

Continuing Care Safety Association Bylaws

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ARTICLE I – Incorporation

Section 1 Name

The name of the society shall be the **Continuing Care Safety Association**. It is incorporated under the authority of the *Societies Act*, R.S.A. 2000, c. S-14 (the “Act”) in the Province of Alberta.

Section 2 Objects

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

Section 3 Purpose

The Association represents the continuing care and seniors supportive living industries in the Province of Alberta. The Association’s objective is to develop and maintain sound occupational health and safety practices for Members. Specifically, the Association will:

- Provide Members with cost-effective training and education services related to Occupational Health and Safety (OH&S) management systems;
- Promote injury and incident prevention strategies with Members and others, including the benefits of participating in the *Partnerships Program (COR) and Partners in Injury Reduction*; and
- Monitor and disseminate information on OH & S legislation and policies which impact Members.

ARTICLE II - INTERPRETATION

Section 1 Rules of Interpretation

1. The headings to articles, sections and subsections of these Bylaws are for ease of reference only.
2. A reference to “these Bylaws” is a reference to the entire Bylaws and not only one particular Article or Section, a reference to an “Article” is a reference to the contents of only that Article of these Bylaws, a reference to “Section” is a reference to the contents of only that Section, and a reference to “subsection” is a reference to the contents of only that subsection of that Section.
3. A reference to “hereto”, “hereof”, “herein”, “hereby”, “hereunder” and similar expressions refers to these Bylaws only.
4. Where the context required, a reference to one gender means the other or neuter gender; a reference to a single number means the plural, and vice-versa; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator, and legal representative.

Section 2 Definitions

The following terms shall have the meaning set out below:

Association:	The term “Association” means the CCSA.
Board:	The term “Board” means the Board of Directors of the Association.
Bylaws:	The term “Bylaws” means the Bylaws of the Association, as amended from time to time.
Director:	The term “Director” means a person elected or appointed to serve on the Board pursuant to these Bylaws.

Executive Director:	The term “Executive Director” means the individual appointed pursuant to Article XII, Section 1.
82800:	The term “82800” is a numerical designation used by the Alberta Workers’ Compensation Board to identify employers who operate “seniors supportive living”. Participation in this grouping is determined by WCB.
82808:	The term “82808” means a designation from the Alberta Workers’ Compensation Board respecting employers who provide continuing treatment and extended care of patients, who due to age or illness, are unable to provide for themselves on a daily basis. This type of facility may be administered by a health authority, a religious organization, a private operator or a home based care operator.
Long Term Care/ Continuing Care Facility:	The term “Long Term Care/Continuing Care Facility” means a facility which provides long term care, and/or social care housing, and/or assisted living to the elderly and/or disabled.
Regular Member:	The term “Regular Member” shall mean: <ol style="list-style-type: none"> 1. an individual, firm, or corporation; 2. owning and or operating a Long Term Care/Continuing Care or Seniors Supportive Living facility in Alberta; 3. with a Workers’ Compensation Board (Alberta) industry code 82808 or 82800 designation; 4. who has adopted and is abiding with or has agreed to adopt and abide with a safety program approved by the Association; and 5. who is in good standing with the Workers’ Compensation Board (“WCB”).
Associate Member:	The term “Associate Member” shall mean: <ol style="list-style-type: none"> 1. an individual, firm, or corporation; 2. who does not have a Workers’ Compensation Board (Alberta) industry code 82808 or 82800 designation; 3. who has adopted and is abiding with or has agreed to adopt and abide with a safety program approved by the Association; 4. who has paid the Associate Member fee or levy as set by the Board; and 5. whose membership has received approval by the Chairperson of the Association.
Private Sector Entity:	The term “Private Sector Entity” means a corporate legal entity with share capital and whose constitution does not prohibit the payment of dividends to its members or shareholders.
Public Sector Entity:	The term “Public Sector Entity” means a hospital or other corporate legal entity which has been established through provincial legislation, other than a private act, to own or operate a Long Term Care/Continuing Care Facility.
Voluntary Sector Entity:	The term “Voluntary Sector Entity” means a corporate legal entity that is neither a “Private Sector Entity” nor a “Public Sector Entity”.
Voting Member:	The term “Voting Member” means any Regular Member as defined above, or any other Member who pursuant to the resolution of the Regular Members is given a right to vote.
Member	The term “Member” means any Regular Member, Voting Member or Associate Member as defined herein.

