



Alberta Construction
Safety Association

ACSA Bylaws

Created Date	November 2018	Last Updated	
--------------	---------------	--------------	--



TABLE OF CONTENTS

ARTICLE I - PREAMBLE.....	3
Interpretation.....	3
Definitions.....	3
ARTICLE II - MEMBERSHIP AND GENERAL MEETINGS.....	6
Member Qualification.....	6
Existing Members.....	6
Representatives.....	6
Compliance with Bylaws.....	7
Membership Termination.....	7
Membership Registry.....	7
Memberships Not Transferable.....	7
Annual General Meeting of Members.....	7
Extraordinary General Meeting of the Members.....	8
Special Resolutions.....	8
Notice of General Meeting of Members.....	8
Quorum for a General Meeting of Members.....	8
General Meeting of Members by Alternate Means.....	8
Voting at a General Meeting of Members.....	8
ARTICLE III - BOARD OF DIRECTORS AND BOARD MEETINGS.....	10
Constitution of Board.....	10
Additional Directors.....	10
Term of Directors.....	10
Vacancies.....	10
Offices of the Association.....	11
Remuneration of Directors.....	11
Directors' Interest.....	11
Powers of Directors.....	11
Borrowing Powers.....	12
Charter.....	12
Quorum for a Board Meeting.....	12
Voting at Board Meetings.....	12
Exercise of Powers.....	12
Notice of Meeting.....	12



Place of Meeting.....	13
Chair.....	13
Board Meeting by Alternate Means.....	13
Resolution in Writing.....	13
ARTICLE IV - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS.....	14
Limitation of Liability.....	14
Indemnity.....	14
ARTICLE V – CHIEF EXECUTIVE OFFICER.....	15
ARTICLE VI - COMMITTEES.....	16
Executive Committee.....	16
Finance and Risk Management Committee.....	16
Governance & HR Committee.....	16
Other Committees of Directors.....	16
Transaction of Business.....	16
Procedure.....	16
Termination of Committee Membership.....	17
ARTICLE VII - ACCOUNTABILITY.....	18
Audit.....	18
Books and Records.....	18
ARTICLE VIII - SEAL.....	18
ARTICLE IX - AMENDMENT TO BYLAWS.....	18



ARTICLE I - PREAMBLE

The Society shall be known as the Alberta Construction Safety Association, which may also be referred to herein as the “ACSA” or the “Association”.

Interpretation

- 1.1 Unless the context otherwise requires, the *Interpretation Act* RSA 2000 Chapter I-8 applies to these Bylaws.
- 1.2 Words and expressions defined in the Act shall have the same meanings when used in these Bylaws, unless specifically defined in these Bylaws.
- 1.3 The invalidity of any provision of these Bylaws shall not affect the validity of the remaining provisions of these Bylaws.
- 1.4 Words importing the singular include plural and vice versa; words importing gender include masculine, feminine and neutral genders; and words importing persons include individuals, corporate bodies, partnerships, trusts and unincorporated associations.
- 1.5 The headings used in these Bylaws are inserted for reference purposes only, and are not to be considered or taken into account in construing terms or provisions of any Article nor be deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

Definitions

- 1.6 In these Bylaws, unless the context requires otherwise:
 - (a) “ACA” means the Alberta Construction Association;
 - (b) “Act” means the *Societies Act*, RSA 2000 Chapter S-14;
 - (c) “ARHCA” means the Alberta Roadbuilders & Heavy Construction Association;
 - (d) “Annual General Meeting” means the annual General Meeting required to be held by the Members pursuant to s.25 of the Act;
 - (e) “Appointing Bodies” means, collectively, BTA, the Dual Appointee Associations and the Single Appointee Associations, and “Appointing Body” shall mean any one of BTA, the Dual Appointee Associations or the Single Appointee Associations, as the context may require;
 - (f) “Appointed Directors” means, in each given year, those individuals appointed to the Board, being up to four individuals appointed by BTA, up to two individuals appointed by each of the Dual Appointee Associations, and one individual appointed by each of the Single Appointee Associations. For clarity, the Appointed Directors shall not include the Past Board Chair;
 - (g) “Association” means the Alberta Construction Safety Association;
 - (h) “BILD” means Building Industry and Land Development Alberta Association;



