



THE CANADIAN
BAR ASSOCIATION
Alberta Branch

(February 13, 2019)

Canadian Bar Association – Alberta Branch

BY-LAWS

This is an office consolidation. The original registered documents and amendments should be consulted for all purposes of interpretation and application.

**CANADIAN BAR ASSOCIATION – ALBERTA BRANCH
BY-LAWS**

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**BYLAWS OF THE
CANADIAN BAR ASSOCIATION – ALBERTA BRANCH**

PART 1 – INTERPRETATION

1.1 Definitions. In these Bylaws:

- (a) **“Act”** means the *Societies Act* (Alberta), RSA 2000, c S-14, as may be amended or replaced from time to time;
- (b) **“Act of Incorporation”** means the Act of Incorporation (11-12 George V Chap. 79);
- (c) **“Annual Meeting”** means the annual general meeting of the Members required pursuant to the Act;
- (d) **“Annual Period”** means the twelve (12) month period commencing on and including September 1 of each year and expiring on and including August 31 of each year;
- (e) **“Application”** means the application to incorporate filed by CBA Alberta pursuant to the Act;
- (f) **“Board”** means the board of directors of CBA Alberta;
- (g) **“Ballots”** means ballots including electronic ballots;
- (h) **“Bylaws”** mean these bylaws of CBA Alberta;
- (i) **“CBA Alberta”** means the Canadian Bar Association – Alberta Branch;
- (j) **“CBA National”** means the Canadian Bar Association;
- (k) **“CBA National Board”** means the board of directors of CBA National;
- (l) **“CBA National’s Bylaw Number 1”** means Bylaw Number 1 enacted by the Canadian Bar Association, as the same may be amended or replaced from time to time;
- (m) **“Director”** means a director of CBA Alberta;
- (n) **“Directors at Large”** has the meaning set out in Section 3.2(j), and a **“Director at Large”** means one of such Directors at Large;
- (o) **“District”** refers to each of North Alberta and South Alberta;
- (p) **“Executive Committee”** means the committee described in Section 3.5;

- (q) **"Fees"** means the annual membership fee payable to CBA National and special levies authorized by the CBA National Board or by the Board;
- (r) **"Member"** means each of the persons set out in Section 2.1;
- (s) **"Nomination Period"** means the 32 day period commencing on and including March 1 of each year and ending on and including April 1 of each year;
- (t) **"North Alberta"** means that part of Alberta north of the south boundary of township 35. For ease of reference, township 35 is located south of the City of Red Deer;
- (u) **"North Alberta Position"** has the meaning set out in Section 3.2(f);
- (v) **"North Young Lawyer Position"** has the meaning set out in Section 3.2(h);
- (w) **"Objects"** means the objects of CBA Alberta set forth in the Application;
- (x) **"Past President"** means the immediate past President of CBA Alberta;
- (y) **"Position"** has the meaning set out in Section 3.2;
- (z) **"Section"** means a section which is created pursuant to Section 3.4(f);
- (aa) **"Sections Regulation of CBA National"** means the Sections Regulation enacted by CBA National, as the same may be amended or replaced from time to time;
- (bb) **"South Alberta"** means that part of Alberta south of the south boundary of township 35. For ease of reference, township 35 is located south of the City of Red Deer;
- (cc) **"South Alberta Position"** has the meaning set out in Section 3.2(g);
- (dd) **"South Young Lawyer Position"** has the meaning set out in Section 3.2(i);
- (ee) **"Special Meeting"** means a meeting of the Members other than the Annual Meeting;
- (ff) **"Special Resolution"** means "special resolution" means (i) a resolution passed (A) at the Annual Meeting or Special 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 those Voting Members who, if entitled to do so, vote in person, (ii) a resolution proposed and passed as a special resolution at the Annual Meeting or Special Meeting of which less than 21 days' notice has been given, if all the Voting Members entitled to attend and vote at the Annual Meeting or Special Meeting so agree, or (iii) a resolution consented to in writing by all the Voting Members who would have been

entitled at the Annual Meeting or Special Meeting to vote on the resolution in person; and

- (gg) “**Voting Member**” means a Member who has the right to vote, as set out in Section 2.5.

