

## **Constitution of Canadian Institute of Public Health Inspectors, B.C. Branch**

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1. The name of the Society is Canadian Institute of Public Health Inspectors, B.C. Branch.
2. The purposes of the Society are:
  - a. Extend the work of the federal society known as 'Canadian Institute of Public Health Inspectors' in British Columbia.
  - b. Act as a provincial resource for the maintenance and improvement of environmental public health by:
    - i. Initiating, encouraging and participating in research on health promotion and health protection
    - ii. Observing trends in health needs and anticipating requirements in manpower, resources, health legislation, and environmental health programs
    - iii. Developing and expressing viewpoints and statements of concern on environmental public health issues
    - iv. Promoting the establishment of licensing for Environmental Health Officers (EHO's) in British Columbia to ensure the highest standards of service and protection are provided to the public
    - v. Developing community service projects in the health field for the betterment of the citizens of British Columbia
    - vi. Promoting the exchange of information and the advancement of knowledge between EHO's, other health disciplines, and the public
  - c. To promote the advancement of environmental public health science by:
    - i. Ensuring the education and training of EHO's is kept abreast of changes in science
    - ii. Providing and encouraging bursaries, scholarships and awards for deserving persons entering or practicing in the field of environmental public health inspection
    - iii. Acting in these or any other ways considered necessary, beneficial and proper
  - d. To raise the status and standards of the EHO by:
    - i. Ensuring those persons certified and appointed as EHO's are properly qualified
    - ii. Participating in the certifying process of EHO's with the appointment of representatives who are eligible to sit as members of the Board of Certification of Public Health Inspectors and as members of the Board of Examiners in British Columbia

- iii. Participating in the continuing professional competency program of EHO's with the appointment of representatives who are eligible to sit as members of the Council of Professional Experience of the Canadian Institute of Public Health Inspectors
- e. To subscribe to and cooperate with any other association whose objects are similar to those of the Society.
- f. To take gifts, bequests or property for all or any one or more of the objects of the Society.
- g. To construct, maintain, and alter any houses, building or works necessary or convenient for the purposes of the Society.

**Part 1 - Definitions and Interpretation**

**Definitions**

1.1 In these Bylaws:

"Act" means the Societies Act of British Columbia as amended from time to time;

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time.

**Definitions in Act apply**

1.2 The definitions in the Act apply to these Bylaws.

**Conflict with Act or regulations**

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or regulations prevail.

**Part 2 - Members**

**Application for membership**

2.1 A person may apply to the Canadian Institute of Public Health Inspectors National Office for membership in the Society, and will become a member on the National Office's acceptance of the application.

**Classes of membership**

2.2 The Society has two classes of membership: voting and non-voting members.

**Voting Members**

Voting membership shall be granted to those persons who are regular, retired, life or fraternal members in good standing of the Canadian Institute of Public Health Inspectors, and resident in the Province of British Columbia or Territory of Yukon.

Voting members have the right to vote, and hold office of the Society. Exception: fraternal members shall not hold any office of the Society.

## Non-voting Members

Non-voting membership shall be granted to:

- (i) Student members in good standing of the Canadian Institute of Public Health Inspectors, who choose to be members of the Society; and
- (ii) Those awarded honorary membership at the discretion of the Society, who, in the opinion of the members present at an Annual General Meeting, have performed or rendered outstanding service to Public Health or the Society.

Non-voting members do not have the right to vote or hold office, but may attend the meetings of the Society.

## **Duties of members**

2.3 Every member must uphold the constitution of the Society and must comply with these Bylaws.

## **Amount of membership dues**

2.4 The amount of the branch assessment for regular members of the Canadian Institute of Public Health Inspectors shall be determined by resolution of a General Meeting, and must be no less than \$10.

2.5 There shall be no branch assessment for student, retired, life or fraternal members of the Canadian Institute of Public Health Inspectors or honorary members of this Society.

## **Payment of membership dues**

2.6 Every member must pay the membership dues (if any) on or before January 1<sup>st</sup> of each year.

## **Member not in good standing**

2.7 A member is not in good standing if the member fails to pay the member's annual membership dues, and the member is not in good standing for so long as those dues remain unpaid.

## **Member not in good standing may not vote**

2.8 A voting member who is not in good standing may not vote,

- (a) at a general meeting, or
- (b) for the purpose of consenting to a resolution of the voting members.

