



CAROL PREST

**Bylaws of the
International Comparative Policy Analysis Forum Association (the
"Association"/ "Society")**

PART 1 — DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

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

"**Board**" means the board of directors of the Association;

"**Bylaws**" means these bylaws as altered from time to time;

"**Editor-in-chief**" means the founding editor-in-chief of the Journal since 1998;

"**Founding President**" means the founding president of the Association and Editor-in-chief of the Journal;

"**International Comparative Policy Analysis Forum (ICPA-Forum)**" means the Association derived from the Journal's network, sponsors and activities;

"**Journal**" means the Journal of Comparative Policy Analysis: Research & Practice (JCPA);

"**ordinary resolution**" means a majority resolution passed by a vote of 50% or more of the Voting Members at a general meeting;

"**person**" or "**persons**" includes individuals and institutions.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

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

PART 2 —MEMBERS

Application for membership

- 2.1 All members, Voting or Nonoting, shall apply for membership and shall become a member on the Board's acceptance of the application.

Initial Voting Member

- 2.2 The initial voting member ("Initial Voting Member") shall be Iris Geva-May.
- 2.3 The Initial Voting Member shall elect or appoint the Board, who shall have a term of three (3) years, and who shall serve as the first directors of the Association.

Voting Members

- 2.4 There shall be seven (7) voting members (the "Voting Members"). Voting Members shall be members of, or hold office as:
- (a) Editor-in-chief of the Journal as Founding President of the Association or his/her nominee;
 - (b) five (5) persons whose applications have been accepted by the Editor-in-chief of the Journal; and
 - (c) one (1) International Institutional Member.
- 2.5 International Institutional Members shall be those institutions, whether public or private, which operate in the field of public affairs, sponsors the Journal, or provides material support to the Association or the Journal.

Non-Voting Members

- 2.6 Non-Voting Members shall include:
- (a) Honorary Members;
 - (b) Fee-Paying Members;
 - (c) Non-Paying Members;
 - (d) Fee-Paying Student Members; and
 - (e) Associational Partnerships.
- 2.7 Honorary Members shall be those persons who have provided fundamental contributions of time, energy, and other resources to the field of comparative policy analysis.

- 2.8 Fee-Paying Members shall be those individuals who, by their profession, training, or function are interested or involved in comparative policy analysis and public policy, and who have paid the annual membership fee.
- 2.9 Non-Paying Members shall be those individuals who, by their profession, training, or function are interested or involved in comparative policy analysis, comparative policy studies, and comparative public affairs and have provided material support to the Association or Journal.
- 2.10 Fee-Paying Student Members shall be those individuals who are full-time students in a degree program who are interested in the Association's work and will pay a special fee rate.
- 2.11 Associational Partnerships shall be those international associations that operate in the field of public affairs, public policy, public administration, and political science, and collaborate with the Association and the Journal.

Voting Membership rights and obligations

- 2.12 Voting Members in good standing shall be entitled to one vote at general meetings. They can be invited to become members of ad-hoc committees.
- 2.13 International Institutional Members shall:
 - (a) become sponsors of the Journal; and
 - (b) make a commitment of financial support and other support, such as administrative support, to the Association for no less than four (4) years.
- 2.14 Each International Institutional Member shall appoint a representative to create the International Institutional Council.
- 2.15 The International Institutional Council may recommend, to the Voting Members, one of its members to be on the Board.

Non-Voting Membership rights and obligations

- 2.16 Non-Voting Members shall not be entitled to vote at general meetings.
- 2.17 Fee-Paying Members shall be entitled to enhanced benefits, including discounted subscriptions to the Journal, and other benefits which shall be determined and modified from time to time by the Board.
- 2.18 Honorary Members have the same rights as Fee-Paying Members.

- 2.19 Non-Paying Members shall be entitled to receive newsletters and information about the activities of the Association and the Journal.
- 2.20 Fee-Paying Student Members shall be entitled to a discounted annual membership fee and have the same rights as Fee-Paying Members.
- 2.21 Associational Partnerships shall be entitled to collaborate with the Association in the adjudication of co-sponsored awards on comparative policy analytic contributions submitted to the annual conferences for review, and any other activities which shall be determined and modified from time to time by the Board.

