

# **PUBLIC HEALTH ASSOCIATION OF BRITISH COLUMBIA**

## **Office Consolidation of Constitution and Bylaws**

Prepared by George K. Bryce, legal counsel  
and registered records office

*(Date of office consolidation: April 23, 2009)*

### **CONSTITUTION**

1. The name of the society is the “PHA Public Health Association of British Columbia”.
2. The purposes of the society are to constitute a special resource in BC for the betterment and maintenance of the population’s health at the community and personal level by:
  - (a) promoting and supporting the development and implementation of healthful public policy;
  - (b) promoting and protecting the public’s health, including disease and injury prevention initiatives;
  - (c) undertaking community development and education initiatives concerning matters of important to the public’s health;
  - (d) facilitating the sharing of health and related information;
  - (e) encouraging and supporting research in the field of public health;
  - (f) co-operating regionally, nationally and internationally with other organizations to further the public’s health;
  - (g) advancing opportunities for professional development;
  - (h) on behalf of the membership and the public, encourage changes to promote appropriate health reforms; and
  - (i) advocating for improvement in the health of BC residents and other populations.

## **BYLAWS**

### **PART 1 – INTERPRETATION**

1.1 The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws.

1.2 In these Bylaws unless the context otherwise requires:

- (a) Society Act means the Society Act of BC from time to time in force and all amendments to it;
- (b) “Directors” Officers and Directors-at-large of the Association and are referred to collectively in these Bylaws as the Board;
- (c) “Association” means the PHA Public Health Association of British Columbia;
- (d) “Registered Address” of a member means the member’s address as recorded in the Association’s register of members;
- (e) “Nomination Date” is the day when nominations for vacant positions are to be received by the Association but not necessarily as post marked;
- (f) “Election Commencement Date” is the day when the ballots are to be mailed out to each member in good standing and as post marked;
- (g) “Election Date” is the day when the ballots are to be received by the Association but not necessarily as post marked;
- (h) “Standard” means an operation guideline or procedure approved by the Board;
- (i) “General Meeting” means a meeting of the Association, including the Annual General Meeting (AGM);
- (j) “Adjourned General Meeting” means a meeting reconvened after a previous general meeting was adjourned because of a lack of a quorum.

1.3 Words imparting the singular include the plural and vice versa; and words imparting the male person include a female person and a corporation.

### **PART 2 - MEMBERSHIP**

2.1 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these Bylaws and, in either case, have not ceased to be members.

2.2 An individual may apply to the Directors for membership in the Association and on acceptance by the Board shall be a member.

2.3 Every member shall:

- (a) Uphold the Constitution and comply with these Bylaws;
- (b) Receive notice of meetings and communications the Association sends to its members.

2.4 All members are in good standing except a member who has failed to pay the applicable current annual membership fee or any other subscription or debt due and owing-by the member to the Society. The member is not in good standing so long as the debt remains.

Categories of Membership and Fees

2.5 The following are the categories of membership in the Association:

- (a) Regular;
- (b) Student;
- (c) Retired;
- (d) Honourary;
- (e) Affiliate

2.6 The Directors may annually review the categories of membership and propose to create or eliminate any category of membership, but must present that change to the Members for ratification at the next AGM.

2.7 Subject to the following Bylaws, the Directors may determine from time to time the qualifications, rights, restrictions, fees and obligations for each category of membership.

2.8 A regular member is an individual not coming within any of the other categories defined and has paid the annual membership fee for a regular member.

2.9 A student member is an individual who is enrolled in an educational institution and has paid the annual membership fee for a student member.

2.10 A retired member is an individual who has retired from employment and has paid the annual membership fee for a retired member.

Honourary Member

2.11 The Directors may grant an Honourary Membership to any member who has rendered distinguished service and or made an extraordinary contribution to the public's health in BC.

2.12 An Honourary Member:

- (a) Does not pay an annual membership fee;
- (b) Is entitled to vote at the AGM; and
- (c) May hold office.

Affiliate Member

2.13 The Board may grant an affiliate membership to any society, association, corporate or voluntary organization that meets the following criteria:

- (a) The Affiliate Member has objectives that are compatible with those of the Association;
- (b) The Affiliate member is constitutionally autonomous, financially sustainable and has been constituted for at least 12 months;
- (c) The Affiliate Member is BC based or is a BC Chapter of a national organization; and
- (d) The Affiliate Member designates in writing to the Board one of its members to be its official representative.

2.13(B) An official representative of an Affilliate Member is entitled to a single vote at the AGM [but may not hold office].

Membership Fees

2.14 The Directors may annually review the fee for each membership category and submit any fee changes to the members for ratification at the next AGM for implementation at the beginning of the fiscal year in which the AGM is held.

