

**BRITISH COLUMBIA CHAPTER
INTERNATIONAL ASSOCIATION FOR PUBLIC
PARTICIPATION**

**OPERATING POLICIES AND PROCEDURES
(Adopted by the BC Chapter Executive, April 6, 2017)**

PREAMBLE

These Operating Policies and Procedures set out how the BC Chapter of IAP2 will be structured, governed, and operated. It is an addition and complementary document to the IAP2 Canada Chapter Agreement

TABLE OF CONTENTS

Part 1 - Definitions	2
Part 2 – Copies, Amendment, Review	3
Part 3 - Members	3
Part 4 - Meetings of Members	5
Part 5 - Notice to Members	5
Part 6 - Proceedings at General Meetings	6
Part 7 – Electronic Voting by Members.....	9
Part 8 – Executive Makeup and Duties	9
Part 9 – Executive Conflicts of Interest.....	12
Part 10 – Executive Election, Appointment, and Cessation	13
Part 11 – Executive Reimbursement and Indemnification.....	15
Part 12 - Proceedings of the Executive	16
Part 13 – Executive Director, and Contractors.....	18
Part 14 – Committees	19
Part 15 – Access to Chapter Records.....	19
Part 16 – Financial Year and Signing Officers.....	19
Part 17 – Investment.....	19

Operating Policies and Procedures

Part 1 - Definitions

1.1 In these operating policies and procedures:

- a) "Act" means B.C. Society Act,
- b) "adjourned" or "to adjourn" means to postpone or suspend proceedings for a specified time,
- c) "AGM" means an annual general meeting,
- d) "annual membership dues" means annual membership dues set by IAP2 Canada.
- e) "ballot" means the act or system of voting secretly by ballots with ballot meaning a written, printed, or electronic slip or ticket used in casting a secret vote,
- f) "Chapter" means British Columbia Chapter International Association for Public Participation Canada,
- g) "BC" means the province of British Columbia,
- h) "Business office" is the physical and mailing address of the Chapter as determined by the Executive,
- i) "Chapter Charter" means the Chapter Charter written document approved by the IAP2 Board of Directors and the members of the Chapter that sets out the conditions of BC being and maintaining its status as a Chapter of IAP2, and the relationship between IAP2 and the Chapter,
- j) "duly called and constituted meeting" is a meeting of the members or Executive that is called in accordance with these operating policies and procedures and the Act,
- k) "electronic voting" means voting done by e-mail, fax, or other means of electronic communication,
- l) "Executive" or "Executive Committee" or "Executive Officers" means the officers of the Chapter for the time being, acting as a body,
- m) "Executive resolution" has the same meaning as a directors' resolution in the Act, and is a resolution passed by the Executive at a duly called and constituted meeting of the Executive.
- n) "general meeting" means a meeting of the members and includes the AGM and special general meetings,
- o) "IAP2" means the International Association for Public Participation,
- p) "in camera" means in closed session, or privately,
- q) "majority" means a simple majority or 50% plus one (1),
- r) "member" means a member of the Chapter,
- s) "membership" means membership in the Chapter,
- t) "member in good standing of IAP2" means a person who meets the conditions of membership as set by IAP2,
- u) "officer" means an officer of the Chapter as set out in these policies and procedures, which has the same meaning as "director" in the Act, except for the Executive Director,
- v) "notice" has the same meaning as in the Act, and as set out in these operating policies and parameters, and is written,

BC Chapter IAP2 Operating Policies and Procedures Adopted by Chapter Executive

- w) “operating policies and procedures” means the operating policies and procedures of the Chapter,
 - x) “ordinary resolution” is a resolution of the members and has the meaning given to it in the Act, and means a resolution of the members that is approved at a duly called and constituted meeting of the members by a simple majority of the members who are in attendance who are eligible to vote,
 - y) “record” means an account in written or permanent form serving as a memorial or authentic evidence of a fact or event,
 - z) “registered address” means a member’s street and electronic mail address as recorded in the register of members,
 - aa) “register of members” is the Chapter member list supplied to the Chapter by IAP2, and as defined in the Chapter Charter and these operating policies and procedures,
 - bb) “requisition” means a formal request, summons, or demand,
 - cc) “resolution” has the same meaning as “motion”, and means a decision taken by vote,
 - dd) “special general meeting” means a meeting of the members other than the AGM,
 - ee) “special resolution” is a resolution of the members and has the meaning given to it in the Act, and means a resolution of which notice is given to the members and for which 75% of the voting members in attendance at a duly called and constituted meeting of the members vote in favour of the resolution,
 - ff) “written” means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and fax,
 - gg) the singular includes the plural and vice versa, and
 - hh) persons include corporations and associations.
- 1.2 The definitions in the Act on the date these operating policies and procedures become effective apply to these operating policies and procedures.

