

# CONSTITUTION



## NAME

The Registered name of the Association is the B.C. Municipal Safety Association.

## PURPOSES

The Association has four purposes:

- a) To promote the education of BC Municipal employees on safety and health issues
- b) To undertake projects as defined by the Board of Directors of an educational nature for the promotion of safety and health
- c) To cooperate with other organizations having aims and objectives similar to those of the Association by conducting and participating in joint activities
- d) To function at all times as an independent, non-political, non-profit body for the purpose of carrying out the purposes of the Association

## BYLAWS

### Part 1

### INTERPRETATION

1. (a) In these bylaws, unless the context otherwise requires:
  - (i) "Act" means the *Society Act of British Columbia* and the regulations thereto, as amended from time to time, and any successor legislation;
  - (ii) "Association" means the British Columbia Municipal Safety Association (BCMSA)
  - (iii) "WSBC" means the Workers' Compensation Board of British Columbia, doing business as WorkSafeBC
  - (iv) "LGMA" means the Local Government Management Association;
  - (v) "Board" means the Board of Directors of the Association as described in Part 5 of these bylaws;
  - (vi) "Voting Director" means all Directors except for the BCMSA Executive Director and the WSBC liaison;
  - (vii) "Chair" means the Chair of the Board appointed by the Directors.
  - (viii) "CU" means the Local Government Classification Unit of WSBC
  - (ix) "Member" means an Employer in the Local Government Classification Unit of WSBC

- (x) "Representative" means the person appointed by the member to participate in the Association
  
  - (b) The definitions in the 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. General

The members of the Association are the applicants for incorporation of the Association, and such other persons as are admitted as members pursuant to the provisions of these bylaws and, in either case, have not ceased to be members.

### 4. Admission

- (a) In order to become a member of the Association, the organization must be an employer in the Local Government Classification Unit of the WSBC, or a representative of the LGMA or the WSBC.
- (b) An "Honorary Membership" may be granted by recommendation of the Directors by way of an "ordinary resolution" at a general meeting. An honorary member will have the same rights and obligations of a member in good standing except he/she will not have to pay an annual membership fee.
- (c) Associate Membership may be granted to an individual upon application to the Board of Directors. Associate members are not entitled to vote.
- (d) The Board of Directors of the BCMSA shall determine the annual dues for Associate Members and shall communicate the annual dues at each Annual General meeting.

### 5. Rights and responsibilities of Members

- (a) Each member must uphold the constitution and comply with the bylaws of the Association.
- (b) Subject to the bylaws, every member shall be entitled to have and to exercise all the powers and rights of a member under the provisions of the Act, and be entitled to receive notice of and to vote at all meetings of members of the Association.
- (c) Representatives are accountable to their employer, including any elected officials of that employer

6. An Associate Member ceases to be a member of the Association
  - (a) by delivering a resignation in writing to the Chair or by mailing it to the address of the Association;
  - (b) on dissolution of the organization represented by the member;
  - (c) for failure to pay applicable dues; or
  - (d) on being expelled.
7. An Associate Member may be expelled by a special resolution at a general meeting.

### **PART 3** **MEETINGS OF MEMBERS**

8. General meetings of the Association must be held at the time and place, in accordance with the Act, that the Directors decide.
9. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
10. The Directors may, when they think fit, convene an extraordinary general meeting.
11. 10% of voting members may requisition a general meeting.
12. 5% of voting members may request that a matter be put on the agenda of an Annual General Meeting.
  - (a) Notice of a general meeting must specify place, day and hour of the meeting, and, in case of special business, the general nature of that business.
  - (b) The accidental omission to give notice of a meeting to, or the nonreceipt of a notice by any of the members entitled to receive notice does not invalidate proceedings at that meeting.
  - (c) Notice of a general meeting must be given in writing to the members of the Association not less than 14 days before the general meeting, but this requirement may be waived or reduced for particular meeting by unanimous consent in writing.
13. The first annual general meeting of the Association must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year.

**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 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 appointment of Directors;
    - (vi) the appointment of the auditor, if required;
    - (vii) the other business that under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meet.
16. (a) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (c) Except as provided in the bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
17. A resolution proposed at a meeting must be seconded, and the Chair of a meeting may move or propose a resolution.
18. (a) A member in good standing present at a meeting of members is entitled to one vote.
- (b) Voting is by a show of hands. A special resolution is passed at a duly constituted meeting if approved by at least two-thirds of the votes cast by the members present at the meeting entitled to vote.
- (c) Voting by proxy is not permitted.

