Constitution and Bylaws of the
Vancouver Island Public Interest Research Group

Updated February 2009

CONSTITUTION

S. 1 Name

The name of the Society is the Vancouver Island Public Interest Research Group Society.

S. 2 Purposes

a. To promote and conduct research on issues of public interest and concern;
b. To make information acquired through the research activities of the Society available to the public;
c. To promote and undertake appropriate citizen action, including, but not limited to, representation before legislative, administrative and judicial bodies, where research activities of the Society indicate this to be in the public interest;
d. To facilitate student participation in public interest research and to aid students in developing effective citizenship skills;
e. To set up and maintain a Resource Centre which will aid students in accomplishing such objectives as stated above; and
f. To support the development of and to co-operated with other PIRGs as the occasion arises.

S. 3 Nature of the Society

The Society shall be non-partisan; i.e. shall not be affiliated to or take part in the activities of any one political party. Its purposes shall be carried out without the purpose of gain for its members. Any profits or accretions to the Society shall be used for promoting its purposes.

S. 4 Alterability

Sections three (3) and four (4) are alterable by special resolution.

S. 1 Interpretation and Definitions

1) In the Constitution and Bylaws of the Vancouver Island Public Interest Research Group Society,
   a. “the Society” means the Vancouver Island Public Interest Research Group Society,
   b. “member” means an ordinary or associate member of the Society, in accordance with Bylaw 2,
   c. “board” means the Board of Directors elected by members,
   d. “Director” means an elected voting director of the Board,
   e. “VIPIRG fee” means the fee paid to the Society by students at the University of Victoria,
   f. “ordinary resolution” means a resolution passed in a general meeting by the members of the Society by a simple majority of votes cast in person,
   g. “special resolution” means a resolution passed in a general meeting by a majority of not less than seventy-five percent (75%) of those members of the Society who vote in person.

2) Words importing the singular include the plural, and those importing a female person include a male person, and vice versa.
BYLAWS

1) Ordinary members

(a) All registered University of Victoria students who have paid the VIPIRG fee shall be ordinary members of the Society, commencing on payment of the VIPIRG fee.
(b) Under the present two semester system, for the summer months, students who have been ordinary members for the preceding two semesters shall continue as ordinary members.
(c) Summer Session and intercession registered students shall be ordinary members for the summer months commencing on payment of the VIPIRG fee.
(d) All ordinary members shall be members in good standing.
(e) Any ordinary member who has requested and received the return of her VIPIRG fee in accordance with the procedures set out in Bylaw 3, ceases to be an ordinary member of the Society.

2) Associate members

(a) Individuals who are not ordinary members may become an Associate member of the Society by paying an annual fee equivalent to that of ordinary members.
(b) Non-students may become associate members upon payment of a fee set by the Board.
(c) Corporations and other societies shall not be eligible for membership in the Society.

3) Rights of members

(a) All members shall have voting privileges at general meetings of the Society.
(b) All members shall be eligible to be Directors.
(c) All members shall be entitled, upon request, to a copy of the Constitution and Bylaws of the Society, at cost, subject to the Society Act.
(d) Administrative documents of the Society shall be open to inspection by any member upon reasonable request address to the Chair of the Society, except for minutes of Board meetings held in camera.

4) Duties of members

It is the duty of every member to uphold the spirit and intent of the Constitution and Bylaws of the Society in matters respecting the Society.

Bylaw 3 VIPIRG Fee and Refund Period

1) The VIPIRG fee shall be established from time to time by the membership through a referendum.
2) Any ordinary member may, upon proof of payment of the VIPIRG fee, obtain a refund during the refund period.
3) Associate members shall not be eligible for a refund or their membership fee.
4) The refund period shall be held once per UVIC academic semester within 30 days of the Society’s receipt of student fees. The duration of the refund period shall be 10 consecutive working days.
5) The refund period will be advertised at least seven (7) days before the commencement of said period. Advertising shall consist of:
   (a) prominent posting of refund period information as follows:
       (i) there must be at least fifty (50) posters posted on UVIC campus
(ii) one poster must be posted in each classroom building.

OR

(b) an advertisement in the official student newspaper of at least 1/6 of a page.

Bylaw 4 Referenda

1) A referendum may be called by the Chair of the Board based on a resolution passed by simple majority of votes cast by the Board.

2) The Board shall ensure that the wording of the referendum is clear and unambiguous and capable of being answered yes or no.

3) A referendum shall be conducted for at least twenty (20) hours over a minimum of five (5) days and shall begin not less than fourteen (14) days and not more than forty (40) days after the passing of the resolution.

4) A referendum shall be binding on the Board where a majority of the votes cast support the referendum and the number of votes cast is equal to or greater than five percent (5%) of the members by the last day of the referendum.

5) Each member shall be entitled to one vote in a referendum and no proxy voting will be allowed.

6) Notice:
   (a) Notice shall be given at least fourteen (14) days prior to a referendum by a notice in the official student newspaper and a notice posted conspicuously in the Society’s office and in at least three conspicuous places on campus.
   (b) Notices of a referendum shall clearly state the dates, times, places and purposes of the referendum, and shall state the text of the referendum question.

