

March 15, 2018

For Review: BCHIMPS Constitution and By-laws

Hello BCHIMPS members,

The following items are important to know for your review of the constitution and by-laws below.

#### General Notes

- This is the first and only change to the by-laws in 18 years
- The last time the by-laws were changed were at inception when BCHIMPS was incorporated under the BC Society Act on July 4, 2001
- The new by-laws follow the model template that complies with the new BC Societies Act
- The new by-laws are much simpler and to that end any of the specific items in the previous version will be ported over to the Board manual
- The constitution can now only contain the name and purpose of the organization

#### By-law Notes

- 2.7 to 2.9 – The previously present items in the constitution have been moved into the by-laws and are marked as “This provision was previously unalterable.”
- 3.7 – The quorum for meeting has now been changed to reflect the new Act
- 4.1 – The number of directors has been changed to reflect our current needs
- 4.2 and 4.3 – The election and removal of directors language from the previous version was preserved
- 6.8 and 6.9 – The term limits of directors language from the previous version was preserved
- 7.3 – The society not having borrowing power language from the previous version was preserved

Special thanks to Shan Satoglu, past president, for his time and effort in helping to get this done. Please provide your feedback on the by-laws via email to [jude@bchimps.org](mailto:jude@bchimps.org) by April 15 so we can be ready to vote at the AGM on April 25.

Sincerely,

Jude Rebello  
BCHIMPS Director, Governance

# **Constitution of British Columbia Health Information Management Professionals Society**

## **PART 1 – NAME**

The name of the Society is:

British Columbia Health Information Management Professionals Society

## **PART 2 – STATEMENT OF PURPOSE**

The purpose of the Society is to improve the health of British Columbians through the use of Information Technology by:

- Promoting excellence in information management in the health industry.
- Fostering efficient and effective health information systems and encouraging the achievement of maximum cost efficiency in the delivery of quality health services.
- Promoting education, professional development and exchange of ideas and information.
- Promoting interaction, cooperation and team work among other health facilities, organizations, associations and professionals for the carrying out of our mutual aims and objectives and the resolution of mutual problems.
- Positively influencing government policy with respect to the development of health information systems.
- Performing other lawful things as are incidental or conducive to the above purposes.

# **Bylaws of British Columbia Health Information Management Professionals Society (the "Society")**

## **PART 1 – DEFINITIONS AND INTERPRETATION**

### **Definitions**

**1.1** In these Bylaws:

"**Act**" means the *Societies Act* of British Columbia as amended from time to time;

"**Board**" means the directors of the Society;

"**Bylaws**" means these Bylaws as altered from time to time.

### **Definitions in Act apply**

**1.2** The definitions in the Act apply to these Bylaws.

### **Conflict with Act or regulations**

**1.3** If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

## **PART 2 – MEMBERS**

### **Application for membership**

**2.1** 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.

### **Duties of members**

**2.2** Every member must uphold the constitution of the Society and must comply with these Bylaws.

### **Amount of membership dues**

**2.3** The amount of the annual membership dues, if any, must be determined by the Board.

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

**2.4** 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.

## **Member not in good standing may not vote**

- 2.5** A voting member who is not in good standing
- (a) may not vote at a general meeting, and
  - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

## **Termination of membership if member not in good standing**

- 2.6** A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

## **Society Activities, dissolution and operations**

- 2.7** The activities of the society shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society. **This provision was previously unalterable.**
- 2.8** In the event of the winding-up or dissolution of the Society, all of the assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations having purposes similar to the purposes of this Society as may be determined by its members at the time of winding-up or dissolution. If effect cannot be given to the aforesaid provision, such assets shall be given or transferred to such other organization or organizations as may be so determined by such members; provided in any case that to qualify as an organization eligible to receive any assets of the Society, such organization must be registered charity under provisions of the Income Tax Act, or a department or agency of the Provincial Government. **This provision was previously unalterable.**
- 2.9** The operations of the Society are to be chiefly carried on in the Province of British Columbia. **This provision was previously unalterable.**

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meeting**

- 3.1** A general meeting must be held at the time and place the Board determines.

### **Ordinary business at general meeting**

- 3.2** At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;

- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

### **Notice of special business**

**3.3** 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.

### **Chair of general meeting**

**3.4** The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
  - (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.

### **Alternate chair of general meeting**

**3.5** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

### **Quorum required**

**3.6** 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.

### **Quorum for general meetings**

**3.7** The quorum for the transaction of business at a general meeting is 10 voting members or 10% of the voting members, whichever is greater.

### **Lack of quorum at commencement of meeting**

- 3.8** If, within 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.

### **If quorum ceases to be present**

- 3.9** 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**

- 3.10** 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**

- 3.11** 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.

### **Order of business at general meeting**

- 3.12** The order of business at a general meeting is as follows:
- (a) elect an individual to chair the meeting, if necessary;
  - (b) determine that there is a quorum;
  - (c) approve the agenda;

- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) 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;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

### **Methods of voting**

**3.13** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 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**

**3.14** 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**

**3.15** Voting by proxy is not permitted.

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

**3.16** 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.

## **PART 4 – DIRECTORS**

### **Number of directors on Board**

**4.1** The Society must have no fewer than 5 and no more than 11 directors.

## **Election or Removal of directors**

**4.2** In advance of the Annual General Meeting, the Past President shall form a Nominating Committee consisting of three paid-in-full Association members, one of whom shall act as Chair. No Executive member other than the Past President is eligible to serve on the Nominating Committee. The Nominating Committee will identify and solicit nominees for appointment by election or acclamation to Executive membership.

**4.3** The members may by special resolution remove an Executive member before the expiration of his/her term of office, and may elect a successor to complete the term of office.

## **Directors may fill casual vacancy on Board**

**4.4** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

## **Term of appointment of director filling casual vacancy**

**4.5** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

# **PART 5 – DIRECTORS' MEETINGS**

## **Calling directors' meeting**

**5.1** A directors' meeting may be called by the president or by any 2 other directors.

## **Notice of directors' meeting**

**5.2** At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

## **Proceedings valid despite omission to give notice**

**5.3** The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

## **Conduct of directors' meetings**

**5.4** The directors may regulate their meetings and proceedings as they think fit.

## **Quorum of directors**



**5.5** The quorum for the transaction of business at a directors' meeting is a majority of the directors.

## **PART 6 – BOARD POSITIONS**

### **Election or appointment to Board positions**

**6.1** Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

### **Directors at large**

**6.2** 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.

### **Role of president**

**6.3** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

### **Role of vice-president**

**6.4** 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.

### **Role of secretary**

**6.5** The secretary is responsible for doing, or making the necessary arrangements for, the following:

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

### **Absence of secretary from meeting**

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

### **Role of treasurer**

**6.7** 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 Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

### **Term limits of Directors**

**6.8** No member of the Executive may hold the same office for more than two (2) consecutive terms. Executive members shall retire from office upon completion of the Annual General Meeting, or upon ceasing to be a member in good standing.

**6.9** No member of the Executive shall hold office for more than five (5) consecutive terms, except that the retiring President shall assume the office of the Immediate Past President.

## **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

**7.1** 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 Society in another capacity.

### **Signing authority**

**7.2** A contract or other record to be signed by the Society must be signed on behalf of the Society

- (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.

**7.3** The Society shall not have any borrowing power.