- (i) “Board” means the Board of Directors of the Association;
- (j) “Board Chair” means the Director elected to the office of chair of the Board pursuant to Section 3.7 hereof;
- (k) “Board Meeting” means a meeting of the Board;
- (l) “BTA” means the Building Trades of Alberta, also known as the Northern Alberta and District of MacKenzie Building and Construction Trades Council, who for clarity is entitled to appoint up to four individuals to the Board in any given year;
- (m) “Bylaws” means this Bylaw and all other bylaws of the Association from time to time in force and effect;
- (n) “CCA” means the Calgary Construction Association;
- (o) “Charter” means the Association’s Board Charter, as amended from time to time by the Board, including the Governance & HR Committee Terms of Reference, the Finance and Risk Management Committee Terms of Reference, and any other terms of reference adopted or established by the Board from time to time;
- (p) “Chief Executive Officer” means the chief staff person employed by the Association from time to time, who is responsible for implementing the Board’s policies and directives pursuant to the Charter;
- (q) “COAA” means the Construction Owners Association of Alberta;
- (r) “Director” means a person holding office on the Board of Directors of the Association;
- (s) “Dual Appointee Associations” means, collectively, ACA, ARHCA, BILD, COAA, ECA and CCA, who for clarity are each entitled to appoint up to two individuals to the Board in any given year;
- (t) “ECA” means the Edmonton Construction Association;
- (u) “Extraordinary General Meeting” means any General Meeting other than the Annual General Meeting;
- (v) “Finance and Risk Management Committee” means the committee established by the Board, from time to time, which is responsible for establishing financial and risk management policies and strategy for the Association in accordance with the Finance and Risk Management Committee Terms of Reference;
- (w) “Finance and Risk Management Committee Chair” means the person elected by the Board to serve as Chair of the Finance and Risk Management Committee pursuant to Section 3.7 hereof;
- (x) “Finance and Risk Management Committee Terms of Reference” means those terms of reference relating to the operation of the Finance and Risk Management Committee, approved by the Board on June 17, 2016, as amended from time to time;



- (y) “General Meeting” means any meeting of the Members, being either an Annual General Meeting or an Extraordinary General Meeting;
- (z) “Governance & HR Committee” means the committee established by the Board from time to time which is responsible for reviewing and optimizing Board governance practices and the processes of the Association in accordance with the Governance & HR Committee Terms of Reference;
- (aa) “Governance & HR Committee Chair” means the person elected by the Board to serve as chair of the Governance & HR Committee pursuant to Section 3.7 hereof;
- (bb) “Governance & HR Committee Terms of Reference” means those terms of reference relating to the operation of the Governance & HR Committee, approved by the Board on June 17, 2016, as amended from time to time;
- (cc) “Member” means a member of the Association, which for clarity, at the date of enactment of these Bylaws shall be those parties referenced in Section 2.2, and thereafter be those members as set out in the Membership Registry;
- (dd) “Membership Registry” means the register of Members of the Association as more fully described in Section 2.7;
- (ee) “Past Board Chair” means the Director who held the office of Board Chair in the immediately preceding year;
- (ff) “Single Appointee Associations” means all Members of the Association save for BTA and the Dual Appointee Associations;
- (gg) “Special Resolution” means:
 - (i) A resolution passed:
 - (a) At a General Meeting of which not less than twenty-one (21) days’ notice specifying the intention to propose the resolutions has been duly given, and
 - (b) By the vote of not less than seventy-five percent (75%) of those Members who, if entitled to do so, vote in person or in proxy;
 - (ii) A resolution proposed and passed as a special resolution at a General Meeting of which less than twenty-one (21) days’ notice has been given, if all Members entitled to attend and vote at the General Meeting so agree; or
 - (iii) A resolution consented to in writing by all the Members who would have been entitled at a General Meeting to vote on the resolution in person or, where proxies are permitted, by proxy.



ARTICLE II - MEMBERSHIP AND GENERAL MEETINGS

Member Qualification

- 2.1 The Members of the Association are corporations, unincorporated organizations, associations, societies or councils who support the objects of the Association and who have applied to the Board for membership in the Association. Upon approval by the Board, the aforementioned may become a Member and will remain a Member in accordance with these Bylaws, as amended from time to time. Every Member shall have an equal right to vote at a General Meeting.