## **Termination of membership**

2.9 A person's membership in the Society is terminated when the:

- (a) person dies;
- (b) person resigns by sending written resignation to the National Office;
- (c) person no longer resides in the Province of British Columbia or Territory of Yukon;
- (d) person ceases to be a member of the Canadian Institute of Public Health Inspectors; or
- (e) Society is liquidated and dissolved under the Act.

## **Part 3 - General Meetings of Members**

### **Time and place of general meeting**

3.1 A general meeting must be held at the time and place the Board determines. At least one meeting shall be held or deemed to be held each calendar year in accordance with the Act, unless the Registrar authorizes the meeting to be held at a later date in accordance with the Act.

### **Ordinary business at general meeting**

3.2 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors, officers and councillors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

### **Notice of Meeting**

3.3 Written notice of the date, time and location of a general meeting must be sent to every member of the Society at least 14 days and not more than 60 days before the meeting. The notice may be by email to all persons who have provided an email address, and by posting on the Society website continuously for a period of at least 21 days prior to the meeting.

3.4 The accidental omission to send notice of a general meeting to a member, or non-receipt of notice by a member, does not invalidate any proceedings at a meeting.

### **Notice of special business**

3.5 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

### **Nominations for election to Society officer or councillor**

3.6 A call for nominations from persons interested in standing for election as an officer or councillor of the Society, shall be sent out to members 90 days prior to the annual general meeting.

3.7 Any member who wishes to stand for election shall write to the Society indicating their intention to stand, in the manner established by the directors, to be received by the Society no less than 60 days prior to the annual general meeting.

### **Chair of general meeting**

3.8 The following individual is entitled to preside as the chair of a general meeting:

- (a) an individual, if any, appointed by the Board to preside; or
- (b) if the Board has not appointed an individual or the individual appointed is unable to preside as the chair:
  - (i) the president,
  - (ii) the president-elect, if the president is unable, or
  - (iii) another director present at the meeting, if both the president and president-elect are unable.

### **Alternate chair of general meeting**

3.9 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present to preside as the chair.

### **Quorum required**

3.10 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

### **Quorum for general meetings**

3.11 The quorum for the transaction of business at a general meeting is 20 voting members or 10% of the voting members, whichever is greater.

### **Lack of quorum at commencement of meeting**

3.12 If, within 60 minutes from the time set for holding a general meeting, a quorum of voting members is not present:

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 60 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

### **If quorum ceases to be present**

3.13 If there ceases to be a quorum of voting members present at a general meeting, business must be suspended until a quorum is present or until the meeting is adjourned or terminated

### **Adjournments by chair**

3.14 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but at the continuation of the adjourned meeting only unfinished business may be transacted.

### **Notice of continuation of adjourned general meeting**

3.15 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted except when a general meeting is adjourned for 30 days or more.

### **Order of business at general meeting**

3.16 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive reports of directors' activities and decisions since the previous annual general meeting,
  - (iii) elect or appoint officers and councillors and appoint directors, and
  - (iv) appoint an auditor, if any;
- (g) deal with new business, including matters listed in the notice of meeting;

(h) terminate the meeting.

### **Methods of voting**

3.17 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members. If before or after a vote, two or more voting members request a secret ballot or a secret ballot is directed by the chair, voting must be by a secret ballot.

### **Proxy Voting**

3.18 Voting by proxy is allowed at general meetings for the purpose of voting on the election of officers and councillors, and amendments to the Constitution and Bylaws.

3.19 The appointment of a proxy holder must be in writing, valid only at the meeting authorized, and may be revoked at any time.

3.20 Proxy authorization forms will be sent to each voting member in good standing with the notice of general meeting.

3.21 The proxy holder must be a voting member in good standing.

3.22 The proxy holder must file the proxy form with the Secretary before the start of the meeting. The Secretary must check that the person appointing the proxy is not present at the meeting.

3.23 Proxies shall be exercised by the person to whom they have been assigned; who must be present at the time the voting is carried out.

### **Matters decided at general meeting by ordinary resolution**

3.24 At a general meeting a matter must be decided by ordinary resolution unless it is required by the Act or these Bylaws to be decided by special resolution. Ordinary resolutions are passed by a simple majority of the voting members, in person or by proxy.

3.25 With regard to election of officers or councillors, if only one candidate seeks election, then that person shall be elected by acclamation.

