

CONSTITUTION

and

BYLAWS

of the

Canadian Student Leadership Association

June 13, 2014

Canadian Student Leadership Association

CONSTITUTION

1. Name

The name of the Association is the “Canadian Student Leadership Association” (CSLA).

2. Purposes

The core purposes of this Association are:

- (a) to promote education and the development of citizenship, employability, and leadership skills among students within Canadian schools;
- (b) to facilitate the professional development of Canadian student leadership advisors by helping to equip them with the resources, ideas and supports to become effective trainers of Canadian student leaders;
- (c) to encourage among Canadian schools the sharing and exchanging of ideas pertaining to student leadership, education and activities through an annual Canadian Student Leadership Conference;
- (d) to support the organization and growth of provincial associations for student leadership; and
- (e) to encourage and develop among its members a recognition of the importance of student engagement in leadership activities in the fostering of good citizenship.

Without limiting the generality of the foregoing, the Association may:

- (f) acquire, apply for, raise, receive and take by purchase, donations, grants, gifts, legacies, devices and bequests; and to hold, administer, invest, expend or deal with the same in furtherance of the purposes of the Association;
- (g) acquire by purchase, lease, licence or otherwise and to hold or dispose of any real or personal property or interest therein in furtherance of the purposes of the Association; and
- (h) do all such other acts or things as are conducive to the attainment of the core purposes of the Association.

3. Location

The Association, while registered in Alberta, may choose to carry out its programs and provide its services throughout Canada in all of its provinces and territories.

4. **Non-Profit**

The Association shall be carried on without purpose of gain for any of its members, and any profits or other accretions for its members, and any profits or other accretions to the Association shall be used in promoting the purposes of the Association. (This provision is unalterable.)

5. **Dissolution**

In the event of the winding up or dissolution of the Association, any funds of the Association remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations promoting the same purposes in whole or in part as this Association, as may be determined by the members of the Association at the winding up or dissolution, and such organization or organizations shall be recognized by the Canada Revenue Agency as being qualified as a charitable organization or organizations as such under the provisions of the *Canadian Income Tax Act* from time to time in effect. (This provision is unalterable.)

SOCIETIES ACT

[Revised Statutes of Alberta 2000 - Chapter S-14]

Bylaws

Canadian Student Leadership Association

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BYLAWS
Of
The Canadian Student Leadership Association

PART I - INTERPRETATION

1.1 Definitions

- (1) In these *Bylaws*, unless the context otherwise requires:
- (a) “Annual Dues” mean the fees paid annually, special assessments and other amounts payable by Members of the Association in accordance with these *Bylaws*, and as may be determined by the membership from time to time;
 - (b) “Annual General Meeting” means the Annual General Meeting of the Canadian Student Leadership Association;
 - (c) “Association” means the “Canadian Student Leadership Association” otherwise known as the CSLA;
 - (d) “Auditor” means a certified individual, or a partnership of said individuals carrying on the business of an auditor;
 - (e) “Authorized Representative” means
 - i) an individual who stands in place of or in addition to an individual member; or
 - ii) an individual who represents an organization, agency, corporation or Association who exercises the rights, responsibilities and obligations of membership in the Association on behalf of said organization, agency, corporation or Association and who has been identified as such on letterhead or so indicated in a formal letter of introduction to the Association;
 - (f) “Board” means the Board of Directors of the Canadian Student Leadership Association operating as its governing body;
 - (g) “Bylaws” mean the rules and regulations established for the governance of the Canadian Student Leadership Association and which have been approved and adopted by its membership;
 - (h) “Committee” means a person or persons appointed from time to time by the Directors to meet to carry out specified duties; for greater certainty, committees may be “standing,” “advisory,” “ad hoc,” or other type so designated by the Board of Directors;
 - (i) “Derelict” shall mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Association or its agents engaged in Association business;

- (j) "Director" means a member of the Board of Directors of the Canadian Student Leadership Association; for greater certainty, a Director may be elected or appointed pursuant to these Bylaws but in all cases shall be a member in good standing of the Association;
- (k) "Extraordinary General Meeting" means any general meeting of the Association called by the Directors that is not an Annual General Meeting.
- (l) "General Meeting" means one (1) of two (2) kinds of meeting that may be convened by the Board of Directors: either an "Annual General Meeting" or an "extraordinary general meeting." For simplicity sake in these *Bylaws*, all "extraordinary general meetings" henceforth will be identified by the term "**General Meeting**", while the Association's annual general meeting by the term "**Annual General Meeting**";
- (m) "In Camera Meeting" means a meeting where the proceedings are intended to remain private, and those in attendance are present at the discretion of the Board of Directors;
- (n) "Majority or "Simple Majority" means a number greater than half of the total;
- (o) "Majority vote" means a Majority of actual votes cast by the Voting Members present during a conducted vote.
- (p) "Member" means a person or organization who becomes and remains a member of the Association in accordance with these *Bylaws*; for greater certainty, a member may be a voting or a non-voting member so long as the membership in the Association remains in good standing;
- (q) "Notice" refers to any means, e.g., postal, electronic or other, by which Members of the Association receive communications regarding the scheduling and or announcement of meetings of the Association for which a formal notification is required;
- (r) "Officer" means an Officer of the Association, that being one of the Chairperson, Vice-Chairperson, Secretary, or Treasurer;
- (s) "Ordinary Resolution" is one passed at a meeting where a simple majority of the votes cast in person by those Members attending and entitled to do so is obtained;
- (t) "Organization" means any grouping of individuals (e.g., corporation, society, association, agency, or other institution operating in Canada) which supports the work of the Association and which has been granted membership and is therefore entitled to representation through a formally designated "authorized representative;"
- (u) "Register of Members" means the official journal of information agreed to be held by the Association on each Member as identified by the *Societies Act*, specifically: name, current address, date upon which membership takes effect, date when membership ceases, and type of membership; and any other information identified by the Board of Directors and as found in these *Bylaws*, such as an electronic mailing address;
- (v) "Registered Address" means the postal address of the member as last recorded in the Register of Members;
- (w) "Requisitionists" mean the voting members of the Association who requisition a general meeting of the Association;
- (x) "Societies Act" means the Alberta Societies Act, Revised Statutes of Alberta, 2000 – Chapter S-14;

- (y) "Special Resolution" means a resolution passed by a majority of not less than seventy-five (75) percent of those members entitled to vote and who are present at a meeting of the Association at which at least twenty-one (21) days' notice specifying the intention to propose a resolution as a special resolution has been duly given;
- (z) "Voting Member" means a member of the Association, either individual or organizational, who meets the requirements of membership, who remains in good standing and who is therefore entitled to vote at all meetings of the Association, or as a member of a Committee of the Association of which he or she is a member.