Existing Members

- 2.2 As of the date of enactment of these Bylaws, the following entities are the Members of the Association:
- (a) Alberta Construction Association;
 - (b) Alberta Roadbuilders & Heavy Construction Association;
 - (c) Building Industry and Land Development Alberta Association;
 - (d) Construction Owners Association of Alberta;
 - (e) The Mechanical Contractors Association of Alberta;
 - (f) The Electrical Contractors Association of Alberta;
 - (g) Merit Contractors Association;
 - (h) Christian Labour Association of Canada;
 - (i) Alberta Roofing Contractors Association;
 - (j) Edmonton Construction Association;
 - (k) Calgary Construction Association;
 - (l) The Fort McMurray Construction Association;
 - (m) The Grande Prairie Construction Association;
 - (n) The Lethbridge Construction Association;
 - (o) The Lloydminster Construction Association;
 - (p) The Medicine Hat Construction Association;
 - (q) The Red Deer Construction Association; and
 - (r) Building Trades of Alberta.

Representatives

- 2.3 Each Member shall designate or appoint, by notice in writing to the Association, a representative (a "Member Representative") and thereafter, until replaced by the Member, the Member Representative may be considered by the Association to take the place of the Member for all purposes of these Bylaws, including but not limited to receiving notice of, and attending meetings, receiving notice and other materials distributed by the



Association, voting, speaking for the Member at all General Meetings and otherwise fully acting on behalf of the Member in relation to the Association.

- 2.4 Any Member Representative may, from time to time and at any time, designate any person as such representative alternate to represent a Member at any General Meeting at which such Member Representative is unable to attend. Each alternate shall possess and may exercise at any General Meeting all powers and authorities of the Member so represented and shall, for the purposes of these Bylaws, be deemed to be a Member Representative when acting in such capacity. Any designation of an alternate representative shall be made in writing and delivered to the Association or chair of the General Meeting.

Compliance with Bylaws

- 2.5 Every Member shall comply with and is bound by these Bylaws. Members contravening a Bylaw of the Association may be prescribed a monetary fine in accordance with the provisions of section 23(1) of the Societies Act, RSA 2000 cS-14.

Membership Termination

- 2.6 A Member's membership in the Association is terminated upon:
- (a) The Member sending written notice of resignation to the Association;
 - (b) The dissolution or winding up of the Member or any other event which results in the Member no longer being in existence at law;
- or
- (c) The recommendation of the Board and a majority vote of not less than seventy-five percent (75%) of the Members present and entitled to vote at a General Meeting.

Membership Registry

- 2.7 The Board shall cause the Chief Executive Officer or such other employee of the Association as may be specifically charged with that duty, or such other agent as may from time to time be appointed for that purpose by the Board, to keep, at any place permitted by the Act, a register of Members in which shall be recorded the names and addresses of all Members, together with such other particulars as may be required by the Board (such as the name of the Member's current Member Representative) or by the Act (the "Membership Registry"). The Association is entitled to rely on such Membership Registry for the purposes of giving any notice required or permitted by these Bylaws or the Act.

Memberships Not Transferable

- 2.8 The interest of a Member in the Association is not transferable.

Annual General Meeting of Members

- 2.9 The Annual General Meeting shall be held at least once with respect to each fiscal year, and prior to the last day of March in the following calendar year, at such time, date and place as the Board may determine.
- 2.10 The business of the Annual General Meeting shall be:
- (a) To receive and consider the financial statements prepared in accordance with the



- Act, along with the auditor's report on such statement;
- (b) To receive the reports of the Board and any committees;
 - (c) To receive the appointments of the incoming Directors from the Appointing Bodies;
 - (d) To the appointment of an auditor; and
 - (e) To transact any other business which under these Bylaws and the Act ought to be transacted at an Annual General Meeting.

Extraordinary General Meeting of the Members

- 2.11 Extraordinary General Meetings may be convened by:
- (a) The Board whenever they think fit; or
 - (b) By the Members, if at least twenty-five percent (25%) of the Member Representatives notify the Board in writing of their desire to have a Special Meeting and the purpose for calling such Extraordinary General Meeting.

Special Resolutions

- 2.12 Where it is proposed to pass a Special Resolution at a General Meeting, notice of the same must be provided to the Members in advance, in accordance with the Act.

Notice of General Meeting of Members

- 2.13 Unless otherwise prescribed by the Act or these Bylaws, notice of any General Meeting must be given in writing to each Member at least fourteen (14) days prior to such General Meeting, and notice will be deemed received by the Member if:
- (a) Personally served upon, or emailed to the Member's Representative; or
 - (b) Sent by regular mail to the address of the Member set out in the Membership Registry.
- 2.14 The accidental omission to give notice to any such Member, or the non-receipt by any such Member of such notice, or any error in any notice not affecting the substance thereof, shall not invalidate the proceedings at any General Meeting held pursuant to such notice.