Termination of Membership

2.15 A member automatically ceases to be a member of the Association:

- (a) On submitting in writing his resignation to the Secretary of the Association at the mailing address of the Association;
- (b) on notification of a member's death or in the case of a corporation or Society on notice of its dissolution or resignation; and
- (c) On failing to pay a membership fee, subscription or society debt due and owing after a period of not less than three months.

2.16 A person who ceases to be a member of the Association under Bylaw 2.15(c) may apply for readmission, but must pay in full the unpaid fee, subscription or debt before being granted readmission.

2.17 Upon being notified and given reasons 30 days in advance, and after being given an opportunity to be heard before the vote, a person may be expelled from the Association by a resolution of the Board.

**PART 3 – DIRECTORS AND OFFICERS**

Powers of the Board

3.1 The Directors may exercise all the powers and do all the acts and things that the Association may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in a general meeting, but subject nevertheless, to:

- (a) All laws affecting the Society;
- (b) These Bylaws;
- (c) Rules, not being inconsistent with these Bylaws, which are made from time to time by the Association in a General Meeting.

3.2 Notwithstanding the generality of Bylaw 3.1, the Board may:

- (a) Approve a Standard referred to in these Bylaws;
- (b) Issue statements pertaining to public health issues; and
- (c) Develop a strategic plan for the Association.

3.3 No rule, made by the Association in a General Meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

Composition of the Board

3.4 The Board shall consist of not more than 15 Directors, each of whom shall be a regular member in good standing of the Association.

3.5 The Board of Directors may include not more than five Executive Officers and not more than 10 Directors-at-large.

3.6 The Executive Officers are the President, Past President, Vice President, Secretary, and Treasurer.

3.6(B) The Board may by resolution merge the position of Secretary and Treasurer into a single position to be known as the Secretary/Treasurer.

3.7 The Directors-at-large shall hold office in accordance with Part 4 of these Bylaws.

3.8 The Executive Officers and the Directors-at-large shall be nominated and elected in accordance with Part 5 of these Bylaws.

Ex Officio Members of the Board

3.9 Ex-officio members of the Board include the Executive Director and any Special Advisor so appointed by the Board.

3.10 An Ex-officio member is entitled to participate in discussions of the Board, but may not vote on a Board resolution.

3.11 An Ex-officio member may attend an in-camera session at the pleasure of the President or the chair of the Board at the time.

3.12 The Board may from time to time appoint a Special Advisor to the Board to provide special expertise on an issue, and if such an Advisor is appointed, the Board shall also define how long the appointment shall last.

3.13 The Board may reappoint an Advisor at the end of an appointment.

Vacancies on the Board

3.14 The Board may from time to time appoint a member as a Director-at-large to fill a vacancy in the Directors or reassign the duties amongst the members of the Board, except as otherwise specified in these Bylaws.

3.15 A Director-at-large so appointed remains in the position until the end of the next annual general meeting, but is eligible for election to the position in accordance with Part 5.

3.16 No act of proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

Removal and Remuneration of Directors

3.17 Upon being notified and given reasons 30 days in advance, and after being given an opportunity to be heard before the vote, the members may by special resolution remove a Director before the expiration of his term of office and may elect a successor.

3.18 No Director may be remunerated for being or acting as a Director, but a Director shall be reimbursed for all expenses necessary and reasonably incurred by him while engaged in the affairs of the Society according to financial policy of the Association.

Board Committees

3.19 The Board may set the Terms of Reference for a Board Committee, including its composition, purposes and reporting requirements.

3.20 Every Committee, including a Standing Committee, shall:

- (a) Be chaired by a Director appointed by the Board;
- (b) May include members who are not Directors, and Special Advisors who may not be members of the Association;
- (c) Limit its activities to the purposes for which it was established;
- (d) Not act on behalf of the Association unless specifically authorized to do so by the Board;
- (e) Report to the Board in the form and time set by the Board.

Standing Committees of the Board

3.21 The Standing Committees of the Board are:

- (a) Executive Committee;
- (b) Finance Committee; and
- (c) Governance Committee.

Executive Committee

3.22 The Executive Committee is composed of the President, Vice-President, Secretary, Treasurer and the Past President, and the Executive Director is an Ex-officio member of this Committee

3.23 In addition to any terms of reference set by the Board, the Executive Committee:

- (a) Shall be chaired by the President;
- (b) Performs tasks and makes decisions on behalf of the Directors that require urgent attention;
- © Must report to the Board on a regular basis, or at least after completing a task or making a decision that required urgent attention; and
- (d) Initiate a strategic plan for the Association.

Finance Committee

3.24 The Finance Committee is responsible for the finances of the Association.

3.25 In addition to any terms of reference set by the Board, the Finance Committee will be:

- (a) Chaired by the Treasurer.