1.2 Number and Gender

- (1) Words importing the singular include the plural and vice versa; and words importing a male person include a female person and vice versa, and either word includes an institution, society, corporation or other organization.

PART II - MEMBERSHIP AND PARTICIPATION

2.1 Generally

- (1) Members of the Association are those individuals or organizations who are Members in good standing when these *Bylaws* become effective, and those individuals or organizations who become Members of the Association in accordance with these *Bylaws*.
- (2) The fiscal year for the Association shall be from August 1 to July 31.
- (3) The Association shall strive to ensure the provision of all programs, services and printed materials in both official languages of Canada.

2.2 Acceptance of Membership

- (1) Any person, at least eighteen (18) years or age, and any school, or other organization wishing to support the work of the Association may apply to the Directors for membership or membership renewal, and shall become or be renewed as a Member, as the case may be, upon notification from the Secretary, or designate, of his or her acceptance by the Directors.
- (2) The application for membership shall be accompanied by payment of Annual Dues and, if the application is not accepted by the Directors, said dues shall be returned forthwith.
- (3) Membership will take effect fifteen (15) days following the date of posting or notification by other means of the application's acceptance. The applicant shall be entered as a Member under the appropriate category in the Register of Members with a commencement date in accordance with the fifteen (15) days following acceptance

2.3 Classes of Membership

- (1) The classes of Membership in the Association are:

- (a) "Individual membership" which may be granted to all persons eighteen (18) years of age or older provided they are legal residents of a Canadian province or territory.
 - (b) "School membership" which may be granted to any legally registered middle or secondary school operating in a Canadian Province or Territory;
 - (c) "International School membership" which may be granted to any legally registered middle or secondary school, for greater certainty any educational institution offering the same as or the equivalent of a Canadian grade seven (7) through secondary graduation program, operating outside of Canada.
 - (d) "Affiliated educational membership" which may be granted to any organizations which engages in educational pursuits at a post secondary or at an educational administrative level in Canada.
 - (e) "Affiliated non-educational membership" which may be granted to any organization which, while having no direct educational aspect, supports the purposes and goals of the Association.
 - (f) "Lifetime membership" which, at the discretion of the Directors, may be granted to individuals or Organizations operating in Canada who have made a significant contribution to the purposes and goals of the Association; and
 - (g) "Honourary Membership" which may be granted to individuals or Organizations at the Annual General Meeting by majority vote of the members present for meritorious work on behalf of the Association.
- (2) All members of the Association shall be deemed to be Voting Members with the exception of "Honourary Members" who shall have all the privileges of membership except they shall have no voice or vote at meetings of the Association. At the discretion of the Chairman of any Association meeting, a Honourary Member may be granted the right to speak and engage in discussion.

2.4 Entitlements of Membership

- (1) Membership entitles all Members in good standing:
 - (a) to receive notice of all meetings of the Association;
 - (b) to attend any meeting of the Association;
 - (c) to speak at any meeting of the Association, pursuant to section 2.3(2) (*Classes of Membership*);
 - (d) to vote any meeting of the Association, pursuant to section 2.3(2) (*Class of Membership*);
 - (e) to eligibility to serve as a Director of the Association provided the Member has been a Voting Member in good standing for at least thirty (30) days prior to election or appointment; and
 - (f) to exercise other rights and privileges accorded to Members in these Bylaws, or granted by the Board of Directors from time to time, or granted by the membership in general meeting.

2.5 Annual Dues

- (1) The Annual Dues shall be determined by Voting Members at Annual General Meetings upon the recommendation of the Board of Directors.

2.6 Registered Address

- (1) Each Member shall provide the Secretary in writing with a current postal and electronic mail address (if the member consents to receiving information or documents electronically) for the purpose of receiving notices from the Association, and the Member shall have no recourse in the event of failing to do so.
- (2) The Directors shall keep a *Register of Members* to record:
 - (a) the full name, residence address and electronic mail address (if the member consents to receiving information or documents electronically);
 - (b) the date on which a person is admitted as a Member;
 - (c) the date on which a person ceases to be a Member; and
 - (d) the membership class of each Member.

2.7 Member in Good Standing

- (1) A Member in good standing shall uphold the *Constitution* of the Association, comply with its *Bylaws*, and be current in the payment of his or her Annual Dues.
- (2) Every Member in good standing shall act in accordance with all applicable regulations and policies adopted by the Board of Directors or by the membership at a general meeting.
- (2) A member who is in default of payment of required Annual Dues shall not be entitled to vote or make submissions to the membership at a General Meeting without first making payment of any such required Annual Dues.
- (3) Pursuant to this section, all Members are in good standing except those meeting any of the conditions found in section 2.11 (*Ceasing to be a Member*).

2.8 Member Complaints

- (1) Any complaint regarding the conduct of a member shall be made in writing to the Board of Directors.
- (2) Where the Board deems the complaint may have merit, it may call on the Member who is the subject of the complaint to reply in writing. Should the reply be found by the Board to be unsatisfactory, the Member shall be given a reasonable opportunity to appear before, or communicate with, the Board to respond further.
- (3) Any consideration of the discipline of a Member shall be subject to section 2.9 (*Suspension of Membership*) or 2.10 (*Expulsion of a Member*).