Quorum for a General Meeting of Members

- 2.15 The quorum for any General Meeting shall be a minimum of fifty percent (50%) of the Members, present by Member Representatives as described in these Bylaws.

General Meeting of Members by Alternate Means

- 2.16 A Member Representative may participate in a General Meeting by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other or otherwise communicate with each other in real time, and a Member's Representative participating in such a meeting by such means deems such Member to be present at the meeting.

Voting at a General Meeting of Members

- 2.17 Each Member Representative present at a General Meeting is entitled to one (1) vote on



each motion or matter to be voted upon.

- 2.18 The Board may make rules about the method of voting and proceedings at General Meetings, including the use of proxies



ARTICLE III - BOARD OF DIRECTORS AND BOARD MEETINGS

Constitution of Board

- 3.1 The affairs of the Association shall be governed by the Board which shall be comprised of at least nineteen (19) Directors, but not more than thirty-two (32) Directors, who shall be appointed to the Board in accordance with these Bylaws.
- 3.2 In any given year, the Board shall consist of the Appointed Directors and the Past Board Chair. At least sixty (60) days prior to each Annual General Meeting, the Chief Executive Officer shall notify the Appointing Bodies that the term of the existing Directors will expire at the conclusion of the next Annual General Meeting, and request the name(s) of the Director(s) they intend to appoint for the following year. The individuals appointed as Directors by the Appointing Bodies shall begin their term as Directors commencing on the adjournment of the Annual General Meeting.

Additional Directors

- 3.3 The Board shall have the power, at any time, to appoint any other person or persons to be a Director as an addition or as additions to the Board for the existing year, provided that the total number of Directors shall not exceed the maximum prescribed in Section 3.1 and that such appointments are in accordance with the recommendations of the Governance and HR Committee.

Term of Directors

- 3.4 Each Appointed Director shall serve a term of one (1) year which shall expire at the adjournment of the next Annual General Meeting. A Director may stand for re-appointment to the Board after their term expires.

Vacancies

- 3.5 The office of a Director is vacated upon the happening of any of the following:
 - (a) The Director dies, becomes of unsound mind or is determined to be mentally incompetent of holding such office;
 - (b) The Director resigns by notice in writing to the Board or the Chief Executive Officer;
 - (c) The Appointing Body which appointed such Director advises the Board or the Chief Executive Officer in writing that such Director is no longer authorized to be on the Board;
 - (d) A resolution removing such Director from their office is passed by no less than seventy-five percent (75%) of the Board present at a duly constituted Board meeting;
 - (e) The Director becomes insolvent; or
 - (f) The Director should fail or cease to meet the qualifications set forth in the Act.
- 3.6 Upon the vacancy of a Director's office, the Chief Executive Officer shall contact the Appointing Body that appointed such Director and request that they appoint an alternate person to assume the vacated office for the balance of the term. If, after twenty (20)



business days of such request, the Appointing Body has not advised the Chief Executive Officer of an alternate person to assume such office, then the Board may either:

- (a) Appoint any person they deem appropriate to hold such office for the remainder of the term; or
- (b) Provided that the Board consists of the minimum number of Directors as set out in Section 3.1, agree to leave such office vacant for the remainder of the term.

For the purposes of this Section 3.6, a Director's office shall not be considered vacant, where the BTA or the Dual Appointee Associations do not appoint their full allotment of Directors in any given year.

Offices of the Association

3.7 In each year, as soon as practical after the Annual General Meeting, the Board shall elect, from the Appointed Directors, one Director to hold the office of Board Chair, one Director to hold the office of Governance & HR Committee Chair, and one Director to hold the office of Finance and Risk Management Committee Chair, for the ensuing year. Upon the expiry of their term as Board Chair, the person holding such office shall hold the office of Past Board Chair for the following year.

Remuneration of Directors

3.8 The Directors shall not receive remuneration for their standard services as a Director, however, if any of the Directors are called upon to perform extra services for the Association, then the Board may (but shall not be required to) agree to provide such Director with remuneration as, and in such sums, as they see fit.

3.9 Directors shall be reimbursed for their reasonable travel and other reasonable expenses or disbursements incurred while carrying out their responsibilities as Directors.