1.2 Interpretation.

- (a) In the Bylaws, words importing the singular include the plural and *vice versa*.
- (b) The headings used in the Bylaws are inserted for convenience of reference only. The headings are not to be considered or taken into account in construing the terms of the Bylaws nor are they to be deemed in any way to clarify, modify or explain the effect of any term of the Bylaws.
- (c) A reference in these Bylaws to the Board, Executive Committee, Director, person or committee includes any delegate of the Board, Executive Committee, Director, person or committee.
- (d) These Bylaws are subject to the Act, the Application, the Act of Incorporation, the bylaws enacted by CBA National from time to time and the regulations enacted by CBA National from time to time, in that order.

PART 2 – MEMBERSHIP

2.1 **Admission of Members.** Each of the following persons shall be admitted as a Member of CBA Alberta:

- (a) Each person who is a member of CBA National and who is resident in Alberta; and
- (b) Each person who is a member of the Law Society of Alberta and who is a member of CBA National, whether or not that person is resident in Alberta, and who elects to belong to CBA Alberta.

2.2 **Expulsion of Members.** A Member shall be expelled as a Member of CBA Alberta immediately upon that person ceasing to be a member of CBA National or upon that person ceasing to be resident in Alberta, if upon ceasing to be resident in Alberta that person does not elect to be a Member of CBA Alberta.

2.3 **Withdrawal of Members.** A Member may withdraw as a Member of CBA Alberta by ceasing to be a member of CBA National, provided that the Member has paid all Fees owing by him or her.

2.4 **Obligations of Members.** All Members shall pay the Fees when due.

2.5 **Rights of Members.** The rights of Members shall depend on the class of membership which the Member holds in CBA National. Members in the membership classes set out below shall have the rights set out below:

- (a) **Active (Regular) Membership.** All active (regular) members of CBA National, who are also Members of CBA Alberta, have equal rights and privileges, including the right to attend all meetings of CBA Alberta, to have a deliberative voice therein, to vote, to hold office and to propose and second resolutions.
- (b) **Judicial Membership.** All judicial members of CBA National, who are also Members of CBA Alberta, have the right to attend all meetings of CBA Alberta and to have a deliberative voice therein but do not have the right to vote, to hold office or to propose or second resolutions, except as permitted in the Bylaws. Judicial members are eligible to serve on committees, subcommittees or task forces appointed by the Board, and have the right to vote in that capacity;
- (c) **Honorary Membership.** All honorary members of CBA National, who are also Members of CBA Alberta, have the right to attend all meetings of CBA Alberta and to have a deliberative voice therein but, unless they pay the Fees, do not have the right to vote, to hold office or to propose or second resolutions;
- (d) **Student Membership.** Persons who hold student memberships in CBA National, and who are also Members of CBA Alberta, have the right to attend all meetings of CBA Alberta, and to have a deliberative voice therein, but do not have the right to vote, to hold office or to propose or second resolutions, except as permitted in the Bylaws or regulations;
- (e) **Scholar Membership.** Persons who hold scholar memberships in CBA National, and who are also Members of CBA Alberta, are entitled to all rights of the Active (Regular) membership class, provided such persons have paid the Fees;
- (f) **Associate Membership.** Persons who hold associate memberships in CBA National, and who are also Members of CBA Alberta, have the right to attend all meetings of CBA Alberta and to have a deliberative voice therein, but do not have the right to vote, to hold office or to propose or second resolutions; and
- (g) **Retired Membership** – persons who hold retired memberships in CBA National, and who are also Members of CBA Alberta, have the right to attend all meetings of CBA Alberta and to have a deliberative voice therein, but do not have the right to vote, to hold office or to propose or second resolutions.