Part 2 – Copies, Amendment, Review

- 2.1 Each member is entitled to a copy of the most current version of the operating policies and procedures, and the Executive will make them accessible on-line or electronically send a copy to the member upon request.
- 2.2 The operating policies and procedures can be amended by Executive resolution or by ordinary resolution with notice to the members.
- 2.3 The Executive will review and revise these operating policies and procedures at least once annually, and as otherwise deemed necessary.

Part 3 - Members

- 3.1 The members of the Chapter are those persons who become members in accordance with these operating policies and procedures and who, in either case, have not ceased to be members.
- 3.2 There is one category of member - BC Chapter Member - which is defined as:
 - 1) An IAP2 Canada member in good standing whose membership address lies within the province of BC & the Yukon, and
 - 2) An IAP2 Canada member in good standing whose membership address is outside of BC who wishes to be a member of the BC Chapter and who has applied to IAP2

BC Chapter IAP2 Operating Policies and Procedures Adopted by Chapter Executive

Canada to be a BC Chapter member and who has been granted this status by IAP2 Canada.

- 3.3 An application for membership is required. Membership in the chapter is determined by IAP2 Canada.
- 3.4 The amounts of annual membership dues and of other required fees, if any, for all categories of members may be set by IAP2 Canada with notice to the members.
- 3.5 Each member has the right to vote, to receive notice of and to attend meetings of the members, to be an officer, and to chair or be a member of a committee.
- 3.6 Each member has only one vote.
- 3.7 Membership is not transferable.
- 3.8 Every member and every officer must comply with:
 - a) the Chapter operating policies and procedures and IAP2 Canada Bylaws;
 - b) all policies passed by Executive resolution or ordinary resolution and;
 - c) any rules of order governing the conduct of general meetings and of meetings of the Executive, either set out in these operating policies and procedures or passed by Executive resolution or ordinary resolution at the meeting.
- 3.9 The Chapter member list supplied to the chapter by IAP2 Canada constitutes the Chapter register of members and is to contain all members of the Chapter and at minimum the member's first and last name, position, organization, street address, electronic mail address, and telephone number.
- 3.10 The Chapter register of members constitutes the voters list of the Chapter.
- 3.11 It is the responsibility of the members to keep their contact information up-to-date with IAP2 Canada.
- 3.12 A member ceases to be a member on:
 - a) notification to IAP2 Canada that they no longer wish to be a member,
 - b) not being a member in good standing of IAP2 Canada
 - c) death,
- 3.13 A member becomes a member not in good standing of the Chapter by
 - a) not being a member in good standing of IAP2, or
 - b) on failing to pay
 - i) a debt due and owing to the Chapter, or
 - ii) annual membership dues by or before the date set for their payment.
- 3.14
 - 1) A member may be expelled by special resolution.
 - 2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - 3) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.
- 3.15
 - 1) A member may be suspended by Executive resolution, provided that:
 - a) at least 2/3 of the officers then in office vote in favour of the resolution,

- b) the suspension is for a substantive failure to comply with the operating policies and procedures, or for conduct prejudicial to the Chapter, or failure to comply with IAP2 Code of Ethics for Public Participation Practitioners, notice of which in either case has been given to the member,
 - c) notice of the resolution is accompanied by a brief statement of the reason or reasons for the proposed suspension, and
 - d) the member is given reasonable notice of the resolution, and an opportunity to be heard at the meeting before the resolution is voted on.
- 2) A suspension under this clause ends not later than the conclusion of the next following general meeting, and cannot be renewed.

Part 4 - Meetings of Members

- 4.1
- 1) General meetings will be in person meetings, held at the time and place that the Executive decides, in accordance with the Act, the Charter, and these operating policies and procedures.
 - 2) An AGM must be held at least once in every calendar year, and not more than 15 months after the last preceding AGM.
 - 3) Every general meeting, other than an AGM, is a special general meeting.
 - 4) AGMs may conduct a wide range of business as set out in these policies and procedures.
 - 5) Only business included in the notice can be considered at a special general meeting.
- 4.2
- 1) The Executive may convene a special general meeting.
 - 2) The Executive, on the written requisition of 10% or more of the voting members, must convene a special general meeting without delay.
 - 3) The requisition may consist of several documents in similar form each signed by one or more requisitionists and must:
 - a) state the purpose of the special general meeting,
 - b) be signed by each and every requisitionist, and
 - c) be delivered or sent by registered mail to the Chapter's business office.
 - 4) If, within 21 days after the date of the delivery of the requisition, the Executive does not convene a special general meeting, a majority of the requisitionists may themselves convene a special general meeting to be held within four months after the date of delivery of the requisition.
 - 5) A special general meeting convened by the requisitionists must be convened in the same manner, as nearly as possible, as general meetings are convened by the Executive.