Directors' Interest

3.10 No Director shall be disqualified or prevented from contracting with the Association either as a vendor, purchaser or otherwise, nor shall any contract or arrangement entered into by or on behalf of the Association in which any Director shall be in any way interested be avoided; nor shall any Director so contracting or being interested, be liable to account to the Association for any profit realized from any such contract or arrangement by reason of such Director holding that office or the fiduciary relation thereby created; but the nature of the Director's interest must be disclosed by that Director at the Board Meeting at which the contract or arrangement is first taken into consideration if the Director's interest then exists, or in any other case, at the first Board Meeting after the acquisition of such interest.

Powers of Directors

3.11 The business of the Association shall be governed by the Board, and the Board may exercise all such powers of the Association, and do, on behalf of the Association, all such acts which are not by the Act or these Bylaws required to be exercised or done by the Members at a General Meeting.



Borrowing Powers

- 3.12 The Board, from time to time at its discretion, may raise or borrow money for the purpose of the Association's business and may secure the repayment of the same by mortgage, security interest or charge upon the undertaking and the whole or any part of the assets and property of the Association (present and future), give and grant securities under the Bank Act and generally raise or borrow money of the purposes of the Association, secured or charged upon the whole or any part of the assets and properties of the Association, or otherwise as may be advisable or necessary in the interests thereof.

Charter

- 3.13 The Board shall adhere to the Charter at all times, which is intended to be complimentary to these Bylaws. Where these Bylaws are inconsistent with the Charter, these Bylaws shall prevail. Where a particular issue or matter is referenced in the Charter, but these Bylaws are silent on the same, the Charter shall govern.
- 3.14 The Board shall periodically review the Charter and may amend the Charter at any time by way of a resolution passed by at least fifty percent (50%) of the Board present at a duly constituted Board meeting.

Quorum for a Board Meeting

- 3.15 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it shall think fit. For the transaction of business, fifty percent (50%) of the Directors shall constitute a quorum.

Voting at Board Meetings

- 3.16 Unless otherwise explicitly required by these Bylaws or the Act, each Director shall be entitled to one (1) vote on each motion or matter to be voted upon at a Board meeting, and all questions arising at any Board meeting shall be decided by a majority of votes; in the case of an equity of votes, the chair of the meeting shall have a second or casting vote in addition to their ordinary vote.

Exercise of Powers

- 3.17 A Board Meeting at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Bylaws for the time being vested in or exercisable by the Board.

Notice of Meeting

- 3.18 Meetings of the Board may be summoned by any of the Board Chair, the Governance & HR Committee Chair or the Finance and Risk Management Committee Chair, or on the written request of any three (3) other Directors. A Board Meeting may be held at any time the Board may deem necessary and expedient and may be summoned on five (5) business days' notice in writing. Notwithstanding anything to the contrary in these Bylaws contained, for the first Board Meeting in any given year, held immediately after the adjournment of the Annual General Meeting and the appointment of new Directors, no formal notice of such Board Meeting shall be necessary provided that a quorum of Directors be present.



Place of Meeting

- 3.19 Board Meetings shall be held at the offices of the Association or at any other place in Alberta that the Chief Executive Officer deems fit. At the discretion of the Board, Board Meetings may be held by telephone, email or other means of electronic communication that permit all persons attending to communicate with one another.

Chair

- 3.20 The Board Chair, shall be the chair of any Board Meeting, and if the Board Chair is absent or declines to act, then the Finance and Risk Management Committee Chair shall be the chair of such Board Meeting. In the event that both the Board Chair and the Finance and Risk Management Committee Chair are absent or decline to act, then the Governance & HR Committee Chair shall be the chair of such Meeting. In the event the Board Chair, Finance and Risk Management Committee Chair and the Governance & HR Committee Chair are all absent or decline to act, then the Directors present shall elect, by way of simple majority vote, one (1) of their number to be chair for such Board Meeting.

Board Meeting by Alternate Means

- 3.21 A Director may participate in a physical Board Meeting or of a meeting of a committee of Directors by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other or otherwise communicate with each other in real time, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

Resolution in Writing

- 3.22 A resolution signed by all the Directors shall be as valid and effectual as if it had been passed at a Board Meeting, duly called and constituted, and shall be held to relate back to any date therein stated to be the date thereof.



ARTICLE IV - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

Limitation of Liability

- 4.1 No Director or officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto, unless the same is occasioned by his or her own dishonesty, willful neglect or willful default; provided that nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

Indemnity

- 4.2 Subject to the limitations contained in the Act, the Association shall (and does hereby) indemnify a Director or officer, a former Director or former officer, or a person who acted or acted at the Association's request as a Director or officer of the Association and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or officer of the Association if:
- (a) He or she acted honestly and in good faith with a view to the best interests of the Association; and
 - (b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his conduct was lawful.