- (b) Prepare financial statements for the Board meetings;
- (c) Present the Board-approved financial statement at the annual General Meeting;

Governance Committee

3.26 Governance Committee is responsible for the conduct of nominations and elections, and Board Development.

3.27 In addition to any terms of reference set by the Board, the Committee will:

- (a) Be chaired by a Director-at-large;
- (b) Carry-out the Nomination and Election Standards for the election of new Officers and Directors;
- (c) Annually establish the following dates: nomination, election commencement and election date; and
- (d) Assist the President / Board in Board Development.

3.28 At the AGM immediately following an election, the names of the new Directors and Officers elected or acclaimed will be announced by the chair of the Governance Committee.

Ad Hoc Committees

3.29 The Board may:

- (a) create, continue or terminate a committee other than a Standing Committee;
- (b) set the terms of reference for an Ad Hoc Committee, including its composition, purposes and reporting requirements;
- (c) dissolve an Ad Hoc Committee after it has completed the purpose for which it was established.

**PART 4 – DUTIES OF THE OFFICERS**

4.1 The President is the Chief Executive Officer of the Association and shall:

- (a) Chair the Board, Executive Committee and the AGM;
- (b) Supervise the other Officers in the execution of their duties; and
- (c) Is an Ex-officio member of all Committees of the Association.

4.2. The Vice President shall carry out the duties of the President during his absence.

4.3 The Secretary shall:

- (a) Conduct the correspondence of the Society;
- (b) Issue notices of meetings of the Society and Directors;
- (c) Keep minutes of all meetings of the Society and Directors;
- (d) Have custody of all records and documents of the Society except those required to be kept by the Treasurer;
- (e) Maintain the register of members;
- (f) Have custody of the common seal of the Society; and
- (g) Keep the minutes of all in-camera sessions.

4.4 The Secretary may delegate only the performance of the tasks set out in Bylaws 4.3 (a) to (e).

4.5 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as the Secretary at the meeting.

4.6. The Treasurer shall:

- (a) Keep the financial record, including the books of account, necessary to comply with the Society Act; and
- (b) Render financial statements to the Directors, members and others when required.

4.7 The Past President shall:

- (a) Ensure the continuity of operations;
- (b) Maintain the history of the Association; and
- (c) Perform such other duties as may be assigned by the Board.

## **PART 5 – NOMINATIONS AND ELECTIONS**

5.1 Directors and Officers will be nominated, elected/acclaimed according to the Nomination and Election Standards.

### Nominations

5.2 Notwithstanding the policies and procedures set out in the Nomination and Election Standards, a nomination must be:

- (a) In writing;
- (b) Supported by at least three nominators who are members in good standing; and
- (c) Received by the Association by 5:00 pm on the Nomination Date.

### Elections

5.3 Notwithstanding the policies and procedures set out in the Nomination and Election Standards:

- (a) A candidate may be elected by acclamation;
- (b) If no successor is elected, the Director currently holding the position will continue in that position until the Board appoints a member to replace that Director or the membership elect a member to that position;
- (c) The President may be elected for one two-year Term of Office.
- (d) Officers (other than the President) may be elected to the Board for no more than two consecutive Terms of Office to a maximum of four years;
- (e) Directors-at-Large may be elected for two consecutive Terms to a maximum of 4 years; and
- (f) A Director-at-Large who has served 4 consecutive years on the Board must remain off the Board for one term before they are eligible to again seek election to the Board.



Election of President

5.4 Notwithstanding the policies and procedures set out in the Nomination and Election Standards, the President shall be elected prior to each annual general meeting held in an odd numbered year.

Past-President

5.5 Notwithstanding the policies and procedures set out in the Nomination and Election Standards:

- (a) On retiring, the President becomes the Past President at the end of the Annual General Meeting, in which a newly elected President takes office;
- (b) The Past President shall hold that position for a period of two years and retire at the end of the AGM held in even numbered years; and
- (c) The Past President will again be eligible for election to the Board after one term.

Election of Officers (except the President) and Directors at Large

5.6 Notwithstanding the policies and procedures set out in the Nomination and Election Standards:

- (a) The Vice President, Secretary and five Directors at large shall be elected to office in the odd number years; and
- (b) The Treasurer and five members of the Directors at large shall be elected to office in the even numbered years

**PART 6 – MEETINGS OF THE MEMBERS**

General Meetings

6.1 Every General Meeting, other than an AGM, is an Extraordinary General Meeting.

6.2. General meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the Directors decide.

6.3 Notice of a General Meeting shall specify the date, time and place of the meeting and, in the case of special business, the general nature of business.

6.4 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings of that meeting.

Quorum

6.5 A quorum is 20 members in good standing present at the meeting.

6.6 If at a time when a quorum is not present at a general meeting, no business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted.

6.7 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

6.8 If, within 30 minutes from the time appointed for a general meeting that was requested by the members, a quorum is not present; the requested meeting shall be terminated.

