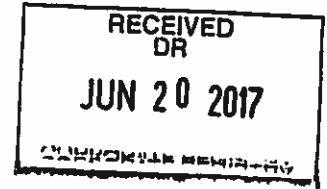




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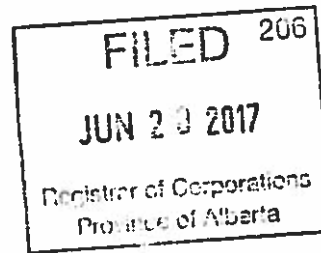


## SPECIAL RESOLUTION

I hereby certify that the following special resolution was passed at a meeting of the members of HUMAN RESOURCES INSTITUTE OF ALBERTA (HRIA), with a registered Trade Name of CHARTERED PROFESSIONALS IN HUMAN RESOURCES OF ALBERTA, held on June 14, 2017.

The bylaws were changed as follows:

- The existing bylaws are repealed.
- They are replaced with the attached bylaws



Date: June 14 / 17

Authorized Official  
Signature: Neil Riley

Printed Name: Neil Riley

Title: Board Chair

RECEIVED  
DR  
JUN 20 2017  
COUNCIL OF PROFESSIONALS

**CHARTERED PROFESSIONALS IN  
HUMAN RESOURCES OF ALBERTA  
ASSOCIATION  
(CPHR ALBERTA)**

FILED 200  
JUN 20 2017  
REGISTRATION DIVISION  
PROFESSIONAL SERVICES

**BYLAWS**

**June 14, 2017**

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# CHARTERED PROFESSIONALS IN HUMAN RESOURCES OF ALBERTA ASSOCIATION BYLAWS

## 1 PREAMBLE

### 1.1 THE SOCIETY

The name of the society is the Chartered Professionals in Human Resources of Alberta Association (CPHR Alberta), (the "Society").

### 1.2 OBJECTS OF THE SOCIETY

The objects of the Society are those registered from time to time with the Registrar of Corporations for the Province of Alberta.

### 1.3 THE BYLAWS

The following articles set forth the Bylaws of the Society.

## 2 READING THESE BYLAWS

### 2.1 DEFINITIONS

In these Bylaws:

- (a) "Act" means the *Societies Act* (Alberta), being Chapter S-14 of the Revised Statutes of Alberta, as amended from time to time, or any statute substituted for it.
- (b) "Annual General Meeting" means the annual general meeting described in Article 8.1.
- (c) "Appeals Committee" means a standing committee of the Society convened to hear matters of appeal regarding decisions pursuant to Article 11.6 and 11.7.
- (d) "Board" means the board of directors of this Society pursuant to Article 5.
- (e) "Bylaws" means these bylaws of this Society as amended from time to time.
- (f) "Chapter" means a Board approved designated geographic group of Members formed in the interest of providing local services within defined geographic boundaries.
- (g) "CPHR" means Chartered Professional in Human Resources.
- (h) "Director" means any person elected or appointed to the Board.
- (i) "Discipline Committee" means a standing committee of the Society convened to hear matters of complaint regarding members of the society pursuant to Article 11.7
- (j) "Elected Directors" means those Directors as described in Article 5.4.
- (k) "Fellow CPHR" or "FCPHR" means a Member who has been awarded this status through a formal nomination and selection process for the exemplary contributions he/she has made to advance the human resources profession.
- (l) "General Meeting" means a Members Meeting which is not a Special Meeting.
- (m) "Member" means all those individuals who meet the criteria from various classes of membership in the Society as set out in Article 3.1.
- (n) "Member in good standing" means a Member who at the time in question has paid the required membership fees for the Fiscal Year in question and who adheres to the Code of Ethics and the objects of the Society.

- (o) **"Members Meeting"** means an Annual General Meeting, a General Meeting or a Special Meeting.
- (p) **"Members Register"** means the list maintained by the Registrar of the Society containing the names of the Members of the Society.
- (q) **"Officer"** means an officer of this Society appointed by the Board.
- (r) **"Practice Review Committee"** means a standing committee of the Society pursuant to Article 11.9.
- (s) **"Public Member"** means a member of the public, who is not a member of the Society, appointed as a Director by the Government of Alberta to represent the interests of the public pursuant to section 5.4.
- (t) **"Registration Committee"** means a standing committee of the Society pursuant to Article 3.5.
- (u) **"Registrar"** means such person as the Chief Executive Officer appoints who shall be responsible for maintaining the Society's Members Register and such other duties and functions as assigned by these Bylaws, the Chief Executive Officer, the Board and the Act.
- (v) **"Special Meeting"** means a meeting of Members called pursuant to section 8.2.
- (w) **"Special Resolution"** means:
  - (i) a resolution passed:
    - A. at a General Meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
    - B. by the vote of not less than 75% of the votes cast by those Members who, if entitled to do so, vote in person, electronically or by proxy,
  - (ii) a resolution proposed and passed as a Special Resolution at a General Meeting of which less than 21 days' notice has been given, if all Members entitled to attend and vote at the General Meeting so agree, or
  - (iii) a resolution consented to in writing by all Members who have been entitled at a General Meeting to vote on the resolution in person, electronically or where proxies are permitted, by proxy.
- (x) **"Voting Member"** means a Chartered Member.

