

# **PMAPS International Society**

## **General Information, Provisions at Registration and By-laws**

### **1.0 General Information & Provisions at Registration**

#### **Name of the Society:**

1.1 The name of the Society is PMAPS (Probabilistic Methods Applied to Power Systems) International Society.

1.2 Wherever the expression “Society” appears in the following By-laws it shall be deemed to mean PMAPS International Society.

#### **Inauguration:**

1.3 The Society is registered as a “Not for Profit Corporation” under the auspices of the Ministry of Consumer and Commercial Relations in the Province of Ontario, in Canada, through incorporation of a “Corporation without Share Capital”. Registration is dated 7 June 2000.

#### **Objective at Registration:**

1.4 Society Articles of Registration state the following: “The purpose of the Society is the advancement of probabilistic methods applied to power systems through international exchange of technology”.

#### **Provisions at Registration:**

1.5 “The Corporation shall be carried on without the purpose of gain for its Members, and any profits or other accretions to the corporation shall be used in promoting its objectives.”

1.6 “The Board of Directors must consist of at least three Directors. The Directors are elected by the Members, and each Director must also be a Member of the Society.”

1.7 “The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such; provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties.

1.8 By-laws are considered to be an internal document, and are to be developed and adopted, by the Society, after and separately from Registration.

**Banking:**

1.9 Subsequent to inauguration, the balance of funds from the PMAPS 1997 Conference in Vancouver, that were held at the Bank of Montreal and Toronto Dominion Bank, were consolidated into one business account at the Royal Bank of Canada, Howe & Nelson Branch in Vancouver, B.C., Canada. This account does not accrue interest, and transactions require two signatories. The Society may change this account to another banking service provided that the Society retains a requirement for two signatories, either through the banking service or within the Society Financial Controls.

**Fiscal Year:**

1.10 The fiscal year of the Society shall end on the 31st day of December in each year.

## **By-laws: 2.0 Membership, Portfolios & Responsibilities**

**Membership:**

2.1 Society Articles of Registration refer to Members of the Society, and these Members are here-by designated as follows:

- a) **Resident Directors**, elected normally for a term covering five Conferences (equivalent to 8 years if Conferences are bi-annual) and drawn from General Members. The term may be extended by a maximum of one year to facilitate completion of a project. (Cross Ref. By-law 2.9 Nomination of Candidates for Election of Resident Director.)
- b) **Interim Directors**, elected through selection of a Conference venue, and holding the position of Chair of the Local Organizing Committee for the said Conference. The term for Interim Directors shall be a period covering three Conferences (normally 4 years). (Cross Ref. By-laws 3.3, 3.4, & 3.5; Sub-Committees, Conference Local Organizing Committee)
- c) **Honorary Life Members** shall be those retiring Resident Directors to whom recognition of the Society has been bestowed for important services rendered. The term shall be for the lifetime of the Member, or earlier if the Member wishes to

resign from Membership. (Cross Ref. By-law 2.5 Portfolios & Responsibilities; By-laws 6.3 & 6.4 Awards & Recognition, Honorary Life Membership)

- d) **General Members:** Those past Local Organizing Committee Chairpersons who wish to have ongoing association with PMAPS International Society through participation as a resource group.

### **Portfolios & Responsibilities:**

2.2 The Board of the Directors will manage operating business using the following portfolio headings:

- Chairman
- Secretary
- Treasurer
- Historian
- Forthcoming Conference Local Organizing Committee Chair
- Solicitation of interest to host future Conferences
- Elections
- and other portfolios as deemed necessary.

2.3 Every Director must hold at least one portfolio and shall submit an annual report on each portfolio.

2.4 Interim Directors may contribute opinions on all matters, and vote on operating business, but shall not vote on Amendments to By-laws.

2.5 Honorary Life Members shall hold the privileges of advisor to the Board of Directors.

2.6 General Members shall act as a resource group to the Board of Directors. The Board may request help on portfolio items from this group. Nominations for future Resident Directors will be drawn from this group.

2.7 Resident Directors will manage the review and up-dating of By-laws.

### **Resignations:**

2.8 Any Member may resign, or be required to resign by a majority vote of the Resident Directors.

## **Nominations of Candidates for Election of Resident Director:**

2.9 Resident Directors will nominate candidates for election to the position of Resident Director, following which Members may nominate additional candidates. Nomination of Candidates requires a "Proposer" and a "Seconder", both of whom shall be Members of the Society. Resident Directors will manage the election by Members.

## **By-laws: 3.0 Committees**

### **International Technical Advisory Committee (ITAC):**

3.1 The Society will maintain an International Technical Advisory Committee (ITAC) as a resource for Conference Local Organizing Committees in the paper review process. ITAC Members may suggest topical areas of interest that will broaden and enhance Society Conferences, and may submit nominations for the PMAPS Merit Award. The Society expects that ITAC members will publicize each Conference and encourage participation by potential authors and attendees from their organizations.