2.9 Suspension of Membership

- (1) A suspended membership deprives the affected member of his or her right to attend meetings of the Association, participate in events or activities, exercise the right to vote or verbally engage in dialogue at any Association event;

- (a) a suspension does not deprive the member from receiving any communication of the Association that is regularly sent out to the membership.
- (2) The Decision to suspend membership:
 - (a) at its next meeting following a situation meriting suspension, the Board may elect to suspend membership for not more than three (3) months, for one (1) or more of the following reasons:
 - (i) the Member has failed to abide by the *Bylaws*,
 - (ii) the Member has been disloyal to the Association,
 - (iii) the Member has disrupted meetings or functions of the Association, or
 - (iv) the Member has done or failed to do anything judged to be harmful to the Association.
- (2) Notice to the member:
 - (a) prior to the Meeting at which the decision is to be made, the affected Member will receive formal written notice of the Board's intention to address whether the Member should be suspended;
 - (b) the notice will be sent by single registered mail to the last known address of the Member as shown in the Register of Members. This notice may also be delivered by an Officer of the Board; and
 - (c) the notice shall state the reasons why suspension is being considered.
- (3) Board Decision:
 - (a) the Member shall have an opportunity to appear before, or communicate with, the Board to address the matter. The Board may allow an Authorized Representative to assist the Member;
 - (b) the Board will determine how the matter will be dealt with and may limit the time given the Member to address the Board;
 - (c) the Board may exclude the Member from Board discussion of the matter, including the deciding vote; and
 - (d) the decision of the Board is final.

2.10 Expulsion of a Member

- (1) Members may only be expelled upon the passage of a Special Resolution to that effect at a General Meeting.

- (2) The Special Resolution for expulsion shall be provided to all Members accompanied by a brief statement of the Board's reasons for the resolution.
- (3) A copy of the Special Resolution and accompanying agenda information shall be sent to the subject of the resolution by registered mail.
- (4) The Member who is subject of the resolution shall be granted an opportunity to be heard at the General Meeting convened for this purpose before the Special Resolution is put to the vote.
- (5) On passage of the Special Resolution, the name of the Member shall be removed from the Register of Members. The Member is considered to have ceased being a member on the date his or her name is removed from the Register.
- (6) Expulsion shall not relieve the former Member from any indebtedness to the Association.

2.11 Ceasing to be a Member

- (1) A person shall cease to be a Member of the Association:
 - (a) following non payment of Annual Dues within thirty (30) days following the date they were due; or
 - (b) on delivery of a signed letter of resignation to the address of the Association by mail, courier, electronic mail or fax; or
 - (c) by not acting in accordance with these *Bylaws* and/or upholding the *Constitution* of the Association; or
 - (d) on membership being revoked by Special Resolution.
- (2) Cessation of membership shall not relieve the former Member from any indebtedness to the Association.

2.12 Conflict of Interest of a Member

- (1) While any Member may make a proposal to the Board from which he or she might potentially benefit, that Member shall make full disclosure and may make a submission, but shall be excused while the proposal is being discussed and voted upon.
- (2) The Board may deem it appropriate to refer any such proposal to an Annual General Meeting, or General Meeting called for this purpose.
- (3) Should the Board refer the proposal to the membership, it shall be heard at the designated meeting on at least fourteen (14) days notice.
- (4) At the designated meeting, the Member may make a submission, but shall absent himself while the motion is discussed and the vote taken, nor shall the member be counted in the determination of quorum.

PART III - MEETINGS OF MEMBERS

3.1 Meetings of the Association

- (1) General meetings of the Association will be held at such time and place within Canada as the Directors decide.

- (2) Four (4) Directors may convene, whenever they deem appropriate, a General Meeting of the Association.

3.2 Requisition for a General Meeting

- (1) When 10% or more of the membership agree to requisition a General Meeting of the Association, the Directors shall convene such a meeting without delay.
- (2) The requisition may consist of several documents in similar form; each signed by one or more Requisitionist and must:
 - (a) state the purpose of the meeting;
 - (b) be signed by the requesting Members; and
 - (c) be delivered or sent by registered mail to the address of the Association.
- (3) If, within twenty-one (21) days after the date of delivery of the requisition, the directors do not convene a General Meeting, the Requisitionists, or a majority of them, may themselves, convene a General Meeting to be held within four (4) months after the date of the delivery of the requisition.
- (4) A General Meeting convened by the Requisitionists must be convened in the same manner, as nearly as possible, as General Meetings are convened by the Directors.
- (5) Unless the Members should otherwise resolve at a general meeting called by the Requisitionists:
 - (a) pursuant to section 4.5(2) (Absence of a Quorum), the Association shall reimburse the Requisitionists for the expenses actually and reasonably incurred by them in requisitioning, calling and holding the meeting; and
 - (b) each Director, who was in default in not calling the meeting under section 3.2(1) (See above), must pay the Association to reimburse the Requisitionists.

3.3 Notice of a General Meeting

- (1) Notice of a General Meeting of the Association shall be mailed, electronically mailed, or otherwise delivered, to a Member's last known address and shall be deemed to have been given on the fourth business day following the day such notice is given.
- (2) The only exception to the use of electronic notification shall be in the case where a Member is the subject of a Special Resolution, e.g., expulsion or suspension of membership; in which case said Member shall be notified by registered letter.
- (3) The accidental omission to give notice of a meeting of the Association to, or the non-receipt of a notice by, any members entitled to receive such does not invalidate proceedings at that meeting, unless the proceedings relate to the interest of a particular Member under section 2.10 (*Expulsion of a Member*) of these *Bylaws*.
- (4) The Association shall give not less than twenty-one (21) days' notice of a meeting of the Association to its Members, and the notice shall specify the time, day and place of any meeting and, in case of special business as defined in section 4.2 (*Special Business*), the nature of that business. Notice need not be given of business not deemed "special".
- (5) No person is entitled to receive notice of a meeting of the Association unless the person is:

- (a) a Member in good standing of the Association; or
- (b) the Auditor of the Association, if section 11.1 (*On Having an Auditor*) applies; or other person(s) charged with the completion of the financial review of the Association.

PART IV - PROCEEDINGS AT GENERAL MEETINGS

4.1 Annual General Meetings

- (1) An Annual General Meeting shall be held at least once in every calendar year and not more than thirteen (13) months after the adjournment of the last preceding Annual General Meeting.
 - (a) The Annual General Meeting shall be held to coincide with the Annual Canadian Student Leadership Conference.