Part 5 - Notice to Members

- 5.1
- 1) Notice of a general meeting must:
 - a) specify the place, day and hour of meeting, and, in case of special business, the general nature of that business,
 - b) include any special resolution to be proposed at the meeting, and any ordinary resolution that the Executive determines to give notice of, and
 - c) be given to all members not less than 14 days before the meeting.

- 2) The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 5.2
- 1) Notice of a general meeting must be given to:
 - a) every member shown on the register of members on the day notice is given,
 - b) every officer of the Chapter, and
 - c) the auditor, if any.
 - 2) No other person is entitled to receive a notice of general meeting.
- 5.3
- A notice may be given to a member either personally, by mail, by facsimile transmission, or by electronic mail to the member at the member's street address, electronic mail address, or facsimile number, as shown in the register of members.
- 5.4
- 1) A notice sent by mail from the Chapter's business office is deemed to have been received:
 - a) two days after being mailed, if to an address in Metro Vancouver or Fraser Valley Regional District, or
 - b) five days after being mailed, if to any other address.
 - 2) A notice sent by facsimile transmission or electronic mail is deemed to have been received 24 hours after being sent.

Part 6 - Proceedings at General Meetings

- 6.1
- 1) The business of an AGM is:
 - a) call to order by the chair,
 - b) confirmation that the meeting was called with proper notice,
 - c) confirmation that quorum has been met in order to call the meeting to order and to conduct the meeting,
 - d) confirmation that only those who are eligible to attend the meeting are in attendance, and attendance by guests is by ordinary resolution,
 - e) the acceptance of the agenda with any additions by ordinary resolution,
 - f) the adoption of rules of order, if required, by ordinary resolution,
 - g) the adoption of the minutes of the previous AGM with any amendments,
 - h) the report of the Executive,
 - i) the presentation of the financial statements,
 - j) the report of the auditor, if any,
 - k) appointment of the auditor, if any,
 - l) election/acceptance of officers, if any,
 - m) resolutions, if any, and
 - n) other business that, under these operating policies and procedures, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Executive issued with the notice of the meeting.
 - o) closing of the meeting by the chair once all business has been concluded.

- 2) The business at a special general meeting is limited to:
 - a) call to order by the chair,
 - b) confirmation that the meeting was called with proper notice,
 - c) confirmation that quorum has been met in order to call the meeting to order and to conduct the meeting,
 - d) the confirmation that only those who are eligible to attend the meeting are in attendance,
 - e) adoption of rules of order, if required, and
 - f) that determined by the Executive or, if applicable, as set out in a requisition under clause 3.2, and
 - g) Closing of the meeting by the chair once all business has been concluded.
- 6.2
 - 1) Quorum at a general meeting is 20% or 10, whichever is less, of the members who are entitled to vote personally present at all times.
 - 2) No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.
 - 3) If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - 4) All members are entitled to notice of, to attend, and to speak at general meetings.
- 6.3 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, must be terminated, but in any other case, it stands adjourned to a time and place determined by the Executive, but not more than fourteen days later. 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. Notice of a meeting adjourned under this clause need not be given to members not present.
- 6.4
 - 1) A general meeting may be adjourned from time to time and from place to place, but no business may 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 more than fourteen days, notice of the adjourned meeting must be given as for the original meeting.
 - 3) Except as provided in clause 5.4, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 6.5
 - 1) The President presides as chair at general meetings. In the absence or inability of the President to preside the other Executive members present must choose one of their number to be chair by whatever method they so choose.
 - 2) If at a general meeting there is no President or other Executive member present within 15 minutes after the time appointed for holding the meeting, or the President and all other Executive members present are unwilling or unable to preside as chair, those members in good standing who are present must choose one of their number to be chair by whatever method they so choose.
- 6.6
 - 1) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the resolution is defeated.

