

Constitution and Bylaws of International Society for Performance Improvement Vancouver

Constitution of International Society for Performance Improvement Vancouver

- 1 The name of the society is **International Society for Performance Improvement Vancouver**.
- 2 The purposes of the society are
 - (a) to foster a dynamic professional community of practice in human performance improvement in British Columbia;
 - (b) to provide high-quality professional development opportunities for performance improvement professionals, managers, human resource personnel, trainers, coaches, educators, administrators and other leaders who facilitate the workforce performance improvement of clients, partners, colleagues, workers and other learners;
 - (c) to contribute to the success of the Chapter's members and their organizations;
 - (d) to contribute to the success of business, education and society by sharing and encouraging best practices in human performance improvement in and beyond British Columbia; and
 - (e) as a charter chapter of the International Society for Performance Improvement (ISPI International), to collaborate with ISPI International and its chapters throughout the world in furthering the state of the art and science of human performance improvement for the benefit of all.
- 3 International Society for Performance Improvement Vancouver is committed to maintaining its status as both a charter chapter of the International Society for Performance Improvement and a society incorporated in British Columbia. This provision is alterable.
- 4 If the society is dissolved, the directors shall transfer its assets, after all debts have been paid, to another incorporated society in British Columbia in order to accomplish purposes similar to those of International Society for Performance Improvement Vancouver. If the directors determine it is not feasible to do that, they shall instead transfer the assets to a charitable institution in British Columbia for charitable purposes. This provision is alterable.

Bylaws of International Society for Performance Improvement Vancouver

Part 1 — Interpretation

1 (1) In these bylaws, unless the context otherwise requires:

“**ISPI International**” means the International Society for Performance Improvement (ISPI), a world-wide association;

“**ISPI Vancouver**” means “International Society for Performance Improvement Vancouver,” which is an ISPI charter chapter that is incorporated in British Columbia as a registered society;

“**the society**” means ISPI Vancouver;

“**general meeting**” is a meeting of the members for the purpose of society business that the Society Act or these bylaws require to be conducted at a general meeting;

“**annual general meeting**” (AGM) is a general meeting of members held once each calendar year, normally in June, at which the directors provide the members with the directors’ report and conduct other AGM business that is specified by the Society Act and these bylaws;

“**extraordinary general meeting**” is any general meeting other than an AGM;

“**monthly meeting**” is a periodic meeting of members for advancing the purposes of the society, and it does not include a general meeting unless notice of a general meeting has been given in accordance with these bylaws;

“**ordinary resolution**” means a resolution passed at a general meeting of members by a simple majority of votes;

“**special resolution**” means a resolution proposed to all the members of the society with not less than 14 days’ notice, deemed to have passed at a general meeting by a majority of not less than 75% of the votes, filed with the Registrar and, where required by the Society Act, approved by the Registrar;

“**directors**” means the directors of the society;

“**registered address**” of a member means the member’s postal and email address as recorded in the society’s register of members;

“**registrar**” means the British Columbia Registrar of Companies; and

“**Society Act**” means the *Society Act* of British Columbia and all amendments to it.

(2) The other definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

2 Words importing the singular include the plural and vice versa, and words importing a person include a male or female person.

Part 2 — Membership

- 3 The members of the society are the applicants for incorporation of the society and those persons who subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.
- 4 A person may apply for membership in the society by submitting a completed application form and annual membership dues, and the person becomes a member when his or her membership dues are accepted by the society.
- 5
 - (1) Membership is open to any person who supports the purposes of the society.
 - (2) Each member must uphold the constitution and comply with these bylaws.
 - (3) Each member is encouraged to contribute to the work of the society in aspects of his or her choice and is entitled to be a candidate for a director's position.
 - (4) Every member is considered to be a "member in good standing".
- 6
 - (1) The society's membership year is from October 1 to September 30.
 - (2) The schedule of annual dues for the next membership year must be decided by the members by a simple majority of votes at the annual general meeting.
 - (3) The schedule of annual dues may include provisions for different amounts of dues for specified kinds of members such as those who are full-time students, who shall all retain the same rights and duties as all other members.
- 7 Membership in the society, ISPI Vancouver, is distinct from membership in ISPI International, which has separate dues.
- 8 A person ceases to be a member of the society
 - (a) by delivering his or her resignation in writing to the vice president of membership or by mailing or delivering it to the address of the society,
 - (b) on his or her death,
 - (c) on being expelled by special resolution, or
 - (d) on not having paid the annual membership dues by the next monthly meeting after the completion of the previous membership year.
- 9
 - (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Part 3 — Meetings of Members

- 10 General meetings of the members of the society are held at the times and places, in accordance with the *Society Act*, that the directors decide.
- 11 The first annual general meeting (AGM) of the members of the society shall be held in the June immediately following the date of incorporation. After that, an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting. The date of the annual general meeting shall be in June unless a change in date for a particular AGM is approved by the members by ordinary resolution.
- 12 The directors may, when they see fit, convene an extraordinary general meeting, which is any general meeting of the members other than an annual general meeting.
- 13 (1) Notice of a general meeting must be given to all members at least 14 days prior to the meeting, and the notice must specify the place, day and hour of the meeting and the general nature of any special business.
(2) 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 a notice does not invalidate proceedings at that meeting.
- 14 The society shall normally hold monthly meetings of members and special events at least ten times per year, with notices to members at least seven days in advance. Such meetings and events shall not be considered to be or include general meetings except when notice of a general meeting is given.

