



THE INSTITUTE OF PUBLIC ADMINISTRATION OF CANADA – EDMONTON REGIONAL GROUP

BYLAWS

ARTICLE 1 – DESIGNATION

1.1 The Society shall be designated as “The Institute of Public Administration of Canada – Edmonton Regional Group”.

ARTICLE 2 – INTERPRETATION

2.1 In these Bylaws unless otherwise requires, words importing the singular number or the masculine gender shall include the plural number of the feminine gender, as the case may be, and vice versa, and the following words shall have the following meanings unless the context otherwise requires:

- (a) “Act” means the Societies Act, RSA 2000, c. S-14, as amended from time to time;
- (b) “Annual General Meeting” means that meeting held as set forth in Article 7 hereof;
- (c) “Board” means Board of Directors of the Society established from time to time pursuant to Article 15 hereof;
- (d) “Director(s)” means the directors of the Society appointed to the Board in accordance with these Bylaws;
- (e) “Edmonton Region” means the City of Edmonton, Counties of Lamont, Leduc, Parkland, Strancona and Sturgeon, and those urban municipalities located within the outer boundaries of the five counties;
- (f) “IPAC” means the corporate body, The Institute of Public Administration of Canada, L’institut d’Administration Publique du Canada, Incorporated by Letteers Patent of Canada dated 15th of December, 1947;
- (g) “Members” means a member of the Society which has complied with the requirements set forth in Article 3.1, hereof;

- (h) “Membership Fee” means that membership fee determined in accordance with Article 5.1 hereof;
- (i) “Society” means The Institute of Public Administration of Canada – Edmonton Regional Group; and
- (j) “Special Resolution” is a special resolution as that term is defined in the Act.

2.2 The objects of the Society are those named in the Application under the Act, and a copy of that Application shall be kept with a copy of these Bylaws.

ARTICLE 3 – MEMBERSHIP

3.1 Membership in the Society is limited to any person who is a member of IPAC, and who works or resides in the Edmonton Region.

3.2 Membership in the Society is ongoing and does not require affirmation by Members.

ARTICLE 4- VOTING RIGHTS OF MEMBERSHIP

4.1 Each Member shall be entitled to one vote on every matter properly put before a meeting for a vote, such matter to be decided by a show of hands. In the event of a tie, the Chair of the meeting, in addition to his original vote, shall not have a second and casting vote on the matter.

ARTICLE 5- MEMBERSHIP FEES

5.1 The Membership Fee, if any, shall be fixed by the Board from time to time.

ARTICLE 6 – MEMBERSHIP CEASES

6.1 If a Member ceases to be a member of IPAC, his or her membership in the Society ceases.

6.2 A Member may terminate its membership with the Society by way of notice in writing delivered to the Society on or before the last day of the month to become effective on the last day of the month following that in which the notice of termination was delivered.

6.3 Upon termination of membership for any reason, no Member shall have any ownership or claim to any of the assets of the Society in any manner whatsoever.

6.4 Upon the dissolution or winding up of the Society and after payment of all debts and liabilities of the Society, the remaining property of the Society shall be distributed to those non-profit organizations

with objects similar to the Society selected by the Board in the proportions determined by the Board, in its discretion.

ARTICLE 7 – ANNUAL GENERAL MEETING

7.1 The Annual General Meeting of the Society shall be held on or before June 30 or each year as determined by the Board.

7.2 The Secretary shall provide no less than (2) weeks notice of the Annual General meeting to all Members and Directors either in writing and/or electronically.

7.3 Except where otherwise specified by the Board, the business of the Annual General Meeting and the order of its presentation and consideration shall be as follows:

- (a) to receive and consider a report from the Chair on the activities of the Board since the previous Annual General Meeting;
- (b) to receive and consider a report from the Treasurer of the accounts of the Society;
- (c) to elect officers of the Society pursuant to Section 24.1 hereof;
- (d) to receive and consider any report from the chairs of committees the Board has determined to be appropriate;
- (e) to consider any motion, except a motion to amend the Bylaws, of which notice in writing must have been given to the Chair at least two (2) weeks prior to the Annual General Meeting;
- (f) to consider any other matters on the agenda for the meeting.