BC Chapter IAP2 Operating Policies and Procedures Adopted by Chapter Executive

- 2) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.
- 6.7 1) Voting is by show of hands, except where otherwise required, or when a ballot is requested by a majority of members present, on a show of hands.
 - 2) An ordinary resolution at a general meeting will be decided by a majority of votes, except where otherwise required.
- 6.8 1) Proxy voting is permitted on special resolutions, and such other resolutions as the Executive may state in the notice of a general meeting.
 - 2) A member who is entitled to vote may appoint another such member to vote as the member's proxy at a general meeting.
 - 3) The instrument appointing a proxy must:
 - a) be received at the Chapter's business office not less than 48 hours before the start time of a general meeting,
 - b) state how the member appointing the proxy wishes to vote on those resolutions of which notice has been given with notice of the meeting, and
 - c) not be used to vote in an election, or on any other resolution.
 - 4) The instrument appointing a proxy:
 - a) will be in a form that the Executive approves,
 - b) will clearly identify the member appointing the proxy and the member exercising the proxy,
 - c) will state how the member appointing the proxy wishes to vote on any resolutions of which notice has been given with notice of the meeting, and
 - d) is only valid for the general meeting specified on its face.
 - 5) The Executive may set reasonable conditions for the use of proxies.
- 6.9 Subject to the Act and these operating policies and procedures, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order will be used.
- 6.10 Minutes of meetings of members must be taken, kept, and stored in accordance with the Act, these operating policies and procedures, and any Executive resolutions.
- 6.11 The minutes of meeting of the members will include at least:
 - a) the title, date, start and finish time, who is in attendance, and location of the meeting,
 - b) confirmation that the meeting was called with proper notice,
 - c) confirmation that quorum has been met in order to call the meeting to order and to conduct the meeting,
 - d) confirmation that only those who are eligible to attend the meeting are in attendance, and attendance by guests is by resolution,
 - e) the acceptance of the agenda with any additions by resolution,
 - f) the adoption of rules of order, if required, by resolution,
 - g) the adoption of the minutes of the last meeting of the members with any amendments,

- h) the agenda items discussed at the meeting,
- i) the resolutions of the members,
- j) the actions required to carry out the resolutions and who has what responsibility for carryout the actions and any reporting requirements to the Executive or members,
- k) whether the version of the minutes is draft or adopted and the date of the version,
- l) a header on each page of the minutes following the first page that identifies that the page is a page of the minutes of the meeting of the member with date, and
- m) a footer on each page of the minutes, including the first page, which provides the date of the version and identifies the page number and total number of pages in the document.

6.12 A complete record of a meeting of the members includes:

- a) the notice of the meeting,
- b) the adopted version of the minutes of the meeting with any amendments to the draft incorporated into the adopted version, and
- c) any background reports or written information provided for or at the meeting.

Part 7 – Electronic Voting by Members

7.1 Members may vote electronically, except where otherwise required by these operating policies and procedures, as determined by the Executive.

Part 8 – Executive Makeup and Duties

- 8.1
- 1) The Executive officers are the President, Vice President, Secretary, Treasurer, Member Services and any new or other Executive officers added by the members as Directors by ordinary resolution at the AGM to a maximum of thirteen officers.
 - 2) The Secretary and Treasurer positions may be combined as one Executive officer position.
 - 3) An Executive officer may hold no more than two Executive officer positions at once.
 - 4) The term of an Executive officer is two years.
 - 5) The Executive officers collectively will be known as the Executive or Executive Committee.
- 8.2 The Executive, as a group, must manage or supervise the management of the affairs of the Chapter, and may exercise all the powers of the Chapter, and do all the things that the Chapter may do, subject to
- a) the operating policies and procedures, and
 - b) all laws affecting the Chapter.
- 8.3
- 1) An officer must:
 - a) act honestly and in good faith and in the best interests of the Chapter, and
 - b) exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions of an officer.
 - c) respect the privacy of its members and may not make available, share, or sell the Chapter member list

BC Chapter IAP2 Operating Policies and Procedures Adopted by Chapter Executive

- 2) The requirements of this clause are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of officers of a Chapter.
- 8.4 Nothing in a contract or the circumstances of an officer's appointment, relieves an officer from:
- a) the duty to act in accordance with these operating policies and procedures, or
 - b) a liability that by a rule of law would otherwise attach to the officer in respect of negligence, default, breach of duty or breach of trust of which the officer may be guilty in relation to the Chapter.
- 8.5 The President:
- a) supervises the other officers in the execution of their duties, including working with the Secretary and Vice President in preparing agendas and reviewing draft meeting minutes,
 - b) chairs all meetings of the Executive and all general meetings of the members,
 - c) is the Chapter liaison and contact person between the Chapter and IAP2 Canada, and
 - a) is the main contact person and spokesperson for the Chapter, and completes and submits the annual chapter return to IAP2 Canada, and
 - d) has the powers and duties generally pertaining to the office of President, subject to any restrictions imposed by the Executive.
- 8.6 The Vice President:
- a) chairs the General meetings of IAP2 BC in the absence of the President, as per the bylaws,
 - b) assumes the duties of the President in her/his absence,
 - c) develops meeting agendas and reviews draft meeting minutes in consultation with the President and Secretary,
 - d) assists in coordinating the planning of the IAP2 BC AGM and other non-training events, and
 - e) takes lead and/or participates on sub-committees regarding specific initiatives, as required
- 8.7 In the President's absence, the Vice President would perform the duties of the President. In the absence of the President and the Vice-President, the Executive will appoint another officer to perform the duties of the President by whatever method they choose.
- 8.8 The Secretary:
- a) issues notices and keep minutes of meetings of the members and the Executive,
 - b) is responsible for the correspondence of the Chapter,
 - c) has custody of all records and documents of the Chapter except those which will be kept by the treasurer,
 - d) has custody of the common seal of the Chapter, if any, and
 - e) carries out other duties as determined by Executive resolution.
- 8.9 In the absence of the Secretary from a meeting, the Executive will appoint another officer to perform the duties of the Secretary by whatever method they choose.