## 2.2 INTERPRETATION

- (a) The headings to articles, sections and subsections of these Bylaws are for ease of reference only, but are deemed to not form part of these Bylaws and must not be used to interpret any part of these Bylaws.
- (b) A reference to "these Bylaws" is a reference to the entire Bylaws and not only one particular article or section, a reference to an "article" is a reference to the contents of only that article of these Bylaws, a reference to "section" is a reference to the contents of only that section, and a reference to "subsection" is a reference to the contents of only that subsection of that section.
- (c) A reference to "hereto", "hereof", "herein", "hereby", "hereunder" and similar expressions refers to these Bylaws only.
- (d) Where the context requires, a reference to one gender means the other or neuter gender; a reference to a single number means the plural, and vice-versa; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator, and legal representative.

- (e) Save as set out above, words and expressions defined in the Act have the same meanings when used in these Bylaws.

### 3 MEMBERSHIP

#### 3.1 CLASSES OF MEMBERSHIP

There shall be 6 classes of membership in the Society and each is considered a Member:

- (a) **CHARTERED MEMBER:** A Chartered Member is a Voting Member who has met all the criteria for certification, achieved his/her CPHR designation, remains in good standing with the Society and continues to meet the requirements for certification renewal. A Fellow CPHR (FCPHR) is a Chartered Member.
- (b) **CANDIDATE MEMBER:** A Candidate Member is a non-voting Member who is actively pursuing the CPHR designation. Upon successful completion of the criteria for the designation, Candidate Members will obtain the CPHR designation and shall become a Chartered Member.
- (c) **ASSOCIATE MEMBER:** An Associate Member is a non-voting Member who is actively pursuing the CPHR designation. Upon successful completion of certain criteria for the designation including the professional examination approved by the Board, an Associate Members shall become a Candidate Member. An Associate Member who has graduated from a human resources degree, diploma or certificate program accredited by a CPHR Canada Provincial Member Association and who has met the eligibility criteria may be granted a waiver for the professional examination.
- (d) **GENERAL MEMBER:** A General Member is a non-voting Member who is involved or has an interest in human resources or who does not choose to pursue membership as an Associate Member or Chartered Member.
- (e) **STUDENT MEMBER:** A Student Member is a non-voting Member who is a full-time or part-time student taking courses in a human resources management post-secondary certificate, diploma or degree program at a provincially accredited educational institution. Proof of registration will be required.
- (f) **RETIRED MEMBER:** A Retired Member is a non-voting Member who was a CPHR designation holder who has fully retired from human resources practice and no longer actively uses his/her designation for work purposes.

#### 3.2 VOTING RIGHTS

Only Voting Members in good standing are entitled to vote on any matter where a vote is permitted or required by the Act or these Bylaws.

#### 3.3 RIGHTS AND PRIVILEGES OF MEMBERS

- (a) Any Member in good standing is entitled to:
  - (i) attend any Members Meeting of the Society, and



- (ii) inspect the books and records of the Society at a mutually agreeable time upon written application to the Chief Executive Officer.
- (b) Any Voting Member in good standing is entitled to:
  - (i) attend and vote on any issue at any Members Meeting of the Society,
  - (ii) stand for election as a Director or Officer of the Society, and
  - (iii) inspect the books and records of the Society at a mutually agreeable time upon written application to the Chief Executive Officer.

### **3.4 CODE OF ETHICS**

- (a) The Board shall establish a code of ethics and standards of professional conduct for regulating and governing the conduct and competency of Members ("Code of Ethics").
- (b) Members shall, as an obligation of membership, abide by any such Code of Ethics.
- (c) The Code of Ethics shall be published in such a manner so that they are brought to the attention of all Members.
- (d) Complaints pertaining to Member conduct and the Code of Ethics shall be heard pursuant to section 11.7.

### **3.5 REGISTRATION COMMITTEE**

- (a) The Board may establish a Registration Committee consisting of staff and/or Chartered Members.
- (b) A Registration Committee may assess the application of a proposed Member and the current membership of existing Members, and provide recommendations to the Registrar respecting experience validation, and it may review the reporting log of continuing professional development of a Chartered Member.

### **3.6 BECOMING A MEMBER**

Any person may apply to become a Member of the Society, upon:

- (a) Completion of such application forms and provision of such information as the Board might require from time to time,
- (b) Payment of the applicable fee, and
- (c) Approval of the Registrar or the Registrar's designate.

### **3.7 MEMBERSHIP FEES**

The Board shall establish the fees for each class of membership for each Fiscal Year.

### **3.8 ANNUAL NATURE OF MEMBERSHIP**

Membership shall be on an annual basis, and all membership fees, except as otherwise directed by the Board from time to time, are due for the Fiscal Year in question at such time or times as the Board directs from time to time.

