



# **CONSTITUTION AND BYLAWS**

## **SOCIETY ACT**

### **BRITISH COLUMBIA PSYCHOLOGICAL ASSOCIATION**

#### **CONSTITUTION**

1. The name of the society is  
BRITISH COLUMBIA PSYCHOLOGICAL ASSOCIATION.
2. The purposes of the Society are:
  - 2.1 To serve the science and profession of psychology and its applications throughout the Province of British Columbia.
  - 2.2 To support and stimulate any activity which mutually enhances the interests of the public welfare and of psychologists.
  - 2.3 To support and enhance the continuing professional education of psychologists.
  - 2.4 To support and advance the interests of the science and profession of psychology throughout the Province of British Columbia.
3. The aforesaid purposes are philanthropic only and shall have no profit motive whatever.  
(This clause is unalterable)
4. The operations of the Society are to be chiefly carried on in the Province of British Columbia. (This clause is alterable)

# BRITISH COLUMBIA PSYCHOLOGICAL ASSOCIATION

## BYLAWS

### Part 1 Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
  - (a) “directors” means the directors of the society for the time being;
  - (b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - (c) “registered address” of a member means his address as recorded in the register of members.
- (2) The 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 male person include a female person and a corporation.

### Part 2 Membership

3. A person may apply to the directors for membership in the Association and on acceptance by the directors shall be a member providing they meet, and continue to meet the following qualifications:
  - (a) is on the Register of the College of Psychologists of British Columbia.  
or
  - (b) meets the criteria for registration with the College of Psychologists of British Columbia and holds a current academic appointment at a British Columbia university or college.
4. A person may apply to the directors for membership in the society and on acceptance by the directors shall be a member.
5. Every member shall uphold the constitution and comply with these bylaws.
6. The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the society.
7. A person shall cease to be a member of the society
  - (a) by delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;

- (b) on his death or in the case of a corporation on dissolution;
  - (c) on being expelled; or
  - (d) on having been a member not in good standing for 12 consecutive months.
8. (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 shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid.

### **Part 3 Meetings of Members**

10. General meetings of the society shall be held at the time and place, in accordance with the Society Act, that the directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, when they think fit, convene an extraordinary general meeting.
- (a) Members of the Association may call an extraordinary general meeting by submitting a request to the Board signed by 10% of the membership.
13. (1) Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that 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 notice does not invalidate proceedings at that meeting.
14. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and 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.

## Part 4 Proceedings at General Meetings

### 15. Special business is

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business transacted at an annual general meeting, except,
  - (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; and
  - (vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, of business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

16. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall 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 than in progress shall be suspended until there is quorum present or until the meeting is adjourned or terminated.

(3) A quorum will consist of 5% of the membership being present in person at any Annual General Meeting or extraordinary General Meeting, however a quorum shall never be less than 10 persons.

17. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it 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.

18. Subject to bylaw 19, the president of the society, the vice president or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.

### 19. 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, the members present shall choose one of their number to be chairman.

20. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall 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 an adjournment or of the business to be transacted at an adjourned general meeting.

21. (1) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.

(2) 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.

22.(1) A member in good standing, present at a meeting of members or as hereinafter provided, is entitled to one vote.

(2) Voting is by show of hands or ballot. The Chair of the Meeting or a majority of the members present may move to require a vote by secret ballot.

(3) All members entitled to vote and who are unable to attend at any annual general meeting or extraordinary meeting of the Association shall be entitled to vote by mail by ballot with respect to elections to the Board of Directors and with respect to any special resolution of the Association. Ballots shall be sent to members entitled to vote by mail at least thirty calendar days in advance of the date set for either the date of the annual meeting or the date set for any extraordinary meeting. All mailed ballots of voting members shall be returned within thirty calendar days of the date upon which they were sent to the members. All mailed ballots shall clearly indicate the name and address of the voting member. The names of members who vote by mail shall be kept confidential. The mail ballots shall be counted on the day of the annual or extraordinary meeting to which they pertain and the results of the mailed votes shall not be disclosed before the votes cast in person by members entitled to vote at an annual general meeting or extraordinary meeting shall have been counted.

(4) Voting by proxy is not permitted.

(5) Any change to the BCPA recommended fee schedules for Bc psychologists shall be voted on by a ballot of the membership, upon a motion for the said fee changing ballot passing at the Annual General Meeting, with the said motion specifying the proposed change in fees.

22.1 The rules contained in the most current edition of Robert's Rules of Order Newly revised shall govern the proceedings at all meetings of the BCPA, the board, the executive committee and all other committees in all cases where there they are applicable and where they are not inconsistent with the Constitution and Bylaws.