8.10 The Treasurer:

- b) keeps the financial records, including books of account, necessary to comply with the operating policies and procedures and the Chapter Charter,
- c) maintains a Chapter bank account at a recognized financial institution in the Province of BC,
- d) updates and maintains signing authority on the Chapter bank account as required, and as determined by the Executive Committee,
- e) invests surplus funds as directed by the Executive Committee,
- f) prepares and manages an annual budget for approval and adoption by the Executive Committee,
- g) renders financial statements to the Executive, members, and others when required,
- h) applies to IAP2 for the annual member stipend as detailed in the Chapter Charter,
- i) invoices and collects training donations no later than one week after a course is complete, and
- j) carries out other duties as determined by the Executive Committee.

8.11 The Executive may delegate the duties of the Secretary or the Treasurer or both to an employee or contractor as long as the proper reporting and supervision procedures are put in place.

8.12 The Member Services Co-ordinator:

- a) manages, maintains, and updates the IAP2BC Chapter website,
- b) writes, edits, and produces, or causes to be produced, and distributes a regular information update to the members,
- c) has responsibility for all other marketing initiatives of the chapter, and
- d) manages and responds to inquiries from current or prospective members
- e) reviews the register of members as provided by IAP2 Canada, and
- f) notifies the Treasurer of training related promotion and revenues from events.

8.13 Director At Large:

- a) promote the objectives of IAP2 Canada,
- b) promote membership in IAP2 Canada,
- c) participate in all IAP2 BC Executive meetings, either in person or by conference call and contribute to discussion and ratification of all business and other agenda items of IAP2 BC.
- d) provide leadership and coordination of special projects of IAP2 BC, as required.
- e) make reasonable efforts to participate, where appropriate in IAP2 BC sponsored events and activities, such as the Annual General Meeting, special events, training events, and other events that may arise in the course of the elected term.
- f) provide input into and support all communication efforts of IAP2 BC as required,
- g) provide input into developing policies and procedures for IAP2 BC as required, and

- h) Chair and/or participate on a team to develop and present events of benefit to IAP2 BC members.
- 8.14 The Executive may appoint a duly elected officer to positions such as Training Coordinator or other Coordination roles as required.

The Training Coordinator:

- a) implements the IAP2 BC Trainer Policy and putting signed written agreements in place between the Chapter and the trainer,
- b) reaches agreement with IAP2 Certificate Trainers and other training organizations providing training of interest to members and non-members in British Columbia.
- c) acts as Chapter Liaison on the IAP2 Canada training initiatives,
- d) ensures that trainers and training organizations provide information on training programs including a training description, dates, fees and other pertinent information on up coming programs,
- e) distributes information provided by trainers and training organizations on upcoming programs in British Columbia to IAP2 Canada Communications Coordinator, IAP2 BC Program Development and Member Services Coordinators.
- f) acts as the contact for non-IAP2 certified trainers interested in providing training to IAP2 members and non-members in British Columbia.
- g) provides a welcome to participants at training events, when possible, with their individual schedule as a volunteer or coordinates with other Executive members to provide the welcome. The welcome would include a review of how many attendees are IAP2 Canada, the provision of information, and invitations to upcoming events and thanking trainers for holding the session and the contribution to the Chapter, and
- h) reports to IAP2 BC Executive on potential training in development and being delivered. The report will include the training fee, description, and other details including adherence to IAP2 principles and values. The IAP2 BC Executive must approve all non-IAP2 certified training.

Part 9 – Executive Conflicts of Interest

- 9.1 An officer who is, directly or indirectly, interested in a proposed contract or transaction with the Chapter must disclose fully and promptly the nature and extent of the interest to each of the other officers.
- 9.2 1) An officer referred to in clause 9.1 must account to the Chapter for profit made as a consequence of the Chapter entering into or performing the proposed contract or transaction:
- a) unless:
 - i) the officer discloses the interest as required by clause 9.1,
 - ii) after the disclosure the proposed contract or transaction is approved by resolution of the officers, and
 - iii) the officer abstains from voting on the approval of the proposed contract or transaction, or

- b) unless:
 - i) the contract or transaction was reasonable and fair to the Chapter at the time it was entered into, and
 - ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.
 - 2) An officer referred to in clause 9.1 must not be counted in the quorum at a meeting of the officers at which the proposed contract or transaction is approved.
- 9.3 The fact that an officer is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Chapter does not make the contract or transaction void, but, if the matters referred to in clause 9.2 1) a) or b) have not occurred, the court may, on the application of the Chapter or an interested person, do any of the following:
- a) prohibit the Chapter from entering into the proposed contract or transaction,
 - b) set aside the contract or transaction, or
 - c) make any order that it considers appropriate.

