

## Interpretation

In the interpretation of this bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organisation.

## Definitions

"Alternative Representative" means an individual appointed by the full member organisation to serve as a proxy on behalf of the regularly appointed representative;

"Board" means the governing body of the INSHPO, which is the board of directors of the INSHPO;

"Bylaw" means this bylaw and any other bylaws of the INSHPO as amended and which are, from time to time, in force and effect;

"Days" means business days;

"Director" means the individual representative appointed by a full member organisation to the Board;

"Executive Council" means a body presided over by the President and consisting of officers of INSHPO;

"Occupational Health and Safety Practice" means the science of the anticipation, recognition, evaluation and control of hazards arising in or from the workplace that could impair the health and well-being of workers, taking into account the possible impact on the surrounding communities and the general environment. *FUNDAMENTAL PRINCIPLES OF OCCUPATIONAL HEALTH AND SAFETY Second edition Benjamin O. ALLI (ILO)*;

"Officer" means the individual representative elected under Article V;

"Professional Association" (also called a professional body, professional organisation, or professional society) means a not-for-profit organisation seeking to further the occupational safety and health generalist profession, the interests of individuals engaged in that profession and the public interest;

"Secretariat" means the individual or organisation contracted to provide administrative services to INSHPO;

"Years" means a calendar year.

## Article I. Title and Purpose

### Section 1.01 Organisation Title

The name of the organisation shall be the International Network of Safety and Health Professional Organisations Inc. (INSHPO). Hereafter, in these Bylaws, the organisation shall be referred to as the INSHPO.

### Section 1.02 Purpose

The INSHPO is the global voice for the Occupational Safety and Health profession and acts as a forum for international collaboration among professional organisations to improve safety and health at work.

### Section 1.03 Use of Funds

The INSHPO shall use its funds only to accomplish the ideals specified in these bylaws. Officers and directors of the INSHPO shall serve without remuneration.

### Section 1.04 Organisation

The INSHPO is a not-for-profit organisation. It will not issue any stock and no part of its assets, income or earnings shall be distributed to its members, directors or officers except for services contracted for in writing and approved by a majority of the Board. In case of dissolution of the INSHPO, all net assets shall be equitably decided on a proportionate basis relative to each organisation's membership dues paid up at the time of liquidation. "Net assets" means those

assets remaining after the payment of all outstanding INSHPO debts after full compliance with the requirements of the relevant dissolution laws in the country of incorporation. The equitable distribution shall take into account the status of outstanding dues payments.

### Section 1.05 Language

The official language of INSHPO shall be UK English.

### Section 1.06 Corporate Symbol

The official symbol of the INSHPO shall be:



Reproduction of the INSHPO logo is carefully controlled to ensure that it is used in appropriate contexts and applications as well as in the correct format and style as outlined in the INSHPO Brand Guidelines. The logo should only be reproduced with the consent of INSHPO by application to the Secretariat and approval by the Executive Council.

## Article II. Organisation

### Section 2.01 Office Location

The Board shall determine the location of the principal office of the INSHPO.

### Section 2.02 Secretariat

The Secretariat for the INSHPO shall be determined by the Board for a term of at least two years. The Board determines the term of office for the Secretariat, except that a change of Secretariat shall not happen in the same year that a new Secretary-Treasurer is elected.

The Secretariat is a member of the Board, the Executive Council, and any INSHPO committees as applicable in an ex-officio capacity.

### Section 2.03 Function of the Secretariat

The Board will determine the functions of the Secretariat from time to time.

The Secretariat shall always be from a full member organisation different from the representative elected as the Secretary-Treasurer.

### Section 2.04 Use of Funds

The Secretariat may expend monies to meet the functions specified in Section 2.03 and other functions prescribed by the Board.

## Section 2.05 Financial Year End

The financial year end of INSHPO shall be determined by the Board.

## Section 2.06 Banking Arrangements

The banking business of the INSHPO shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in the country of the Secretariat or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the INSHPO and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

Each expenditure in excess of \$1000 United States Dollars shall be authorized by any two of the following:

- a) President
- b) President Elect
- c) Vice President
- d) Secretary-Treasurer

## Section 2.07 Annual Report and Financial Statements

The Secretary-Treasurer shall oversee the preparation of an annual report which includes an examination of all financial accounts with supporting bank documentation.