**PART 5****BOARD OF DIRECTORS**

19. The affairs of the Association shall be managed by the Board. Subject to these bylaws and all laws affecting the Association, the Board may exercise all the powers and do all the acts and things that the Association may exercise and do.

20. (a) the Board shall be comprised of eleven (11) voting and one (1) non-voting member:
- (i) The LGMA shall appoint a representative to the Board
  - (ii) The City of Vancouver shall appoint a representative to the Board
  - iii) Eight (8) Directors shall be elected from among the membership of the BCMSA at the annual general meeting, and shall be representatives of employers within the CU
  - iv) One (1) Director shall be a worker representative. The worker representative will be appointed by the newly elected Board of Directors prior to the second regular meeting after the Annual General Meeting, and every two years thereafter.
  - v) The Executive Director of the BCMSA shall be a non-voting member of the Board.
- (b) From the Board of Directors, an Executive Committee will be elected by the Board, consisting of: President, Vice-President, Secretary and Treasurer.
- (c) The President shall be from the members of the BCMSA.
21. The elections for positions on the Board may be done by any of the following means:
- (a) An election by voting in person;
  - (b) A mail-in ballot sent to all members in good standing; or
  - (c) An election process conducted using electronic means.
22. A candidate for the office of Director shall be nominated by a member in good standing and must have the support of two other members in good standing for the nomination to stand. The candidate need not be present at the election but must make his/her acceptance of the nomination known prior to the meeting.
23. The Directors shall normally serve for a two-year term. The first term of the new Directors shall correspond to the remaining term of the existing Directors. There is no limit to the number of terms a Director may serve.
24. A Director will:
- (a) act honestly and in good faith and in the best interests of the BCMSA, exercising all reasonable care, diligence and skill on the BCMSA's behalf;
  - (b) support the purposes of the BCMSA;
  - (c) serve on committees as required by the Board; and
  - (d) comply with all conflict of interest requirements of the *Society Act* and such policies as may be established by the Board of Directors

25. A person ceases to be a Director:
- (a) by delivering his or her written resignation to the Society by mail or electronic means, effective the later of the date of the delivery or the effective date stated within the resignation;
  - (b) on his or her death;
  - (c) by ceasing to be employed by a member organization;
  - (d) upon being expelled by special resolution passed by the Members;
  - (e) upon being removed by a resolution adopted by at least two-thirds of all of the rest of the Directors to the extent permitted by the *Society Act*
26. If a Director resigns the office or otherwise ceases to hold office, the remaining Directors may appoint a member to take the place of the former Director.
27. No member of the Board, with the exception of the Executive Director, shall be remunerated for being or acting as a member of the Board but a member shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Association.

## **PART 6**

### **DUTIES OF DIRECTORS**

27. (a) The Chair presides at all meetings of the Association and of the Directors.
- (b) The Chair is the President of the Association and must supervise the other Directors on the execution of their duties.
28. The Vice President will carry out the duties of the Chair during the Chair's absence.
29. The Executive Director of the BCMSA will perform the following duties on behalf of the Board:
- (a) conduct the correspondence of the Association;
  - (b) issue notices of meetings of the Association and Directors;
  - (c) retain copies of minutes of all meetings of the Association and Directors;
  - (d) have custody of all records and documents of the Association;
  - (e) maintain the register of members.
30. The Treasurer of the BCMSA will:
- (a) ensure the financial records of the BCMSA are maintained and reviewed in accordance with Generally Accepted Accounting Practices and
  - (b) render financial statements to the Directors, members and others when required.

31. The Secretary of the BCMSA will:
- (a) Produce minutes of Board of Director, Annual General and Regular General meetings
  - (b) Maintain copies of minutes of all in-camera meetings.

## **PART 7**

### **PROCEEDINGS OF DIRECTORS**

32. Regular meetings of the Board shall be held not less than four (4) times in each calendar year, at the call of the Chair, at any place in British Columbia that the Chair decides after consultation with the Directors. Meetings may be cancelled in the event of extraordinary circumstances.

33. Notice of Meetings

To ensure the availability of the Directors, the Executive Director shall, at least seven (7) days prior to each meeting, deliver a copy of the agenda to each Director.

34. Voting

All members of the Board of Directors, with the exception of the Executive Director, shall be entitled to cast votes during meetings of the Board.

35. Quorum

(a) A majority of the voting Directors then in office shall constitute a quorum at a meeting of the Board and no business shall be conducted unless a quorum is present in the meeting.