Part 10 – Executive Election, Appointment, and Cessation

- 10.1 No less than 90 calendar days prior to the date of the AGM, the Executive will establish a Nominations Committee by resolution, of no less than three members, composed of current Executive members not seeking reelection, past Executive officers or other members of the Chapter, with the responsibility to manage and execute the Executive officer election process and make a report to the members at the AGM, with any other operating terms of reference as determined by the Executive. The goal of the Nominations Committee is to ensure there is at least one eligible candidate for each vacant Executive officer position.
- 10.2 The Executive officers will be elected as follows:
- a) No less than 60 calendar days prior to the date of the AGM, a call for nominations will be sent electronically to all Chapter members listed in the Chapter Register of Members for which there are e-mail addresses.
 - b) The call for nominations will state the Executive officer positions that are vacant, provide a description of the duties of the positions, set out the time commitments of the position and any other material information important for prospective candidates to know about the positions, the eligibility requirements, the details of the nomination process, the deadline for submitting nominations, the method and form for submitting nominations, the election process, and any other information determined to be important to the election process.
 - c) A member may be nominated and only stand for election for only one of the vacant positions.
 - d) Nominations will close 30 calendar days prior to the date of the AGM.
 - e) The nominations that are received will be vetted to ensure that they meet all eligibility requirements. Those not meeting the eligibility requirements will be rejected.
 - f) For vacant Executive officer positions for which there is only one eligible candidate, that candidate will be considered elected by acclamation.
 - g) For vacant Executive officer positions for which there is more than one eligible candidate, there will be a vote.

BC Chapter IAP2 Operating Policies and Procedures Adopted by Chapter Executive

- h) For vacant Executive officer positions for which there are no candidates, the positions will be filled as set out in 10.2 s), t), and u).
- i) An election notice must be sent no less than 28 calendar days prior to the date of the AGM to all Chapter members listed in the Chapter Register of Members at their e-mail addresses. The election notice will list the vacant Executive officer positions in alphabetical order, and
 - i) Where the position has been filled by acclamation, the name of the candidate elected by acclamation will be listed,
 - ii) Where there are multiple candidates for a position, the names of the candidates will be listed alphabetically, with other required candidate information,
 - iii) Where there are no candidates for a position, it will be stated that the position is vacant and that vacant position will be filled as set out in operating policies and procedures 10.2 s), t), and u).
- j) The election notice will provide instructions for voting including the deadline for voting, the method and form of voting, and any other information important to the election process.
- k) All votes for Executive officer positions must be received no less than 14 calendar days prior to the date of the AGM.
- l) Those candidates receiving the most votes for the Executive officer position for which they are running will be deemed to be elected.
- m) In the case of a tie vote, a run off election notice must be sent no less than 12 calendar days prior to the date of the AGM to all Chapter members listed in the Chapter Register of Members at their e-mail addresses.
- n) The run off election notice must state the reason for the notice and the names of the candidates with the tie votes, provide instructions for voting including the deadline for voting, the method and form of voting, and any other information important to the election process.
- o) All votes for run off elections must be received no less than 7 calendar days prior to the date of the AGM.
- p) Those candidates receiving the most votes for the Executive officer position for which they are running will be deemed to be elected.
- q) Each Chapter member has as many votes as there are vacant positions for which there are multiple candidates as listed in the election notice.
- r) If no eligible candidates are nominated for the vacant Executive officer positions, nominations from eligible candidates will be taken from the Chapter members in attendance at the AGM. Eligible members in attendance at the AGM may self-nominate themselves and will require two seconders from those members in attendance. Two members in attendance at the AGM may nominate another eligible member in attendance, and the nominated member must agree to the nomination.
- s) In an election at the AGM, each voting member present has as many votes as there are positions to be filled. An election must be by secret ballot, unless:
 - i) the members present unanimously agree by a show of hands that the election be by show of hands, or