PART 3 – BOARD AND EXECUTIVE COMMITTEE

3.1 **Governing Body and Branch Executive.** The governing body of CBA Alberta is the Board. For the purposes of CBA National's Bylaw Number 1, the Executive Committee is the branch executive.

3.2 **Composition of the Board.** The Board shall consist of not less than 11 Directors and not more than 13 Directors and shall be comprised of the following:

- (a) President;
- (b) Vice President;
- (c) Treasurer;
- (d) Secretary;
- (e) Past President;
- (f) At least one Member from North Alberta, excluding the City of Edmonton (the “**North Alberta Position**”);
- (g) At least one Member from South Alberta, excluding the City of Calgary (the “**South Alberta Position**”);
- (h) At least one Member from North Alberta who is under 40 years of age at the date of nomination and/or who was first called to the bar, in Alberta or in any other jurisdiction, in the 10 years immediately preceding the date of nomination (“**North Young Lawyer Position**”); and
- (i) At least one Member from South Alberta who is under 40 years of age at the date of nomination and/or who was first called to the bar, in Alberta or in any other jurisdiction, in the 10 years immediately preceding the date of nomination (“**South Young Lawyer Position**”); and
- (j) The balance being Directors at large (“**Directors at Large**”),

(the positions set out in Section 3.2(f) – (i) are referred to collectively as, the “**Positions**” and individually as, a “**Position**”).

3.3 **Qualifications of Directors.** Each Director shall:

- (a) Be an individual of at least 18 years of age;
- (b) Be a Member in good standing of CBA National and a member in the active (regular) membership or scholar membership category of CBA National;
- (c) Not have been declared incapable by a court in Canada or in another country;
- (d) Not have the status of a bankrupt; and
- (e) Be resident in Alberta.

3.4 **Powers of the Board.** The Board is empowered to:

- (a) Manage and supervise the management of the activities and affairs of CBA Alberta and oversee the implementation of the policies and operations of CBA Alberta in accordance with the Act, the Application, the Act of Incorporation, the bylaws and regulations of CBA National and the Bylaws;
- (b) Exercise the same powers in respect of CBA Alberta as the CBA National Board exercises in respect of CBA National, except to the extent that those powers may be limited by or under authority of the bylaws of CBA National;
- (c) By resolution of the Board, establish and revise regulations and policies which govern CBA Alberta's activities, including without limitation regulations and policies in respect of the following:
 - (i) the procedures and criteria for the creating, merging and/or dissolving of Sections;
 - (ii) signing authorities for execution of documents generally and for execution of cheque and bills of exchange;
 - (iii) financial policies and procedures, including preparation and approval of the budget for CBA Alberta;
 - (iv) public statements and submissions;
 - (v) review of the Bylaws and governance structure; and
 - (vi) the nomination of Members as candidates for Director and the office of Secretary.
- (d) Delegate authority and responsibility for implementation of CBA Alberta's regulations and policies to the Executive Committee, committees, subcommittees, task forces, the Executive Director and/or employees of CBA Alberta;
- (e) Appoint any committees, subcommittees or task forces, as the Board may consider necessary and advisable, and may, by resolution designate such further committees, subcommittees or task forces and the powers and duties of any committee, subcommittee or task force, including, without limiting the generality of the foregoing, appoint a nominating committee; and
- (f) Create, dissolve or merge branch Sections in accordance with the Sections Regulation of CBA National and CBA National's Bylaw Number 1.

3.5 **Executive Committee.** The Executive Committee of CBA Alberta shall consist of the individuals holding the following offices:

- (a) President;
- (b) Vice President;
- (c) Treasurer;
- (d) Secretary; and
- (e) Past President.

