

ENVIRONMENTAL SERVICES ASSOCIATION OF ALBERTA BYLAWS

ARTICLE 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws, unless the context otherwise requires:

- (a) “Act” means the *Societies Act*, R.S.A. 2000, c. S – 14, as amended or substituted;
- (b) “Association” means the Environmental Services Association of Alberta;
- (c) “Board” or “Board of Directors” means the Board of Directors of the Association as elected from time to time under these Bylaws;
- (d) “Bylaws” means the Bylaws of the Association as amended from time to time;
- (e) “Director” means a member of the Board of Directors of the Association;
- (f) “Member” means any organization which has applied for and met the requirements for membership of the Association as set out in these Bylaws and Association policies, and has been accepted as a Member and includes both Full Members and Associate Members, as described in Article 2 below;
- (g) “Officer” means one of the officers of the Association elected according to the provisions of these Bylaws, including the President, Vice-President, Secretary, Treasurer and any other office that the Board may establish;
- (h) “Resolution” means a motion passed by the Members;
- (i) “Special Resolution” means:
 - (i) a resolution passed
 - (A) at the Annual General 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 Members who vote in person or, where proxies are permitted, by proxy,
 - (ii) a resolution proposed and passed as a special resolution at the Annual General Meeting or Special Meeting of which less than 21 days' notice has been given, if all the Members entitled to attend and vote at the meeting so agree, or
 - (iii) a resolution consented to in writing or by electronic verification by all the Members who would have been entitled at the Annual General Meeting or Special Meeting to vote on the resolution.

Interpretation

- 1.2 Except as otherwise stated, references to article and section numbers refer to articles and sections of these Bylaws.
- 1.3 The headings as well as the article and section numbers in these Bylaws are inserted for reference only and in no way define, limit or describe the scope or intent of the Bylaws or any one or more of them.
- 1.4 Words importing the singular include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and government bodies and agencies.

ARTICLE 2 – MEMBERS OF THE ASSOCIATION

Membership

- 2.1 The Members are the applicants for incorporation, and those corporations, unincorporated organizations, societies or government bodies or agencies who subsequently became or become Members in accordance with these Bylaws.
- 2.2 A corporation, unincorporated organization, society or government body or agency may apply to the Board for membership in the Association and, upon acceptance by the Board and payment of the required fees and assessments, become a Member.

Categories of Membership

- 2.3 The Board shall classify each of the Members and those applying for membership in accordance with the following:
 - (a) Full Members: Any corporation, or unincorporated organization or society which provides an environmental product or service is eligible to be a Full Member. Full Members shall be entitled to receive notice of and to attend all meetings of the Members and shall be entitled to one vote each at such meetings.
 - (b) Associate Members: Any governmental body or organization, whether or not supplying an environmental product or service, may make an application to become an Associate Member. Associate Members shall be entitled to receive notice of and to attend all meetings of the Members, but shall not be entitled to vote at such meetings.
- 2.4 The Board shall have full and final authority to determine whether any applicant is eligible for membership in the Association as a Full Member or as an Associate Member.

Membership Fees and Dues

- 2.5 Members shall, upon acceptance by the Board as a Member, pay such admission fees as the Board may, from time to time, prescribe and shall, during membership in the Association, pay such annual fees and dues as the

Board may, from time to time prescribe for the Member's category of membership.

Withdrawal of Members

2.6 Membership in the Association is terminated:

- (a) if the Member sends written notice of resignation to the Secretary; or
- (b) on dissolution of the Member; or
- (c) at the discretion of the Board, if a Member fails to pay any fees or dues or any other sum owing to the Association within 60 days after it is due; or
- (d) at the direction of the Board, if the member fails to adhere to these Bylaws or the established rules and policies of the Association.

Conditions of Membership

2.7 Every Member shall comply with and be bound by:

- (a) these Bylaws and;
- (b) the rules and policies of the Association, as the same may be established and amended by the Board, and published to the Members, from time to time.

Membership Not Transferable

2.8 The interest of a Member in the Association is not transferable and shall cease to exist upon dissolution or when the Member otherwise ceases to be a Member in accordance with these Bylaws.

Representatives

2.9 A Member shall appoint an individual to act as its representative at any meetings of the Association in which the Member is entitled to participate. Such Member may appoint an alternative representative to attend any meeting the representative does not attend.

2.10 The representative or alternative representative is entitled to speak and vote and in all other respects exercise the rights of a Member, and that representative is to be recognized as a Member for all purposes at meetings of the Association.

2.11 Each Member shall notify the Secretary in writing of the name, address, and telephone number of the representative. Each Member appointing an alternative representative shall notify the Secretary of the Association in writing of the name, address, and telephone number of the alternative representative.

