

BYLAWS OF THE ALBERTA ASSOCIATION OF FORMER MLAs
(as amended, October 22, 2016)

Part 1 – Interpretation

- 1) (1) In these bylaws, unless the context otherwise requires,
 - a) “Act: means the Alberta Association of Former MLAs Act;
 - b) “directors” means directors of the Association;
 - c) “Society Act” means the Society Act
 - d) “registered address” of a member means his address as recorded in the register of members
 - e) “Legislative Assembly” means the Legislative Assembly of Alberta
 - (2) The definitions in the Act apply to these bylaws.
 - (3) In the case of an inconsistency between the provisions of the Act and these bylaws the provisions of the Act shall apply.
- 2) Words importing the singular included the plural and vice versa: and words importing a male person include a female person.

Part 2 - Membership

- 3) (1) A person who was but is not currently a member of the Legislative Assembly may apply to the directors for membership in the Association and becomes a member upon entry of his or her name in the register of members.
 - (2) The directors may name honorary members. Honorary members are not entitled to notice of a general meeting or to vote.
 - (3) Spouses of former members of the Alberta Legislature may become associate members upon payment of a nominal fee as determined from time to time by the Board. Associate members are not voting members of the Association
- 4) Every member shall uphold the constitution and comply with these bylaws.
- 5) The amount of the annual membership dues shall be determined by the directors.
- 6) (1) A person shall cease to be a member of the Association

- (a) By delivering his resignation in writing to the secretary of the Association or by mailing or delivering it to the address of the Association.
- (b) On his death;
- (c) Upon non-payment of dues for 12 consecutive months:
- (d) Upon a resolution being passed by a unanimous vote of the directors;
- (e) Upon a resolution being passed by a ¾ majority of the members present at a meeting of which notice specifying the resolution has been given;
- (f) Upon election to the Legislative Assembly

(2) A member who has failed to pay dues within three months after the due date as declared by the directors shall be deemed to be not in good standing but still a member.

Part 3 – Meeting of the Members

- 7) General meetings of the Association shall be held at the time and place that the directors decide
- 8) Every Annual General meeting is an extraordinary general meeting.
- 9) The directors, when they think fit, may convene an extraordinary general meeting.
- 10) Notice of a general meeting, annual general meeting, and extraordinary general meetings shall specify the place, day and hour of the meeting and in case of special business, the general nature of that business. Fourteen days notice shall be the minimum notice for call of a general meeting, annual general meeting or an extraordinary general meeting of the association.
- 11) Annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 – Proceedings at a General Meeting

- 12) Special business is:
 - (1) all business at an extraordinary general meeting except the adoption of rules or order; and
 - (2) all business transacted at an annual general meeting, except
 - (a) the adoption of rules of order;
 - (b) the consideration of the financial statements;
 - (c) the report of the directors
 - (d) the report of the auditor, if any;
 - (e) the election of directors;
 - (f) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 13) (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
(2) A quorum is 10 members present

- 14) The president of the Association, the vice president or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.
- 15) (1) A motion proposed at meeting must be moved and seconded. The chairman of a meeting may move or propose a resolution.
(2) In the case of a tie vote, the chair shall have the casting vote.
- 16) (1) A member in good standing present at a meeting of members is entitled to one vote.
(2) Voting is by a show of hands
(3) Voting by proxy is not permitted

Part 5 – Directors and Officers

- 17) The affairs of the Association shall be conducted by the directors who may exercise all the powers and do all the acts and things that the Association may exercise and do and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in general meeting.
- 18) (1) The president, vice president, secretary, treasurer and past president shall be the officers of the Association.
(1)(a) The past president means the immediate past president. When a new president is elected, the retiring president assumes the position of past president. If the retiring president does not wish to assume the position of past president, then the position becomes vacant.
(2) The president, vice president, secretary, treasurer, past president and twelve other members shall be directors of the Association.
(3) The president, vice president, secretary, treasurer and twelve other members shall be elected as directors annually at the Annual General Meeting of the Association.
- 19) (1) The directors shall retire from office at each annual general meeting when their successors shall be elected. A retiring director is also eligible for re-election.
(2) Separate elections shall be held for each office to be filled.
(3) If no successor is elected, the person previously elected or appointed continues to hold office
- 20) (1) The directors may at any time appoint a member as a director to fill a vacancy in the directors.
(2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the Association, but is eligible for re-election at the meeting.
- 21) (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.
(2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 22) The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.