Part 4 — Proceedings at General Meetings of Members

- 15 Special business is
 - (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business conducted at an annual general meeting except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required;
 - (vii) the adoption of a schedule of membership dues for the next membership year; and
 - (viii) the other business that is required to be conducted at an annual general meeting under these bylaws or that is brought under consideration by the report of the directors.

- 16 (1) Business other than the election of a chair and the adjournment or termination of the meeting must not be conducted at a general meeting at a time when a quorum is not present.
 - (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - (3) A quorum is the lesser of 15 members or 50% of the membership.
 - (4) If a quorum is not present within 30 minutes after the time appointed for a general meeting, the meeting must be terminated.
- 17 Subject to bylaw 18, the president of the society, the president elect or one of the other directors present must preside as chair of a general meeting.
- 18 If at a general meeting there is no president, president elect or other director present within 15 minutes after the time appointed for holding the meeting or all the directors present are unwilling to act as chair, then the members present must choose one of their number to be chair.
- 19 (1) A general meeting may be adjourned from time to time and from place to place. At an "adjourned meeting," which is the completion of the general meeting that was previously adjourned, business shall consist only of the business left unfinished at the meeting from which the adjournment took place.
 - (2) When a general meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
 - (3) Except as provided in this bylaw, it is not necessary to give notice of the business to be conducted at an adjourned general meeting.
- 20 (1) A resolution proposed at a general meeting need not be seconded, and the chair of a general meeting may move or propose a resolution.
 - (2) In the case of a tie vote, the chair does not have a second vote in addition to the vote to which she or he may be entitled as a member, and the proposed resolution does not pass.
- 21 (1) Each member present at a general meeting is entitled to one vote.
 - (2) Voting on resolutions is by ballot or show of hands.
 - (3) Voting to elect directors is by confidential ballot.
 - (4) Voting by proxy is not permitted.
- 22 (1) A members' vote on a resolution, other than one that requires a right to be heard, may be held by electronic means provided that there is notice as for a general meeting, a reasonable time period for voting, and a system to ensure that the voting is as secure and fair as it would be at a general meeting.
 - (2) The resolution will be deemed to have been passed at a general meeting if at least 25% of the members have voted during the specified time period and the resolution has passed with a simple majority in the case of an ordinary resolution or 75% of the votes in the case of a special resolution.

Part 5 — Directors

- 23 (1) The directors may do all the things that the society may do that are not required to be done in a general meeting, subject to
- (a) all laws affecting the society,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule made by the society in a general meeting does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 24 (1) The directors of the society include the president, the past president except when the president has been re-elected, the president elect if one has been elected by the members, and a number of vice presidents with specified positions.
- (2) Directors may combine positions, but the total number of members who are directors must be at least five and not greater than ten.
 - (3) The directors are normally known as the executive team.
- 25 Directors are elected by the members at annual general meetings for two-year terms, as follows.
- (1) A president shall be elected at each annual general meeting and shall serve in a series of three roles during the two-year term:
 - (a) the role of president elect for approximately half a year from the annual general meeting to December 31, but succeeding the president immediately if the president leaves office for any reason before December 31;
 - (b) the role of president for the next full calendar year (January 1 to December 31) after being elected as president elect; and
 - (c) the role of past president for the remainder of the term.
 - (2) Expiring or vacant vice president positions shall be elected at each annual general meeting from the conclusion of that meeting until the conclusion of the annual general meeting approximately two years later.
 - (3) Notwithstanding the other provisions of this article, the directors may specify that particular vice president positions will be for a one-year term or for another specified period that does not go beyond the second annual general meeting after the director is elected.

- 26 (1) Only members in good standing are eligible to be directors.
 - (2) Each member who wishes to stand for election shall nominate herself or himself by informing the directors in writing at least seven days before the general meeting at which the election will occur.
 - (3) At least two days before that general meeting, the directors shall provide all the members with the names of the candidates for each position and biographical information that has been provided by the candidates themselves, following reasonable guidelines established by the directors or the appointed election coordinator.
 - (4) If there are two or more candidates for any director's position, an election shall be by confidential ballot with demonstrably fair procedures.
 - (5) If there is only one candidate for a position, that person is elected by acclamation.
- 27 (1) The directors may from time to time appoint a member as a director to fill a vacancy in the directors until the next annual general meeting.
 - (2) If a director other than the president elect, president, or past president resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director until the next annual general meeting.
 - (3) If the position of president elect becomes vacant between the annual general meeting and December 31 or if the position of president becomes vacant without an elected president elect ready to become president, the vacant position must be filled by an election at a general meeting.
- 28 (1) A director may be removed from office by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution must be accompanied by a brief statement of the reasons for the proposed removal from office.
 - (3) The person who is the subject of the proposed removal from office must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 29 An act of the directors is not invalid merely because the number of directors in office is fewer than prescribed.
 - 30 A director must not be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred while she or he is engaged in the affairs of the society.