3.6 **Powers and Duties of the Executive Committee.** The authority, powers and duties of the Executive Committee and of each member of the Executive Committee shall be as determined by the Board. Without limiting the generality of the foregoing:

- (a) **President.** The President shall have such powers and duties as may from time to time be determined by the Board. The President shall, when present, act as chairman and preside at all meetings of the Members, the Executive Committee and of the Board. The President, subject to the authority of the Board, shall have general management and supervision of the day to day affairs and operations of CBA Alberta. The President shall perform the duties set out in CBA National's Bylaw Number 1 to be performed by the president of a branch;
- (b) **Vice President.** The Vice President shall have such powers and duties as the Board or the President may from time to time determine. During the absence or inability of the President to act, the duties and powers of the President may be exercised by the Vice President, and if the Vice President exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto;
- (c) **Treasurer.** The Treasurer shall have such powers and duties as the Board or the President may from time to time determine. The Treasurer shall keep proper accounting records in compliance with the Act, including without limitation full and accurate accounts of all receipts and disbursements of CBA Alberta;
- (d) **Secretary.** The Secretary shall have such powers and duties as the Board or the President may from time to time determine. The Secretary shall also be *ex officio* clerk of the Members, the Executive Committee and of the Board and shall ensure that minutes of proceedings for all meetings of the Members, the Executive Committee and of the Board are recorded in the books kept for that purpose. The Secretary shall ensure that the notices required to be given, pursuant to the Bylaws or otherwise, to the Members and Directors, are given; and
- (e) **Past President.** The Past President shall perform such duties as the Board or the President may from time to time determine.

- 3.7 **Executive Director and Employees.** The President may from time to time authorize the employment of such persons as he or she deems necessary to carry out the Objects of CBA Alberta. Without limiting the generality of the foregoing, the President may appoint an Executive Director.
- 3.8 **Board – Appointment, Election and Terms.** All Directors, other than members of the Executive Committee, shall be elected by the Voting Members and shall serve terms of 2 years, subject to Section 3.9, and a maximum of two continuous terms.
- 3.9 **Staggered Board Terms.** The Board shall ensure that the terms of:
- (a) the North Alberta Position and the South Alberta Position;
 - (b) the North Young Lawyer Position and the South Young Lawyer Position; and
 - (c) those Directors who are not members of the Executive Committee;
- are staggered such that one-half of the members of each of the above listed subparagraphs are vacant at the end of each Annual Period.
- 3.10 **Executive Committee – Election of Secretary and Automatic Progression.** All members of the Executive Committee shall serve a term expiring at the end of the Annual Period. The Secretary shall be elected by the Voting Members. All other members of the Executive Committee shall be appointed each year as follows, subject to Section 3.29:
- (a) The retiring Secretary shall be appointed to the office of Treasurer;
 - (b) The retiring Treasurer shall be appointed to the office of Vice President;
 - (c) The retiring Vice President shall be appointed to the office of President; and
 - (d) The retiring President shall be appointed to the office of Past President.
- 3.11 **Eligibility for Nomination.**
- (a) Every Member who meets the criteria set out in Section 3.3 shall be eligible for nomination as a candidate for Director. Every Member who is eligible for nomination as a candidate for Director is eligible for nomination as a candidate for the office of Secretary.
 - (b) A Member is ineligible for nomination as a candidate for Director or the office of Secretary if that Member has served (i) on the Executive Committee, or (ii) as a director of CBA National, at any time during the Annual Period in which the Nomination Period occurs or at any time during the two (2) Annual Periods immediately preceding such Annual Period;
 - (c) A Member is ineligible for nomination as a candidate for the office of Secretary if the Member has served as a (i) Director, or (ii) director of CBA National, at any time during the Annual Period in which the Nomination Period occurs;

- (d) A Member is ineligible for nomination as a candidate for the office of Secretary if the Member is from the same District as the Member who holds the office of Secretary at the time of the nomination, excepting where the Board has waived this requirement; and
- (e) A Member may only run as a candidate for Director or the office of Secretary, but not both.