### **Matters decided at general meeting by special resolution**

3.26 Special resolutions are passed by at least 2/3 of the voting members, whether cast in person or by proxy, and include:

(a) proposed alteration to the Society's Constitution or Bylaws; or

(b) proposal to remove a director of the Society.

### **Announcement of result**

3.27 The chair of a general meeting must announce the outcome of each vote and record the outcome in the meeting minutes.

### **Requisition of general meeting**

3.28 Voting members (at least 10%), may require the directors of the Society to call a general meeting for the purposes stated in the requisition. The requisition must be in writing and sent to the registered address of the Society and each director and contain the information required in the Act.

3.29 The directors must call a general meeting to be held within 60 days after the date of receiving the requisition. The notice of meeting must be in accordance with the Act.

3.30 If, within 21 days after the date of the Society's receipt of the requisition, the directors do not call a general meeting, the majority of the requisitionists may call the meeting. The meeting must be called within 60 days after the expiry of the 21 days, and the notice and conduct of the meeting must be in accordance with the Act.

### **Members' proposals**

3.31 Voting members (at least 5%), may send the Society notice of a matter the members propose to have considered at an annual general meeting. The notice must be in accordance with the Act.

3.32 Provided that the proposal notice is received at least 7 days prior to when the Society is to issue the notice of the annual general meeting, the Society must include the proposal and other information required in the Act with the notice of the annual general meeting.

3.33 The Society need not respond to a proposal notice if substantially the same proposal was considered at an annual general meeting in the previous two years.

### **Remote participation in a general meeting**

3.34 Remote participation in a general meeting is not permitted, unless the Executive Committee has made arrangements for a communication medium that allows all persons to freely communicate with each other, voting can be conducted that adequately discloses the intentions of all members, and the Bylaws set out the rules on how remote voting is to occur.

## **Part 4 – Directors, Officers and Executive Committee**

### **Number of directors**

4.1 The Society must have no fewer than 3 and no more than 5 directors.

### **Election of Officers and appointment of directors**

4.2 At an annual general meeting where an officer or councillor term is open for election, the voting members entitled to vote, shall vote for the election of the President-Elect, Recording Secretary, Corresponding Secretary, Treasurer, and at least five, but not more than ten members at large (Councillors) to form the Executive Committee. At an annual general meeting where the President's term is open for appointment the President shall be appointed to the Executive Committee.

4.3 The President-Elect, Recording Secretary, Corresponding Secretary and Treasurer shall be appointed directors of the Society by virtue of their election to office. The President shall be appointed director of the Society when they assume the role of President.

4.4 The President and President-Elect shall hold office for a term commencing at the close of the annual general meeting where they were elected or assume the role and until the annual general meeting to be held in two years' time.

4.5 The President may not serve two consecutive terms unless a successor has not been duly elected.

4.6 The President-Elect shall assume the office of President at the closing of the annual general meeting at which the next President-Elect is elected. The outgoing President shall become the immediate Past President.

4.7 The immediate Past President may be elected to the Executive Committee as a member at large.

4.8 The Recording Secretary, Corresponding Secretary, Treasurer and Councillors shall hold office for a term commencing at the close of the annual general meeting where they were elected until the next annual general meeting. Nothing in this section may prevent a Recording Secretary, Corresponding Secretary, Treasurer or Councillor from being re-elected to the same office for a second or subsequent term.

### **Termination of term early**

4.9 Any officer or councillor of the Executive Committee shall cease to be a member of the executive committee if:

- (a) the person resigns from the position;
- (b) the person ceases to be a voting member of the Society;
- (c) the person is removed from the position by special resolution or the courts; or
- (d) the death of the person.

#### **Directors may fill casual vacancy on Board**

4.10 The Executive Committee may, at any time, appoint a voting member as an officer or councillor to fill a vacancy that arises on the Executive Committee as a result of the resignation, death or incapacity of an Officer/Councillor during the Officers'/Councillor's term of office.