7) Any referenda which refer to dissolution of the VIPIRG fee shall not also refer to the dissolution of the Society itself.

Bylaw 5 Board of Directors

1) Members of the Board.
   (a) Members of the Board shall be elected in annual elections. Terms of office for members of the Board shall be for one (1) year or until the next annual election.
   (b) Members of the Society shall elect eight (8) ordinary members to the Board.
   (c) Members of the Society shall elect a maximum of three (3) Associate members to the Board.

2) Duties and Powers of Directors
   (a) The management, administration and control of the property, revenue, business and affairs of the Society are vested in the Board subject to these Bylaws. Without diminishing the generality of the foregoing, the Board:
      (i) may make such rules and regulations as it considers advisable for the conduct of the affairs of the Society, provided they are consistent with the Constitution and Bylaws,
      (ii) may enter into agreements on behalf of the Society,
      (iii) may acquire and deal with a trademark, trade name, copyright, patent or proprietary interest therein,
      (iv) shall represent the Society as the employers of the staff of the Society, and ensure that the activities of the staff are appropriate to the purposes of the Society, shall ensure the proper keeping of financial records, and
      (v) shall prepare and implement a Twelve Month Plan in accordance with Bylaw 9.
(b) With the exception of those powers specifically enumerated in Bylaw 5 subsections 2(a)(i) through (2)(a)(vi), the Board may appoint standing committees, ad hoc committees, and task forces consisting of such persons as the Board sees fit, to carry out specified functions as determined by the board; however, the Board reserves the right to make final and binding decisions in all matters.

(c) At least two (2) Directors shall sign the financial statements presented at an AGM.

(3) Recall, Resignation and temporary Absence of Directors

(a) A Director’s position may be declared vacant by a seventy-five percent (75%) resolution of the Board if the Director misses two (2) consecutive board meetings without reasonable notice.

(b) A Director’s position may be declared vacant where a Director resigns or will be absent for an extended period of time.

(c) A Director’s position may be declared vacant by a seventy-five percent (75%) resolution of the board if based upon evidence contained in a written submission to the Board, the Board finds that Director to have been actively working against the purposes of the Society

OR engaging in theft from the Society or its members
OR engaging in harassment against the members of the Society or its staff
OR engaging in physical violence against a member of the Society or its staff

(d) Where the board takes action under Bylaw 5(3)(c):

(i) the Board shall give to the Director in question at least 7 days written notice of the date, time and substance of the meeting and of the Director’s right to make submissions on the issue.

(ii) Where the Director in question chooses not to exercise her right to attend the meeting or her right to make submissions to the Board at the meeting, the Director shall be deemed to have waived either or both of these rights.

(iii) Once a Director is removed from their position, that person will not be eligible to stand for re-election to the Coordinating Collective.

(4) Appointment of Interim Directors

Where a Director’s position has been declared vacant, the Board may appoint, by a seventy-five percent (75%) resolution, an interim Director to serve the duration of the vacancy, or until a regular election is held.

(5) Remuneration

No remuneration shall be paid to a Director for being or acting as Director or Officer, but a Director or Officer shall be reimbursed for all expenses incurred by her while engaged in the affairs of the Society, subject to authorization by the Treasurer according to financial guidelines determined by the board.

Bylaw 6 Meetings of the Board

(1) Regular Meetings

(a) The Board shall hold a regularly scheduled meeting at least once a month between September and April, and hold meetings as deemed necessary between May and August as called by the Chair or two members of the Board.

(b) Quorum of the Board shall be four (4) Directors.

(c) Regular meetings, with the exception of in camera sessions, shall be open to all members of the Society.

(d) The Chair shall make every effort to enable the attendance and voice of members.
(2) **Special Meetings**

(a) Special meetings of the Board to consider matters of particular concern or urgency shall be called forthwith by the Chair,  
(b) at the Chair’s discretion,  
(c) upon a majority resolution of the Board, OR  
(d) upon receipt of a written request from two (2) Directors.

**Bylaw 7 General Meetings**

(1) **Ordinary Business**

(a) The following business shall be deemed ordinary business:  
   (i) The presentations and consideration of financial statements  
   (ii) The presentation and consideration of the report of the board on the activities of the preceding year.

(2) **Special Business**

(a) Any business not specified in Bylaw 7(a)(i) shall be deemed to be Special Business.  
(b) All Special Business must be passed by Special Resolution.

(3) **Annual General Meetings**

(a) The Society shall hold an Annual General Meeting (AGM) at a time and place determined by the Board in accordance with the Society Act.  
(b) Ordinary business shall be conducted at AGMs.  
(c) Members may submit items additional to ordinary business for placement on the proposed agenda of the AGM, provided that the item is received by the board at least twenty-one (21) days prior to the date of the AGM.  
(d) The Board shall appoint delegate(s) to facilitate or chair general meetings.

