconference.
- 6.3 Robert's Rules of Order shall govern the proceedings at all meetings of the Foundation.
- 6.4 A meeting quorum shall consist of not less than forty percent (40%) of the appointed Trustees, two of whom must be appointees of the Executive Council of the Institute. When a "majority" of the appointed Trustees are not present at a meeting, no Administrative Policy nor Special Resolution shall be voted upon. *(percentage amended at the 2002 AGM)*
- 6.5 The Chair shall preside over meetings of the Trustees but if at any meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the Vice-Chair shall preside over that meeting, but if neither is present the Trustees present may choose one of their number to chair the meeting.
- 6.6 In case of an equality of votes, the chair of the meeting shall have the casting vote. Declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of numerical proportion of the votes recorded in favour or against such resolution.
- 6.7 Questions arising at any meeting shall be decided by a majority of those Trustees present.
- 6.8 At the request of any three (3) Trustees, the Secretary shall convene a meeting of the Board.
- 6.9 Not less than fourteen (14) days' notice shall be given of all meetings and the Annual General Meeting of the Foundation, and such notice shall specify the place or electronic means, day and hour of the meeting. For the purpose of sending notice to any member for any meeting or otherwise, the address of any member shall be his last address recorded on the books of the Foundation.

## **7.0 Annual General Meeting**

- 7.1 The first Annual General Meeting of the Foundation shall be held not more than fifteen (15) months after the date of the inception of the Foundation and thereafter an Annual General Meeting shall be held at least once every calendar year and not more than fifteen (15) months after the holding of the preceding Annual General Meeting.
- 7.2 At the Annual General Meeting each year, the Trustees shall elect from amongst their number the Chair, Vice-Chair, Secretary and Treasurer for the Board who shall hold office until the conclusion of the Annual General Meeting the next year.

- 7.3 The election of a new Chair for the Board of Trustees will result in the outgoing Chair becoming the immediate “Past Chair” who shall be an officer of the Board. The Past Chair shall hold office until a new Chair is elected or he/she resigns. In the event that the Past Chair has resigned, the Trustees may appoint a former Chair to serve as Past Chair for the remainder of the term of office.
- 7.4 The Board shall provide an Annual Report to the Annual General Meeting of the Foundation including an audited Financial Statement and Budget. Upon approval, a copy of these documents shall be provided to the Institute.

## **8.0 Trustees**

- 8.1 The Trustees may exercise all such powers and do all such acts and things as the Foundation may exercise in the collection, holding and disbursement of funds for the operation and administration of a charitable foundation, as stated in the Purposes and Objectives, but subject nevertheless to the provisions of:
  - 8.1.1 all laws affecting the Foundation; and
  - 8.1.2 these Regulations.
- 8.2 The Board shall consist of a minimum of nine (9) members and a maximum of seventeen (17) members at any one time.
- 8.3 The initial Trustees of the Foundation shall be appointed by the Executive Council of the Institute and shall remain in office for a period of two (2) years from the date of their appointments.
- 8.4 With the exception of appointments by the Executive Council pursuant to Section 5.3, the Board of Trustees shall have the authority and responsibility to appoint or reappoint members to the Board once the initial appointments by the Institute have expired.
- 8.5 The term of office for all Trustees appointed by the Board shall be two (2) years from the date of the appointment.
- 8.6 Trustees shall be eligible for reappointment.
- 8.7 Trustees shall take office immediately upon appointment to the Board.
- 8.8 The Board of Trustees may, by resolution at any time and from time to time, appoint an Honorary Chair, for such term as the Trustees in their absolute discretion consider advisable and with such rights and privileges as they deem appropriate for the position. An Honorary Chair shall have the right to receive notice of and attend meetings but shall not have the right to vote.
- 8.9 The Board of Trustees may, by approval of a special resolution, remove a Trustee before the expiration of his term of office for conduct unbecoming a member of the Board.
- 8.10 Any vacancy occurring in the Board may be filled by the Trustees. The Trustees shall also have power at any time and from time to time to appoint any suitable person or persons to the Board of Trustees, but not so that the number of Trustees exceeds seventeen (17).