# Article III. Membership

## Section 3.01 Composition

The INSHPO membership is composed of:

- a) Full Member Organisations
- b) Associate Member Organisations

## Section 3.02 Definition of Members

- a) Full Member Organization

A full member organisation is a national professional association, society, institute, or board which are devoted to the regulation of competence (including certifications and qualifications), development, promotion and/or practise of the occupational safety and health profession.

- b) Associate Member Organization

An associate member organisation is a professional association, society, institute, or board which are interested in the aims and objectives of the INSHPO.

## Section 3.03 Qualifications of Membership

### Full Member Organizations

Full member organisations applying for or having membership in INSHPO shall meet the following criteria:

The organisation is duly constituted as a not-for-profit, or charitable, legal entity, or government approved official safety and health agency having official by-laws (or equivalent) and operations on a national level.

- a) The objectives of the organisation are in accordance with those of INSHPO.
- b) The qualifications for membership in the organisation should require members/certificants to adhere to a Code of Conduct or ethical guidelines.
- c) The organisation shall have operated for a minimum of one year prior to application.

- d) The organisation shall pay any fees as determined by the Board.

#### **Associate Member Organizations**

Associate member organisations applying for or having membership in INSHPO shall meet the following criteria:

The organisation is duly constituted as a not-for-profit, or charitable, legal entity, or government approved official safety and health agency having official by-laws (or equivalent) and operations.

- a) The objectives of the organisation are in accordance with those of INSHPO.
- b) The organisation shall have operated for a minimum of one year prior to application.
- c) The organisation shall pay any fees as determined by the Board.

### Section 3.04 Membership Privileges

#### **Full Member Organisations**

- a. attend workshops and meetings
- b. have a representative on the Board of Directors
- c. use the INSHPO Member logo on marketing material, websites, etc.

#### **Associate Member Organisations**

- (a) Attend workshops
- (b) Are not entitled to serve on or attend meetings of the Board
- (c) Use the INSHPO Associate Member logo on marketing material, websites, etc.

### Section 3.05 Admission

The Board may establish rules and procedures for application for membership in INSHPO and admits all new members.

The admission of all member organisations will be approved by a two-thirds vote of the Board.

Membership cannot be transferred.

### Section 3.06 Membership Fees

The Board will determine annual fees to be paid by the INSHPO membership and adjust these fees from time to time (see Article VII Section 7.01).

Non-payment of the entire annual fee for more than one year renders a full or associate member organisation liable to suspension of membership by the INSHPO Board.

### Section 3.07 Termination of Membership

An organisation may terminate its membership in INSHPO by delivery of a written notice of withdrawal of membership to the President or President-Elect or Secretary-Treasurer or Secretariat of INSHPO

The Board of Directors may suspend or terminate membership for good cause by a two-thirds vote of the Board of Directors. Reasons for suspension or termination include but are not limited to

- a) The organisation becomes ineligible for membership in accordance with Article III, Section 3.03.
- b) The organisation fails to submit the annual membership fee for more than one year.
- c) The organisation through its actions causes harm to the reputation of INSHPO.

Upon any suspension or termination of membership, the rights of the member organisation, including any rights in the property of the INSHPO, automatically cease to exist.

## Article IV. Board of Directors

### Section 4.01 Governing Body

The governing body of the INSHPO is the Board of Directors. The Board of Directors makes all major decisions concerning the INSHPO, including changes to by-laws and the Operating Procedures, general policy, activities, admissions, election of officers and budget.

Between meetings of the Board, routine business of the organisation shall be delegated to the Executive Council. The Executive Council shall consist of the President, President Elect, Vice President, Secretary-Treasurer, Immediate Past President of the Organisation and the Secretariat in an ex-officio capacity.

The Board shall be composed of one (1) representative from each full member organisation, who shall be selected by the full member organisation.

### Section 4.02 Commitment

Each full member organisation must commit to the following:

- a) To name a representative to the INSHPO Board.
- b) To financially support their representative to attend an annual business meeting or to otherwise participate in INSHPO activities either virtually or in person a minimum of 3 meetings in a period of 5 years. A full member organisation may request an exemption from this requirement if just cause is submitted and approved by the Board of Directors.
- c) The full member organisation will use its best efforts to ensure that its representative participates in all relevant Board activities and that they competently, diligently, and ethically perform their assigned duties.
- d) The full member organisation shall promote INSHPO and its activities, including acknowledgement of full membership on their website.