ARTICLE III - MEMBERSHIP

Section 1 Regular Members

A Regular Member of the Association is a Voting Member. Only Regular Members in good standing with the Association are entitled to vote on any matter on which a vote is permitted or required by the Act or these Bylaws.

Section 2 Associate Members

An Associate Member is not a Voting Member.

Section 3 Withdrawal/Termination of Membership

Regular Membership shall be automatically terminated when the Association is dissolved, wound up or otherwise ceases to exist or where the criteria for Regular Membership (as set out above) are no longer being met. Associate Membership may be terminated upon such Associate Member providing written notice to that effect to the Board. Such Associate Membership may be terminated by the Board upon passage of a Board resolution receiving no less than seventy-five (75%) percent of the votes cast at a Board meeting. Any Associate Member whose membership is terminated shall not be eligible for reimbursement of their membership fee.

Section 4 Membership Rights/General Obligations

Provided that a Member is in compliance with these Bylaws, any guidelines promulgated by the Association and the Act, then such member shall be considered a member in good standing and may, subject to the terms of these Bylaws:

1. participate in the general activities of the Association; and
2. attend and be heard at, and, except as otherwise provided herein, vote at all meetings of the Association.

Section 5 Transfer of Membership

Membership, and all rights and privileges of membership, are not transferable. All rights and privileges cease when a membership terminates, or when the Member resigns, dies or otherwise ceases to exist.

Section 6 Continued Liability for Debts Due

Although a Member ceases to be a Member, by death, resignation or otherwise, that Member is liable for any debts owing to the Association at the date of ceasing to be a Member.

ARTICLE IV - FEES

Section 1 Fee Establishment

Fees for Regular Members shall be that portion of the Alberta Workers' Compensation Board assessment levied against Regular Members. The Board shall establish the fees for all other classes of membership from time to time.

Section 2 Program Fees

Program fees shall be those fees charged by the Association, in its discretion, from time to time for specific programs or services provided. The Board shall establish such program fees from time to time.

ARTICLE V - POWERS AND DUTIES OF THE ASSOCIATION

The Board shall manage and conduct the business and affairs of the Association and exercise the rights, powers and privileges of the Association in the name of and on behalf of the Association.

ARTICLE VI - BOARD OF DIRECTORS

Section 1 Board Composition

The Board shall consist of Twelve (12) Directors, up to four (4) of whom shall be ex-officio/non-voting Directors:

1. The Eight (8) voting members, include:

- i. One (1) chairperson/chair.
- ii. Six (6) employer representatives (“Employer Directors”)
 - a. Of which four (4) shall be representatives from the Long Term Care sector 82808.
 - b. Of which two (2) shall be from the Seniors Supportive Living sector 82800.
- iii. The immediate past chairperson of the Association.

2. Up to Four (4) ex-officio/non-voting Directors may include:

- i. One representative from the Workers Compensation Board (WCB);
- ii. One representative from an Alberta Government Ministry; and
- iii. The Executive Director of the Association;
- iv. An external agency member appointed by the Board of Directors

The Board Chair, two (2) long term care Directors and one (1) seniors supportive living Director shall be elected or appointed during even numbered years. All other Directors shall be elected or appointed in odd numbered years.

Section 2 Qualification

No person shall be qualified for election as a Director if:

1. he or she is less than 18 years of age;
2. he or she is not an individual;
3. he or she is not a Regular Member in good standing; or
4. he or she is not a Voting Member.

Section 3 Term of Office

Except for ex officio Directors, the Board Chair and Directors either elected or appointed shall be elected or appointed for a term of two (2) years. No limit shall be placed on the number of consecutive terms the Board Chair or Directors may serve as dually elected. Ex officio Directors hold office at the pleasure of the voting members of the Board”

Section 4 Nominating Committee

1. The Board shall appoint a nominating committee to present a slate of individuals who are willing to be nominated as a Director at the Annual General Meeting. At least one (1) nominee for each of the designations set out in Article VI (1)(ii) and (iii) shall be provided by Members of such designations.
2. To be eligible for election/appointment to the Board, interested individuals shall forward to the nominating committee in advance of the Annual General Meeting:
 - a nomination form signed by two Members of the Association.
3. No nominations will be accepted from the floor during any Annual General Meeting.
4. The nominating committee’s proposed slate shall be circulated, together with a copy of the nominees, at least fifteen (15) days in advance of the Annual General Meeting.