### **3.9 TERMINATION OF MEMBERSHIP**

- (a) A Member may resign his or her membership of the Society at any time upon written notice to the Society.
- (b) If a Member's annual fees are not paid within 60 days of the due date, then that Member's membership in the Society is deemed to have terminated due to lapse upon that 60<sup>th</sup> day.

- (c) If a Chartered member fails to comply with the ongoing requirements for continuing professional development their membership will be terminated involuntarily.
- (d) The Discipline Committee, may terminate the membership of any Member for any finding of unprofessional conduct pursuant to sections 3.4 and 11.7, and thereby expel the Member from the Society.
- (e) The Discipline Committee may terminate or suspend the membership of any Member for any finding of contravening section 3.13(b), and thereby expel the Member from the Society.

### **3.10 APPEAL OF MEMBERSHIP**

- (a) A proposed Member may appeal their rejected membership application to the Society in writing within thirty (30) days from the date on which the proposed Member receives notification of the Registrar's decision, and such appeal will be reviewed by the Registration Committee.
- (b) If a Member's occupation or circumstance changes so as to affect the Member's status in the Society which leads to cancellation, change or termination of his/her membership, this cancellation, change or termination may be appealed in writing within thirty (30) days from the date on which the Member receives notification of such cancellation, change or termination and such appeal will be reviewed by the Registration Committee.
- (c) If a Chartered Member has their membership terminated involuntarily for failing to comply with the ongoing requirements for continuing professional development, this termination may be appealed in writing within thirty (30) days from the date on which the Member receives notification of such termination and such appeal will be reviewed by the Registration Committee.
- (d) Decisions of the Registration Committee are final and binding.

### **3.11 TRANSFER OF MEMBERSHIP**

Memberships of an individual nature, and all rights and privileges of memberships of an individual nature, are not transferable. All rights and privileges cease when a membership terminates, or when the Member resigns or dies.

### **3.12 LIMITATION ON THE LIABILITY OF MEMBERS**

No Member, in his or her individual capacity, is liable for any debt or liability of the Society.

### **3.13 COMPLIANCE WITH SOCIETY POLICIES**

- (a) All Members shall comply at all times with all policies proclaimed from time to time by the Board.
- (b) All Members shall conduct themselves in such a way that is not detrimental to the Society.

### **3.14 REINSTATEMENT**

- (a) The Board may order the Registrar, subject to any conditions respecting the payment of arrears, any reinstatement fee and any other such conditions as the Board may prescribe,

- (i) to reinstate in the Members Register a membership that was cancelled or suspended for non-payment of fees, penalties, costs, dues or levies, and
- (ii) to re-issue a certificate of registration, as necessary.
- (b) The Board shall not order the Registrar to reinstate the membership or re-issue a certificate of registration of a Candidate Member or Chartered Member pursuant to section 3.14(a) if such a membership was revoked and/or terminated for failing to comply with the ongoing requirements for continuing professional development or due to a finding of unprofessional conduct or unethical conduct by the Discipline Committee.
- (c) If the membership of a Candidate Member or Chartered Member was suspended for a fixed period of time by the Discipline Committee, then the Board may order the Registrar, pursuant to section 3.14(a), to reinstate such membership and re-issue a certificate of registration prior to the expiration of the fixed period of time.

## **4 CHAPTERS**

### **4.1 ESTABLISHMENT OF A NEW CHAPTER**

- (a) The Board may establish Chapters throughout Alberta and the Northwest Territories to ensure appropriate representation of the membership.
- (b) Upon written application of 25 Members who request the establishment of a new Chapter, the Board may approve establishment provided the application fulfills such criteria as the Board may determine. The criteria shall include a requirement that the organization of members of the proposed Chapter agree to promote the objectives and abide by the Bylaws of the Society.
- (c) All Chapters of the Society shall have a name unique to that Chapter and such name shall include the words "Chartered Professionals in Human Resources of Alberta" or "CPHR Alberta". Chapter names must be approved by the Board.
- (d) The Chapter's service area will encompass members residing within a 100km radius of the respective community.

### **4.2 DISSOLUTION OF A CHAPTER**

- (a) An approved Chapter that wishes to dissolve shall convene a general meeting of the members of the Chapter upon giving 30 calendar days notice to the Chapter members and to the Board. The meeting shall consider, among other things, resolutions to:
  - (i) dissolve the Chapter
  - (ii) amalgamate with another ChapterEither decision by the Chapter must be subsequently approved by the Board.
- (b) Chapter status may be withdrawn by majority vote of the Board of Directors upon finding that the activities of the Chapter are inconsistent with or contrary to the Society's objectives, bylaws, policies, rules or the best interests of the Society, or if the Chapter fails to maintain the required standards as set forth by the Board of Directors.