Duties and obligations of all members

- 2.22 Every member must uphold the Constitution of the Association and must comply with these Bylaws.

Amount of membership fees

- 2.23 The amount of the annual membership fees, if any, must be determined by the Board.

Member not in good standing

- 2.24 A member is not in good standing if the member fails to pay the member's annual membership fees, if any, and the member is not in good standing for so long as those fees remain unpaid.

Member not in good standing may not vote

- 2.25 A Voting Member who is not in good standing:
- (a) may not vote at a general meeting; and
 - (b) is deemed not to be a Voting Member for the purpose of consenting to a resolution of the Voting Members.

Suspension of a member

- 2.26 The Board may suspend a member for acting contrary to the Bylaws, the Constitution, or the Act for any period that the Board deems fit. The president has discretion to provide the member with a hearing before the Board, either in person or through written correspondence.

Termination of membership if member not in good standing

2.27 A person's membership in the Association is terminated if:

- (a) the person is not in good standing for six (6) consecutive months;
- (b) the Board decides to terminate a person's membership by a vote of 50% or more; and
- (c) the Voting Members pass an ordinary resolution to terminate the person's membership.

Restriction on eligibility for membership if membership terminated or suspended

2.28 A person whose membership is suspended or terminated shall not be eligible for membership for a period of at least one (1) year.

No refund of membership fees if membership terminated or suspended

2.29 The Association shall not be required to refund any of the member's membership fees if the membership was terminated or suspended for any reason.

PART 3 — GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

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

Methods of meeting

3.2 A general meeting may be held:

- (a) in person;
- (b) by conference call; or
- (c) by any other means of communication consented to by the Board.

Ordinary business at general meeting

3.3 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Association presented to the meeting;

- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) ongoing consultations on matters relevant to the Association or the Journal; and
- (g) discussion of business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

- 3.4 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

- 3.5 The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair;
 - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Quorum for general meetings

- 3.6 The quorum for the transaction of business at a general meeting is 50% or more of eligible attending Voting Members.
- 3.7 If, at any time during a general meeting, there ceases to be a quorum of Voting Members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

- 3.8 The chair of a general meeting may, or, if so directed by the Voting Members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 3.9 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for thirty (30) days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

- 3.10 The order of business at a general meeting is as follows:
- (a) elect an individual to chair the meeting, if necessary;
 - (b) determine that there is a quorum;
 - (c) approve the agenda;
 - (d) approve the minutes from the last general meeting;
 - (e) deal with unfinished business from the last general meeting;
 - (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Association for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
 - (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and
 - (h) terminate the meeting.

Methods of voting

- 3.11 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the Voting Members.

Announcement of result

- 3.12 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

- 3.13 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

- 3.14 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Waiver of general meeting

- 3.15 A general meeting shall be held every calendar year unless all matters that must be dealt with are dealt with in a resolution and all Voting Members consent in writing to the resolution on or before the date by which the general meeting must be held, in accordance with section 72 of the Act.

PART 4 — DIRECTORS

Number of directors on Board

- 4.1 The Association must have no fewer than three (3) and no more than seven (7) directors.

Election or appointment of directors

- 4.2 At the end of a director's term, the Voting Members entitled to vote for the election or appointment of directors must elect new directors by a vote of 50% or more to fill the vacancy.

Directors' term

- 4.3 All directors shall have a term of three (3) years, with an option to renew for another term of three (3) years, except for the Initial Voting Member, who shall have a term of five (5) years, with an option to renew for another term of five (5) years.

Advisors to the directors

- 4.4 The Board may include such persons who are advisors to attend such meetings as the Board deems fit. Advisors do not have the right to vote at Board meetings.

Directors may appoint committees

- 4.5 The Board may establish committees to carry out duties for the Association.

Directors and officers in good standing

- 4.6 All directors and officers must be Fee-Paying members in good standing to maintain their positions at the Association and Journal.

Resignations

- 4.7 Any member of the Board may resign at any time. Such resignations shall be made in writing, and shall take effect at the time specified, or, if no time is specified, at the time of its receipt by the executive secretary/treasurer, or in the event of a vacancy, by the president. The acceptance of a resignation shall not be necessary to make it effective.