4.2 Special Business

- (1) Notice must be given of special business to be conducted at a General Meeting.
- (2) Special business is:
 - (a) all business at an General Meeting of the Association, except the adoption of rules of order and the conduct of, and method of voting at, the meeting; and
 - (b) all business undertaken at an Annual General Meeting of the Association except:
 - (i) the consideration of the financial statements,
 - (ii) the report(s) of the Directors,
 - (iii) the report of the Auditor, or other person(s) so charged with the financial review of the Association,
 - (iv) the election of Directors,
 - (v) the appointment of the Auditor or other person(s) so charged with the financial review of the Association, and
 - (vii) subsequent business brought under consideration by the report(s) of the Directors as issued with the notice convening the meeting.

4.3 Member Motions at a General Meeting

- (1) Motions introduced at a general meeting will normally be included or referenced in the notice of meeting.
- (2) At an Annual General Meeting, with leave of the Chairperson, a Voting Member may introduce a motion from the floor without prior notice. Should the Chairperson refuse to accept the Member's motion, the Member seeking to introduce the motion may request the Chairperson to put receipt of the motion to a vote of the membership present. If two-thirds (2/3) of the Voting Members present vote in favour, the motion may proceed in the ordinary course.

- (3) Such motions from the floor must be seconded and receive two-thirds (2/3) of the votes cast to be approved.

4.4 Quorum for a General Meeting

- (1) At any General Meeting of the Association, a quorum shall be:
 - (a) no less than twenty (20) Voting Members, or any greater number that Members may determine at a general meeting of the Association; but
 - (b) where any Special Resolution is a subject of the meeting, no less than 10% of Voting Members or forty (40) voting Members (whichever number is greater) must be present.
- (2) In the absence of a quorum, no business, other than election of a person to chair the meeting and its adjournment or termination, may be transacted.
- (3) Once a quorum has been determined to be present at the commencement of a meeting, a quorum will be deemed to be present throughout the meeting, unless the chairman determines otherwise.
- (4) If at any time during a general meeting it is determined that a quorum is not present, business then in progress must be suspended until a quorum is present or until the meeting is adjourned or terminated.

4.5. Absence of a Quorum

- (1) If within thirty (30) minutes from the time appointed for a meeting of the Association a quorum is not present, the meeting shall stand adjourned to the next available day in the next available week, at approximately the same time and place. If that proves impractical, then at least fourteen (14) days notice shall be given of the day, time and place of the reconvened meeting. If at the resumption of the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present shall be deemed to constitute a quorum except in the case where the meeting was the result of a requisition.
- (2) If the meeting is convened on the requisition of Members pursuant to section 3.2 (*Requisition for a General Meeting*), and within thirty (30) minutes of the appointed time a quorum is not present, the meeting shall be deemed to have been terminated, and the Requisitionists forfeiting any reimbursement.

4.6 Adjourning and Adjourned Meetings

- (1) A meeting of the Association may be adjourned from time to time and from place to place, but no business shall be transacted at the resumption of an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for fifteen (15) days, notice of the adjourned meeting shall be delivered as in the case of the original meeting and the notice shall specify the nature of the unfinished business.

4.7 Chairing General Meetings

- (1) The Chairperson of the Board of Directors, the Vice-Chairperson or, in the absence of both, one of the other Directors present, shall preside as chairperson of all general meetings.

- (2) At any General Meeting, the Members present shall choose one of their number by majority of the voting membership attending to be their chairperson:
 - (a) when there is no Chairperson, Vice Chairperson, or other Director present within fifteen (15) minutes of the time appointed for holding the meeting; or
 - (b) when the Chairperson and all the Directors present are unwilling to act as chairperson,

4.8 Voting

- (1) A Voting Member in good standing shall have one vote and may exercise that vote on every matter without reservation at any General Meeting of the Association.
- (2) Voting may be by a show of hands unless the chairperson otherwise decides or a motion for a ballot vote is passed by a Simple Majority of Voting Members present.
- (3) The Chairperson of the Board of Directors is at liberty to vote in the event of a tie.
- (4) Voting by proxy is not permitted.
- (5) A resolution proposed at a meeting of the Association must be seconded.
- (6) An Organizational member may cast its vote through its Authorized Representative.

4.9 Action by Resolution

- (1) Any action to be taken by resolution at a general or annual general meeting of the Association may be taken by ordinary resolution except for those items identified as special resolutions.

4.10 Special Resolutions

- (1) Actions requiring a Special Resolution are:
 - (a) the amending of the Association's *Constitution or Bylaws*;
 - (b) the removal of any Director pursuant to section 5.9(1) (*Removal of a Director*);
 - (c) the revocation of membership pursuant to section 2.11(1) (*Expulsion of a Member*);
 - (d) the borrowing of monies in excess of \$10,000, or the issuance of debentures pursuant to section 10.1 (*Authority to Borrow*);
 - (e) the approval of a transaction between the Association and a Director of the Association in which the Director may be found to benefit financially as noted in section 5.12(1) (*Accountability*); and
 - (f) the dissolution of the Association in compliance of the *Societies Act*, (Section 33 - "Dissolution.").

PART V - BOARD OF DIRECTORS

5.1 Authority of the Board

- (1) The Directors may exercise all such powers and do all such acts and things as the Association may exercise and do, including the authorization of expenditures on behalf of the Association, 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, but subject, nevertheless, to the guidance or provision of:
 - (a) all laws affecting the Association;
 - (b) these *Bylaws*; and
 - (c) rules, not being inconsistent with these *Bylaws*, which are made from time to time by the Association in general meeting.
- (2) The Board may hire a paid administrator/Executive Director to carry out operational management functions under the direction and supervision of the Board.
- (3) Without limiting its general responsibilities, the Board may delegate some, but not all, of its powers and duties to, an Executive Committee (if existent), other Board Committees, Officers and/or the Executive Director of the Association.
- (4) No rule made by the Association in general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- (5) Without limiting the generality of the foregoing, the Directors shall establish policies, rules and regulations to carry out the obligations and powers of the Association under the *Societies Act*:
 - (a) These policies, rules and regulations shall be subject to a regularly scheduled review and confirmation as established by the Board of Directors.