3.12 Nomination of Candidates for Board and Secretary.

- (a) Any three Voting Members may nominate a Member as a candidate for Director or the office of Secretary; and
- (b) Every nomination must be (i) signed by the three Voting Members, other than the Member nominated; (ii) must be endorsed with or accompanied by the written consent of the Member nominated; and (iii) must be received by the Executive Director during the Nomination Period.

3.13 Notice of Nomination Period and Notice Election.

- (a) The Executive Director may send to each Voting Member notice of the Nomination Period, provided that such notice shall be sent prior to the commencement of the Nomination Period;
- (b) The Executive Director shall send to each Voting Member notice of the election and the date determined pursuant to Section 3.14(c).

3.14 Voting. Upon receipt of the list of candidates, the Executive Director shall send to each Voting Member:

- (a) Biographical data pertaining to each candidate;
- (b) Ballots; and
- (c) Notification of the date on which completed Ballots must be received by the Executive Director.

3.15 Electronic Methods. Electronic processes may be used for:

- (a) Sending the notices and information referred to in Sections 3.13 and 3.14, including Ballots;
- (b) Voting; and
- (c) Counting and recording votes.

3.16 Eligibility to Vote. All Voting Members are eligible to vote to elect candidates as Directors and to the office of Secretary.

3.17 **Counting Votes.** After the deadline for receipt of Ballots has passed, the Executive Director shall count the votes and shall provide the President with:

- (a) A list of the successful candidates;
- (b) The number of votes received by each candidate; and
- (c) An accounting of any balloting discrepancies due to spoilage or other factors.

3.18 **Retention of Ballots.** The Executive Director shall retain all Ballots received and any votes cast by electronic means until authorized by the Board to destroy the Ballots and electronic votes.

3.19 **Successful Candidates - Board.** Subject to Sections 3.9 and 3.20 hereof, the successful candidates shall be those candidates who received the greatest number of votes, up to the number of Directors to be elected.

3.20 **Order of Preference.** If a candidate meets the qualifications for one or more of the Positions that will be vacant after the then current Annual Period, the votes for such candidate shall be counted in each of the following subparagraphs in the order listed below and if such candidate fails to be elected for the first category, the votes for the candidate shall then counted for the next subparagraph, and so on, until either the candidate is elected, or there are no further subparagraphs:

- (a) A Director at Large;
- (b) North Alberta Position or South Alberta Position; and
- (c) North Young Lawyer Position or South Young Lawyer Position.

Notwithstanding the foregoing, if the application of the above results in a vacancy for any Position, the candidate shall be considered as filling such Position if it would result in more Directors being elected. If there are more than one candidates to whom this part could apply to, the candidate or candidates with the least number of votes shall be used to fill a vacant Position first.

3.21 **Acclamation.** If the operation of Section 3.20 shall result in the number of candidates being equal to or less than the number of vacancies for any of subparagraphs 3.20(a) to (c), inclusive, then the Executive Director may declare the election of such candidate or candidates to be acclaimed.

3.22 **Successful Candidate – Secretary.** The successful candidate for the office of Secretary shall be the candidate who receives the greatest number of votes.

3.23 **Resolving Tied Vote.** If an equal number of votes are cast for two or more candidates, then the Executive Director shall advise the candidates with the tied votes of the tie and permit the candidates 48 hours to decide amongst themselves which candidate(s) shall be elected, failing which the Executive Director shall select, by random means, the successful candidate(s).