#### **Term of appointment of director filling casual vacancy**

4.11 An officer or councillor appointed by the Executive Committee to fill a vacancy ceases to be an officer/councillor at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

#### **Functions of the Executive Committee**

4.12 The Executive Committee shall manage the activities and internal affairs of the Society.

4.13 The Executive Committee, without restricting its right to manage the activities and affairs of the Society, shall:

- (a) exercise all such powers available to the Society in these Bylaws and/or as provided in the Act;
- (b) appoint all committees that may be found necessary for the good governance of the Society and/or to carry out the objects of the Society;
- (c) appoint a Nominating Committee prior to the Annual General Meeting to receive nominations for open officer and councillor positions and prepare a report to the Annual General Meeting;
- (d) supervise and control all publications of the Society and the use of the name of the Society;
- (e) make recommendations for the granting of Honorary memberships of the Society;
- (f) make recommendations regarding nominations by the Society to the position of National Councillor to be a director on the board of the Canadian Institute of Public Health Inspectors. If no nomination is made, the President shall be the Society's National Councillor to be a director on the board of the Canadian Institute of Public Health Inspectors; or
- (g) make recommendations regarding nominations by the Society to the position of National President-Elect of the Canadian Institute of Public Health Inspectors.

## **Part 5 – Executive Committee Meetings**

### **Calling Executive Committee meeting**

5.1 An Executive Committee meeting may be called by the president or by any 2 other directors at such time and place as it sees fit.

### **Notice of Executive Committee meeting**

5.2 At least 2 days' notice of an Executive Committee meeting must be given unless all the directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

5.3 The accidental omission to give notice of an Executive Committee meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **Conduct of Executive Committee meetings**

5.4 Meetings of directors may be conducted by mail, telephone, fax, computer or other appropriate means, provided all participants can freely debate and vote.

### **Quorum of Executive Committee**

5.5 The quorum for the transaction of business at an Executive Committee meeting is five.

## **Part 6 - Board Positions**

### **Election or appointment to Board positions**

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) president-elect;
- (c) recording secretary;
- (d) corresponding secretary;
- (d) treasurer.

### **Role of president**

6.2 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

### **Role of president-elect**

6.3 The president-elect is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

### **Role of recording secretary**

6.4 The recording secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) filing the annual report of the Society and making any other filings with the registrar under the Act.

### **Absence of recording secretary from meeting**

6.5 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

### **Role of corresponding secretary**

6.6 The corresponding secretary is responsible for doing, or making the necessary arrangements for the following:

- (a) conducting correspondence of the Board.

### **Role of treasurer**

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

## **Part 7 - Remuneration of Directors and Signing Authority**

### **Remuneration of directors**

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

## **Signing authority**

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society:

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the president-elect together with one other director,
- (c) if the president and president-elect are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

7.3 Banking instruments, instructions and directions to be signed by the Society must be signed on behalf of the Society:

- (a) by the treasurer, together with one other director;
- (b) if the treasurer is unable to provide a signature, by the president together with one other director;
- (c) if the treasurer and president are both unable to provide signatures, by any 2 other directors; or
- (d) in any case, by one or more individuals authorized by the Board to sign the banking instrument, instructions or directions on behalf of the Society.

## **Part 8 – Miscellaneous**

### **Affiliation with the Canadian Institute of Public Health Inspectors**

8.1 The Society shall subscribe to and be affiliated with the Canadian Institute of Public Health Inspectors in the name of each member and ensure that each member receives the advantages of such affiliation.

### **Fiscal year**

8.2 The fiscal year of the Society shall be January 1st to December 31<sup>st</sup>, unless the Executive Committee resolves otherwise.

### **Time and place members may inspect the Society books**

8.3 Without limiting provisions in the Act regarding member and director inspection of Society records, the books and records of the Society may be inspected for one hour before the Annual General Meeting at the place fixed for the meeting, provided that notice of a request to inspect has been received by the secretary at least 10 days before the annual general meeting.

### **Restrictions on use of register of members**

8.4 The register of members must only be used for the internal affairs of the Society. The directors may require written request to inspect the register of members which details the applicants name and a declaration that the information will be used only as permitted by the Act. Use of the register is limited to:

- (a) requisitioning a general meeting;
- (b) submission of a member proposal;
- (c) calling for a general meeting during liquidation; or
- (d) an effort to influence the voting of members.

The directors may set a notice period to be given to request the inspection of the register and the times when the register can be inspected.

### **Rules of order**

8.5 Except where otherwise stated, Roberts Rules of Order will be used for the conduct of business of the Society.

### **Restriction on remuneration to members**

8.6 No member shall receive any remuneration for being a member of the Society, except for expenses in carrying out the business of the Society, and if approved by resolution at a general meeting, an honorarium may be granted to a member or person.

### **Seal of the Society**

8.7 The Society may have a seal in the form approved by the directors. If a seal is approved it shall be in the custody of the secretary and affixed to instruments on direction of the board in the presence of the persons given signing authority on behalf of the Society.