## **5 DIRECTORS**

### **5.1 BOARD DUTIES AND AUTHORITY**

- (a) The role of the Board is governance and stewardship of the Society. The Board is accountable to Members for the management or supervision of those who manage the business and affairs of the Society. The Board shall oversee the business and affairs of the Society and shall exercise the powers of the Society in the name of or on behalf of the Society. The Board shall, in overseeing the business and affairs of the Society, have the following duties:
- (i) determine the mission, vision and the Ends of the Society, having regard to the objects of the Society registered pursuant to the Act from time to time,
  - (ii) establish a Code of Ethics and Standards of Professional Conduct for regulating and governing the conduct and competency of Members
  - (iii) ensure effective short term and long term planning,
  - (iv) recruit, monitor and evaluate the performance of the Chief Executive Officer, who is the sole employee of the Board, based on the progress made towards achieving the Society's Ends and compliance with the Executive Limitations set by the Board.
  - (v) monitor the operations and the finances of the Society and supervise audit of accounts,
  - (vi) act as an advocate for the Society,
  - (vii) elect officers
  - (viii) create and appoint committees and receive, ratify and act upon reports of committees,
  - (ix) serve as an appeal body, or designate a committee, in respect of any matters under dispute within the Society,
  - (x) act honestly, in good faith and in the best interests of the Society,
  - (xi) attend Board meetings,
  - (xii) make only such public statements that are consistent with the official policies of the Society,
  - (xiii) approve the certification standards for designations, and
  - (xiv) comply with the provisions of the Act.
- (b) Subject to article 5.16, the powers of the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all Directors entitled to vote on the resolution at a meeting of the Board.
- (c) Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

## 5.2 QUALIFICATIONS

- (a) In order to be eligible to be elected as a Director, a person must:
- (i) Be an individual who is at least 18 years of age;
  - (ii) be a Member in good standing;
  - (iii) reside or work in any Region approved by the Board;
  - (iv) have skills and experience commensurate with the needs of the Board;
  - (v) meet any other criteria as established by the Board, including but not limited to reference checks prescribed by the Board;
  - (vi) not be the subject of any disciplinary proceedings by the Society;
  - (vii) not have a finding of professional misconduct, incompetence, with respect to the person in the three years preceding the date of the election;

- (viii) not have been convicted in or outside of Canada of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless such person meets an exception provided in the Act;
  - (ix) not have the status of undischarged bankrupt;
  - (x) not have been found to be incapable by any court in Canada or elsewhere; and
  - (xi) not be an employee of the Society.
- (b) Except as provided in section 5.4 in respect to appointed Public Member Directors, a Director must be a Chartered Member of the Society.

### 5.3 NUMBER OF DIRECTORS

The Board shall consist of not fewer than nine and not more than fifteen Directors.

### 5.4 ELECTION AND TERM

- (a) The Society encourages all Chartered Members from all Chapters to run for election on the Board of Directors.
- (b) The election of Directors shall take place in advance of each Annual General Meeting.
- (c) Notwithstanding subsection 5.4(c)(iii), The Board shall consist of Chartered Members only and shall include:
  - (i) The Chair as set out in section 5.4 (d)(iv), and.
  - (ii) The Vice-Chair as set out in section 5.4 (d)(iii), or the Past-Chair as set out in section 5.4 (d)(v).
  - (iii) Two (2) Public Members appointed by the Government of Alberta to represent the interests of the public.
- (d) The election process shall be as follows:
  - (i) the current Board shall invite nominations for any eligible Members who are willing to be nominated for election as Director of the Society, such nomination process to close 60 days prior to the Annual General Meeting;
  - (ii) an election ballot (either electronic or hardcopy) will be made available to Voting Members not less than twenty-one (21) days before the Annual General Meeting;
  - (iii) election ballots shall be submitted by midnight three (3) days prior to the Annual General Meeting. The Society reserves the right to extend this deadline as a result of extenuating circumstances, if required;
  - (iv) new Directors will be those individuals obtaining the highest number of votes;
  - (v) in the event of a tie in the election of Directors, a second ballot will be called containing only the names of those nominees who have tied in votes, with the nominee obtaining the highest number of votes in this second ballot being elected;
  - (vi) if there is the same number of nominees as there are vacant Director positions, the nominees shall be acclaimed on the date of the AGM; and
  - (vii) the results of the election will be announced in advance of the Annual General Meeting.
- (e) Directors terms of office
  - (i) Directors shall serve staggered three year terms.

- (ii) Directors may serve a maximum of two consecutive terms.
- (iii) The Vice-Chair shall:
  - A. be elected by the Board from among the Directors and serve a one year term as the Vice-Chair,
  - B. subject to Article 5.5 (e) shall succeed to the position of Chair
- (iv) The Chair:
  - A. shall hold office for a term of two years,
  - B. term shall commence at the adjournment of the next Annual General Meeting
  - C. term shall expire at the adjournment of the Annual General Meeting following the Chair's two year appointment or until the Chair's successor is elected or appointed, and
  - D. shall succeed to the position of Past-Chair
- (v) The Past-Chair:
  - A. shall hold office for a term of one year, and
  - B. the term shall expire at the Annual General Meeting following the Past-Chair's one year appointment.
- (vi) All the Directors whose term has expired, if qualified, shall be eligible for re-election pursuant to section 5.4 (d)(ii).
- (f) If it is determined by a vote of 75% of the Board that the person who is then the Vice-Chair shall not succeed to the office of Chair, the Board shall elect another person to be Chair, and such latter person shall hold office pursuant to section 5.4(d)(iv).