Section 5 Election/Appointment to the Board of Directors

1. The election of the Directors, who are to be elected, shall be at an Annual General Meeting and by secret ballot. With respect to the Employer Directors, they shall be elected from the nominees submitted by the industry sector to which they belong.
2. With respect to the appointment of:
 - a. Directors, they shall be appointed by the Board within sixty (60) days following the Annual General Meeting from the nominees submitted by the employee industry Members;
 - b. The immediate past chairperson of the Association will be appointed by the Board; and
 - c. The ex officio Directors, shall be appointed by the Board for the WCB representative, Alberta Government Ministry representative, and the Association as the case may be.

Section 6 Termination of Office

The office of a Director shall be terminated:

1. In the case of a Director's resignation by notice in writing to the Association;
2. Upon passage of a resolution by a majority of votes of the Voting Members at a meeting of the Members duly called for that purpose;
3. In the event a Director is petitioned into bankruptcy or otherwise makes an assignment in bankruptcy for the benefit of his/her creditors;
4. Upon conviction of a criminal offence; or
5. If a Director is absent from three (3) consecutive meetings of the Board without approval of the Board first being obtained.

Section 7 Filling of Vacancies during term of the Board

If a vacancy appears on the Board, the Board shall appoint a replacement Director, whose term shall expire at the end of the previous Director's term; provided always however, the Board shall use its best efforts to maintain the composition of the Board as set out in Article VI, Section 1. In the event that the Director who has departed is the Chairperson, the Board's appointed replacement shall become the Chairperson.

Section 8 Indemnification of Officers, Directors and Committee Members

Limitation of Liability

1. Every director and officer of the Association in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Association and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
2. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the 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 society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Society shall be deposited, or for any loss occasioned by an error of judgment or oversight on his or her parts, 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.

Indemnity

The Association shall indemnify a Director or officer, a former Director or officer, and his or her heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a

judgement, 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:

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

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

Insurance

The Association may purchase and maintain insurance for the benefit of any person referred to in Section 1 against any liability incurred by him or her in his or her capacity as a Director or officer of the Association.

Section 9 Standing and Ad Hoc Committees

The Board may appoint standing or ad hoc committees as may be required from time to time and establish the terms of reference therefor.

Section 10 Board Meetings

The Board shall establish a schedule of bi annual Board meetings for the upcoming year at the first Board meeting following the Annual General Meeting.

The Board shall also meet at the call of the Chairperson or upon the written request of four (4) Directors which request must state the business to be brought before the meeting.

Board meetings shall be called on no less than seven (7) days notice in writing, mailed, emailed, or transmitted by facsimile to each Director. A Board meeting may be held without notice if all the Directors are present thereat and signify their waiver of such notice at the meeting.

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

Section 11 Quorum

A simple majority of the Board, present and participating in person or by way of telephone conference call, facsimile machine, video conferencing, or email is required to constitute a quorum.

Section 12 Remuneration/Expenses

Directors shall not receive any remuneration for their services but may receive such expenses as approved by the Board or membership.

Section 13 Consent

No election of a person as a Director of the Association shall be effective unless:

1. He or she was present at the meeting when he or she was elected and did not refuse to act as a Director;
2. He or she consents in writing to act as a Director before his or her election or before the next Board meeting following his or her election; or
3. He or she acts as a Director pursuant to the election.

Section 14 Place of Meeting

Meetings of the Board may be held at any place in or outside of Alberta.

Section 15 Votes to Govern

At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the Chairperson shall be entitled to a second or casting vote. At all meetings of the Board every question shall be decided by a show of hands unless a poll on the question is required by the Chairperson of the Board or requested by any Director. A declaration by the Chairperson of the Board that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of such fact without proof of the number or portion of votes in favour of or against the resolution.

Section 16 Conflict of Interest

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

Section 17 Ex - Officio Directors

Ex officio Directors may attend any meeting or proceeding of the Directors and shall be entitled to speak thereat, however, they shall not be entitled to vote or move or second any motion.