(b) A Director may participate in a meeting of the Board by telephone or electronic media, provided that all Directors participating in the meeting can hear each other and that all Directors participating agree to such participation. A Director participating in a meeting by such means is deemed to be present at the meeting and shall be counted in the quorum.

36. Declaration of Interest

A Director of BCMSA who is in any way, whether directly or indirectly, interested in a proposed contract or transaction with BCMSA, shall disclose fully and promptly the nature and extent of his or her interest in accordance with the Act.

37. Conduct of Meetings

- (a) The Chair shall preside at all meetings of the Board and, subject to this bylaw, shall decide the procedure to be followed, with due regard for the views of the other Directors.
- (b) Whenever possible, issues before the Board shall be decided using the principle of consensus.
- (c) The Chair may, in resolving procedural disputes, if necessary, refer to Robert's Rule of Order, which shall govern where applicable the Chair's decision.
- (d) Unless otherwise agreed by all Directors present, only matters set out in the agenda for a regular meeting shall be decided at that regular meeting.
- (e) A Director may raise, as new business, a matter not set out in the agenda for a regular meeting and the Chair shall place the matter on the agenda for the meeting.

38. Resolutions and Voting

- (a) At meetings of the Board, every matter shall be decided by resolution duly moved, seconded and carried by a majority of the votes cast by voting Directors present and entitled to vote.
- (b) No Director may vote on behalf of any other Director. Voting shall be by show of hands on the resolution. The Chair shall declare to the meeting the decision on every matter in accordance with the results of the show of hands and that decision shall be entered into the minutes.
- (c) A Director who is present at a meeting of the Board shall be deemed to have consented to any resolution passed or action taken at that meeting unless the Director dissented on the matter and requests that a written record of his or her dissent be entered into the minutes of the meeting.

PART 8

RECORDS AND MINUTES

39. (a) Minutes shall be recorded of each meeting of the Board setting out the decisions taken and shall be presented for the approval of the Directors at the next or subsequent meeting.
- (b) Minutes shall be recorded of each meeting of the members setting out the decisions taken and shall be presented for the approval of the members at the next or subsequent meeting.

- (c) Minutes shall be retained at the registered address of the Association and posted on the Website of the Association for view by members.
- (c) The Board of Directors shall adjourn the Board meeting at any time a confidential matter arises where disclosure to non-Board members

might be prejudicial to an individual or organization, and convene a special In Camera meeting. Minutes of the In Camera meeting shall be kept by the Secretary but not included in the regular Board minutes nor posted on the BCMSA website.

Matters that are commonly discussed in-camera include:

- Board issues such as internal problems and factions
- Board objectives and performance
- Board and management succession planning
- Reviewing the Executive Director's performance, compensation and employment status
- Reviewing personnel and employment/labour matters
- Discussing government policies and their implications for the organization
- Discussing legal advice and litigation

## **PART 9** **BUDGET PROPOSALS & ANNUAL REPORTS**

40. Budget proposals and annual reports of BCMSA shall be forwarded to the WSBC.
41. The previous years' annual report shall be made available to the public by posting on the Website of the BCMSA.

## **PART 10** **AMENDING BYLAWS**

42. These bylaws may be amended or altered by special resolution.

## **PART 11** **BORROWING**

- 43.
- (a) For the purpose of carrying out its objectives, the Association may borrow and secure the payment of money in the form of a corporate credit card with a \$10,000 spending limit, such credit card to be secured by a dedicated savings account with a constant balance of \$10,000.

- (b) The Directors may authorize the Executive Director of the Association to make arrangements with reference to the corporate credit card and the securing of a savings account pursuant to Section 43(a).
- (c) The Directors may not raise or secure payment or repayment of money on behalf of or in the name of the Association with the exception of a corporate credit card described in 43 (a) and (b)

## **PART 12**

### **AUDITOR**

#### 44. Application

This part shall only apply where BCMSA is required or has resolved to have an auditor.

#### 45. Appointment

At each annual general meeting the members entitled to vote shall appoint an auditor to hold office until a successor is appointed.

#### 46. Vacancy

The Board may fill any casual vacancy occurring in the office of the auditor.

#### 47. Remuneration

The remuneration of the auditor shall be fixed by the Board.

#### 48. Removal

An auditor may be removed by ordinary resolution passed at a general meeting called for such purpose before the expiration of his or her term of office.

#### 49. BCMSA shall be subject to audit by the WSBC.



**Special Resolution to accept revised bylaws approved at the Annual General Meeting held March 10, 2017/ September 18<sup>th</sup>, 2020.**

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