#### 5.5 INCOMPLETE TERM OF OFFICE

- (a) If the Chair is unable to complete their term of office, the Vice-Chair will be appointed by the Board to fill the position for the remainder of the term. The Vice-Chair shall serve the remainder of the previous Chair's incomplete term, and then the term to which the Vice-Chair was originally assigned.
- (b) If the Vice-Chair is unable to complete the term of office, a new Vice-Chair will be elected by the Board from among the current Directors.
- (c) If both Chair and Vice-Chair are unable to complete their terms of office during the same year, the Board shall elect amongst the current Directors a new Chair and Vice-Chair.
- (d) In the event that the Past-Chair is unable to complete or assume the term, the position shall remain vacant and their responsibilities will be assigned to other Directors.
- (e) Notwithstanding the provisions of section 5.4 (d) and 5.4 (e), the person(s) holding the offices of Chair, Vice-Chair and Past-Chair shall be eligible to hold office as a Director for such additional time as is required to complete the terms of office designated to those offices. In that event, the number of Directors to be elected at an Annual General Meeting may be adjusted to take into account any extended term.
- (f) If an election of directors is not held at the proper time, the incumbent Directors shall continue in office until their successors are elected.

#### 5.6 VACANCIES

- (a) For each vacancy which occurs on the Board between Annual General Meetings, the Board may appoint a replacement Director, whose term shall expire at the close of the next Annual General Meeting.
- (b) The powers, duties and operations of the Board and the Society are not affected if:
  - (i) no Public Members are appointed as Directors under subsection 5.4(c)(iii).
  - (ii) a Public Member's appointment as a Director is revoked by the Government of Alberta pursuant to subsection 5.7(c), or
  - (iii) a Public Member appointed under subsection 5.4(c)(iii) resigns.

#### **5.7 TERMINATION OF DIRECTORSHIP**

- (a) A Director may resign at any time upon written notice to the Chair and effective upon its receipt by the Board.
- (b) The Voting Members may, by Special Resolution, remove any Chartered Member Director before the expiration of his or her term of office, and may, by a majority of the votes cast at the meeting, elect any Member eligible for election as a Director in his or her stead for the remainder of his or her term.
- (c) The Alberta Government may, after consultation with the Board, revoke the appointment of the Public Member Director appointed under subsection 5.4(c)(iii).
- (d) If any Director without reasonable excuse is absent from three or more Board meetings within a Fiscal Year, or whose membership is terminated, the Board shall declare the office vacated and may appoint a successor to hold office for the remainder of his or her term.
- (e) A Director shall be removed from office where the Director has been found to be in violation of the Board's Code of Conduct, or the Directors' standards of performance as established by the Board.
- (f) A Director shall be removed from office, and from fulfilling any official duties, if the said person has had a finding of unprofessional conduct pursuant to sections 3.4 and 11.7.

#### **5.8 CONSENT**

- (a) No election of a person as a Director of the Society shall be effective unless:
  - (i) he or she consents in writing to act as a Director before his or her election or before the next Board meeting following his or her election; or
  - (ii) he or she acts as a Director pursuant to the election.

#### **5.9 ELECTRONIC ATTENDANCE**

A director may participate in a meeting of the Board or of a committee of the Board by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other and a director participating in a meeting by such means is deemed to be present at the meeting.

#### **5.10 PLACE OF MEETING**

Meetings of the Board may be held in Alberta.

#### **5.11 CALLING OF MEETINGS**

Meetings of the Board shall be held from time to time at such time and at such place as the Board, the Chair or any four Directors may determine.

**5.12 NOTICE OF MEETING**

Notice of the time and place of each meeting of the Board shall be given in the manner provided in Article 9 to each Director not less than 48 hours before the time when the meeting is to be held. A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at a meeting.

**5.13 ADJOURNED MEETING**

Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

**5.14 REGULAR MEETINGS**

Meetings of the Board shall be held on a regular basis not less than four (4) times per year.

**5.15 MEETING CHAIR**

The chair of any meeting of the Board shall be the first mentioned of such of the following officers as have been appointed and who is a Director and is present at the meeting: Chair, Vice-Chair or Past-Chair. If no such officer is present, the Directors present shall choose one of their number to be chair.

**5.16 QUORUM**

The quorum for the transaction of business at any meeting of the Board shall consist of:

- (a) one half the number of Directors, or
- (b) such greater number of Directors as the Board may from time to time determine.

**5.17 VOTES TO GOVERN**

At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. The chair shall not vote on the initial vote. In case of an equality of votes the chair of the meeting shall be entitled to a casting vote. At all meetings of the Board every question shall be decided by show of hands unless a poll on the question is required by the chair of the meeting or requested by any Director. A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of such fact without proof of the number or portion of votes in favour of or against the resolution.

**5.18 REMUNERATION OF DIRECTORS**

- (a) The Directors who are Chartered Members shall serve without remuneration provided, however, that nothing in this Section shall prohibit a Director from receiving reimbursement of his or her reasonable expenses in connection with his or her services to the Society as a Director.
- (b) The Directors who are Public Members appointed by the Government of Alberta may be entitled to remuneration in the form of an honorarium as set by the Board, however, that nothing in this Section shall prohibit a Director from receiving reimbursement of his or her reasonable expenses in connection with his or her services to the Society as a Director.