ARTICLE VII - OFFICERS

Section 1 Appointment

There shall be a Chairperson, a director of administration, a director of personnel and a director of programs, immediate past chairperson and other such officers as determined by the Board in its discretion from time to time. The Chairperson, director administration, director personnel and director programs shall be selected by the Directors from among their number at the first Board meeting following the Annual General Meeting, provided always however that the Board shall ensure that one (1) of the directors is selected from a Private Sector Entity; that one (1) of the directors is selected from a Public Sector Entity and that one (1) of the directors is selected from a Volunteer Sector Entity. In addition to the duties set forth herein, the officers shall have such duties as the Board may from time to time determine.

Section 2 Chairperson

The Chairperson shall preside at all meetings of the Association and Board meetings. In the Chairperson's absence a board director as appointed by the chairperson shall preside at any such meetings. In the event that the office of Chairperson is vacated, the Board shall by ordinary resolution forthwith appoint a Director as Chairperson for the unexpired portion of the appointment. The Chairperson shall be an ex-officio member of all committees of the Association.

Section 3 Director of Administration

The director of administration shall:

1. be a member of the Executive Committee;
2. chair the Administration Committee;
3. represent the administration needs of the Association and report to the Board on the activities of the Administration Committee;

4. cause minutes of all proceedings of the Association to be properly recorded, circulated and archived;
5. present a full detailed account of receipts and disbursements to the Board whenever requested; and
6. prepare for submission to the Annual General Meeting a statement duly audited as hereinafter set forth of the financial position of the Association and submit a copy of same for the records of the Association.

Section 4 Director of Personnel

The director of personnel shall:

1. be a member of the Executive Committee;
2. chair the Personnel Committee;
3. represent the personnel needs of the Association.;
4. report to the Board on the activities of the Personnel Committee; and assume the duties of the chair in the absence or inability of the latter.

Section 5 Director of Programs

The director of programs shall:

1. be a member of the Executive Committee;
2. chair the Industry Advisory Committee;
3. represent the technical program needs of the Association; and
4. report to the Board on the activities of the Industry Advisory Committee

Section 6 Immediate Past Chairperson

The immediate past chairperson shall:

1. provide direction on polices, bylaws and the constitution of the Association;
2. provide clarification on the role, responsibilities and functions of Board members;
3. be a Voting Member of the Board and the Executive Committee; and
4. serve on the nominating committee.

Section 7 Other Officers

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

Section 8 Variation of Powers and Duties

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

Section 9 Term of Office

Each officer appointed by the Board shall hold office until:

1. He or she is removed by the Board, which the Board may do at any time for any reason,
2. His or her successor is appointed,
3. He or she ceases to be a Member, or
4. His or her earlier resignation.

ARTICLE VIII - FINANCES OF THE ASSOCIATION

Section 1 Fiscal Year

The fiscal year of the Association shall be January 1st to December 31st, unless otherwise determined by the Board.

Section 2 Appointment of Auditor

The Board shall appoint a Chartered Accounting Firm to be hired for the purpose of auditing the Association's financial accounts. A complete and proper audit statement of the standing of the accounts for the previous fiscal year shall be submitted at the Annual General Meeting.

Section 3 Accounts

1. The Board shall cause true accounts to be kept of all funds received and disbursed by the Association.
2. One or more bank accounts shall be kept for the Association in a chartered Canadian Bank or Provincial Treasury Bank.
 - i) Unless the Board directs otherwise, cheques with a value in excess of \$2,000.00 shall be signed by the Executive Director plus one of the chairperson or one of any of the vice chairpersons or as otherwise directed by at a General Meeting;
 - ii) Drafts, orders for the payment of money, notes of acceptance, and bills of exchange involving transactions or expenditures previously approved by the Board, shall be signed by the Executive Director.
 - (iii) Drafts, orders for the payment of money, notes of acceptance, and bills of exchange involving transactions or expenditures not yet approved by the Board shall be signed by one of the chairperson, vice chairperson personnel, vice chairperson programs, vice chairperson administration, and the Executive Director.

Section 4 Inspection of Books and Records

The books and records of the Association may be inspected by any Member at any time upon giving reasonable notice and arranging a time satisfactory to the vice president administration. Each Director shall at all times have access to such books and records.