6.9 If, within 30 minutes from the time appointed for any other general meeting, a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

#### Chairs of General Meetings

6.10 Subject to Bylaw 6.11, the President or Vice President or in the absence of both, one of the other Directors shall preside as Chair of a general meeting.

6.11 If at a General Meeting:

- (a) There is no President, Vice President or other Director present within 15 minutes after the time appointed for holding the meeting, or
  - (b) The President and all the other Directors present are unwilling to act as chairman,
- then the members present shall choose one of their numbers to be the chair.

#### Adjourned General Meetings

6.12 A General Meeting may be adjourned to another time and place.

6.13 At an Adjourned meeting, no business shall be transacted other than the business left unfinished at the meeting from which the adjournment took place.

6.14 When a General Meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original general meeting.

6.15 Except as provided in bylaw 6.16, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

#### Resolutions

6.16 No resolution proposed at a general meeting need be seconded.

6.17 The Chair of a meeting may move or propose a resolution.

#### Voting at General Meetings

6.18 A member in good standing present at a meeting of members is entitled to one vote.

6.19 Voting is by a show of hands.

6.20 Voting by proxy is not permitted.

6.21 A member who is the official representative of an Affiliate Member may exercise all rights as a member of the meeting and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Association.

6.22 In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

Business of Meetings

6.23 An AGM shall be held at least once every calendar year and not more than 15 months after the holding of the last preceding AGM.

6.24 At an AGM, special business shall be conducted first, followed by general business, where:

- (a) Special business means:
  - (i) the adoption of rules of order;
  - (ii) the consideration of the financial statements;
  - (iii) the report of the Directors;
  - (iv) the election of Directors;
  - (v) the other business that, under these Bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting, and
- (b) General business means any other business, including but not limited to the following:
  - (i) A resolution to amend the Constitution or Bylaws;
  - (ii) A resolution to have the Association take a position on a public health issue;
  - (iii) A resolution to expel a member;
  - (iv) Awards or other acknowledgements.

6.25 At an Extraordinary General Meeting, the business that is set out in the Notice for such a meeting can be conducted, except the adoption of Rules of Order for that meeting.

**PART 7 – MEETINGS OF THE BOARD**

7.1 The Board will meet at least three times per year, at a time and place necessary to conduct business, adjourn and otherwise regulate their meetings and proceedings as they see fit.

7.2 Business will be conducted according to the Rules of Order adopted for the Association.

7.3 A quorum of a meeting of the Board is 5 Directors.

7.4 A Director may participate in a meeting of the Board by mean of telephone conference or other communications facilities as permit all persons participating in the meeting to communicate with each other, and a Director participating in a meeting by such means is deemed to be present at the meeting.

7.5 The President shall Chair all meetings of the Board.

7.6 In the absence of the President, after the time appointed to hold the meeting, the Vice President shall chair the meeting of the Board.

7.7 If both the President and Vice-President are absent, the Directors present may choose one of their numbers to chair the meeting.

Director-initiated Board meetings

7.8 If at least four Directors so request, the Secretary shall convene a meeting of the Board.

7.9 The Secretary will notify the Board of the time and place of the meeting and include the nature of the business to be discussed.

7.10 No other business other than that stated in the notification of meeting will be discussed at the meeting.

A new Director's first meeting

7.11 For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or any other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director for the meeting to be constituted, if a quorum of Directors is present.

Temporary Absence of a Board Member

7.12 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Association a waiver of notice, which may be by letter, telegram, telex, or cable, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

- (a) No notice of meeting of Directors shall be sent to the Director, and
- (b) Any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.

Voting by the Board and its Committees

7.13 The Past President is entitled to a vote at a meeting of the Directors or the Executive Officers.

7.14 No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chair of a meeting may move or propose a resolution.

7.15 A resolution in writing, approved by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

**PART 8 – ADMINISTRATION**

Seal

8.1 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

8.2 The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary, or President and Treasurer.

Borrowing

8.3 In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the money they decide, and, in particular but without limited the foregoing, by issue of debentures.

8.4 No debenture shall be issued without the sanction of a special resolution.

8.5 The members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next AGM.

Notice to members

8.6 A notice may be given to a member, either personally or by mail to the member and the member's registered address or sent electronically.

8.7 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in providing that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

8.8 A notice sent electronically shall be deemed to have been given on the day on which the notice was sent, and in providing that notice has been given it is sufficient to prove the notice was properly addressed and sent.

8.9 Notice of a General Meeting shall be given to every member shown on the register of members on the day notice is given.

8.10 No other person is entitled to receive a notice of General Meeting.

Bylaws

8.11 On being admitted to membership, each member is entitled to and the Society shall give to that member, without charge, a copy of the Constitution and Bylaws of the Society.

8.12 These Bylaws can be altered or added to by special resolution.