**5.19 CONFLICT OF INTEREST**

A Director who is party to, or who has a material interest in any person who is a party to, a material contract or proposed material contract with the Society shall disclose the nature and extent of his or her interest to the Board immediately upon becoming aware of such contract or proposed contract. Any such contract or proposed contract shall be referred to the Board for approval even if such contract is one that in the ordinary course of the Society's business would not require approval by the Board and a Director interested in a contract so referred to the Board is not entitled to move or second any motion at or to vote at any meeting or other proceeding to such contract.

**5.20 RESOLUTION IN WRITING**

A resolution in writing:

- (a) signed by all the Directors entitled to vote on that resolution at a meeting of Directors, or
  - (b) confirmed by electronic mail messages by all the Directors entitled to vote on that resolution at a meeting of Directors,
- is as valid as if it had been passed at a duly convened meeting of the Directors.

**5.21 BOARD COMMITTEES**

The Board may appoint one or more committees of Directors, however designated, and delegate to such board committees any of the powers of the Board.

**6 OFFICERS****6.1 APPOINTMENT**

- (a) The Board may from time to time appoint such Officers as the Board may determine, including one or more assistants to any of the Officers so appointed.
- (b) The Board may specify the duties of and, in accordance with this Bylaw and delegate to such Officers power to manage the business and affairs of the Society.
- (c) An Officer need not be a Director, but must be a Member.
- (d) One person may hold more than one office.

**6.2 CHAIR**

- (a) The Chair is responsible for facilitating highly effective performance by the Board and governance of the Society.
- (b) The Chair shall serve as the official spokesperson of the Society in its contacts with government, business and other professional organizations.
- (c) The Chair shall have such powers and duties as the Board may specify.

**6.3 VICE-CHAIR**

- (a) The Vice-Chair shall perform the duties of the Chair in the Chair's absence.
- (b) The Vice-Chair shall have such powers and duties as the Board may specify.

**6.4 PAST-CHAIR**

- (a) The Past-Chair shall have such powers and duties as the Board may specify.

- (b) The Past-Chair shall be an ex-officio officer who attends meetings of the Board and assigned committees and may not make motions or vote.

#### **6.5 CHIEF EXECUTIVE OFFICER**

- (a) The Chief Executive Officer shall be appointed by the Board. The Chief Executive Officer shall be the Secretary to perform the functions assigned by the Act and Society Bylaws, subject to the authority of the Board.
- (b) The Chief Executive Officer is responsible for operational management of any aspect of the Society's business as well as working with the Board to help set the overall strategy for the Society and shall have such other powers and duties as the Board may specify.
- (c) The Chief Executive Officer shall be an ex-officio officer who attends meetings of the Board and assigned committees and may not make motions or vote.

#### **6.6 SECRETARY**

- (a) The Chief Executive Officer of the Society, or designate, amongst his or her other duties, shall perform the duties of the Secretary of the Society.
- (b) The Secretary shall attend and be the secretary of all meetings of the Board, Members and committees of the Board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings at such meetings.
- (c) The Secretary shall give or cause to be given as and when instructed, all notices to Members, Directors and Officers.
- (d) The Secretary shall be the custodian of any stamp or mechanical device generally used for affixing the corporate seal of the Society and of all books, papers, records, documents and instruments belonging to the Society (except when some other officer or agent has been appointed for that purpose).
- (e) The Secretary shall have such other powers and duties as the Board may specify.

#### **6.7 POWERS AND DUTIES OF OTHER OFFICERS**

The powers and duties of all other Officers shall be such as the terms of their engagement call for or as the Board may specify. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

#### **6.8 VARIATION OF POWERS AND DUTIES**

The Board may from time to time vary, add to or omit the powers and duties of any Officer.

#### **6.9 TERM OF OFFICE**

Each Officer appointed by the Board shall hold office until:

- (a) He or she is removed by the Board, which the Board may do at any time for any reason,
- (b) His or her successor is appointed,
- (c) He or she ceases to be a Member. or
- (d) His or her earlier resignation.

**6.10 REMUNERATION OF OFFICERS**

- (a) Subject to section 5.18, the Officers shall serve without remuneration provided, however, that nothing in this Section shall prohibit Officers from receiving reimbursement of his or her reasonable expenses in connection with his or her services to the Society as an Officer.
- (b) The Chief Executive Officer is entitled to remuneration as set out in his or her employment agreement.

**7 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS****7.1 LIMITATION OF LIABILITY**

- (a) Every Director and Officer of the Society in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Society and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- (b) Subject to the foregoing, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Society shall be deposited, or for any loss occasioned by an error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto.

**7.2 INDEMNITY**

The Society shall indemnify a Director or Officer, a former Director or Officer, and his or her heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or Officer of the Society or such body corporate, if:

- (a) he or she acted honestly and in good faith with a view to the best interests of the Society; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

The Society shall also indemnify such person in such other circumstances as the Act permits or requires. Nothing in this Bylaw limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw.

