

**VIEP Conference Society (VIEPCS)  
Constitution & Bylaws**

**Registered**  
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**VIEP Conference Society (VIEPCS)  
c/o 909 Fairfield Road  
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Constitution & Bylaws**

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## **VIEP Conference Society (VIEPCS)**

### **Constitution**

#### **Constitution**

1. The name of the society is VIEP Conference Society (VIEPCS)
2. The purpose of the VIEPCS is
  - (a) To organize an emergency preparedness conference for Vancouver Island and the Gulf Islands emergency volunteers and staff every two years (biennially).
  - (b) To organize a biennial awards program honouring Vancouver Island and the Gulf Islands emergency volunteers and staff.

# VIEP Conference Society (VIEPCS)

## Bylaws

### Division 1 – Introduction

#### Statutory basis

1. VIEP Conference Society (VIEPCS), established under *Bill 24 - 2015 Societies Act*, enacts the following general Bylaws governing the organization, management and operation of the VIEPCS, in accordance with the provisions of the Act and the regulations made there under.

### Division 2 – Interpretation

#### Definitions

2. In these Bylaws:

*Act* means *Bill 24 - 2015 Societies Act* and the regulations, as amended from time to time.

*Bylaws* mean these Bylaws, as amended or supplemented from time to time.

*Board* means the directors of the VIEP Conference Society (VIEPCS).

#### Binding effect

3. These Bylaws bind the Board and all present and future members of the VIEPCS to the same extent as if each had signed, sealed and delivered to each of the others a promise to comply with and be bound by these Bylaws and all acts, decisions, proceedings and things done and taken under these Bylaws.

#### Conflict with the Act

4. (1) These Bylaws are subordinate to the Act and the regulations and are not intended to conflict with the Act and the regulations.  
  
(2) In the case of possible conflict, these Bylaws are to be interpreted to the extent possible to eliminate the conflict.  
  
(3) The provisions herein shall be deemed independent and severable and the invalidity of the whole or in part of any bylaw does not affect the validity of the remaining bylaws that shall remain in force and be binding as if the conflicting provision had not been included.

## **Division 3 - Members**

### **Eligibility for membership**

5. (1) Representatives from stakeholder groups, supporting agencies, Public Safety Lifeline Volunteer groups, emergency first responder groups or other individuals who support the constitution and bylaws of the VIEPCS.
- (2) All members must be 19 years of age or older.

### **Application for membership**

6. (1) A person may apply to the board for membership in the Society, and the person becomes a member on the board's acceptance of the application.
- (2) All members in good standing are eligible to vote at member meetings.
- (3) Memberships are not transferrable.

### **Duties of members**

7. Every member must uphold the constitution of the VIEPCS and must comply with these Bylaws.

### **Amount of membership dues**

8. The amount of the annual membership dues, if any, will be determined by the board.

### **Member not in good standing**

9. (1) A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.
- (2) A voting member who is not in good standing:
  - (a) may not vote at a general meeting, or
  - (b) consent to a resolution of the voting members.
- (3) A person's membership in the VIEPCS is terminated if the person is not in good standing for 6 consecutive months.

## **Division 4 – Board**

### **Board size**

10. The board shall have no fewer than five (5) members and no more than nine (9), who are each elected at the VIEPCS's annual general meeting.

### **Eligibility to sit on the board**

11. Any eligible member of the VIEPCS in good standing with the Society, can allow their name to stand for election to the board.

### **Board member terms**

12. (1) Board members will be elected by a majority vote of eligible voters present at the annual general meeting. The vote shall be by a show of hands, unless otherwise directed by the members.  
  
(2) The term of office of a board member is three (3) years and ends at the end of the annual general meeting at which their term ends.  
  
(3) A person whose term as board member is ending is eligible for re-election for two consecutive terms.

### **Directors at large**

13. Directors who are elected or appointed to positions on the board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

### **Officers**

14. (1) At the first meeting of the board held after each annual general meeting of the VIEPCS, the board will elect from among its members, a president, a vice president, a secretary and a treasurer. A director, other than the president, may hold more than one position.  
  
(2) If an officer is unwilling or unable to act for a period of two (2) consecutive months, the board members may appoint a replacement officer from among themselves for the remainder of the term.

### **Officer roles**

15. (1) The president is the chair of the board and is responsible for supervising the other directors in the execution of their duties.  
  
(2) The vice-president 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.

(3) The secretary is responsible for doing, or making the necessary arrangements for, the following:

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

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

(4) 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 financial transactions,
- (c) preparing the financial reports, and
- (d) making any tax filings.