ARTICLE V – CHIEF EXECUTIVE OFFICER

- 5.1 The Board shall appoint and employ an Chief Executive Officer to manage the affairs in the name of and on behalf of the Association, and is hereby authorized to carry out all duties and responsibilities consistent with the position of the Chief Executive Officer, as set out in the Charter or otherwise by the Board, which are necessary for the Association to carry out its objects.
- 5.2 The Chief Executive Officer shall be responsible for the organization of the work of the Association and for the engagement, supervision, direction and discharge of all employed personnel in accordance with any and all policies established by the Board.
- 5.3 The Chief Executive Officer shall be accountable to the Board for the proper and legal conduct of the business of the Association according to these Bylaws, the Charter and other policies and directives of the Board.



ARTICLE VI - COMMITTEES

Executive Committee

- 6.1 The Board shall constitute an Executive Committee who may meet at such times or on such notice as the Executive Committee determines from time to time. Unless otherwise varied by the provisions of the Charter, the members of the Executive Committee shall be the Board Chair, the Governance & HR Committee Chair, the Finance and Risk Management Committee Chair, the Past Board Chair and the Chief Executive Officer. The members of the Executive Committee shall perform such duties as are set out in the Charter and perform such other duties and exercise such other powers as may be delegated to such Executive Committee by the Board, from time to time. Unless otherwise determined by the Board, a quorum for a meeting of the Executive Committee shall be at least three (3) members of the Executive Committee and questions arising at any meeting of the Executive Committee shall be decided by a majority of votes.

Finance and Risk Management Committee

- 6.2 The Board shall constitute a Finance and Risk Management Committee who shall meet at least quarterly each year, or as otherwise provided by the Charter. The membership of the Finance and Risk Management Committee shall consist of the Finance and Risk Management Committee Chair and such other Directors as determined by the Board from time to time pursuant to the Finance and Risk Management Committee Terms of Reference.

Governance & HR Committee

- 6.3 The Board shall constitute a Governance & HR Committee who shall meet at least quarterly each year, or as otherwise provided by the Charter. The membership of the Governance & HR Committee shall consist of the Governance & HR Committee Chair and such other Directors as determined by the Board from time to time pursuant to the Governance & HR Committee Terms of Reference.

Other Committees of Directors

- 6.4 The Directors may appoint one or more other committees of Directors pursuant to the Charter or otherwise, however designated, and delegate to such committees any of the powers of the Directors except those which, under the Act, a committee of Directors has no authority to exercise.

Transaction of Business

- 6.5 The powers of a committee of Directors may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of committees may be held at any place in the Province of Alberta.

Procedure

- 6.6 Unless otherwise determined herein or from time to time by the Directors, each committee shall have the power to fix its quorum at not less than a majority of its members, and to regulate its procedure.



Termination of Committee Membership

- 6.7 Any Director who ceases for any reason to be a Director shall, upon ceasing to be a Director, thereupon also cease to be a member of each and every committee of Directors.



ARTICLE VII - ACCOUNTABILITY

Audit

- 7.1 The financial records of the Association shall be audited at least once each fiscal year by a duly qualified and independent accountant appointed by the Board and approved by the Members at the Annual General Meeting.
- 7.2 The auditor's report, and a complete and proper statement of the books, accounts and records of the Association shall be presented at the Annual General Meeting.

Books and Records

- 7.3 The books, records, Charter, Terms of Reference, policies, rules, and minutes of General Meetings and Board Meetings shall be kept at the offices of the Association, and will be available for inspection by any Member upon reasonable request and reasonable notice to the Board.
- 7.4 The Chief Executive Officer, or a person appointed by the Chief Executive Officer, shall be responsible for preparing and keeping the books, records and minutes of the Association.

ARTICLE VIII - SEAL

- 8.1 The Association shall have a seal of such design as may be approved by the Board.
- 8.2 The seal shall be kept in the custody of the Chief Executive Officer and may be affixed to any instrument requiring the same by the Chief Executive Officer, or any other person or persons as may be authorized by the Board from time to time.

ARTICLE IX - AMENDMENT TO BYLAWS

- 9.1 These Bylaws may only be rescinded, altered, or added to if approved by a Special Resolution of the Members, and in accordance with the Act.