- 3.24 **Notification of Election Results.** After acclamation pursuant to Section 3.21 or election pursuant to Sections 3.19 and 3.22, the Executive Director shall notify all of the candidates of the election results.
- 3.25 **Resignation and Removal of Directors.** Any Director or any member of the Executive Committee may resign at any time by letter sent to the President, or in the event of resignation of the President, by letter sent to the Vice President. A Director or a member of the Executive Committee shall be removed from his or her office in the event that he or she ceases to meet the eligibility requirements set out in Section 3.3. A Director or a member of the Executive Committee may, by resolution passed by not less than 75% of the Board, be removed from his or her office.
- 3.26 **Continuation in Office - Directors.** Directors shall continue in office until their respective successors are duly elected, appointed or otherwise designated in accordance with the Bylaws, or until such Directors resign or are removed in accordance with the Bylaws.
- 3.27 **Continuation in Office – Executive Committee.** Members of the Executive Committee shall continue in office until their respective successors are duly elected, appointed or otherwise designated in accordance with the Bylaws, or until such members resign or are removed in accordance with the Bylaws.
- 3.28 **Vacancy - Board.** If there is a vacancy on the Board, including where a Director resigns or is removed prior to the expiration of his or her term, the Board may either (a) leave the position vacant until the next election; (b) appoint a member meeting the eligibility requirements set out in Section 3.3; or (c) call an election. A Director appointed or elected pursuant to this Section shall serve a term equal to the remainder of the departed Director’s term.
- 3.29 **Vacancy – Executive Committee.** If a member of the Executive Committee resigns or is removed prior to the expiration of his or her term, the Board may either:
- (a) leave the office vacant until the next election; or
 - (b) appoint a member meeting the eligibility requirements set out in Section 3.3 to fill the vacancy until the next election.

For clarity, any member appointed to the vacated office shall hold such office only until the next election and shall not be entitled to appointment to another office on the Executive Committee pursuant to Section 3.10.

Prior to the next election, the Board must elect either:

- (c) for the election of a candidate to the office which the departed member of the Executive Committee would have been appointed to pursuant to Section 3.10; or
- (d) for the election of a candidate to the office of Treasurer.

In the event of (d), the appointment of Executive Committee members set out in Section 3.10 shall be varied and each member shall be appointed to the offices immediately succeeding the offices which they would have been appointed to pursuant to Section 3.10 but for such vacancy. The foregoing shall only apply to the office which the departed member of the Executive would have been appointed to and each office which succeeds this office, as set out in Section 3.10. If an office of the Executive Committee is to be filled by election pursuant to this Section 3.29, the provisions of Part 3 governing eligibility, nomination, acclamation and voting for the office of Secretary shall apply to such office.

- 3.30 **Meetings of the Board.** The Board shall meet at least twice per Annual Period at the dates, times and places determined by the President. The President or any member of the Executive Committee may call a meeting of the Board. Meetings of the Board may be held at the place within Alberta and at the time the President determines. At the discretion of the President, a Director may participate in a meeting of the Board by electronic means, telephone or other communication facilities that permit all persons participating in the meeting to hear or otherwise communicate with each other. A Director participating in a meeting by electronic means, telephone or other communication facilities is deemed to be present at the meeting.
- 3.31 **Notice of Meetings.** Notice of the time and place of a meeting of the Board shall be delivered to each Director not less than seven (7) days before the time fixed for the meeting. The statement of the Secretary that notice of a Board meeting has been given pursuant to the Bylaws shall be sufficient and conclusive evidence of the giving of such notice. A Director may waive, in any manner, notice of a meeting of the Board. Attendance of a Director at a meeting of the Board is a waiver of notice, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. The accidental failure to give notice of a meeting of the Board to any Director or any error in the notice not affecting its substance does not invalidate any action taken at the meeting to which the notice relates.
- 3.32 **Chairperson and Conduct of Meeting.** The chairperson of any meeting of the Board shall be the first mentioned of the following officers present and willing to act: President, Vice President, Treasurer, Secretary, and Past President. The chairperson of any meeting of the Board will conduct the proceedings at the meeting in all respects. The chairperson's decision on any matter or thing relating to procedure is conclusive and binding on the Board.
- 3.33 **Adjournment.** With the consent of the Directors present at a meeting of the Board, the chairperson may adjourn the meeting to another fixed time and place. If a meeting of the Directors is adjourned by one or more adjournments for an aggregate less than 30 days, it is not necessary to give notice of the adjourned meeting, other than by verbal announcement at the time of the adjournment. If a meeting of the Board is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting must be given.