- 23) (1) No director shall be remunerated for being or acting as a director, but a director may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Association.
- (2) The Board may by resolution approve reimbursement of necessary and reasonable expenses incurred by a director or officer while engaged in the affairs of the Association.

Part 6 – Proceedings of Directors

- 24) (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings.
- (2) The directors may from time to time fix the quorum necessary to transact business. The quorum for a meeting of the directors shall be five directors.
- (3) The president may call a meeting of the directors at any time. The secretary, on the request of a director, shall, convene a meeting of the directors-and the minimum notice for such a meeting shall be seven days.
- 25) (1) The directors may delegate any, but not all, of their powers to committees consisting of a director or directors
- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the next meeting of the directors.
- 26) A committee shall elect one of its members as chairman of its meetings; if the chairman is not present the members of the committee shall choose one of their number as chairman of the meeting.
- 27) The members of a committee may meet and adjourn as thy think proper.
- 28) (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
- (2) In case of an equality of votes, the chairman does not have a second or casting vote.
- 29) No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.
- 30) (1) A resolution in writing, signed by all the directors and placed with the minutes of the directors is valid and effective as if regularly pass at a meeting of directors.
- (2) A resolution, circulated by e-mail by the president of the Association and receiving approval by e-mail of a majority of the directors of the Association, is valid and shall be placed with the minutes of the directors and be effective as if regularly passed at a meeting of directors.

Part 7 – Duties of Officers

- 31) The president shall preside at all meetings of the Association and of the directors.
- 32) The vice president shall carry out the duties of the president during his absence.
- 33) (1) The secretary shall:
- (a) conduct the correspondence of the Association;
 - (b) issue notices of meetings of the Association and directors;
 - (c) keep minutes of all meetings of the Association and directors;
 - (d) have custody of all records and documents, excluding financial records and documents, of the Association;
 - (e) have custody of the common seal of the Association;
 - (f) maintain the register of members;
- (2) The treasurer shall:
- (a) maintain the financial records;
 - (b) prepare financial statements for the directors, members and others when required;
 - (c) present the annual audited financial statements, together with the auditor's report, at the next annual general meeting.
- 34) In the absence of the secretary from a meeting, the directors shall appoint another member to act as secretary at the meeting.

Part 8 – Seal

- 35) The directors may provide a common seal for the Association.
- 36) The common seal shall be affixed only when authorized by a resolution of directors and then only in the presence of the persons prescribed in the resolution, or if no person are prescribed in the presence of the president and secretary.

Part 9 – Audit Committee

- 37) (1) An audit committee of the Board of directors shall be appointed annually consisting of three members of the Board who are not officers of the Association. The audit committee may appoint an auditor to conduct a review of the annual financial statements of the Association and express an opinion thereon, or the audit committee may conduct a review of the annual financial statements of the Association and express an opinion thereon. The Auditor, if appointed, shall be appointed no later than 45 days following the end of the fiscal year.
- 37) (2) The audit committee, upon completing its review of the annual financial statements, or upon receiving the auditor's report and audited financial statements, shall submit them to the treasurer. If the audit committee finds the auditor's report has identified discrepancies or concerns then it shall develop remedial recommendation for the Board. The audited or reviewed annual financial statements shall be presented to the membership at the annual general meeting following the financial year-end of the Association.

Part 10 – Notices to Members.

38) A notice may be given to a member, either personally or by mail to him at his registered address or with the consent of the member at the e-mail address provided to the secretary by the member for that purpose.

39) A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted or e-mailed, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle or in the case of e-mail a return receipt has been sent to the secretary.

40) (1) Notice of a general meeting shall be given to
 (a) every member shown on the register of members on the day notice is given, and
 (b) the honorary president of the Association
 (c) associate members

Part 12 – Head Office

41) The head office of the Association shall be located at the address of the president of the Association

Part 13 – Bylaws

42) On being admitted to membership, each member is entitled to and the Association shall give him, without charge, a copy of the Act and bylaws of the association.

43) These bylaws shall not be altered or added to except by special resolution.

Approved at the Annual General Meeting – October 22, 2016