2.12 Each Member choosing to end the term of its representative or choosing to appoint a different representative shall notify the Secretary in writing at least ten days prior to the effective date of the changes.

ARTICLE 3 - MEETINGS OF THE MEMBERS

Annual General Meeting

- 3.1 The Annual General Meeting of the Association shall be held within four months following the fiscal year end of the Association at such a time, date and place as the Board specifies.
- 3.2 The business to be conducted at the Annual General Meeting shall include:
 - (a) the election of Directors;
 - (b) presentation of financial statements;
 - (c) the confirmation of the appointment of the Association's auditors for the ensuing fiscal year; and
 - (d) such further and other business as may properly come before the meeting.
- 3.3 Written notice of the date, time and place for the Annual General Meeting shall be sent to the Members by mail or by electronic or other means of communication approved by the Board at least twenty-one (21) days in advance of the Annual General Meeting in each year.

Special Meetings

- 3.4 Every meeting of the Members that is not an Annual General Meeting is a Special Meeting of the Members.
- 3.5 A Special Meeting of the Members may be called:
 - (a) by the Board, at any time, by giving to each Member at least twenty-one (21) days' notice in writing or by electronic means of communication, specifying the date, time, and place of the meeting and the general nature of the business to be conducted;
 - (b) by the Members through at least 10 of the Full Members notifying the President, or in his or her absence, the Vice-President, in writing of their desire to have a meeting and the purpose of it.
- 3.6 On receipt of a notice from sufficient Members as outlined in Article 3.5(b), the President or Vice-President shall arrange for a Members' meeting and give notice of it in accordance with Article 3.5(a).
- 3.7 Any notice of a Special Meeting shall include:
 - (a) the date, time and place for the Special Meeting; and
 - (b) a concise statement of the matter or matters of business proposed to be dealt with at the Special Meeting.
- 3.8 Except upon the passage of a Special Resolution to the contrary, no business other than that stated in the notice calling a Special Meeting shall be dealt with at that Special Meeting.

Omission of Notice

3.9 The accidental omission to give notice of any meeting or the non-receipt of any notice by any Member does not invalidate any proceedings taken at any meeting of Members.

Contents of Notice

3.10 Notice of any meeting of Members shall include

- (a) a statement of the right of Full Members to appoint a proxy, who need not be a Member, to exercise the same voting rights that the Full Member appointing such proxy would be entitled to exercise if present at the meeting; and
- (b) sufficient information concerning the business to be conducted so as to permit the Member to form a reasoned judgment on the decision to be taken.

Proxies

3.11 At any meeting of Members, a proxy appointed by a Full Member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing the proxy, the same rights that the Full Member would be entitled to exercise if present at the meeting. A proxy need not be a Member of the Association.

Proceedings and Voting

3.12 The President, or in his or her absence, the Vice-President, shall preside at all meetings of the Members.

3.13 Every motion put forward in any meeting of Members shall be decided by a majority of votes unless otherwise specifically provided for under the Act or by these Bylaws.

3.14 Each Full Member is entitled to one vote on each motion or matter to be voted upon at a meeting if present by representative or by proxy.

3.15 If a vote on a motion is tied, the motion is lost.

3.16 The Board may make additional policies concerning proceedings at meetings of Members.

Quorum

3.17 Not less than Fifteen percent (15%) of the Full Members present in person, through their appointed representative or represented by proxy constitutes a quorum for any meeting of the Members.

ARTICLE 4 – DIRECTORS

Board of Directors

4.1 The Board of Directors shall be established with a total of nine (9) Directors.

Qualifications

- 4.2 Only those individuals who are Full Member's representatives shall be eligible to serve as Directors.
- 4.3 However, an individual serving as a Director shall be able to complete his or her term if the Full Member which he or she represents appoints another individual as its representative.

Election and Term

- 4.4 A Director shall be elected for a term of three years and shall retire in rotation.
- 4.5 A Director shall not be eligible to serve beyond two consecutive three year terms.
- 4.6 Thirty (30) days prior to the Annual General Meeting in each year, the Board shall circulate to all Full Members a slate of candidates from which the Board proposes to fill the Board vacancies at the next Annual General Meeting.
- 4.7 After the circulation of the slate of candidates by the Board, nominations for candidates other than those selected by the Board shall be submitted to the Board, in writing, no later than twenty (20) days prior to the Annual General Meeting. Nominations for candidates other than those selected by the Board shall have the written support of at least six Full Members.
- 4.8 Elections for the Board vacancies amongst all of the nominees shall be held at the Annual General Meeting. The nominees receiving the most votes shall be declared elected to the Board.
- 4.9 In the event where no nominations other than those set forth on the slate prepared by the Board are received, the persons named on the slate prepared by the Board shall be deemed to be elected to the Board by acclamation, and no formal election shall be held.