- 3.34 **Quorum.** Fifty (50%) percent of the Directors constitutes a quorum. If a quorum is present at the opening of a meeting, the Directors present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting and such loss of quorum shall not invalidate any of the actions taken or business transacted at the meeting.
- 3.35 **Voting.** Voting at a meeting of the Board must be by show of hands of those Directors present in person or by verbal poll of those present by telephone or other communication facilities. At every meeting of the Board, each Director present shall have one (1) vote. At every meeting of the Board, all question proposed for consideration of the Directors must be decided by a majority of votes. The chairperson does not have a casting vote.
- 3.36 **Resolution in lieu of Meeting.** A resolution in writing signed by all the Directors entitled to vote on such resolution shall be valid and effectual as if it had been passed at a Board meeting duly called and constituted and such written resolution shall satisfy all of the requirements of the Bylaws relating to meetings of the Board. Resolutions in writing may be signed in counterparts.
- 3.37 **Transitional.** In accordance with Section 3.9 hereof, following the first election of Directors following registration of these Bylaws with the Registrar, as defined in the Act, the Executive Director will select, by random means, which Directors shall serve for a term of one (1) year instead of two (2) years, unless the Directors of each subparagraph in Section 3.9 come to an agreement as to which Director shall serve an initial term of one (1) year.

PART 4 – MEETING OF MEMBERS

- 4.1 **Place of Meeting.** Meetings of the Members may be held at the place within Alberta and at the time the President determines.
- 4.2 **Annual Meeting.** The President must call an annual meeting of Members not later than May 31 of each year.
- 4.3 **Special Meeting.** The President may call a Special Meeting of the Members at any time. The President shall call a Special Meeting of the Members upon receipt of a written request for the same signed by at least the lesser of (i) fifty (50) Members or (ii) Five (5%) percent of the Members. The written request shall set forth the reasons for calling such meeting.
- 4.4 **Notice of Meeting.** Notice of the time and place of a meeting of Members must be sent to each Member and Director not less than 14 days prior to the meeting. A Member may waive, in any manner, notice of a meeting of Members. Attendance of a Member at a meeting of Members is a waiver of notice, except where a Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

- 4.5 **Chairperson and Conduct of Meeting.** The chairperson of any meeting of Members shall be the first mentioned of the following officers present and willing to act: President, Vice President, Treasurer, Secretary, and Past President. The chairperson of any meeting of Members will conduct the proceedings at the meeting in all respects. The chairperson's decision on any matter or thing relating to procedure is conclusive and binding on the Members.
- 4.6 **Adjournment.** With the consent of the Members present at a meeting of the Members, the chairperson may adjourn the meeting to another fixed time and place. If a meeting of the Members is adjourned by one or more adjournments for an aggregate less than 30 days, it is not necessary to give notice of the adjourned meeting, other than by verbal announcement at the time of the adjournment. If a meeting of the Members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting must be given.
- 4.7 **Participation in Meeting.** At the discretion of the President, a Member may participate in a meeting of the Members by electronic means, telephone or other communication facilities that permit all persons participating in the meeting to hear or otherwise communicate with each other. A Member participating in a meeting by electronic means, telephone or other communication facilities is deemed to be present at the Meeting.
- 4.8 **Quorum.** A quorum of Members is present at a meeting of Members if at least the lesser of the following is present at the meeting: (i) twenty five (25) Members or (ii) Five (5%) percent of the Members for the calendar year in which the meeting is held, as set out on CBA Alberta's register of members. If a quorum is present at the opening of a meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting and such loss of quorum shall not invalidate any of the actions taken or business transacted at the meeting.
- 4.9 **Voting.** Voting at a meeting of Members must be by show of hands of those Voting Members present in person or by verbal poll of those present by telephone or other communication facilities. At every meeting of Members, each Voting Member present shall have one (1) vote. At every meeting of Members, all questions proposed for consideration of the Members must be decided by a majority of votes, unless the Act, the Application, the Act of Incorporation, the bylaws or regulations enacted by CBA National or the Bylaws otherwise require. Voting by proxy shall not be permitted.