If circumstances arise that render the designated Board member unable to perform his or her duties, the member organisation shall take steps to arrange for a proxy during the period of incapacitation.

Each full member organisation representative must commit to the following:

- a) To comply with all applicable conflict of interest, confidentiality, and other policies and guidelines of INSHPO as applicable and sign the *Code of Conduct for the INSHPO Board of Directors*.

Each associate member organisation must commit to the following:

- a) To financially support a representative to attend INSHPO workshops either virtually or in person a minimum of 3 meetings in a period of 5 years. An associate member organisation may request an exemption from this requirement if just cause is submitted and approved by the Board of Directors.
- b) To comply with all policies and guidelines of INSHPO as applicable.
- c) The associate member organisation shall promote INSHPO and its activities, including acknowledgement of associate membership on their website

### Section 4.03 Calling a Meeting and Attendance

Meetings are called by the President. A simple majority of the Board can request the President to call a meeting. The following individuals may participate in each meeting:

- a) Official representatives or alternative representatives of full member organisations
- b) The INSHPO officers
- c) Representatives of full member organisations that support the official representative
- d) Representatives of the Secretariat

Associate members are not entitled to participate in Board or annual business meetings of the INSHPO, however may participate in workshops and networking events as invited.

#### Section 4.04 Chair of Meetings

The President of the Board will chair all meetings of members. In the event of the President's absence, or inability or refusal to act, the President-Elect will assume the duties of the President. In the President-Elect's absence, or inability or refusal to act, the Board shall appoint a designate.

#### Section 4.05 Voting at Meetings

Among those who are participating in the Board meeting, only the representative of full member organisations and the officers have voting rights, where the President has a casting vote.

The Board meetings are conducted according to Robert's Rules of Order.

Any voting representative may be represented by proxy at a Board meeting by another representative, by alternative representative or by the President, provided such proxy is in writing on the form prescribed by the Secretary-Treasurer or by a facsimile or other electronic version thereof. The Secretary-Treasurer must provide the form to eligible representatives of full member organisations 30 days in advance of the meeting. A proxy must be signed by the voting member and must be valid only for the meeting for which it is specifically given, or for any adjournment thereof. Proxies or notices of proxies held must be filed with the President or their designate before the beginning of the Board meeting.

Except as directed elsewhere in these Bylaws, business shall be conducted by a majority vote of the Board.

#### Section 4.06 Quorum

The Board of Directors shall be quorate provided there is a two-thirds majority of its voting members present.

Where a quorum is not present, it shall not preclude the conduct of business except that it shall be subject to the Standard Operating Procedures applicable in such circumstances.

#### Section 4.07 Indemnification

The INSHPO shall purchase appropriate Directors and Officers Liability Insurance to indemnify its present and former directors and officers to the full extent permitted by law.

### Article V. Officers

#### Section 5.01 Officers

The officers of the INSHPO shall be the President, President Elect, Vice President, Immediate Past President (on alternate years) and Secretary-Treasurer.

#### Section 5.02 Eligibility

Any voting member of the Board of Directors shall be eligible to serve as an officer of INSHPO. No two offices may be held simultaneously by the same person, nor be occupied by representatives of the same organisation. An organisation must be a full member of INSHPO for one full year before its representative is eligible for election to the Executive Council as an Officer.

#### Section 5.03 Election of Officers

The elections shall be conducted by electronic ballot or by any other method determined by the Executive Council. Each officer shall hold office until his or her term expires or a successor has been duly elected.

## Article VI. Terms and Duties of Officers

### Section 6.01 Terms of Office

Subject to Article VI, 6.04, the term of office for the President-Elect, President, Immediate Past-President and Vice-President is one year commencing on January 1 or until the officer's successor is appointed.

The term of office for the Secretary-Treasurer is two years commencing on January 1 or until the officers' successor is appointed.