5.2 Executive Director

- (1) The Executive Director is accountable to the Board through the Chairperson and reports, either in person and/or through the preparation of written documents, as requested by the Board.
- (2) The Executive Director does not have a vote at any Board or Committee meetings.
- (3) The Board may assign some of its executive authority and responsibility to the executive director. Among these responsibilities, the Board may expect the executive director to:
 - (a) serve as the chief executive officer of the Association;
 - (b) manage the day-to-day operations of the organization;
 - (c) attend Board and other meetings as required;
 - (d) serve as a professional advisor to the Board;
 - (e) recommend appropriate policy issues for the Board's attention;
 - (f) implement all policies adopted by the Board;
 - (g) plan programs and services based on identified Board priorities;
 - (h) recruit, supervise, and develop competent staff, and release incompetent staff;

- (i) collaborate with the Association's Auditor in the preparation of an audited financial statement;
- (j) assist the Board in developing and conducting advocacy programs; and
- (k) carry out any other duties assigned by the Board.

5.3 Authorization to Bind the Association

- (1) No Director, or any other Member or employee of the Association, shall act on behalf of, or in the name of, the Association or undertake any obligation or enter into any contract on behalf of, or in the name of, the Association unless the Director, Member or employee, has been so authorized by resolution of the Board.

5.4 Number of Directors

- (1) The Board of Directors shall comprise no fewer than six (6) and no more than eight (8) members of whom, at any given time, a majority have been elected at an Annual General Meeting, unless otherwise determined by the Association at an Annual General Meeting.
- (2) In the event that the number of directors should fall below six (6), the Board of Directors shall convene a General Meeting for the purpose of filling the resulting vacancies.

5.5 Qualifications of a Director

- (1) A Director must be a Member of the Association in good standing for at least thirty (30) days prior to appointment or, in the case of election at an Annual General Meeting, prior to the date when nominations close, and must maintain his or her status as a Voting Member as an ongoing requirement of office.

5.6 Nomination of a Director

- (1) Any Member may nominate another Member for Director providing that notice in writing of the nomination, together with the nominee's acceptance in writing, is delivered or mailed to the Secretary of the Association not less than thirty (30) days prior to the date of the Annual General Meeting at which the elections of Directors are to be held.
- (2) The names of all nominees shall be included in the notice of the Annual General Meeting.
- (3) A person employed, or contracted for gain, by the Association, or having been employed by the Association within the period of two (2) years to the date of the election, may not be nominated.

5.7 Election of Directors

- (1) Members may only fill a regularly scheduled vacancy on the Board of Directors by election at an Annual General Meeting.
- (2) Separate elections shall be held for each vacancy on the Board, and each Voting Member present shall have one vote for each vacant position.
- (3) In the event of an equality of votes, the winner(s) shall be decided by a revote following a brief presentation to members by the tied candidates. Such process shall continue until a winner can be declared.

- (4) Election for all Directors shall be by secret ballot unless there is an equal number of candidates as vacancies in which case the candidates shall be declared elected by acclamation.
- (5) All elected Directors cease to hold office if they:
 - (a) cease to be a Member of the Association;
 - (b) submit a letter of resignation to the Secretary of the Association and mailing, communicating or delivering it to the address of the Association;
 - (c) are removed for cause by Special Resolution passed by not less than three-quarters (3/4) of the votes cast by the Voting Members at a general meeting, pursuant to section 5.10(1) (*Removal of a Director*); or
 - (d) are in violation of their attendance responsibilities, pursuant to section 6.2(2) (*Director Attendance Responsibility*).

5.8 Term of Office

- (1) The term of office for an elected Director shall commence and, after the term is served, expire at the close of an Annual General Meeting.
- (2) The term of office for an elected Director shall be three (3) years.
- (3) At the first Annual General Meeting of the Association, the Voting Members present shall elect the following Directors:
 - (a) two (2) Directors, each serving a term that ends at the close of the third Annual General Meeting following the Annual General Meeting at which they were elected;
 - (a) two (2) Directors, each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which they were elected;
 - (b) three (3) Directors, each serving a term that ends at the close of the first Annual General Meeting following the Annual General Meeting at which they were elected.
- (4) At each succeeding Annual General Meeting of the Association, Voting Members elect either three (3) or two (2) Directors, each serving a term that ends at the close of the third Annual General Meeting following their election.
- (5) Voting Members may re-elect any Director to the Board for a maximum of (2) consecutive terms for a total of six (6) years.

5.9 Resignation from Office

- (1) A sitting Director may remove himself from office by submitting a signed letter of resignation to the Chairperson of the Board.
- (2) The resignation shall take effect immediately upon receipt of the letter, unless the resigning Director and the Chairperson of the Board arrive at some mutually agreeable alternative.

5.10 Removal of a Director

- (1) A Director may be removed from office by Special Resolution and another Director may be appointed or elected by ordinary resolution to serve the balance of the term.

- (2) The notice of Special Resolution for removal shall be accompanied by a brief statement as to the reason(s) for removal.
- (3) The Director who is the subject of the Special Resolution for removal shall be given an opportunity to be heard in person or by Authorized Representative at the General Meeting called for such purpose but before the Special Resolution is put to the vote.

5.11 Appointed Directors

- (1) Between Annual General Meetings, the Directors may appoint a Member or Members in good standing to fill any vacancy for the balance of the term of the Director(s) whose seat(s) have been vacated.
- (2) Appointed Directors have all the rights, privileges and responsibilities of an elected Director.
- (3) Directors concluding their term as an appointed director are eligible to seek election to the Board of Directors at the next Annual General Meeting, pursuant to sections 5.6(1) (*Nomination of a Director*) and 5.8 (*Term of Office*).
- (4) In calculating whether an appointed Director has the right subsequently to serve as a Director, it shall be determined:
 - (a) if the appointed term served exceeds one (1) year, it shall be deemed a term of office pursuant to section 5.8(2) (*Term of Office*); and
 - (b) if less than twelve (12) months, it shall not be considered under that section as a term of office.

5.12 Conflict of Interest of a Director

- (1) Every Director of the Association who is interested, directly or indirectly, or would benefit in a proposed transaction involving the Association, shall promptly disclose the nature and extent of the interest or conflict by a notice or statement in writing delivered to each Director of the Association.
- (2) No Director having an interest in any transaction shall be permitted to vote with respect to the same.