Part 6 — Proceedings of Directors

- 31 The president shall convene directors' meetings regularly at times and places that are reasonably convenient for as many directors as possible
- 32 The president shall provide reasonable notice of upcoming directors' meetings by means that can reasonably be expected to reach all directors.
- 33 Directors may attend directors' meetings either in person or by telephone or other medium of communication provided that all directors participating in a meeting are able to communicate with each other.
- 34 The directors may make decisions by consensus but must vote on decisions to fill a vacancy in the directors or to resolve any other questions that, in the judgment of the chair, require a vote.
- 35 The quorum for a vote at a directors' meeting consists of a majority of the directors.
- 36 In the case of a tie vote, the chair does not have a deciding vote, and the proposal does not pass.
- 37 The president, or the president elect in the president's absence, is normally the chair of directors' meetings. If neither the president nor president elect is present, the directors shall choose one of their number to be the chair of that meeting.
- 38 The directors may delegate some of their work to committees under their direction.
- 39 The directors shall encourage the members to participate in the work of the chapter.

Part 7 — Duties of Directors

- 40 The president is the chief executive officer of the society.
- 41 The president
 - (a) ensures that the directors have a clear description of the duties of their individual positions and leads them in the execution of those duties;
 - (b) presides at all meetings of the society and of the directors;
 - (c) in consultation with the directors, sets the date, time, place and agenda for directors' meetings, general meetings, monthly meetings and special events;
 - (d) ensures that minutes of directors' meetings are taken and provided to the directors and keeps them in his or her custody and at the address of the society;
 - (e) conducts or delegates the correspondence of the society; and
 - (f) submits the society's reports and notices to the registrar in accordance with the Society Act.

- 42 The president elect carries out the duties of the president during the president's absence and completes the president's term if she or he for any reason leaves office early.
- 43 During the president elect's absence or in a period in which a president elect has not yet been elected by the membership, the directors must choose a director to carry out the duties of the president during the president's absence.
- 44 The vice president of finance
- (a) maintains the financial records, including books of account, in accordance with the Society Act and these bylaws;
 - (b) keeps the financial records in his or her custody and at the address of the society in accordance with the Society Act and these bylaws and with the purpose of enabling informed decisions.
- 45 The vice president of membership ensures that
- (a) notices of meetings of the society are sent to the members;
 - (b) minutes are taken at general meetings of members;
 - (b) the register of members is maintained;
 - (c) the register of members and minutes of general meetings are kept in his or her custody and at the address of the society; and
 - (e) all of the society's records, including those that are kept in the custody of the president and vice president of finance, are made available to the directors and kept for safekeeping at the address of the society.
- 46 In the absence of the vice president of membership from a general meeting, the directors must appoint another member to keep minutes of the meeting.
- 47 The president, president elect, vice president of finance, vice president of membership and all other directors are responsible for other duties of their positions, as indicated in descriptions of duties that shall be kept in the records of the society.

Part 8 — Seal

- 48 The society does not have or affix a common seal.

Part 9 — Borrowing

- 49 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, but they may borrow money only after obtaining approval from the members by means of a special resolution.
- 50 When society expenses are incurred on a credit basis, the directors will aim to ensure that payment in full is made by the due date for interest-free payment.

Part 10 — Auditor

- 51 This part only if the society is required or has resolved to have an auditor.
- 52 The first auditor must be appointed by the directors, who must also fill all vacancies occurring in the office of auditor.
- 53 If this part applies, at each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 54 An auditor may be removed by ordinary resolution.
- 55 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 56 An auditor must not be a director or employee of the society but may be a member.
- 57 The auditor may attend general meetings.

Part 11 — Notices to Members

- 58 A notice may be given to a member either personally or by mail to the member's registered email or postal address.
- 59 A notice sent by mail to a member's email or postal address is deemed to have been given on the second day following the day on which the notice is sent or posted.
- 60 Notice of a general meeting must be given to
 - (a) every member shown on the register of members on the day notice is given and
 - (b) the auditor, if Part 10 applies.

Part 12 — Bylaws

- 61 The constitution and bylaws of the society will be kept available on the Web site of the society so that every member or person applying for membership can receive them without charge.
- 62 These bylaws must not be altered or added to except by special resolution.