Each of the Members shall be entitled to deliver written or verbal comments and recommendations at the Annual General Meeting and reasonable time will be made in the agenda to accommodate an open and frank discussion amongst the Members.

ARTICLE 8 – MEETINGS OF MEMBERS

8.1 Any special or general meeting of the Members shall be held at such a place and time within the Province of Alberta as the Board may determine.

8.2 The Board, Chair or Vice-Chair shall have the power to call at any time a general meeting of the Society, notice of such general meeting to be provided no less than two (2) weeks before the time fixed for holding the meeting.

8.3 Upon receipt of a request for a general meeting of the Society from no less than fifty percent (50%) of the members, the Chair shall call a general meeting of the Society, notice of such general meeting to be provided no less than ten (10) days before the time fixed for holding the meeting.

ARTICLE 9- SPECIAL MEETING

9.1 A special meeting may be called at any time by the Board, Chair, or Vice-Chair, and must be called on receipt of a request in writing specifying the nature of the business to be transacted and submitted by at least twenty percent (20%) of the Members for the current year.

9.2 Notice of a special meeting is to be provided to every Member of the Society no less than two (2) weeks before the time fixed for the holding of such meetings and such notice shall specify the date, time and place where such meeting shall be held and the nature of the business to be transacted and no other business shall be transacted at such special meeting.

ARTICLE 10 – NOTICE

10.1 Whenever the provisions of these Bylaws require notice to be given to a Member or Director, such notice may be given:

- (a) personally;
- (b) by depositing same in a post office or public letter box in a postage-paid sealed wrapper addressed to the Member or Director at its address as the same appears on the records of the Society; or
- (c) by sending a facsimile transmission or by any other method by which a written or recorded message may be sent addressed to the Member or Director at its address as the same appears on the records of the Society.

A notice or other document sent by post shall be deemed to be sent at the time when the same was deposited in a post office or public letter box aforesaid. A notice or other document sent by facsimile transmission or by any other method by which a written or recorded message may be sent shall be deemed to be delivered at the time when the same was transmitted by the sender.

ARTICLE 11- ERROR OR OMISSION IN NOTICE

11.1 No error or omission in giving notice of any Annual General Meeting, general meeting or special meeting or any such adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

ARTICLE 12 – QUORUM

12. A quorum for the transaction of business at any meeting of the Members shall consist of twenty-five (25) Members of the Society, or a majority of the Members if the Society has less than twenty-five (25) members.

ARTICLE 13 - ADJOURNMENT

13.1 Any meetings of the Society or of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the originating meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

ARTICLE 14 - VOTING

14.1 Unless otherwise required by the Bylaws or pursuant to applicable law, any resolution put before the Members must be supported by not less than a simple majority of votes cast, failing which the resolution shall fail. Every question shall be decided in the first instance by a show of hands, unless any Member demands a poll. Upon a show of hands, every Member shall have one vote, and unless a poll be demanded, a declaration by the chair of a meeting that a resolution has been carried or not carried and any entry to that effect into the minutes of the Society shall be sufficient evidence of the fact without proof of the number or proportion of the vote accorded in favour or against such resolution. In the event of a tie, the Chair of the meeting shall not have a second and casting vote.

ARTICLE 15 - BOARD OF DIRECTORS

15.1 The affairs of the Society shall be governed by the Board.

15.2 The Board shall subject to these Bylaws or directions given to it by majority vote at any meeting properly called and constituted, have full control and management and the affairs of the Society.