**7.3 INSURANCE**

The Society will purchase and maintain insurance for the benefit of any person referred to in Section 7.2 against any liability incurred by him or her in his or hers capacity as a Director, Officer or Chief Executive Officer of the Society.

**8 MEMBERS MEETINGS****8.1 ANNUAL GENERAL MEETING**

The Board shall call the Society's Annual General Meeting, which shall be held within 6 months of the end of the current Fiscal Year and at such place as the Board may from time to time determine for the purpose of:

- (a) considering the financial statements required by the Act to be placed before the Annual General Meeting,
- (b) confirm election of Directors, and
- (c) transacting such other business as may properly be brought before the meeting.

**8.2 SPECIAL MEETINGS**

- (a) The Board, or 5% of the Voting Members in good standing who have signed a petition presented to the Chair, may call a Special Meeting of Members at any time.
- (b) Notice of any Special Meeting shall state the nature of such business in sufficient detail to permit the Members to form a reasoned judgement thereon and shall state the text of any special resolution to be submitted to the meeting.

**8.3 NOTICE OF MEETINGS**

- (a) Notice of the time and place of the Annual General Meeting and any Special Meeting shall be given in the manner provided in Article 9 not less than 21 days before the date of the meeting to each Director and to each Member in good standing.
- (b) Notice of the time and place of any General Meeting shall be given in the manner provided in Article 9 not less than 21 days before the date of the meeting to each Director and to each Member in good standing.

**8.4 CHAIR AND SECRETARY**

- (a) The chair of any meeting of Members shall be at first instance the Chair and if not present at the meeting then the Vice-Chair. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the Voting Members present shall choose one of their number to be chair.
- (b) If the secretary of the Society is absent, the chair shall appoint some person, who need not be a Member, to act as secretary of the meeting.

**8.5 PERSONS ENTITLED TO BE PRESENT**

The only persons entitled to be present at a meeting of Members shall be Members in good standing. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

**8.6 ELECTRONIC ATTENDANCE**

A Member may participate in a Member's Meeting by means of such telephone or other communications facilities permitted by the Board, provided that all persons participating in the Member's Meeting can hear each other and a Member participating in a Member's Meeting by such means is deemed to be present at the Member's Meeting.

**8.7 QUORUM**

- (a) A quorum for the transaction of business at any Members Meeting shall be 30 Voting Members in good standing present.
- (b) If a quorum is present at the opening of any Members Meeting, the Members present or represented may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting.
- (c) If a quorum is not present at the opening of any Members Meeting, the Members present or represented may adjourn the meeting to a fixed time and place but may not transact any other business.
- (d) Notwithstanding the foregoing quorum requirements, at such adjourned meeting, the Member or Members entitled to vote then present or represented shall constitute a quorum.

**8.8 PROXIES**

Except as specifically permitted from time to time by the Board, proxy representation is not allowed and a Voting Member entitled to vote at a meeting of Members must attend personally (either in person or electronically, as permitted by the Board).

**8.9 VOTES TO GOVERN**

At any meeting of Members every question shall, unless otherwise required by the Act or these Bylaws, be determined by a majority of the votes cast on the question by Voting Members. In case of an equality of votes either upon a show of hands or upon a ballot, the chair of the meeting shall be entitled to a second or casting vote.

**8.10 SHOW OF HANDS**

Any question at a meeting of Members shall be decided by a show of hands (or electronic vote where permitted by the Board) of Voting Members unless a ballot thereon is demanded as hereinafter provided. Upon a show of hands every Voting Member in good standing who is present shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the question, and the result of the vote so taken shall be the decision of the Voting Members upon the question.

**8.11 BALLOTS**

On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, any Voting Member in good standing may demand a ballot. A ballot so demanded shall be taken in such manner as the chair shall direct. A demand

for a ballot may be withdrawn at any time prior to taking the ballot. If a ballot is taken each Voting Member in good standing is entitled to vote upon the question, and the result of the ballot so taken shall be the decision of the Voting Members upon the said question.

## 8.12 ADJOURNMENT

- (a) The chair of a meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.
- (b) If a meeting of Members is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earlier meeting that is adjourned.
- (c) Subject to the provisions of the Act, if a meeting of Members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

## 9 NOTICES

### 9.1 METHOD OF GIVING NOTICES

- (a) Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, these Bylaws or otherwise to a Member, Director or Officer shall be sufficiently given if:
  - (i) delivered personally to the person to whom it is to be given if delivered to at that person's address shown on the Members Register,
  - (ii) mailed to that person at that person's address shown on the Members Register by first class mail (except in the event of an actual or threatened stoppage or slowdown in mail delivery, in which case an alternate method of giving notice shall be used), or
  - (iii) if sent to that person at that person's electronic address shown on the Members Register, by facsimile transmission or electronic mail communication, or any other means of electronic communication capable of generating a permanent written record of the message.
- (b) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched.
- (c) Based on information provided by the Member, the secretary may change or cause to be changed the recorded address of any Member in accordance with any information believed by the Secretary to be reliable.