## Part 5 Directors and Officers

- 23.(1) The directors may exercise all the powers and do all the acts and things that the society 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 society in general meeting, but subject, nevertheless, to
- (a) all laws affecting the society;
  - (b) these bylaws; and
  - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
- (2) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
- 24.(1) The president, vice president, secretary, treasurer, past president and one or more other persons shall be the directors of the society.
- (2) The number of directors shall be no less than 6 and no greater than 10.
25. (1) As of the time of the Annual General Meeting in 2010, each newly elected director shall begin service of a term of three years. The directors' terms of office shall be staggered such that each year either two or three of the terms of office shall expire at the time of the Annual General Meeting.
- (2) The officers (president, vice-president, secretary, and treasurer) shall be elected annually by the elected directors of the society.
- (3) The Vice president shall take office as president at the conclusion of the Annual general Meeting of the year following his/her election.
- (4) In order to be eligible to be elected as Vice President or President a person must have served at least one year as a director before being elected.
- (5) In the event that the president shall not serve out a term for any reason, the vice president shall succeed to the unexpired remainder thereof and continue through his/her own term. In the event that the vice president shall not be able to serve out a term, both a president and a vice president shall be elected by the directors of the society and shall assume office immediately.
- (6) The past president shall be the most recently retired president and will serve a term of one year. The past president shall not be eligible to appear as a candidate on the vice presidential election ballot.
- (7) An election may be by acclamation, otherwise it shall be by mail ballot. Ballots shall be sent to members entitled to vote at least thirty calendar days of the date upon which they were sent to the members. All mailed ballots shall clearly indicate the name and



address of the voting members. The names of members who vote by mail shall be kept confidential. The mail ballots shall be counted on the day of the Annual General Meeting to which they pertain.

(8) If no successor is elected, the Board shall appoint a successor who will hold office until the following AGM, when the position will be subject to ratification for the remainder of the three year term

26. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

(2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.

27.(1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.

(2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

28. Members of the Board of Directors may be removed from the Board if they are unwilling or unable to carry out the minimum requirements of the role as defined in the BCPA Board of Directors Policy and Procedure manual

29. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonable incurred by him while engaged in the affairs of the society.

## **Part 6 Proceedings of Directors**

30.(1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meeting and proceedings, as they see fit.

(2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.

(3) The president shall be chairman of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as chairman; but if neither is present the directors present may choose one of their number to be chairman at that meeting.

(4) The President or a majority of Directors, on 7 days' notice, shall convene a meeting of the directors.

(5) Directors who participate in a meeting by telephone or video conference shall be considered present at the meeting.

- 31.(1) The directors may delegate any, but not all, of their powers to committees consisting of a director or directors and any members of the Association as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
32. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.
33. The members of a committee may meet and adjourn as they think proper.
34. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or 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 or directors for the meeting to be constituted, if a quorum of the directors is present.
35. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be a letter, or email, 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 that 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.
- 36.(1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
- (2) In case of an equality of votes the chairman does not have a second or casting vote.
37. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.
38. A resolution in writing, signed 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 7 Duties of Officers**

- 39.(1) The president shall preside at all meetings of the society and of the directors.

(2) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.

40. The vice president shall carry out the duties of the president during his absence.

41. 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) have custody of the common seal of the society; and
- (f) maintain the register of members

42. The treasurer shall

- (a) keep the financial records, including books of account, necessary to comply with the Society Act; and
- (b) render financial statements to the directors, members and others when required

43.(1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.

(2) When a secretary treasurer holds office the total number of directors shall not be less than 5 or the greater number that may have been determined pursuant to bylaw 24 (2).

44. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

### **Part 8 Seal**

45. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

46. 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 not persons are prescribed, in the presence of the president and secretary or president and secretary treasurer.

### **Part 9 Borrowing**

47. 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 manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

48. No debenture shall be issued without the sanction of a special resolution.
49. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next meeting.

#### **Part 10      The Auditor**

50. This part applies only where the society is required or has resolved to have an auditor.
51. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
52. At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
53. An auditor may be removed by ordinary resolution.
54. An auditor shall be promptly informed in writing of appointment or removal.
55. No director and no employee of the society shall be auditor.
56. The auditor may attend general meetings.

#### **Part 11      Notices to Members**

57. A notice may be given to a member, either personally, by email, or by mail to him at his or her registered address.
58. 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 proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 58.1 Notice sent by email shall be deemed to have been given on the day after the email was transmitted.
- 59.(1) Notice of general meeting shall 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.
- (2) No other person is entitled to receive a notice of general meeting.

#### **Part 12      Bylaws**

60. On being admitted to membership, each member is entitled to and the society shall give him, without charge, a copy of the constitution and bylaws of the society.

61. These bylaws shall not be altered or added to except by special resolution.

DATE: September 8, 1992

Amended by Special Resolution October 24, 1995

Amended by Special Resolution November 2, 2007

Amended by Special Resolution November 26<sup>th</sup>, 2010