15.3 The Board will consist of an executive comprised of:

- (a) Chair;
- (b) Vice-Chair
- (c) Secretary;
- (d) Treasurer;
- (e) Past-Chair; and
- (f) subject to the discretion of the Members by a majority vote held at the Annual General Meeting, up to a further sixteen (16) members-at-large, who shall be elected by the Members.

15.4 Directors of the Board shall be elected for a term of two (2) years.

15.5 Should a vacancy occur in the Board, the Board may appoint a Member to fill the vacancy for the balance of the term of the person replaced.

15.6 Membership on the Board is voluntary and no remuneration will be paid by the Society for serving as a Director.

15.7 Should a Director of the Board miss three (3) meetings without sufficient explanation to the Board, the Board, in its discretion, may remove the Director from the Board by a vote of two-thirds (2/3) of the elected or appointed Directors of the Board.

15.8 Notwithstanding any other provision contained herein to the contrary, a Director may be removed from office at any time by Special Resolution of the Members.

15.9 The Board may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not by the Bylaws of the Society or by law expressly directed or required not to be done by the Society at a meeting of the Members or otherwise.

ARTICLE 16 - QUALIFICATION OF DIRECTORS

16.1 The following persons are disqualified from being a Director, and a vacancy on the Board of Directors shall exist if:

- (a) the Members vote to remove that Director, or
- (b) the Director resigns in writing; or
- (c) the Director is or becomes a represented adult as defined In the *Adult Guardianship and Trusteeship Act* or is the subject of a certificate of incapacity that is in effect under the *Adult Guardianship and Trusteeship Act*; or
- (d) the Director is or becomes a formal patient as defined in the *Mental Health Act*; or
- (e) the Director is or becomes the subject of an order under *The Mentally Incapacitated Persons Act*, RSA 1970 c232m, appointing a committee of the person or estate or both; or
- (f) the Director is or becomes a person found to be a person of unsound mind by a court elsewhere than in Alberta: or
- (g) the Director is or becomes a person who is not an individual; or
- (h) the Director is not a person who has the status of bankrupt; or
- (i) the Director has been or is convicted of an indictable offence under the Criminal Code (*Canada*).

ARTICLE 17 – QUORUM AND MEETINGS, BOARD OF DIRECTORS

17.1 The Board shall meet a minimum of six (6) times a year, including once immediately following the Annual General Meeting.

17.2 The Chair, or in the absence of the Chair, the Vice-Chair, shall preside over meetings of the Board. In the absence of both, the Board shall appoint one of the remaining Members to preside.

17.3 A quorum of the Board for the transaction of business shall be five (5); two (2) of the Chair, Vice-Chair, Secretary, Treasurer and three (3) Directors at large.

17.4 Board meetings may be formally called by:

- (a) the Chair;
- (b) Vice-Chair;
- (c) any Director on the direction in writing of two (2) Directors.

Notice of the time and place of every such Board meeting shall be given to each Director not less than fourteen (14) days & before the time fixed for the holding of such Board meeting, provided that any Board meeting may be held at any time and place without such notice if all of the Directors are present thereat and signify their waiver of such notice at such meeting.

17.5 A Director may participate in a meeting of the Board or of a committee of the Board by means of telephone conference or such other means that permits each Director to hear and be heard at such meeting.

ARTICLE 18 - VOTING, BOARD OF DIRECTORS

18.1 At any meetings of the Board, every question shall be decided by not less than a simple majority of the votes cast. Every question shall be decided in the first instance by a show of hands unless any Director demands a poll. Upon a show of hands, every Director shall have one (1) vote and unless a poll be demanded a declaration by the Chair of the meeting that a resolution has been carried or not carried and any entry to that effect in the Board's minutes shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour or against such resolution. In the event of a tie, the Chair of the meeting shall not have a second and casting vote on the question.

