

SOCIETY ACT

Constitution

1. The name of the society is the INTERNATIONAL ASSOCIATION OF FORENSIC MENTAL HEALTH SERVICES.
2. The purposes of the society are:
 - a. To enhance the standards of forensic mental health services in the international community.
 - b. To promote an international dialogue about forensic mental health, in all its aspects, including violence and family violence.
 - c. To promote education, training and research in forensic mental health.
 - d. To inform professional communities and the public about current issues in forensic mental health.
 - e. To promote and utilize advance technologies in the pursuit of the above goals.
 - f. To form informal and formal liaison with bodies having a similar purpose.

BYLAWS OF THE INTERNATIONAL ASSOCIATION OF FORENSIC MENTAL HEALTH SERVICES

Part 1 — Interpretation

- 1.1 (1) In these bylaws, unless the context otherwise requires:
 - “**directors**” means the directors of the society for the time being;
 - “**Society Act**” means the *Society Act* of British Columbia from time to time in force and all amendments to it;
 - “**Registered address**” of a member means the member’s 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.
- 1.2 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

- 2.1 The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

There shall be three categories of members:

i) general members, ii) student members and iii) corporate members.

General members will include physicians, psychologists, psychiatrists, criminologists, nurses, social workers, and lawyers and professionals working in the area of sociology and law. Other professionals working in academic centres or in forensic mental health services, including administrators, will also be eligible. Student members will include individuals who have current full-time enrolment in an undergraduate or graduate program at an academic institution and qualify as a “Student”, as that term is defined by the general members of the society from time to time. Corporate members will include an organization, including a corporate body, partnership or another society that is accepted by the directors of the society for membership in the society. Certain benefits may be offered to student and corporate members, but these benefits will not include any voting rights in the society’s affairs.

- 2.2 A person or corporation may apply to the directors for membership in the society and on acceptance by the directors is a general member, student member or corporate member of the society, as the directors deem appropriate.
- 2.3 Every member must uphold the constitution and comply with these bylaws.
- 2.4 The amount of the first annual membership dues will be determined by the directors and after that the annual membership dues will be determined at the annual general meeting of the society. There shall be three categories of membership dues, general dues, student dues and corporate dues. Student membership dues will always be less than general membership dues.

- 2.5 A person or corporation ceases to be a member of the society
- (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
 - (b) on his or her 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.
- 2.6 (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 must be accompanied by a brief statement of the reasons for the proposed expulsion.
 (3) The person or corporation who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 2.7 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society and the general member is not in good standing so long as the debt remains unpaid.
- 2.8 A student member who no longer qualifies as a student member at the time his or her annual membership fees are due, must reapply to the directors for membership in the society.
- 2.9 There shall be a non-member category of corporate sponsor. Donations in the form of unrestricted grants may be received from corporate sponsors, and such grants will be acknowledged in the publications of the society.

Part 3 — Meetings of Members

- 3.1 General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The directors may, when they think fit, convene an extraordinary general meeting.
- 3.4 (1) Notice of a general meeting must specify the place, day and hour of the 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.
- 3.5 The first annual general meeting of the society 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 and not more than 15 months after the holding of the last preceding annual general meeting.
- 3.6 (1) In addition or concurrent with the general meeting, there shall be an annual meeting of the society for the presentation of scientific papers and the discussion of professional matters in the field of the society's interest.
 (2) The directors shall be responsible for determining the site of each annual meeting. Priority should be accorded to countries where an annual meeting has not occurred, providing the directors are satisfied that sufficient support for an annual meeting would be given in those countries.

Part 4 — Proceedings at General Meetings

- 4.1 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 election 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 meeting.

- 4.2 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not 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 then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.
- 4.3 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 must 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.
- 4.4 Subject to bylaw 4.5, the president of the society, the president elect or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 4.5 If at a general meeting
- (a) there is no president, president elect 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 the chair, the members present must choose one of their number to chair.
- 4.6 (1) 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.
- (2) 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.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 4.7 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution does not pass.
- 4.8 (1) A general member in good standing present at a meeting of members is entitled to one vote. Student members and corporate members are not entitled to vote.
- (2) Voting is by show of hands.
- (3) Voting by proxy is not permitted.

Part 5 — Directors and Officers

- 5.1 (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the society,
- (b) these bylaws, and
- (c) rules, not being inconsistent with these bylaws that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 5.2 (1) The president, immediate past-president, president elect, secretary, treasurer and three other persons are the directors of the society.
- (2) The number of directors must be 5 or a greater number determined from time to time at a general meeting.
- 5.3 (1) The directors must retire from office at the annual general meeting when their successors

are elected. The President shall serve a two-year term. The Secretary, Treasurer, and other directors are elected for three year terms of office, where possible their terms being staggered in such a manner as to provide continuity for the society.

- (2) Separate elections must be held for each office to be filled.
 - (3) An election must be by ballot with full members eligible to vote.
 - (4) If a successor is not elected, the person previously elected or appointed continues to hold office.
 - (5) Nominations for election to the board of directors shall be made electronically via the IAFMHS website at least 2 months prior to the annual meeting. Online voting will commence once nominations are closed. Results will be posted on the IAFMHS website two weeks prior to AGM.
- 5.4 (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.
- 5.5 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- 5.6 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 5.7 A director must not be remunerated for being or acting as a director.