- ii) there is only one candidate for a position, in which case the candidate must be declared to be elected.
 - t) If there are vacant Executive officer positions at the close of the AGM, then the Executive has the power to appoint an eligible Chapter member to a vacant Executive position as set out in clause 10.6.
 - u) Executive officers take office and their term begins at the close of the AGM at which their election is accepted by ordinary resolution of the members, or when appointed by the Executive.
 - v) An Executive officer must not serve for more than six consecutive years as an officer, and at that time must cease being an officer for one year.
- 10.3 A candidate for election as an Executive officer must:
- a) be a BC Chapter member,
 - b) not be disqualified from being a director of a company under section 124 of the BC Business Corporations Act,
 - c) be nominated in writing by two members in good standing, and
 - d) consent to the nomination.
- 10.4 An Executive officer ceases to be an officer on:
- a) the end of the officer's term of office, unless the officer is re-elected,
 - b) resigning in writing,
 - c) ceasing to be qualified to be an officer under operating policies and procedures 6.5 (a) and (b),
 - d) death,
 - e) becoming unable to perform the duties of an officer due to physical or mental disability, or
 - f) failing to attend three consecutive meetings of the Executive without giving advance notice to the Executive.
- 10.5 The members may, by special resolution, remove an officer before the expiration of the officer's term of office, and may elect a successor by ordinary resolution to complete the term of office.
- 10.6
- 1) The Executive may appoint a member in good standing as an officer to fill a vacancy in the Executive.
 - 2) An officer so appointed holds office only until the close of the next AGM, and an election must be held to fill the officer position as set out in Part 10. The appointed officer is eligible to run for and be elected to that position.
 - 3) If the President ceases to hold office between AGMs, the Executive must either choose one of their numbers or appoint an eligible member to fill the vacancy for a term ending at the next AGM, and an election must be held to fill the remainder of the term, if any.

Part 11 – Executive Reimbursement and Indemnification

- 11.1 An officer may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Chapter. The Executive must set the policies for reimbursement by resolution by the end of the calendar year for the coming fiscal year as part of the annual budgeting process for the Chapter.

- 11.2 The Chapter will indemnify an officer or former officer of the Chapter, and an officer's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the officer, in a civil, criminal or administrative action or proceeding to which the officer is made a party because of being or having been an officer, including an action brought by the Chapter, if:
- a) the officer acted honestly and in good faith with a view to the best interests of the Chapter, and
 - b) in the case of a criminal or administrative action or proceeding, the officer had reasonable grounds for believing their conduct was lawful.

Part 12 - Proceedings of the Executive

- 12.1
- 1) The Executive may meet together at the places, times, and ways to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.
 - 2) Quorum at a meeting of the Executive is a majority of officers then in office, but not less than three.
 - 3) A meeting of the Executive may be called by:
 - a) the President, or
 - b) any three officers, or
 - c) Executive resolution.
 - 4) Notice of a meeting of the Executive is sufficient if properly addressed to every officer, and sent by ordinary mail, e-mail or facsimile transmission. Except where notice is waived by all officers, notice of a meeting of the Executive will be given at least 48 hours before the meeting.
- 12.2 When a meeting of the Executive is held immediately following the election or appointment of an officer or officers, it is not necessary to give notice of the meeting to the new officers for the meeting to be constituted, if a quorum is present.
- 12.3 An officer may waive in writing notice of any meeting or meetings of the Executive and may at any time withdraw the waiver, and until the waiver is withdrawn:
- a) no notice of meetings of the Executive need be sent to that officer, and
 - b) all meetings of the Executive, notice of which have not been given to that officer are, if a quorum is present, deemed to be valid and effective.
- 12.4
- 1) Except where otherwise required, resolutions arising at meetings of the Executive and committees must be decided by a majority of votes.
 - 2) A resolution proposed at a meeting of the Executive or a committee need not be seconded, and the chair of such a meeting may move or propose a resolution.
 - 3) In the case of an equality of votes at a meeting of the Executive or a committee, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the resolution is defeated.
- 12.5 A resolution in writing, signed by all the officers and placed with the minutes of the Executive meetings, is as valid and effective as if regularly passed at a meeting of the Executive.
- 12.6 Subject to the Act and these operating policies and procedures, the Executive may adopt rules of order, but if it does not do so then the most recent edition of Robert's Rules of Order will be used.

BC Chapter IAP2 Operating Policies and Procedures Adopted by Chapter Executive

- 12.7 No act or proceeding of the Executive is invalid only by reason that there are fewer officers than the number required by clause 8.1.1).
- 12.8 Decisions and actions taken by the Executive must be by Executive resolution and recorded in the minutes of Executive meetings.
- 12.9 Minutes of meetings of the Executive must be taken, kept, and stored in accordance with the Act, these operating policies and procedures, any Executive resolutions, and any other laws that apply.
- 12.10 Minutes of meetings of the Executive must include at least:
- a) the title, date, start and finish time, who is in attendance, and location of the meeting,
 - b) confirmation that the meeting was called with proper notice,
 - c) confirmation that quorum has been met in order to call the meeting to order and to conduct the meeting,
 - d) confirmation that only those who are eligible to attend the meeting are in attendance, and attendance by guests is by resolution,
 - e) the acceptance of the agenda with any additions by resolution,
 - f) the adoption of rules of order, if required, by resolution,
 - g) the adoption of the minutes of the last Executive meeting with any amendments,
 - h) the agenda items discussed at the meeting,
 - i) the resolutions of the Executive,
 - j) the actions required to carry out the resolutions and who has what responsibility for carryout the actions and any reporting requirements to the Executive,
 - k) whether the version of the minutes are draft or adopted and the date of the version,
 - l) a header on each page of the minutes following the first page that identifies that the page is a page of the minutes of the meeting of the Executive with date, and
 - m) a footer on each page of the minutes, including the first page, which provides the date of the version and identifies the page number and total number of pages in the document.
- 12.11 A complete record of a meeting of the Executive includes:
- a) the notice of the meeting,
 - b) the adopted version of the minutes of the meeting, any amendments to the draft incorporated into the adopted version and
 - c) any background reports or written information provided for or at the meeting.
- 12.12 Meetings of the Executive are open to chapter members, except in camera meetings of the Executive.
- 12.13
- 1) The Executive may meet in camera on issues of a legal or confidential nature related to the business of the Chapter, but not on issues considered to be the normal business of the Chapter.
 - 2) Only the Executive, and those whose attendance is requested or granted by the Executive by resolution, or required by law, are able to attend an in camera meeting.