5.13 Accountability of a Director

- (1) A Director referred to in section 5.12 (*Conflict of Interest of a Director*) shall account to the Association for any monetary benefit flowing from a transaction referred to in the foregoing paragraph, unless:
 - (a) the Director has fully disclosed the interest;
 - (b) the Director has not voted on the approval of the proposed contract or transaction; or unless
 - (c) the contract or transaction was reasonable and fair to the Association at the time it was entered into; and

- (d) after full disclosure of the nature and extent of the interest in the contract or transaction, it is approved by Special Resolution of the Voting Members of the Association at a General Meeting.
- (2) A Director referred to in this section must not be counted in the quorum at any meeting of the Directors at which the proposed contract or transaction is approved.

5.14 Liability and Acting in Good Faith

- (1) The Members shall not hold a Director, or any Member duly authorized to act on their behalf, liable for any loss or damage done while acting in good faith for, or on behalf of, the Association.

5.15 Compensation and Indemnity

- (1) Directors shall not be entitled to remuneration as such, but a Director may be reimbursed for all expenses necessarily and reasonably incurred in the authorized performance of their duties.
- (2) Subject to any provisions of the Societies Act, each Director or Officer of the Association shall be indemnified by the Association against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or Officer of the Association, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been Derelict in the performance of his duty as a Director or Officer.
- (3) Each Director shall be provided with insurance coverage to compensate for loss arising from acts and omissions during their terms in office.

PART VI - DUTIES OF DIRECTORS

6.1 Honesty and Good Faith

- (1) A Director of the Association shall:
 - (a) act honestly and in good faith and in the best interests of the Association, and
 - (b) exercise the care, diligence and skill of a reasonably prudent person in exercising the powers and performing the functions of a Director.
- (2) The requirements of this section are in addition to, and related to, all duties or liabilities of Directors of an Association as may be identified in the *Societies Act* or otherwise identified in these *Bylaws*.

6.2 Director Attendance Responsibility

- (1) Directors shall attend Directors' meetings, the Annual General Meeting, other General Meetings, and events as may be identified, from time to time, by a majority of the Board as policy.
- (2) If a Director fails to attend three (3) consecutive Board meetings, or if a Director's attendance drops below 75% of required meetings in any period of 365 days, that Director's term of office may be ended on reasonable notice pursuant to section 5.7. (5)(d) (*Election of Directors*), by majority vote of the Board.

6.3 Books and Financial Records

- (1) The Directors shall ensure that:
 - (a) all reports and records required by all applicable and appropriate laws are prepared by the Association for the Annual General Meeting;
 - (b) all financial and other reports required to be filed following an Annual General Meeting are filed;
 - (c) at least one account with a chartered bank, credit union, or trust company is opened in the name of the Association; and
 - (d) proper accounting records are maintained of all financial and other transactions, and, without limiting the foregoing, shall keep records of:
 - (i) money received and disbursed,
 - (ii) every asset and liability, and
 - (iii) every other transaction affecting the financial position of the Association.
- (2) The Directors shall seek to ensure that all reports, financial records, together with all documents of the Association be kept secure in one place provided that the Directors may, from time to time, permit some of the books, records or documents of the Association to be at more than one place.

6.4 Official Receipts

- (1) Only persons authorized by the Board of Directors may issue an official receipt of the Association.

6.5 Return of Documents and Property

- (1) The Directors may require a Director, Officer, Member, or former Director, Officer or Member to return any property or document belonging to the Association upon written, verbal or electronic request.

PART VII - DIRECTOR MEETINGS

7.1 Meetings of Directors

- (1) The Directors shall meet at least four (4) times a year.
- (2) The Directors shall meet at the call of the Chairperson, or any four (4) Directors, on at least seven (7) days' notice, exclusive of weekends and statutory holidays.
- (3) The Chairperson, or in the absence of the Chairperson, the Vice-Chairperson, shall chair all meetings of the Directors, but if neither is present, the Directors present may choose one of their number to be chairperson at the meeting.
- (4) Notice may be provided to Directors by mail, courier delivery, facsimile or electronic communication. Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Director will not invalidate the proceedings at the meeting.

- (5) Where the number of Directors falls less than would constitute a quorum, the Directors may act only to summon a general meeting.
- (6) Notwithstanding that subsequently some defect in the qualification, election, or appointment of a Director is discovered, any resolution passed by the Directors prior to the discovery at which the disqualified director has voted shall be deemed valid.
- (8) Voting Members of the Association may attend Board Meeting as observers only, and shall not be at liberty to speak save with the leave of the Board Chairperson.
- (9) Provided that notice is given of a Directors' meeting, and a majority of Directors during the period of notice concur, such a meeting may be conducted in whole or in part by telephone conference or other electronic communication device or method so long as all Directors participating in the meeting are able to communicate with each other simultaneously.
- (10) A Director who participates in a meeting in the manner described in paragraph (9) is deemed for all intents and purposes of these *Bylaws* to be present at the meeting.

7.2 Quorum of Directors

- (1) The Directors may fix the quorum necessary for the transaction of the business of the Directors and, if the Directors do not fix the quorum, a quorum shall be a Majority of Directors then in office, so long as a majority of these Directors were elected by the voting membership at its most recent Annual General Meeting.

7.3 Voting

- (1) A resolution proposed at a Directors' meeting or at a committee meeting must be seconded.
- (2) The chairperson of any meeting of Directors will remain neutral and may not propose a resolution.
- (3) Voting by proxy is not permitted.
- (4) A resolution in writing, signed by all the Directors and placed within the minutes of the Directors' meeting, is as valid and effective as if it were regularly passed at a meeting of Directors.
- (5) Motions arising at a meeting of the Directors shall be decided by Simple Majority of the Directors present and voting as long as a quorum exists.
- (6) Each Director with voting privileges shall have one vote.

7.4 Committees

- (1) The Board may by resolution appoint one or more Standing, Advisory, Ad Hoc or other committees, consisting in whole or in part of such Directors and Members in good standing as the Board deems appropriate.
- (2) The Chairperson of the Board of Directors shall have the right to appoint the chairperson of any Committee of the Board.
- (3) Subject to the discretion of the Board of Directors, the chairperson of any standing committee may appoint its members.