Part 6 — Proceedings of Directors

- 6.1 (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit, and may hold meetings, in whole or in part, by telephone, telephone conference call, video conference or through such other electronic media as may be agreed to in advance between the directors. All outgoing and incoming members of the board of directors, with the exception of the retiring past-President, shall be present at the annual meeting of the board of directors.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office. Directors participating by electronic media shall be considered part of the quorum.
- (3) The president is the chair 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 president elect must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
- 6.2 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- 6.3 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 6.4 The members of a committee may meet and adjourn as they think proper.
- 6.5 Committees of the board of directors shall include a Nomination and Awards Committee. The Nomination and Awards Committee shall consist of the past-President as chair, the current President, and three other board members appointed by the President. The Nomination and Awards Committee shall nominate at least two persons for each office for which election is being held, taking care to assure broad representation in the administration of the society. The Nomination and Awards Committee shall ascertain which members so nominated meet requirements for office as specified in the by-laws and are willing to serve if elected. The Nomination and Awards Committee

shall present nominations for any awards offered by the society to the board of directors, which will select recipients of these awards by a majority vote.

- 6.6 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.
- 6.7 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 by letter, telegram, facsimile, email, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of directors is not required to 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, if a quorum of the directors is present, are valid and effective.
- 6.8 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.
- 6.9 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 6.10 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

- 7.1 (1) The president presides at all meetings of the society and of the directors.
- (2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
- (3) The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Committee from time to time.
- 7.2 The president elect must carry out the duties of the president during the president's absence. In the absence of the president, or in the event of the president's inability to act, the president-elect shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The president-elect shall perform such other duties as from time to time may be assigned by the president or by the Executive Committee.
- 7.3 The secretary must do the following:
- (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;
 - (f) maintain the register of members.
 - (g) The secretary shall in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Executive Committee. The secretary shall submit a budget for necessary operating expenses to the Executive Committee for approval, and shall have the authority to hire an administrative assistant according to the amount approved for such expenses.
- 7.4 The treasurer must
- (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.
 - (c) The treasurer shall have charge and custody of and be responsible for all funds of the society, receive and give receipts for monies due and payable to the society, deposit all such monies in the name of the society in such banks or other

depositories as shall be selected by the Executive Committee of the society, prepare an annual financial report and a budget for the upcoming year for the society, and in general perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the Executive Committee.

- (d) Nothing in this Section shall be construed to bar collection by the society or any other entity designated by majority vote of the Executive Committee of funds due and payable to the society. When such collection occurs, the treasurer shall have charge of ensuring ultimate deposit of such funds in the accounts of the society and maintaining appropriate accounting of their receipt.
- 7.5 (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- (2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 5.1 (2).
- 7.6 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 – Activities

- 8.1 The Society ~~shall~~ may publish a Newsletter for purposes of co-ordinating and disseminating news relevant to the membership of the society and for conducting society business.
- (1) As a part of its mandate, the Newsletter shall publish the minutes of each board of directors meeting, the annual budget for the society, announcements of the petition process as outlined in these by-laws, and final nominations for society offices.
- (2) The editor of the Newsletter shall be nominated by the Nominations and Awards Committee, in consultation with the Publications and Communications Committee, such appointment subject to the approval of the board of directors. The editor shall be appointed to a three-year term and shall serve as an ex-officio, voting member of the board of directors. By mutual consent of the Newsletter editor and the board of directors, the appointment may be extended for one additional three-year term or a maximum of six years.
- 8.2 The society shall publish a journal with the goal of disseminating results of research and scholarly writing in the area of forensic mental health. The editor of the Journal shall be nominated by the Nominations and Awards Committee, in consultation with the Publications and Communications Committee, such appointment subject to the approval of the board of directors. The editor shall be appointed to a three-year term with the possibility of two extensions, and shall serve as an ex-officio, voting member of the board of directors.

Part 9 — Seal

- 9.1 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 9.2 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 10 — Borrowing

- 10.1 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 that power, by the issue of debentures.
A debenture must not be issued without the authorization of a special resolution.
- 10.2 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 11 — Auditor

- 11.1 This Part applies only if the society is required or has resolved to have an auditor.

- 11.2 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 11.3 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 11.4 An auditor may be removed by ordinary resolution.
- 11.5 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 11.6 A director or employee of the society must not be its auditor.
- 11.7 The auditor may attend general meetings.

Part 12 — Notices to Members

- 12.1 A notice may be given to a member, either personally or by mail to the member at the member's registered address.
- 12.2 A notice sent by mail is deemed to have been given on the second day following the day 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.
- 12.3 (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) the auditor, if Part 11 applies.(2) No other person is entitled to receive a notice of a general meeting.

Part 13 — Bylaws

- 13.1 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
- 13.2 These bylaws must not be altered or added to except by special resolution.