Resignation and Removal of a Director

- 4.10 A Director may resign his or her office by delivering a written resignation to the President or to the Vice-President.
- 4.11 A Director shall be deemed to have resigned his or her position if he or she fails to attend two consecutive Board meetings, without a sufficient excuse as determined by the Board.
- 4.12 The Board may, for cause deemed appropriate by the Board, remove a Director from office.

Vacancies

- 4.13 Any vacancy occurring in the office of a Director during that Director's term may be filled by appointment by the Board, and any such appointee shall complete that vacating Director's term of office.

Remuneration

- 4.14 Directors shall be reimbursed for reasonable travel, subsistence and out of pocket expenses necessarily incurred by them in the carrying out of their duties as Directors and, in addition, shall receive such remuneration as authorized by the Board.

Meetings of the Directors

- 4.15 Meetings of the Directors may be held anywhere authorized by the Board.
- 4.16 Meetings of the Board may be conducted in person or, if agreed to by the Board, by means of electronic or other communication facilities that permit all persons participating in the meeting to hear each other and a person participating in such a meeting is deemed to be present at the meeting.
- 4.17 At the first meeting of the Board following the Annual General Meeting of the Members, the Directors shall:
- (a) elect Officers for the ensuing year; and
 - (b) conduct such further and other business as the Directors see fit.
- 4.18 Meetings of the Board shall be called by the President on, at least, five (5) days notice by electronic means or by telephone, unless at least 75% of the Board agree to waive notice of the meeting.
- 4.19 The Board shall meet as often as the affairs of the Association require provided that the Board shall meet not less frequently than four (4) times per calendar year.
- 4.20 Notwithstanding anything to the contrary in these Bylaws, a resolution in writing signed by all the Directors shall be valid and effectual as if it had been passed at a meeting duly called and constituted.
- 4.21 Voting by proxy shall only be utilized in accordance with the policies of the Association and with the prior approval of the Board.

Board Meeting Requested

- 4.22 A meeting of the Board may be called at the written request of any five (5) Directors sent to the President stating the business to be discussed at the meeting.
- 4.23 On receipt of the request, the President shall call a meeting of the Board.

Quorum and Voting

- 4.24 A majority of the Directors holding office at the time is a quorum at a meeting of the Board.
- 4.25 Each Director has one (1) vote on matters considered by the Board.
- 4.26 Every motion put forward to the Board shall be decided by a majority of votes unless otherwise specifically provided for under the Act or by these Bylaws.
- 4.27 If there is a tied vote, the motion is lost.

Conflicts of Interest

- 4.28 Each Director present at a meeting shall vote on all motions, subject to the requirements of law, the Bylaws and policies of the Association, including, but not limited to, the conflict of interest provisions.

Indemnification

- 4.29 No Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or member of a committee, employee of the Association or the Association or for joining in any receipt or other act of conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board 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 act 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 their part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their office or in relation thereto unless the same shall happen through their own wilful neglect or default, dishonesty or bad faith.
- 4.30 The Directors and former Directors, officers and former officers, and each of them, and each of their respective heirs, executors, administrators, successors and assigns, shall from time to time and at all times be indemnified and saved harmless by, and out of the assets and profits of the Association from and against all costs, charges, losses, damages, liabilities, claims and expenses which they, or any of them, or any of their heirs, executors, administrators, successors and assigns, shall or may incur or sustain by reason of the performance of their duties or purported duty in their respective office, except such (if any) as they shall incur or sustain by or through their own willful neglect or default, dishonesty or bad faith, respectively. This indemnification is in addition to, but not exclusive of, any other rights of indemnification to which the Directors and former Directors, officers and former officers may be entitled to at law or in equity.

ARTICLE 5 – OFFICERS

Election of Officers

- 5.1 The Directors shall elect from among themselves a President, a Vice-President, a Secretary and a Treasurer of the Association. The Officers so elected shall hold office until the next ensuing Annual General Meeting, at which time they shall be deemed to resign.
- 5.2 The Board may establish other offices, or change the titles of offices, and prescribe the powers, duties and functions of each office.

President

- 5.3 The President shall be the Chairperson of the Board and:
- (a) shall preside at all meetings of the Board and the Membership;
 - (b) is a member of all committees of the Board and all committees of the Association and on behalf of the Association;
 - (c) shall present a report of the activities of the Board to Members of the Association at the Annual General Meeting;
 - (d) may, with approval of the Board, delegate powers and duties as necessary; and
 - (e) is responsible for such other matters as the Board may determine.