- (4) The chairperson of a Board committee has a vote but may remain neutral and not exercise the right to vote until such time as it is deemed by the chairperson important to vote for the good of the Association.
- (5) All committees struck by the Board must keep regular minutes of their deliberations, shall cause the minutes to be provided to the Secretary of the Board within fourteen (14) days thereof, and shall report to the Directors at such time as the Board may request.
- (6) Subject to the directions of the Board and these *Bylaws*, a committee shall determine its own operating procedures and terms of reference which shall be reviewed and annually approved by the Board.

7.5 Standing Committees

- (1) Standing Committees of the Board:
 - (a) are advisory and report to the Board; and
 - (b) shall take no action independent of the Board.
- (2) Standing Committees may include but are not limited to: Finance, Governance, Nominating, Personnel, and Strategic Planning.
- (3) Standing Committees may also be constituted, in addition to providing advice sought by the Board, to initiate the provision of advice to the Board. Such committees may include, but are not limited to, a Student Leadership Conference Advisory Committee (CSLC), and a Student Advisory Committee (SAC).

7.6 Advisory Councils

- (1) Additionally, the Board of Directors shall constitute a national advisory council, and will seek advice of this council as appropriate.
 - (a) A National Advisory Council consisting of provincial and/or territorial representatives, identified by provincial and/or territorial Student Leadership Associations and/or provincial and/or territorial meetings organized to identify such representatives to serve on the Council.
 - (b) The Board may also invite representatives from national and regional special interest groups to participate on the National Advisory Council for purpose of offering advice and guidance.
 - (c) All Council members, while subject to procedures and policies of their respective appointing organizations shall be CSLA members in good standing and therefore be subject to the provisions of the CSLA *Constitution* and these *Bylaws*, and shall remain members in good standing throughout their tenure on the Council.
- (2) Advisory Councils shall conform to Article 7.4 v (5) and (6) (*Committees*) of these Bylaws.

7.7 Ad Hoc Committees

- (1) The Chair of the Board may, from time to time, strike an Ad Hoc committee or task force which exists for a specified duration, but which otherwise operates under the conditions set out in section 7.4 (*Committees*) of these *Bylaws*.

7.8 In Camera Meetings

- (1) The Board of Directors and its committees may hold their meetings in whole or in part In Camera. Directors shall keep confidential any information obtained in an In Camera meeting, unless the Directors unanimously agree to the contrary.

PART VIII - OFFICERS OF THE BOARD

8.1 Officers

- (1) The Officers of the Board are the Chairperson, Vice-Chairperson, Secretary, and Treasurer. Directors may hold two (2) positions simultaneously.
- (2) All Officers shall be Directors of the Association who are in good standing.
- (3) The election of Officers shall be conducted by resolution of the Directors at the first Directors' meeting following the close of an Annual General Meeting.
- (4) Officers so elected shall serve until the close of the next Annual General Meeting.
- (5) The Directors may at any time appoint a Director to fill any Officer vacancy.
- (6) Officers may be re-elected by the Directors to serve more than one term, subject to section 5.8(2) (5) (Terms of Office).

8.2 Chairperson

- (1) The Chairperson of the Board of Directors shall:
 - (a) preside at all meetings of the Association and of the Directors unless otherwise determined by a Majority of the Directors;
 - (b) supervise the other Officers in the execution of their duties;
 - (c) be the official spokesperson of the Association, unless the Chairperson appoints another to represent and speak for the Association;
 - (d) serve as liaison between its committees and the Board;
 - (e) serve *ex officio* as a member of every committee of the Board;
 - (f) strive to remain neutral at meetings of Directors and meetings of Members, but may exercise his or her right to vote in the case of a tie, or until such time as the Chairperson deems it appropriate to vote for the good of the Association;
 - (g) ensure proper minutes of meetings are kept and signed when approved by the Board; and
 - (h) carry out any other duties assigned by the Board.

8.3 Vice-Chairperson

- (1) The Vice-Chairperson shall perform all the duties and exercise all the rights of the Chairperson in the Chairperson's absence or at the request of the Chairperson.
- (2) The Vice-Chairperson has Board appointed responsibilities on behalf of the Canadian Student Leadership Conference which include:
 - (a) maintaining a current (within one (1) month of the actual chronological date) Canadian Student Leadership Conference Handbook for the Association;
 - (b) serving as the Board's liaison with the chairperson of the Canadian Student Leadership Conference Advisory Committee; and
 - (c) orienting each newly appointed Conference Advisory member as to his or her duties.
- (3) The Vice-Chairperson shall perform all other duties as normally fall to such office and as may be assigned by the Board from time to time.

8.4 Secretary

- (1) Subject to the written instructions of the Board, the Secretary shall be responsible for:
 - (a) issuing notices of meetings of the Association and Directors;
 - (b) preparing the agenda for Board meetings as per the directions of the Chairperson;
 - (c) maintaining the minutes of all meetings of the Association, its Directors and Committees;
 - (d) ensuring that all necessary materials, reports, previous minutes, *Bylaws*, etc., are available for copying and/or circulating prior to the meeting;
 - (e) reading aloud, at any meeting of the Board, any required materials;
 - (f) ensuring that all summary materials arising from any meeting of the Board are prepared and distributed to members of the Board in a timely manner;
 - (g) possessing adequate familiarity with the Association's legal documents (e.g., *Constitution*, *Bylaws*, the *Alberta Societies Act* (2004), the *Income Tax Act*, the Canada Revenue Agency's Charities Directorate requirements - *Canada Revenue Act*.) and to know when they will prove useful during a scheduled meeting;
 - (h) maintaining custody of all records, maintaining the *Register of Members*, and maintaining documents of the Association except those required to be kept by the Treasurer;
 - (i) custody of the common Seal of the Association;
 - (j) retaining all official correspondence of the Association; and
 - (k) performing all other duties as normally fall to such office and as may be assigned by the Board from time to time.
- (2) The Board of Directors shall appoint another Director to act temporarily in the role of the Secretary during the Secretary's absence.

8.5 Treasurer

- (1) The Treasurer, or other person so designated by the Directors, shall be responsible for:
 - (a) keeping such financial records including books of accounts, as are necessary to comply with the requirements of the *Societies Act*, and all other provincial and federal laws that may apply;
 - (b) rendering to the Directors, members and others, when required, written financial statements or reports, and in particular making available to members the annual financial statement at the time of the notice of the Annual General Meeting;
 - (c) custody and control of all securities and funds;
 - (d) ensuring that full and accurate financial records are kept thereof;
 - (e) the collection of fees and other monies owing to the Association;
 - (f) the custody of the Association's check book(s); and
 - (g) carrying out such other duties as may be assigned by the Board.