(4) **Special General Meetings**

(a) A Special General Meeting (SGM) shall be called by the Chair upon either:  
   (i) a seventy five percent (75%) resolution of the Board, or  
   (ii) in accordance with the Requisition provisions of the Society Act.  
(b) In the case of an SGM called under Bylaw 8(4)(a)(i), the Board shall be responsible for seeing that the notice requirements of 8(5) are met.  
(c) The Chair or their delegate from the Board shall preside at the SGM.

(5) **Notice of General Meetings**

(a) Notice shall be given to ordinary members at least twenty-eight (28) days prior to a general meeting by:  
   (i) a notice in the official student newspaper, and  
   (ii) posters displayed conspicuously in the Society’s office and across the campus, according to University bylaws.  
(b) Notice shall be given by mail to associate members at least twenty-eight (28) days prior to a general meeting.
(c) Notices of a general meeting shall clearly state the date, time, place and proposed agenda, including special business, of the meeting.

(6) Quorum

(a) Quorum for a General meeting shall be twenty-five (25) members of the Society.
(b) If within one half (1/2) hour from the time appointed for an AGM, quorum has not been reached, quorum shall be five (5) members, but the meeting may only transact ordinary business as described in Bylaw 7(1) and no other business.

Bylaw 8 Officers of the Society

(1) Titles

(a) The Officers of the Society shall consist of a Chair, a Treasurer and a Secretary.

(2) Appointment

(a) The Officers of the Society shall be elected from the Board by the Directors.
(b) The term of office shall be one (1) year following the election of the Board.
(c) Officers shall not serve more than two (2) terms consecutively.
(d) An Officer ceases to hold an office if and when she is recalled, resigns or ceases to be a Director.

(3) Recall of Officers

(a) Officers may be recalled by seventy-five percent (75%) resolution of the Board.
(b) An office must be given ten (10) days written notice of, and the opportunity to be heard at, the meeting of the Board at which her recall is to be decided upon. Such an Officer may designate an agent to attend with her or in her place.

(4) Duties of Officers

(a) the Chair shall
   (i) prepare, call and chair meetings of the Board;
   (ii) see that the spirit and intent of the Society’s Constitution is upheld;
   (iii) interpret board policy as needed, subject to review by the Board; and
   (iv) perform such other duties as directed by the Board.
(b) The Secretary shall:
   (i) conduct the correspondence of the Board;
   (ii) Issue notices of meetings;
   (iii) Ensure that minutes of all meetings of the board are kept;
   (iv) Ensure safekeeping of all records and documents of the Board and the Society, except for those of the Treasurer;
   (v) Maintain a register of members; and
   (vi) Perform such other duties as directed by the Board
(c) The Treasurer shall:
   (i) Ensure accuracy of financial records, including the books of account;
   (ii) Supervise the work of the Society’s bookkeeper and render financial statements to Directors, members and others as required;
   (iii) Make financial records and account books available to the general membership of the Society and for audit, if an audit is deemed necessary;
   (iv) Sign all cheques issues by the Society; and
Perform such other duties as directed by the Board.
(d) The signing officers of the Society shall consist of the Chair, the Treasurer, the Secretary and one other Director.

Bylaw 9 Twelve Month Plan

(1) Each year the Society’s Twelve Month Plan shall be formulated as the basic internal planning document guiding activities of the Society.
(2) The Twelve Month Plan shall be prepared in accordance with the Society’s policy.

Bylaw 10 Staffing

(1) The Society’s work will require the employment of staff and contract employees, who shall be hired in accordance with the following:
   (a) The Board shall, where appropriate, strike a hiring committee consisting of at least two (2) Directors;
   (b) Subject to any collective agreement signed by the society, an open hiring policy, in which any vacant staff positions are advertised and the most suitable candidates selected from the applicants, shall be followed by the Society; and
   (c) The recommendations of the Hiring committee shall be subject to ratification of the board.
   (d) Hiring policy for unionized staff shall be in accordance with the applicable collective agreement.

Bylaw 11 Borrowing

(1) In order to carry out the purposes of the Society, the board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and in particular but without limiting the foregoing, by the issue of debentures.
(2) No debenture shall be issues without the sanction of a Special Resolution
(3) The members may by Special Resolution restrict the borrowing powers of the board, but a restriction imposed expires at the next AGM.

Bylaw 12 Amending the Constitution and Bylaws

(1) Amendments to the Constitution an/ or Bylaws may only be made by Special resolution of the Society as defined by the Society Act.
(2) Upon resolution to amend the Constitution and/or Bylaws, the Board shall immediately inform the Registrar of the amendment. If the date at which the amendment is to become effective is specified by the resolution to amend, the Board shall also inform the Registrar that the amendment is to take place as soon as it is approved by the Registrar.
(3) An amendment shall only become effective upon approval of the Registrar pursuant to the Society Act.

Bylaw 13 Dissolution

(1) The dissolution of the Society shall be governed by the Society Act and the Company Act.
(2) In the event of a dissolution of the society, funds and assets remaining after the satisfaction of its debts and liabilities shall be used solely for the establishment and maintenance of a scholarship

Bylaw 14 Rules of Order
Rules of Order, which are designed to ensure free and fair debate, shall be determined each year by the Board, and meetings of the society shall be conducted in accordance with these rules.