### **Standard of care of board members**

**16.** A Board member shall:

- (a) act honestly and in good faith with a view to the best interests of the VIEPCS, and
- (b) exercise the care, due diligence and skill that a reasonably prudent person would exercise in comparable circumstances, having regard to his or her knowledge and expertise.

### **Conflict of interest**

**17.** (1) Board members shall disclose all private interests that compete with or may be at variance with any of the member's functions and duties for or on behalf of the VIEPCS or with the decisions, interests and/or business of the VIEPCS.

(2) All board members shall maintain an arm's length separation between their private interests and their functions and duties for and on behalf of the VIEPCS

(3) Board members who have a conflict of interest shall

- (a) leave the Board meeting when a relevant matter is being discussed, and
- (b) refrain from voting on that matter at any relevant Board meeting.

(4) Any board member knowingly contravening subsection (1) shall be removed from the Board.



(5) The disclosure by a board member of a conflict of interest and the absence of the member from voting shall be recorded in the minutes of the relevant meeting.

(6) A board member who absents himself or herself due to a conflict of interest shall be included in determining the quorum for the meeting.

### **Specific duties of the board**

18. The primary duties of the board include, but are not limited to, the following:
- (a) providing stewardship of all VIEPCS assets.
  - (b) making decisions to ensure the prudent and orderly operation of all aspects of the VIEPCS.
  - (c) communicating with members.
  - (d) preparing an annual budget
  - (e) preparing comprehensive conference and awards plans.

### **Delegation of board's powers and duties**

19. (1) Subject to subsections (3) to (5) or unless the power to delegate is limited in the Act, the Board may delegate some or all of its powers or duties to one or more board members or members of the VIEPCS.
- (2) The board may revoke any delegation of power or duties at any time.
- (3) The board may delegate its spending powers or duties, but only by a resolution that:
- (a) delegates the authority to make an expenditure of a specific amount for a specific purpose, or
  - (b) delegates the general authority to make expenditures in accordance with subsection (4).
- (4) A delegation of a general authority to make expenditures shall:
- (a) set a maximum amount that may be spent, and
  - (b) indicate the purposes for which, or the conditions under which, the money may be spent.
- (5) Based on the facts of a particular case, the board may not delegate its powers to determine:
- (a) whether a person has contravened a bylaw or rule, or
  - (b) whether a person should be fined, and the amount of the fine.
- (6) Notwithstanding any delegation of its powers and duties, the board is responsible for ensuring that its obligations under the Act are fulfilled.

### **Removal or resignation of board members**

20. (1) A Board member may resign by notice in writing delivered to the board.

(2) The members may remove one or more Board members by a resolution passed by a majority vote at a general meeting.

(3) After removing a board member, the members shall hold an election at the same meeting to replace the board member for the remainder of the term.

### **Replacing a board member**

21. (1) If a board member resigns or is no longer in good standing with the VIEPCS or is unwilling or unable to act for a period of two (2) consecutive months, the remaining members of the board may appoint a replacement Board member to the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

(2) A replacement board member shall be any person eligible as defined in Division 3.

(3) The Board may appoint a Board member under this section even if the absence of the member being replaced leaves the Board without a quorum.

(4) If all the members of the Board resign or are unwilling or unable to act for a period of two (2) consecutive months, members may hold a general meeting to elect a new Board by complying with the provisions of the Act and the Bylaws respecting the calling and holding of meetings.

## **Division 5 – General Meetings**

### **General meetings**

22. (1) A minimum of one (1) general meeting of members must be held in a calendar year on or before March 31. That meeting will be the annual general meeting.

(2) Other general meetings will be held at such time and place as the Board determines.

### **Ordinary business at general meetings**

23. (1) The Board will set the agenda for all general meetings.

(2) The agenda may include the following items as appropriate to the purpose of the meeting:

- (a) elect an individual to chair the meeting, if necessary;
- (b) appoint an individual to record the meeting, if necessary;
- (c) determine if there is a quorum;
- (d) approve the agenda;
- (e) approve the minutes from the last general meeting;
- (f) deal with unfinished business from the last general meeting;

- (g) 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 any other reports of directors' activities and decisions since the previous annual general meeting,
  - (iii) elect or appoint directors, and
  - (iv) appoint an auditor, if any;
- (h) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (g) terminate the meeting.

### **Notice of special business**

- 24.** 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.