Vice-President

- 5.4 The Vice-President shall, in the absence or inability of the President, shall perform the duties and exercise the powers of the President and shall perform such other duties as may be designated by the Board.

Secretary

- 5.5 The Secretary is responsible for:
- (a) ensuring proceedings of all meetings of the Association and the Board are recorded, and for the preparation and custody of the minutes of those meetings;
 - (b) ensuring that a record of all of the Members of the Association and their addresses is maintained;
 - (c) the custody of the seal of the Association and the books and records of the Association, except financial records;
 - (d) ensuring that notice is given for all meetings of the Association and the Board in accordance with the Bylaws; and
 - (e) all such other matters as the Board may determine.
- 5.6 The Secretary may, with the approval of the Board, delegate the responsibilities of the office as required.

Treasurer

- 5.7 The Treasurer is responsible for:
- (a) the receipt of all money paid to the Association;
 - (b) opening and operating accounts, and for the deposit of funds in any bank, treasury branch, trust company or any credit union of which the Board approves;
 - (c) accounting for the real and personal property of the Association and the preparation and custody of such financial records as are necessary;
 - (d) presenting a financial statement to the Board as required;
 - (e) presenting a financial statement at the Annual General Meeting;
 - (f) ensuring the preparation of the budget for presentation at the Annual General Meeting for approval; and

(g) such other matters as the Board may determine.

5.8 The Treasurer may, with the approval of the Board, delegate the responsibilities of the office as required.

ARTICLE 6 – COMMITTEES AND TASKS GROUPS

6.1 The Board may from time to time constitute such Committees or Task groups as it deems necessary to carry on the affairs of the Association and shall prescribe the duties and membership of any such Committees or Task Groups.

ARTICLE 7 – FINANCIAL MATTERS

Execution of Documents

7.1 An agreement, contract, or other commitment entered into by the Association shall be entered into in accordance with policies established by the Board.

Cheques and Drafts

7.2 All cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange shall be executed in accordance with policies established by the Board.

Fees, Charges and Assessments

7.3 The Board may establish or levy fees, charges and assessments for any services, functions, activities or information provided by the Association in accordance with the Association's budget or financial requirements.

7.4 All funds received by the Association from fees, charges or assessments shall:

- (a) be deposited into an account maintained in the name of the Association, to be used or invested as required; and
- (b) be properly recorded and accounted for, and for which receipts are to be provided on request.

7.5 The Board may raise or acquire revenue by any other means it considers appropriate.

Exercise of Borrowing Powers

7.6 The Association has the powers to borrow, raise or secure the payment of monies in any manner the Board determines.

7.7 In accordance with the Act, no debentures may be issued without the sanction of a Special Resolution of the Members.

No Profit for Members

7.8 The operation of the Association shall be carried on without the purpose of gain for its Members, and any accretions to the Association shall be used to promote the objects of the Association.

7.9 The Association is a not for profit organization.

Fiscal Year End

- 7.10 Subject to any provision to the contrary in the Act, the fiscal year of the Association shall end on the 31st day of December in each year.

Audit of Accounts

- 7.11 The financial records of the Association shall be audited at least once each financial year by an independent duly qualified certified general accountant, certified management accountant or chartered accountant appointed by the Members at the Annual General Meeting.
- 7.12 The auditor's report shall be presented at the Annual General Meeting or, if it is not then available, made available to the Directors and Members as soon as it is available.

Inspection of Books and Records

- 7.13 The books and records of the Association may be inspected by any Member at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same.

ARTICLE 8 – ALTERATIONS, ADDITIONS OR REVOCATIONS OF THESE BYLAWS

- 8.1 These Bylaws may only be rescinded, altered or added to if the rescission, alteration or additions is approved by a Special Resolution of the Members as required under the Act.

ARTICLE 9 – WINDING UP

- 9.1 The Association shall not be voluntarily wound up unless a Special Resolution is passed by the Members.
- 9.2 Subject to the Act, upon or in contemplation of the winding up of the Association, the Directors shall, to the extent allowed by law, after the payment of all debts owed by the Association, transfer all assets and properties of the Association to the Environmental Artworks Foundation of Alberta.

ARTICLE 10 – HEAD OFFICE AND SEAL

Head Office

- 10.1 The head office of the association shall be located at such place in the Province of Alberta as the Board determines.

Seal

- 10.2 The seal of the Association shall be kept in the custody of the Secretary and shall only be affixed to documents signed on behalf of the Association that the Board authorizes and in the presence of such Officers as the Board may prescribe.