Section 5 Borrowing Powers

1. The Board has the power to borrow operating or capital funds on behalf of the Association for amounts up to \$10,000.00.
2. The Board under the guidelines approved by the membership has the power to borrow monies greater than \$10,000.00.

ARTICLE IX - COMMITTEES

Section 1 Standing Committees:

The Association may establish the following standing committees as required:

Industry Advisory Committee:

The purpose of the Industry Advisory Committee is to develop, implement and evaluate all technical programs and services of the Association.

The director of programs of the Association will chair the Industry Advisory Committee. The Industry Advisory Committee shall hold a minimum of two (2) meetings a year.

Personnel Committee:

The purpose of the Personnel Committee is to ensure the effective recruitment, management and development of the Association's human resources. The director of personnel of the Association will chair the Personnel Committee. The Personnel Committee shall hold a minimum of two (2) meetings a year.

Administration Committee:

The purpose of the Administration Committee is to advise the Board on all matters pertaining to resource allocation, resource distribution, resource development, including fundraising, marketing, contracting and negotiations, sanctions, budgeting and accounting for the Association; and to assume a primary role in matters pertaining to membership, public relations and government relations on behalf of the Association. The director of administration of the Association will chair the Administration Committee. The Administration Committee shall hold a minimum of two (2) meetings a year.

Executive Committee:

The purpose of the Executive Committee is to function on behalf of the Board in matters of emergency, and in interim periods between regularly scheduled Board meetings, and to coordinate the activities of the standing committees. The chairperson of the Association shall be the chair of the Executive Committee and the members of the committee shall be the officers of the Board and other such directors as the Board may specify. The Executive Committee shall meet as required.

Section 2 Standing Committee General Terms

1. Each standing committee chairperson shall be responsible to the Board for the actions of his/her committee.
2. Standing committees shall be limited to financial expenditures within the approved budget. Any unbudgeted expenditures require prior approval of the Board.
3. Standing committees shall review, monitor and evaluate the effectiveness of existing policies within the respective committees' key responsibility areas and prepare recommendations for deletions and additions.
4. Unless otherwise prescribed by these Bylaws, standing committee members shall be appointed by the Board, upon recommendation of the respective committee chairpersons, from the general membership or the Board.
5. The term of appointment to standing committees shall be one (1) year. A term commences upon completion of the Annual General Meeting.
6. Standing committees, Sub- or ad-hoc committees of the Board may be formed or dissolved by the Board at any regular meeting of the Board.
7. Sub- or ad-hoc committees of the standing committees may be formed or dissolved by the standing committees without approval of the Board. Standing committees are responsible for the activities of such sub- and ad-hoc committees that fall within their jurisdiction.

ARTICLE X - MEETINGS OF MEMBERS

Section 1 Annual General Meeting

1. The Association shall hold an Annual General Meeting each year at such place as may be determined by the Board no earlier than February 1st nor later than April 30th in each year.
2. Notice of the Annual General Meeting shall be mailed, transmitted by facsimile, or sent by email, no less than twenty-one (21) days prior to the date of the Annual General Meeting to the last known address of each Member.
3. The rules contained in "Roberts Rules of Order - Revised" shall govern all meetings in all cases provided they are consistent with these Bylaws and in the event of an inconsistency these Bylaws shall govern to the extent thereof.
4. The order or business at the Annual General Meeting shall be as follows:

- i. Call to order and roll call of Members;
- ii. Minutes from the previous general meeting or special meeting;
- iii. Business arising from previous general meeting or special meeting;
- iv. Chairperson's address;
- v. Reports of committees, Executive Director, staff;
- vi. Financial report;
- vii. Amendments to the Bylaws;
- viii. Other Business;
- ix. Elections; and
- x. Adjournment;

Section 2 General and Special Meetings

1. The chair may call a General Meeting or a Special Meeting of the Association at any time.
2. Special Meeting means a meeting called for the purpose of passing a Special Resolution, as that term is defined in the Act.
3. The chair shall call a Special Meeting of the Association as soon as reasonably possible upon receipt of a written request of no less than five (5%) of the Members which state the nature of the business to be conducted at the Special Meeting.
4. Notice of any Special Meeting called pursuant to this section will be provided no less than twenty-one (21) days prior to the date of the Special Meeting to the last known address of each Member.
5. Notice of a General Meeting shall be provided no less than ten (10) days prior to the date of the General Meeting to the last known address of each Member.