3.2 ITAC Membership will be reviewed and re-established between Conferences by the Chair of the Board of Directors. Individual Memberships shall be justified by continued value of service to the Society.

### **Conference Local Organizing Committee:**

3.3 Each successful bidder to host a PMAPS Conference shall organize a Local Organizing Committee to administrate the Conference.

3.4 Assigned tasks of the Local Organizing Committee shall be at the discretion of the Chair of this Committee.

3.5 The Chair of the Local Organizing Committee may use the resources of ITAC as required, and may supplement this resource with local help to accomplish technical paper reviews.

### **PMAPS Merit Award Selection Committee:**

3.6 The Chair of the Board of Directors will arrange a Merit Award Selection Committee to facilitate this award, if justified, at PMAPS Conferences. The Selection Committee will be comprised of the Resident Directors and the three immediately previous Award Winners. (Cross Ref. By-Laws 6.1 & 6.2, Awards & Recognition, PMAPS Merit Award)

## **By-laws: 4.0 Meetings**

4.1 The Board of Directors of the Society are required to hold a Meeting at least once per year that is without a Society Conference, and produce recording Minutes. This may be accomplished through meeting in person or using the facilities of telephone conferencing.

4.2 The Board of Directors will schedule and attend at least one full Board Meeting at each Society Conference (normally two years apart). A minimum quorum shall be four Directors.

4.3 Should any Director be absent from Board Meetings at two successive Society Conferences, without a satisfactory excuse to the Board of Directors, he or she shall cease to hold office and shall be so notified by the Director holding Secretarial duty.

4.4 Meetings must be recorded by written minutes. The Director holding the portfolio of Secretary will maintain a record of all meeting minutes.

4.5 Business requiring consensus between Members may be facilitated through electronic mail.

## **By-laws: 5.0 Finances**

### **Funding and Sustainability**

5.1 The Society will rely on Conference Contributions for financial sustainability, and follow the “not-for-profit” purpose articulated in the Society Registration.

5.2 Financial Sustainability is considered to be a bank balance at least equal to that at inauguration (\$34,000) plus inflation.

### **Conference Contributions**

5.3 The guideline for Budgeted Contributions shall be the previously specified Conference Contribution plus Canadian Statistical inflation. Directors may review the methodology for Conference Contributions periodically and adjust this to ensure sustainability.

5.4 The Chair of the forthcoming Society Conference shall be subject to an agreement noting the required Conference Contribution and waiver of Directors' attendance fees. The agreement shall include the instance of a Conference financial shortfall, when commitment to account for the Conference Contribution, either wholly, or partially if necessary, shall receive priority before any other financial commitment to another organization or sponsor.

### **Resident Directors' Allowable Expenses:**

5.5 Resident Directors may claim expenses incurred to carry out their responsibilities.

5.6 Allowable Expenses to attend PMAPS Conferences are:

- Premium Economy Airfare;
- Accommodation at a prescribed Conference facility;
- Land transport (taxi, bus or train) connections.
- Other incidental required expenses (e.g. visas & meals)

5.7 Partners' accommodation may be included; however partners' travel expenses are excluded from allowable expenses.

### **Expenses at the Discretion of the Board:**

5.8 The Board of Directors may, at their discretion, include allowance of expenses justified by Society related business, including:

- Expenses for an Honorary Life Member to attend a PMAPS Conference or Directors' Meeting, provided that scheduled Society business requires this attendance;
- Expenses for Business Meetings and associated meals;
- Expenses for Merit Award Plaques, mail, telephone and other miscellaneous costs.

## **By-laws: 6.0 Awards & Recognition**

### **PMAPS Merit Award:**

6.1 The Society may recognize and honour individuals for their work in development of probabilistic methods applied to power systems through the PMAPS Merit Award at any PMAPS International Conference.

6.2 The Chair of the Board will solicit nominations for the PMAPS Merit Award from the International Technical Advisory Committee, excepting that Members of the Selection Committee may not submit nominations. The Selection Committee will be comprised of

the Resident Directors and the three immediately previous Award Winners. The Chair of the Board will schedule a deadline for nominations on 31 January of a Conference year. Nominations may be up to five pages and should include (a) a biography of the candidate, and (b) the proposer's justification for the nomination.

**PMAPS Honorary Life Membership:**

6.3 Any retiring Resident Director in good standing and who has served a minimum of 6 years on the Board of Directors may be considered for election to Honorary Life Member, in view of special services rendered to the Society.

6.4 Election to Honorary Life Membership must be supported by a written proposal from a Resident or Interim Director, and subject to a majority vote of Resident and Interim Directors.

**By-laws: 7. 0 Distribution of Assets**

In the event of the Society being dissolved, the assets of the Society shall be donated to a learned Institution actively pursuing probabilistic methods applied to power systems, chosen by a majority poll of Members, arranged by the Board of Directors. No Member shall be entitled to any share in distribution of the Society assets.

FPPT/RB/AT  
29 October 2013