Directors may fill casual vacancy on Board

- 4.8 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death, or incapacity of a director during the director's term of office by a vote of 50% or more, even if quorum is not present. If there is a vacancy in the office of immediate past president, it shall not be filled.

Term of appointment of director filling casual vacancy

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

Directors' duty to avoid conflicts of interest

- 4.10 Directors shall avoid engaging in actions that would result in a conflict of interest. Any director that has a direct or indirect material interest in any matter that could result in a duty or interest that materially conflicts with that director's duty as director of the Association shall fully disclose to the Board the nature and extent of the director's interest.

PART 5 — DIRECTORS' MEETINGS

Calling directors' meeting

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

Notice of directors' meeting

5.2 At least fourteen (14) days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Methods of meeting

5.3 A directors' meeting may be held:

(a) in person

(b) by conference call; or

(c) by any other means of communication consented to by the Board.

Method of voting

5.4 Voting must be by a show of hands, an oral vote, mail or email ballot delivered to all Board members, or by any other means of communication consented to by the Board.

5.5 For voting by mail or email ballot, the Board shall allow two (2) weeks from the date of calling the vote for all the votes to be delivered before closing the vote.

Proceedings valid despite omission to give notice

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

Conduct of directors' meetings

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

Quorum of directors

5.8 The quorum for the transaction of business at a directors' meeting is 50% or more of the directors.

PART 6 — BOARD POSITIONS

Election to Board positions

- 6.1 Directors must be elected to the following Board positions by a vote of 50% or more, and a director may hold more than one position:
- (a) president;
 - (b) vice-president;
 - (c) immediate past president;
 - (d) executive secretary/treasurer; and
 - (e) such other positions that the Board deems fit.

Directors at large

- 6.2 Directors who are elected to positions on the Board in addition to the positions described in these Bylaws are elected as directors at large.

Role of president

- 6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties and fulfilling the Association's mission. The Founding President shall establish the Association and the relationship with the Journal for a five (5) year term. Any subsequent presidents shall have a term of three (3) years. Terms may be extended by the Board.

Role of vice-president

- 6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of immediate past president

- 6.5 The immediate past president assists the Board in the maintenance of continuity from one administration to the next and may be deemed an advisor to the Board. The Founding President's name and title will be listed in perpetuity as "founding president." The immediate past president may represent the Association at various academic and policy meetings internationally to promote the Association and Journal with the consent of the president.

Role of executive secretary/treasurer

- 6.6 The executive secretary/treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) issuing notices of general meetings and directors' meetings;

- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Association in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Association and making any other filings with the registrar under the Act;
- (f) receiving and banking monies collected from the members or other sources;
- (g) keeping accounting records in respect of the Association's financial transactions;
- (h) preparing the Association's financial statements;
- (i) making the Association's filings respecting taxes; and
- (j) paying funds authorized by the Board.

Absence of executive secretary/treasurer from meeting

- 6.7 In the absence of the executive secretary/treasurer from a meeting, the Board must appoint another individual to act as executive secretary/treasurer at the meeting.

PART 7 — BOARD COMMITTEES

Categories of Board committees

- 7.1 The Board may establish committees to carry out the Association's work, including:
- (a) an Executive Committee;
 - (b) an Associational Partnership Committee (the "Associational Partnership Committee");
 - (c) an International Institutional Sponsorship Committee or Council (the "Institutional Sponsorship Council");
 - (d) Awards Adjudication Committees (the "Awards Committees"); and
 - (e) Joint Academic and Practitioners Policy Focus Committees (the "Domain Committees")
- 7.2 The Board may establish other committees, standing or ad-hoc, as they deem necessary.

Guiding principles of committees

- 7.3 The Board may establish Guiding Principles for each committee.

Rights and responsibilities of committees

- 7.4 The Executive Committee shall be responsible for managing operational issues of the Association and Journal.
- 7.5 The Associational Partnership Committee shall be responsible for managing the relationship among associations that the Association collaborates with.
- 7.6 The Institutional Sponsorship Council shall be responsible for managing collaboration issues among the Association and institutions that sponsor the Journal and the Association's activities. The Institutional Sponsorship Council shall be comprised of a representative of each sponsor of the Association and at least one other Board member appointed by the president.
- 7.7 Awards Committees shall be joint committees between the Association/Journal and another association for the purpose of selecting the best comparative paper at the Association's annual or bi-annual conference.
- 7.8 The Domain Committees shall be committees focusing on policy analytic subject streams including but not limited to healthcare, transportation, security, environment, and other policy focus areas for the purpose of promoting exchange, comparison, and sharing between academics and practitioners on policy alternatives and implementation approaches to solve common policy problems.