- 8.11 A Trustee shall cease to be a member of the Board:
  - 8.11.1 by delivering his resignation in writing to the secretary of the Foundation or by mailing or delivering it to the address of the Foundation; or
  - 8.11.2 on his death; or
  - 8.11.3 on being removed; or
  - 8.11.4 on having been absent for four (4) consecutive meetings of the Board.
- 8.12 No profit, dividend, gain, material benefit or advantage shall arise or accrue to any Trustee by reason of his membership on the Board. Further, no Trustee shall be remunerated for being or acting as a member of the Board. A Trustee may however, be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Foundation subject to the requirements outlined in the Administrative Policies and particularly Policy #2 - Financial Policies
- 8.13 No act or proceeding of the Board of Trustees is invalid only by reason of there being less than the prescribed number of Trustees in office.
- 8.14 The Board of Trustees shall, by approval of a special resolution, have the authority to amend their Regulations by a majority vote of the members of the Board. Any such amendment to the Regulations shall be subject to ratification by the Executive Council before coming into force.
- 8.15 No action taken by the Institute amending its Constitution or By-Laws shall invalidate an act of the Board of Trustees.
- 8.16 Every Trustee shall comply with these Regulations.

## **9.0 Officers**

- 9.1 There shall be the following officers of the Board:
  - Chair
  - Vice-Chair
  - Secretary
  - Treasurer
  - Past Chair
- 9.2 The Board may appoint or elect such other Officers as it deems necessary from time to time.
- 9.3 Where, for any reason, a vacancy occurs among the officers of the Board, the Board shall appoint a suitable person to complete the term of office.
- 9.4 The Board of Trustees may from time to time appoint such agents and authorize the employment of such other persons as it deems necessary to carry out the objectives of the Foundation and such agents or employees shall have such authority and shall perform such duties as may be prescribed by the Board.

- 9.5 The Chair of the Board shall:
  - 9.5.1 be responsible for calling meetings and shall preside at all meetings of the Board at which he is in attendance; and
  - 9.5.2 carry out such other duties as may be assigned to him by the Board.
- 9.6 The Vice-Chair shall, in the absence of the Chair or in the case of his inability to act, carry out all the duties and assume all the responsibilities of the Chair.
- 9.7 The Secretary shall:
  - 9.7.1 cause notice to be given of all meetings;
  - 9.7.2 cause accurate minutes to be kept of all meetings of the Foundation;
  - 9.7.3 be responsible for the custody of all official documents of the Board;
  - 9.7.4 cause all correspondence to be attended to; and
  - 9.7.5 perform such other duties as ordinarily pertain to his office.
- 9.8 The Treasurer shall:
  - 9.8.1 be responsible for the custody of the funds of the Foundation and depositing the same in the name of the Foundation in accordance with the instructions of the Board and shall keep proper books containing accurate accounts of all receipts and disbursements; and
  - 9.8.2 perform all other duties as may be assigned to him by the Board.
- 9.9 The Past Chair shall:
  - 9.9.1 seek nominations to the Board of Trustees,
  - 9.9.2 provide nominees with information on the duties and responsibilities of Trustees.
  - 9.9.3 perform such other duties as may be assigned by the Board.
- 9.10 The signing officers of the Foundation shall be the Chair, Vice-Chair, Past Chair and Treasurer or any two (2) of them.

## **10.0 Administrative Policies**

- 10.1 The Board shall, by a majority vote of members, have the authority to enact Administrative Policies pursuant to the Regulations, Purposes and Objectives of the Foundation. These policies shall include all aspects of but shall not be limited to the following matters:
  - 10.1.1 rules of order;
  - 10.1.2 the conduct of meetings and business of the Board;
  - 10.1.3 the collecting, soliciting or raising of funds as well as the holding and disbursement of funds;
  - 10.1.4 the incurring and remuneration of expenses;
  - 10.1.5 the issuance of bursaries and scholarships in the field of environmental health; including where applicable, the size of grants, eligibility criteria, application procedures, frequency of issuance and number issued;