### Section 6.02 Duties

Unless otherwise specified by the Board which may, restrict or supplement such duties and powers, the officers of INSHPO, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a) The President shall be the Chief Executive Officer, serve as Chairman of the Board and preside at all meetings of the Board and the Executive Council. It will be the responsibility of the President to set the agenda for all meetings involving the Board. The President may perform other duties as may be directed by the Board.
- b) The President Elect shall assume and perform duties of the President in the absence or incapacity of the President. The President-Elect shall also perform such other duties as may from time to time be directed by the Board.
- c) The Vice President shall work with the Board of Directors to design programmes to assure continuity of the activities of INSHPO. This position shall also be responsible for coordinating and overseeing the election of the Secretary-Treasurer if that falls during his or her term of office. The Vice-President shall also perform such other duties as may from time to time be directed by the Board.
- d) The Immediate Past President shall be responsible for ensuring that an effective communications programme is implemented among the members. The Immediate Past President may perform such other duties as directed by the Board.
- e) The Secretary-Treasurer shall monitor the funds and securities of the INSHPO and shall ensure that full and accurate accounts of all assets, liabilities, receipts and disbursements of the INSHPO are maintained in the books belonging to the INSHPO and shall ensure the deposit of all monies, securities and other valuable effects in the name and to the credit of the INSHPO in such designated chartered bank or trust company, or, in the case of securities, with such registered dealer in securities as may be designated by the Board from time to time. The Secretary-Treasurer shall take proceedings of all meetings and copies of such meeting minutes shall be distributed in a timely fashion and approved by the Board. The Secretary-Treasurer shall also perform such other duties as may from time to time be directed by the Board.

### Section 6.03 Succession

At the end of the one (1) year term, the President Elect shall automatically become the President, the Vice President shall automatically become the President Elect and the President shall automatically become the Immediate Past President.

### Section 6.04 Vacancies

Should the office of the President become vacant, it will in the usual course be filled by the President Elect. In the event the President-Elect, Vice-President or Secretary-Treasurer position becomes vacant, it will in the usual course be filled by the Board of Directors from amongst its eligible voting members until a successor is appointed.

### Section 6.05 Removal of Officers

An officer may be removed before the expiration of the officer's terms by a two-thirds majority vote of the Board. The removal of an officer is effective immediately unless otherwise provided by Board resolution.

## Article VII. Fees

### Section 7.01 Membership Fees

Each member organisation shall become liable to pay annual fees on the 1 January for the ensuing year. The Board shall establish the level of fees.

No organisation shall be entitled to any rights or privileges of membership or representation at any meeting until all fees have been paid.

### Section 7.02 Currency

The Board shall from time to time determine the currency in which membership fees are payable.

## Article VIII. Annual Business Meeting

### Section 8.01 Frequency

The Board shall meet at least once each calendar year as determined by the Board.

### Section 8.02 Location

The Annual Business Meeting of the members may be held at any time and place determined by the Board.

### Section 8.03 Chair of Meetings

The President of the Board will chair all meetings of members. In the event of the President's absence, or inability or refusal to act, the President-Elect will assume the duties of the President. In the President-Elect's absence, or inability or refusal to act, the Board shall appoint a designate.

### Section 8.04 Purpose of Annual Business Meeting

The Annual Business Meeting shall be held for the purpose of transacting the following business:

- a) receiving and approving the annual reports of the President and Secretary-Treasurer;
- b) electing officers as required
- c) setting annual renewal fees as required
- d) acting on applications for membership as required
- e) and any other business for which notice has been given.

### Section 8.05 Notice of Meeting

Notice of the time and place of the annual business meeting shall be given to each full member organisation by any one of the following means:

- a) by mail, courier or personal delivery to each full member organisation, during a period of 90 to 120 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each full member organisation entitled to vote at the meeting, during a period of 90 to 120 days before the day on which the meeting is to be held.

Copies of documents relating to meetings such as reports, notices of motions and ballots to be taken shall reach the Board ten (10) days before the date on which the meeting is to be held.

## Article IX. Amendments

### Section 9.01 Amendments

No amendment to these Bylaws shall result in financial gain or profit, indirect or otherwise, to an individual member of the Board of Directors or to any member organisation, or to any officers in the execution of their duties.



## Section 9.02 Vote to Amend

Amendment to these Bylaws may be made by a two-thirds majority vote of the Board.

## Article X. Omissions and Errors

### Section 10.01 Accidental Omissions and Errors

The accidental omission to give any notice to any full member organisation, director, office, member of a committee of the Board or secretariat, or the non-receipt of any notice by any such person where the INSHPO has provided notice in accordance with the bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

APPROVED BY THE BOARD June 2, 2018

AMENDED APPROVED BY THE BOARD JANUARY 3, 2020

SIGNED BY THE PRESIDENT

*Nathan Winter*