### 9.2 COMPUTATION OF TIME

In computing the date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

**9.3 OMISSIONS AND ERRORS**

The accidental omission to give any notice to any Member, Director, Officer or auditor or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

**9.4 WAIVER OF NOTICE**

Any Member entitled to attend a meeting of Members may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him or her under the Act, the regulations thereunder, the Articles, these Bylaws or otherwise and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or a committee of the Board which may be given in any manner.

**10 FINANCIAL MATTERS****10.1 BORROWING POWERS**

The Board may from time to time borrow money or charge, hypothecate, mortgage or pledge, any or all of the real or personal property of the Society to secure any liability of the Society. From time to time the Board may by resolution authorize any two Directors or Officers of the Society to make arrangements with reference to monies borrowed, or to be borrowed, and as to the terms and conditions of the loan thereof, and as to the security given therefor, generally to manage, transact and settle the borrowing of money by the Society.

**10.2 AUDIT**

- (a) The financial accounts of the Society shall be audited annually.
- (b) The Board shall appoint a professionally designated accountant to perform an annual audit of the financial accounts of the Society.
- (c) The auditor or auditors shall make a report to the Members on the accounts examined by them and on the financial statements laid before the Members at any Annual General Meeting. The report shall state:
  - (i) Whether or not they have obtained all the information and explanations they have required, and;
  - (ii) Whether, in their opinion, the financial statements referred to in their report is properly drawn up so as to exhibit a true and correct view of the state of the Society affairs according to the best of their information and the explanations given to them, and as shown by the books of the Society.

**10.3 FISCAL YEAR**

The fiscal year of the Society commences on January 1 of each year and ends on the succeeding December 31 unless otherwise determined by the Board.

## 11 MISCELLANEOUS PROVISIONS

### 11.1 SEAL

The seal shall remain in the custody of the Secretary of the Society and shall be affixed to agreements and documents under the direction of the Board.

### 11.2 RESCISSION OR ALTERATION

The Bylaws of the Society shall not be rescinded or amended except by Special Resolution.

### 11.3 BOOKS AND RECORDS

The Board shall cause all necessary books and records of the Society required by the Act or by any applicable statute to be regularly and properly kept.

### 11.4 PROCEEDINGS

The Board shall cause minutes of proceedings of all Board meetings and Member Meetings to be kept.

### 11.5 REGISTER OF MEMBERS

- (a) The Society shall keep a Members Register containing the name of every person who is admitted as a Member of the Society, together with the following particulars of each person:
  - (i) the full name and residential address,
  - (ii) the date on which the person is admitted as a Member,
  - (iii) the date on which the person ceases to be a Member, and
  - (iv) the class of membership of the person.
- (b) The Society shall permit a Member of the Society to inspect the Members Register without payment of a fee.
- (c) The Society shall, within a reasonable time of receiving from a Member a request to provide to the Member a copy of the register, the annual list of Members or an excerpt from any one or more of them and on payment by the Member of such fee as the Board specifies, which fee shall not exceed that permitted by the Act or regulations under the Act.

### 11.6 ADMINISTRATIVE DISPUTE RESOLUTION

- (a) An administrative dispute is a dispute arising out of the operational affairs of the Society and between any Member, Director of the Society's Board, or the Society's staff.
- (b) A decision made pursuant to a review by the Chief Executive Officer may be appealed to the Society's Board of Directors.
- (c) The decision of the Board of Directors is final and binding.

### 11.7 DISCIPLINE COMMITTEE

- (a) A person who has a complaint that the conduct of a member of the Society constitutes:
  - (i) unskilled practice of the profession, or
  - (ii) unprofessional conduct, or
  - (iii) contravention of article 3.13(b) of these bylaws



- may submit a signed, written complaint to the Chair of the Discipline Committee.
- (b) A decision made pursuant to an investigation by the Discipline Committee may be appealed to the Society's Appeals Committee.
  - (c) The decision of the Appeals Committee is final and binding.

**11.8 APPEALS COMMITTEE**

- (a) The Board may establish an Appeals Committee consisting of Chartered Members.
- (b) The Appeals Committee may
  - (i) review and overturn decisions of the Discipline Committee pursuant to section 11.7; and,
  - (ii) undertake any other duty given to it by the Board under these bylaws.

**11.9 PRACTICE REVIEW COMMITTEE**

- (a) The Board may establish a Practice Review Committee consisting of Chartered Members.
- (b) A practice review committee may
  - (i) conduct a review of the practice of a Chartered Member; and,
  - (ii) undertake any other duty given to it by the Board under these bylaws.
- (c) The decision of the practice review committee is final and binding.

**11.10 RESOLUTION TO DISSOLVE**

- (a) The Board may move to dissolve the Society at a Special Meeting of the Society.
- (b) In the event of dissolution or winding up of the Society, all remaining assets shall be distributed to one or more recognized societies or charitable associations in Canada selected by the Board.

**11.11 EFFECTIVE DATE**

These Bylaws shall come into force when registered with the Registrar of Corporations.

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END