Appointment of chairs and leadership roles in committees

- 7.9 The Board shall appoint, by a vote of 50% or more, either the executive secretary/treasurer or the president as chair of the Executive Committee. The president and Editor-in-chief of the Journal may jointly appoint an executive advisor for the Board and the Executive Committee.
- 7.10 The first Director of International Partnerships, who shall chair the Associational Partnership Committee and the Institutional Sponsorship Council, shall be appointed by the Founding President and Editor-in-chief. All subsequent Directors of International Partnerships shall be appointed by a vote of 50% or more of the Board for a term of two (2) years, which may be renewed at the sole discretion of the president and Editor-in-chief.
- 7.11 The president and the Editor-in-chief of the Journal shall appoint a chair to the Awards Committee for two (2) years, which may be renewed at the sole discretion of the president and Editor-in-chief.

Amending and dissolving committees

- 7.12 The Board may dissolve any committee or remove members from a committee by a vote of 50% or more of the Board.

PART 8 — REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

- 8.1 These Bylaws do not permit the Association to pay to a director remuneration for being a director.

Directors may delegate signing authority

- 8.2 The Board may authorize any officer, employee, or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

PART 9 — LIABILITY

Indemnification

- 9.1 The Association shall indemnify, to the full extent permitted by the Act, any Board member, officer, employee, or agent of the Association against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which such individual is made a party by reason of being or having been such Board member, officer, employee, or agent, except that the Association shall not indemnify such individuals for wilful misconduct. Such indemnification shall not be deemed exclusive of any other rights to which such Board member, officer, employee, or agent may be entitled under any agreement, vote of the Board, or otherwise. This provision does not apply if a person would be indemnified by another institution of which he or she is employed.

Limitation of liability

- 9.2 No member, director, or officer shall be individually liable for the debts, contracts, and other obligations of the Association, other than fees paid for membership.

Insurance

- 9.3 The Association shall purchase appropriate liability insurance to protect directors, officers, and such other persons involved with the Association.

PART 10 — GENERAL PROVISIONS

Cheques and drafts

- 10.1 All cheques, drafts, or other orders for the payment of money issued in the name of the Association shall be signed by a Board member, officer, employee, or agent of the Association in a manner as shall be determined by the Board (the “Authorized Signatories”). All cheques, drafts, or other orders for the payment of money issued of over \$7,500 USD shall be signed by two Authorized Signatories.

Deposits

- 10.2 All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such depositories as the Board may select.

Waiver of notice

- 10.3 Whenever any notice is required to be given to any Board member or other person under the Act or these Bylaws, a waiver in writing signed by the person entitled to such notice shall be equivalent to the giving of such notice.

Auditor

- 10.4 The Board shall appoint a certified public accountant or certified general accountant to be the first auditor (the “First Auditor”) of the Association to audit the books of the Association, furnish reports on such audits, and make available an annual report of audits completed.
- 10.5 Voting Members may remove an auditor by ordinary resolution.

Exempt activities

- 10.6 No Board member, officer, employee, agent, or other representative of the Association shall take any action or carry on any activity by or on behalf of the Association that is inconsistent with these Bylaws, the Constitution, or the Act.

Confidentiality

- 10.7 All Board members, officers, employees, agents, or any other person that undertakes work for the Association shall keep confidential all information relating to the Association’s affairs.

Use of funds

- 10.8 The Association shall use funds received by it to promote the Association’s purposes.

Fiscal year

10.9 The fiscal year of the Association shall be established by ordinary resolution of the Board, but shall initially run from January 1 to December 31.

Negotiations with publishers

10.10 The Founding President may give advice to the president and Board in relation to the Association and Journal's negotiations with publishers.

10.11 Any details of funds received by publishers shall be disclosed to all Voting Members.

Background and historical intent document

10.12 The Board may have a document setting out the background and historical intent of the Association.