- 10.1.6 the funding of research projects in the field of environmental health; including where applicable, terms and conditions, eligibility criteria, size of grants, frequency of issuance, application procedures and number issued;
  - 10.1.7 the funding of national and international projects in the field of environmental health; including where applicable, the size and cost of projects, eligibility criteria, application procedures, number of projects to be considered and joint funding with other agencies;
  - 10.1.8 the funding of education programs in the field of environmental health; including where applicable, types of programs, where they are to be offered and to whom, program content, duration, size and number of programs;
  - 10.1.9 the funding of programs directed to increase the public awareness of environmental health issues, concerns and hazards; including where applicable, content and duration of programs, scope, location proposed, cost, relevancy, application procedures, number and timing of projects to be considered; and
- 10.2 Every Administrative Policy established pursuant to these Regulations shall come into effect immediately upon approval unless otherwise stated in the Administrative Policy.
  - 10.3 A copy of every Administrative Policy which is established or amended by the Board shall be forwarded to the Executive Council for their information.
  - 10.4 Any Administrative Policy or portion thereof which is contrary to any portion of These Regulations shall have no force or effect.

## **11.0 General**

- 11.1 Voting at in-person meetings of the Board shall be by show of hands unless the use of a secret ballot is directed by the chair of the meeting or requested by a Trustee. Voting in teleconference meetings shall be signified by the oral statement "Aye" or "Nay". Voting at electronic meetings shall be by an appropriate electronic means.
- 11.2 Voting by proxy is not permitted.
- 11.3 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.
- 11.4 The Foundation is charitable in nature and acknowledges that all investments and property thereof, including the income therefrom, is and will be held in trust pursuant to the Regulations of the Foundation to further the objects of the Foundation. No part of the income of The Environmental Health Foundation of Canada shall be payable to, or shall be otherwise available for, the personal benefit of any Trustee or settlor thereof. This provision is unalterable.

- 11.5 In the event that the Foundation is dissolved or ceases operation, all remaining assets, after payment of liabilities, shall be distributed to other Canadian registered charitable organizations as the Board of Trustees of the Foundation may designate. This provision is unalterable.
- 11.6 In the event that the President of the Institute and/or the Branch President appointed to the Board are unable to attend a meeting of the Board:
  - 11.6.1 the Executive Council shall appoint official delegates to replace the President and/or the appointed Branch President;
  - 11.6.2 notice of such appointments(s) shall be provided to the Secretary of the Board of Trustees prior to the commencement of the meeting, and
  - 11.6.3 the official delegate(s) shall enjoy, for said meetings(s), the rights and privileges of a regularly appointed Trustee.

## **12.0 Seal**

- 12.1 The Trustees may provide a common seal for the Foundation and they shall have power to alter or to destroy it and substitute a new seal in its place.
- 12.2 The common seal shall be affixed only when authorized by a resolution of the Trustees and then only in the presence of the persons prescribed, being any two of the following officers: the Chair, the Vice-Chair, the Past Chair, or the Secretary.

## **13.0 Borrowing**

- 13.1 In order to carry out the purposes of the Foundation the Trustees may, on behalf of and in the name of the Foundation, raise or secure the payment or repayment of money in such manner as they decide.

## **14.0 Auditors**

- 14.1 The first Auditor shall be appointed by the Trustees at their second meeting after the inception of the Foundation. The Board shall fill any vacancy of auditor thereafter.
- 14.2 At the Annual General Meeting each year the Foundation shall appoint an auditor to hold office until he is reappointed or his successor is appointed at the Annual General Meeting the following year.
- 14.3 An auditor may be removed by a special resolution provided that the Trustees shall immediately thereafter appoint a new auditor. The auditor shall be informed forthwith in writing of such appointment or removal.
- 14.4 No Trustee and no employee of the Foundation shall be auditor.
- 14.5 The auditor shall be supplied with a copy of the financial reports and it shall be his duty to examine such reports with the accounts and vouchers relating thereto.

- 14.6 The auditor shall, at all reasonable times, have access to the books and accounts of the Foundation.
- 14.7 The auditor shall make an annual report to the Board and shall state whether in his opinion the financial reports are full, fair and properly drawn up so as to represent the financial position of the Foundation.

**15.0 Signatures**

We the undersigned, all being Trustees of the Foundation, hereby certify that this document titled "REGULATIONS", as amended, is the constitution and by-laws of the Foundation and that this is a true and correct copy.

Signature	Name	Relationship to Foundation
Dated this:      day of:                      , 20__      at:		
Signature	Name	Relationship to Foundation
Dated this:      day of:                      , 20__      at:		
Signature	Name	Relationship to Foundation
dated this:      day of:                      , 20__      at:		