- 3) A quorum of the Executive as required for regular meetings of the Executive must be present in order to call an in camera meeting to order and to conduct the meeting,
- 4) Minutes of in camera meetings must be taken, labeled as such, kept, and stored separately, and are confidential and access is restricted to the Executive until such time as the issues dealt with at the meeting are not longer of legal or confidential concern as decided by the Executive.
- 5) The Secretary will take and be responsible for the minutes of in camera meetings unless the Secretary is not a member of the Executive and the Executive does not request or grant the Secretary attendance at the meeting. In such cases, the Executive will choose a minute taker from amongst those Executive members in attendance.
- 6) Minutes of in camera meetings will only include the date, time start and finish time, and location of the meeting; the names of those in attendance; that quorum was present; the name of the Chair and minute taker, the agenda items discussed at the meeting; and any decisions taken by the Executive regarding the agenda items. The minutes will not include any discussion of the agenda items.
- 7) In camera meetings will normally be part of a regular meeting of the Executive. In such cases the notice and agenda of the Executive meeting where an in camera segment is scheduled will only include an agenda item titled 'in camera meeting' and will not identify items to be discussed in camera; and, will be recorded as such in the minutes of the Executive meeting.
- 8) Where a separate in camera meeting of the Executive is called, the notice of the meeting will not include the business to be discussed or a proposed agenda.
- 9) Any background information or reports prepared for or provided at an in camera meeting must be marked and kept confidential to the Executive and any other persons the Executive deems appropriate by resolution, or as required by law.
- 10) The minutes of an in camera meeting of the Executive can only be adopted and discussed in camera.
- 11) Any and all matters and the discussion that takes place within an in camera meeting are confidential to the meeting and those in attendance. The Executive in attendance will verbally update an Executive members not in attendance at an in camera meeting.

Part 13 – Executive Director, and Contractors

- 13.1
 - 1) The Executive may contract or employ an Executive Director, set the responsibilities, authority, remuneration and other terms and conditions of contract or employment of that person.
 - 2) The Executive Director:
 - a) is an appointed officer, with no vote,
 - b) may also be titled the chief executive officer or general manager, or similar title as determined by the Executive, and
 - c) is entitled to notice of meetings of the Executive and members, and to attend and speak at, unless otherwise determined by resolution or these policies and procedures.
- 13.2 The Executive may hire other contractors or employees, and set the responsibilities, authority, remuneration and other terms and conditions of contract or employment of those persons as the Executive sees fit.

Part 14 – Committees

- 14.1 1) The Executive may delegate any, but not all, of its powers to committees, and has the power to establish, set the terms of reference for, appoint the chair and members of, direct, and dissolve committees as it sees fit.
- 2) All chapter committees are committees of the Executive.

Part 15 – Access to Chapter Records

- 15.1 1) The records of the Chapter may be inspected by a member or designated representative of IAP2, on reasonable notice, except in camera Executive meeting minutes that have not been made public by the Executive as noted in 15 2), or those subject to laws requiring otherwise.
- 2) The records of the Chapter, including its accounting records, must be open to the inspection of an officer on reasonable notice, subject only to laws requiring otherwise.
- 3) No other person may have access to the records of the Chapter except by Executive resolution or by laws requiring otherwise.
- 4) Members, officers, and IAP2 are prohibited from using the records of the Chapter for anything other than Chapter or IAP2 related purposes, except by Executive resolution.

Part 16 – Financial Year and Signing Officers

- 16.1 The Executive must determine the:
- a) financial year of the Chapter, and
- b) signing officers of the Chapter, and their authority.

Part 17 – Investment

- 17.1 The Executive may invest the funds of the Chapter in such manner and in such securities, properties and investments as the Executive deems is in the best interests of the Chapter.