PART 5 – FINANCIAL MATTERS, BOOKS AND RECORDS AND SEAL

- 5.1 **Audit of Accounts.** The accounts of CBA Alberta shall be audited at least once a year by a Chartered Professional Accountant.
- 5.2 **Fiscal Year.** The fiscal year of CBA Alberta shall be as determined from time to time by the Board.

- 5.3 **Borrowing.** For the purpose of carrying out the Objects of CBA Alberta, the Board may authorize the borrowing of money and the granting of security in such amounts and subject to such terms and conditions as the Board thinks fit.
- 5.4 **Books and Records.** The books and records of CBA Alberta shall be kept at such place in Alberta as the Board determines and shall at all times be open to inspection by the Board. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the books and records of CBA Alberta shall be open to the inspection of the Members (not being Directors), and no Member (not being a Director) shall have any right of inspecting any book or record of CBA Alberta except as conferred by law or authorized by the Board.
- 5.5 **Seal.** The seal of CBA Alberta shall be kept at the registered office of CBA Alberta and the responsibility for its custody and use from time to time shall be determined by the Board.

PART 6 - GENERAL PROVISIONS

- 6.1 **Indemnity.** CBA Alberta may, in the discretion of the Board, indemnify any Director or former Director and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or to satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being, or having been a Director of CBA Alberta, if:
- (a) They acted honestly and in good faith with a view to the best interests of CBA Alberta; and
 - (b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

The individual shall repay the moneys if the Director or former Director does not fulfill the conditions of Section 6.1(a) and (b).

- 6.2 **Notice.** Any notice or communication which is to be sent, delivered or served by CBA Alberta to a Member or Director, including notices given pursuant to Section 3.13, 3.30, 4.2 and 4.4 shall be sufficiently given if delivered personally to the person to whom it is to be given, or if delivered to his or her recorded address, or if mailed to him or her at his or her recorded address by prepaid ordinary or air mail, facsimile or e-mail to him or her at his or her recorded e-mail address, if any, or if sent to him or her at his or her recorded address by any means of prepaid transmitted or recorded communication. 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; a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch; and a notice so sent by email shall be deemed to have

been given when sent to the recorded address. The Secretary may change or cause to be changed the recorded address of any Member or Director in accordance with any information believed by him or her to be reliable.

- 6.3 **Remuneration of Directors.** Excepting the President, members of the Board and the Executive Committee shall not receive remuneration for performing the duties of their office. In the discretion of the Board, an honorarium may be paid to the President.
- 6.4 **Delegation.** The Board may, by resolution, delegate any of its powers and duties under these Bylaws to one or more persons or committees. A person or committee to whom a power or duty is given under these Bylaws may in writing delegate the power or duty to one or more persons or committees.
- 6.5 **Amendment of Bylaws.** The Bylaws shall not be amended except by Special Resolution.
- 6.6 **Dissolution.** CBA Alberta may be dissolved by Special Resolution. Upon the dissolution of CBA Alberta and after the payment of all debts and liabilities, the remaining property of CBA Alberta shall be distributed or disposed of to CBA National.
- 6.7 **Exercise of Executive Director's Powers and Duties.** Where it is provided in the Bylaws that a power or duty may or shall be exercised by the Executive Director, in the absence of an Executive Director, such duties may or shall be, as the case may be, exercised by the President.