Section 3 Quorum

Five (5) Regular Members present in person shall constitute a quorum at any General or Special Meeting. If a quorum does not exist within fifteen (15) minutes of the scheduled start time of the meeting, the Chairperson shall adjourn the meeting to a later date and shall cause a notice to be mailed to the Members of such adjournment.

Section 4 Members' Voting for Annual General or Special Meetings

1. Each Regular Member of the Association shall be entitled to one (1) vote, rounded off to the next whole number, for every \$100,000 of estimated insurable earnings as reported by WCB, on every matter properly put before a meeting for a vote. In the event WCB is unwilling or unable to provide the CCSA with a statement of estimated insurable earnings for a member employer account and that member in turn is unwilling or unable to provide a copy of a WCB issued statement of estimated insurable earnings to the CCSA, the accountholder shall be entitled to 1 vote.
2. The voting delegate of each Regular Member present at any meeting must be duly authorized to act accordingly by the member the voting delegate represents. Such authorization shall be submitted, in writing, to the Chairperson prior to the opening of the meeting.
3. All motions voted on at a meeting shall be carried by a simple majority unless otherwise stated by these Bylaws.
4. Voting at a General Meeting may be by a show of hands, or by secret ballot. Any three (3) persons present and entitled to vote may demand a vote by secret ballot.

Section 5 Attendance at Meetings

A Member may participate in any meeting of the Association by means of telephone or such other communication facilities as permit all persons participating in the meeting to hear each other. The Members participating in such fashion shall be deemed to be present at such meeting.

ARTICLE XI - GENERAL

Section 1 Execution of Documents

All documents required to be executed by the Association shall be executed by such individuals of the Association as may from time to time be designated by the Board. If the Association authorizes a corporate seal, then that seal shall remain in the custody of the Director of Administration of the Association and shall be affixed to agreements and documents under the direction of the Board.

Section 2 Amendment to Bylaws

These Bylaws may be rescinded, altered, or added to from time to time by Special Resolution of the Voting Members. Written motions for amendment must be received by the director of administration of the Association thirty (30) days prior to any meeting of the Association.

Section 3 Register of Members

The Association shall keep a Members Register containing the names of every person who is admitted as a Member of the Association, together with the following particulars of each person:

1. The full name and residential address;
2. An electronic address for the person, if available;
3. The date on which the person is admitted as a member;
4. The date on which the person ceases to be a member; and
5. The class of membership of the person.

The Association shall permit a Member of the society to inspect the Members Register without payment of a fee.

The Association shall, within a reasonable time of receiving from a Member a request to provide to the Member a copy of the register, the annual list of members or an excerpt from any one or more of them and on payment by the member of such fee as the Board specifies, shall not exceed that permitted by the Act or regulations under the Act.

Section 4 Arbitration

A dispute arising out of the affairs of the Association and between any Members of the Association or between

1. a Member or a person who is aggrieved and who has for not more than 6 months ceased to be a Member, or
2. a person claiming through the member or aggrieved person or claiming under these Bylaws,

which the Association or a Director or officer of the Association, shall be decided by arbitration, which shall be under the *Arbitration Act* (Alberta).

A decision made pursuant to an arbitration is binding on all parties and may be enforced on application to the Court of Queen's Bench, and except upon an error of law or mixed fact and law there is no appeal from it.

Section 5 Resolution to Dissolve

The Board may move to dissolve the Association at a Special Meeting of the Association.

In the event of dissolution or winding up of the Association, all remaining assets shall be distributed to one or more recognized associations

Section 6 Effective Date

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

ARTICLE XII - DIRECTOR AND STAFF

Section 1 Executive Director

The Executive Director is hired by the Board as an employee of the Association. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director will attend all Board meetings, report on the progress of the organization, answer questions of the Directors and carry out the duties described in the job description. The Board can designate other duties as necessary.

CERTIFICATION

These Bylaws were approved by Special Resolution dated the ____th day of _____, 201_.

Title of Authorized Officer

Signature

Date