8.6 Removal of an Officer

- (1) At a meeting of the Board, called on fourteen (14) days notice for the purpose, any Officer may be removed for cause by a majority of directors voting provided that a quorum is present.

8.7 Signing Authority

- (1) All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange, contracts, documents or instruments in writing may be signed by any person duly authorized by the Board to do so.
- (2) If the amount of the cheque, draft or order for the payment of money and all notes and acceptances and bills of exchange, contracts, documents or instruments in writing for an amount in excess of \$5,000 (five-thousand dollars) must also receive a verbal confirmation from another Board authorized person to proceed.

PART IX - SEAL

9.1 Seal

- (1) The Directors may provide a common Seal for the Association and shall be at liberty to replace it with another.

9.2 Affixing the Seal

- (1) The common Seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in said resolution; or, if no persons are prescribed, in the presence of the Chairperson of the Board and the Secretary; or, if this is not possible, in the presence of any two (2) Directors.

PART X - BORROWING AND OTHER FINANCIAL TRANSACTIONS

10.1 Authority to Borrow

- (1) The Directors may by resolution from time to time borrow money or create an indebtedness secured upon the Association's assets in any manner and may cause to be executed mortgages and pledges of the real and personal property and rights of the Association and may cause to be signed bills, notes, contracts and other evidence of securities. Provided that the amount to be borrowed or debt to be incurred is more than \$10,000 the transaction shall only be authorized upon the passage of a Special Resolution.
- (2) The Association shall not issue a debenture unless the issuance of the debenture is authorized by a Special Resolution which may confer a general power on the Directors to issue debentures for a period of not longer than one year from the date the resolution is passed.
- (3) The powers hereby conferred shall be deemed supplemental to, and not in substitution of, any powers to borrow money for the purposes of the Association possessed by its directors or officers independent of these *Bylaws*.

10.2 Investment

- (1) Association funds not required for immediate use or to meet accruing liabilities may be invested at the discretion of the Board of Directors in any investments permitted under the province's *Trustee Act* (Revised Statutes of Alberta, 2000, Chapter T-8).

10.3 Securities Received

- (1) The Directors of the Association may retain or sell any security that is donated to the Association.

PART XI - AUDITOR

11.1 On Having an Auditor

- (1) Part XI applies only if the Association has, or is required to have or has resolved to have, an Auditor.

11.2 Qualifications, Appointment and Term

- (1) The Association shall, at each Annual General Meeting, appoint an Auditor, who shall be either a member, or a partnership whose partners are members, in good standing of the Canadian Institute of Chartered Accountants or the Certified General Accountants' Association of Alberta, to hold office until the close of the next Annual General Meeting, and if at that meeting an appointment is not made, the Auditor in office will continue as auditor until a successor is appointed.

11.3 Duty

- (1) The Auditor of the Association shall make an examination that will enable said Auditor to report to the Members on the financial statement that is to be placed before the Association at an Annual General Meeting during the Auditor's term of office, and state:

- (a) whether or not they have obtained all the information and explanations they have required; and
 - (b) whether in their opinion, the financial statements present fairly the financial position of the Association and the results of its operations for the period under review and does so on a basis consistent with that of the preceding period and in accordance with generally accepted accounting principles.
- (2) In the event of the Auditor's inability to attend the Annual General Meeting, the Treasurer of the Board shall deliver the report and its results in his place.

11.4 Right of Access

- (1) The Auditor of the Association shall have the right of access at all times to all records, documents, books, accounts, Directors, Officers and the Executive Director of the Association and such other information and explanation as may be necessary for performance of his or her duties as auditor.

11.5 Right to Attend

- (1) The Auditor of the Association is entitled to attend any General Meeting of the Association and to receive every notice and other communication relating to said meeting that a Member is entitled to receive.
- (2) The Auditor of the Association is entitled to be heard at a General Meeting that the Auditor attends on any part of the business of the meeting that concerns the Auditor or that concerns the financial statement of the Association.

11.6 Person Ineligible to be Auditor

- (1) No director, nor any firm of which a Director is a partner, nor any employee of the Association shall be the Auditor.

11.7 Removal

- (1) An auditor may be removed by ordinary resolution by the Members at a General Meeting.

PART XII - INSPECTION OF DOCUMENTS

12.1 Inspection of Documents by Members

- (1) Subject to the Province of Alberta, *Personal Information Protection Act, 2003*, Chapter P-6.5:
- (a) the books records of the Association, with the exception of the current and past membership lists (*Register of Members*) shall be open to inspection by Members at the Annual General Meeting, or at any time, on reasonable prior notice, at the office of the Association, but no copies shall be made available unless so authorized by the Directors.
 - (b) reasonable notice shall be no less than fourteen (14) days advance notice communicated in written or electronic form to the Chairperson or the Secretary of the Board.

- (c) all records of the Association, including its accounting records, must be open to the inspection of a Director upon reasonable notice at a location(s) agreed upon by resolution of the Board.

PART XIII - CONSTITUTION AND BYLAWS

13.1 Member Rights to Constitution and Bylaws

- (1) On being admitted to membership, a Member is entitled, without charge, to a copy of the *Constitution* and *Bylaws* of the Association.
- (2) A downloadable facsimile of the *Constitution* and *Bylaws* from the Association's website shall be deemed to satisfy compliance with the requirement of the Societies Act, Section 30 (*Furnishing Copy of Bylaws*).

13.2 Review

- (1) The *Constitution* and these *Bylaws* shall be reviewed every three (3) years by a Committee of the Board, or as may be required by changing circumstances and/or deemed appropriate by the Board.

PART XIV - RULES OF ORDER

14.1 Rules of Order for Meetings of the Association

- (1) The Board shall by Majority vote agree to adhere to some recognized set of procedural rules governing the running of all meetings of the Association, except where they are inconsistent with these *Bylaws* or any other rules the Association may adopt from time to time.
- (2) These Rules of Order shall be determined at the first Board meeting following the Annual General Meeting and shall be communicated to the Members of the Association.