### **Rules of order**

- 25.** The rules of order for all VIEPCS general meetings will be Robert's Rules of Order.

### **Chair of general meeting**

- 26.** (1) The following individual is entitled to preside as the chair of a general meeting:
- (i) the president,
  - (ii) the vice-president, if the president is unable to preside as the chair, or
  - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.
- (2) If there is no person entitled under these Bylaws who is able to preside as the chair of a general meeting within fifteen (15) minutes from the time set for holding the meeting, the voting members who are present may elect an individual present at the meeting to preside as the chair.
- (3) Only a member of the Board may chair the annual general meeting.

### **Attendance at general meetings**

- 27.** (1) Attendance at general meetings may be by any method provided all members and other participants can communicate with each other and votes can be recorded. Participating members are deemed present in person.
- (2) Non-members may attend general meetings as observers.

## **Quorum at general meetings**

- 28.** (1) 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.
- (2) The quorum for the transaction of business at a general meeting is three (3) voting members or 10% of the voting members, whichever is greater.
- (3) If, within thirty (30) 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 30 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.
- (4) If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

## **Adjournments by chair**

- 29.** 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 no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

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

- 30.** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

## **Methods of voting**

- 31.** At a general meeting, voting may be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members. However, if, before or after such a vote, two (2) or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

### **Announcement of result**

32. The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Proxy voting not permitted**

33. Voting by proxy is not permitted.

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

34. A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **Division 6 - Board Meetings**

### **Operations of board meetings**

35. (1) The board shall hold regular meetings at such time, place or method as the Board may decide throughout its term of office.
- (2) Any board member may call a Board meeting by giving all Board members one (1) week's written notice of the meeting, specifying the reason for calling the meeting.
- (3) A board meeting may be held on less than one week's notice if:
- (a) All board members consent in advance of the meeting, or
  - (b) The meeting is required to deal with an emergency and all Board members either
    - (i) Consent in advance of the meeting, or
    - (ii) Are unavailable to provide consent after reasonable attempts to contact them.
- (4) The board may regulate their meetings and proceedings as they think fit.
- (5) The accidental omission to give notice of a board meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **Quorum of directors**

36. The quorum for the transaction of business at a board meeting is a majority of the directors.

### **Attendance at board meetings**

37. (1) Attendance at board meetings may be by any method provided all board members and other participants can communicate with each other and votes can be recorded. Participating board members are deemed present in person.
- (2) Members may attend board meetings as observers.
- (3) Despite subsection (2), no observers may attend those portions of board meetings that deal with any of the following:
- (a) Bylaw contravention hearings.
  - (b) any other matters if the presence of observers would, in the board's opinion, unreasonably interfere with an individual's privacy.

### **Voting at board meetings**

38. (1) Each board member, including the president, shall have one (1) vote at a meeting of the board.
- (2) Decisions made at board meetings shall be made by a majority of board members present in person at the meeting.
- (3) The results of all votes at a board meeting shall be recorded in the board meeting minutes.

### **Requesting a board hearing**

39. (1) By application in writing, stating the reason for the request, members may request a hearing at a board meeting.
- (2) If an application for a board hearing is received, the board shall hold a meeting to hear the applicant within one (1) month of the request.
- (3) If the purpose of the hearing is to seek a decision of the board, the board shall give the applicant a written decision within one (1) week of the hearing.

## **Department 7 – Finances**

### **Fiscal year end**

40. The VIEPCS fiscal year shall commence on 01 January each year and end on 31 December that same year.

## **Financial Reports**

41. The board shall prepare an annual financial report at the end of the fiscal year and present it to the next annual general meeting for approval by the members.

## **Remuneration and reimbursement**

42. (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 VIEPCS in another capacity.

(2) Director or member must be reimbursed for all expenses necessarily and reasonably incurred by the director or member while engaged in the affairs of the VIEPCS.

## **Signing authority**

43. A contract or other record to be signed by the VEIPCS must be signed on behalf of the VIEPCS:
- (a) by the president, together with one other director,
  - (b) if the president is unable to provide a signature, by the vice-president together with one other director,
  - (c) if the president and vice-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 record on behalf of the Society.

## **Spending restrictions**

44. (1) A person may not spend VIEPCS money unless the person has been delegated the power to do so in accordance with these bylaws.
- (2) All unapproved expenditures cannot exceed \$ 850 or fifteen percent (15%) of the total of the VIEPCS's budget for the current year, whichever is less.
- (3) All VIEPCS expenditures and contracts require the signatures of two (2) board members.