ARTICLE 19 - RESOLUTION IN WRITING

19.1 A Resolution in writing signed by all the Directors shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

ARTICLE 20 - ERRORS IN NOTICE

20.1 No error or omission giving notice for a Board meeting shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice to any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

ARTICLE 21 - CONTINUATION IN OFFICE

21.1 The Directors shall continue in office until their respective successors are appointed in accordance with the Bylaws.

ARTICLE 22 - REMUNERATION OF DIRECTORS

22.1 The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their positions as such, provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties.

ARTICLE 23 - LIABILITY OF DIRECTORS

23.1 Every Director shall be deemed to have assumed office on the express understanding and agreement and condition that every Director and his heirs, executors and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any other Directors in or about the execution of the duties of his or their office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about in or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own willful neglect or default.

23.2 The Society may, at the discretion of the Board, purchase and maintain from time to time directors and officers liability insurance on such terms and conditions acceptable to the Board.

ARTICLE 24 - OFFICERS OF THE SOCIETY

24.1 There shall be a Chair, a Vice-Chair, a Secretary, a Treasurer, a Past Chair and such other Officers as determined by the Board in its discretion from time to time. The Chair and Vice Chair shall be appointed by the Directors from amongst their numbers. The remaining officers shall be appointed by the Members at the Annual General Meeting. In addition to the duties set forth herein, the officers shall have such duties and exercise such powers, not inconsistent with these Bylaws, as the Board may from time to time determine.

24.2 The Officers shall serve as such without remuneration and no Officer shall directly or indirectly receive any profit from their positions as such, provided that Officers may be paid reasonable expenses incurred by them in the performance of their duties.

ARTICLE 25 - DUTIES OF CHAIR

25.1 The Chair shall when present, preside as chair at all meetings of the Members of the Society and of the Board and appoint all officials and committees directed by the Board. He shall perform all other end such usual duties as are performed by the Chair. The Chair shall be a member ex-officio of all committees.

ARTICLE 26 - DUTIES OF VICE-CHAIR

26.1 The Vice-Chair shall act and perform the duties of the Chair in his absence in the conduct of his office. During the absence or inability of the Chair and the Vice-Chair, the duties and powers of the Chair shall be exercised by a Director appointed by the Board for that purpose.

ARTICLE 27- DUTIES OF SECRETARY

27.1 The Secretary shall cause all facts and minutes of all proceedings to be kept on all meetings of the Society and shall cause such notices to be given to Members and to Directors required by these Bylaws.

27.2 The Secretary shall cause to be kept the seal of the Society and an books, papers, records, correspondence, contracts and other documents belonging to the Society and shall cause the same to be delivered up when required by the Act or when authorized by the Board to such person as may be named by the Board.

27.3 The Secretary shall perform such other duties as may, from time to time, be determined by the Board.

ARTICLE 28 - DUTIES OF TREASURER

28.1 The Treasurer shall cause the funds of the Society to be received and disbursed in accordance with the directions of the Board, subject to these Bylaws.

28.2 The Treasurer shall cause to be kept detailed accounts of all income from IPAC or any other source, and expenditures including proper vouchers for all disbursements of the Society.

28.3 The Treasurer shall cause to be rendered to the Board at regular meetings thereof or whenever required by the Board an account of all transactions of the Society and the financial position of the Society.

28.4 The Treasurer shall open and maintain an account or accounts In the name of the Society at a chartered bank.

ARTICLE 29 - DUTIES OF PAST-CHAIR

29.1 The Past-Chair shall perform such duties as may, from time to time, be determined by the Board.

ARTICLE 30 - COMMITTEES OF THE BOARD

30.1 The Board may establish, by terms of reference, standing committees to address the following functions:

- (a) awards;
- (b) communications;
- (c) finance;
- (d) International issues;
- (e) membership government liaison;
- (f) IPAC National;
- (g) new public servants;
- (h) board nominations;
- (l) programs; and
- (j) research.

30.2 The Board may establish, by terms of reference such ad hoc committees as it deems necessary from time to time.

30.3 Subject to its terms of reference, a committee shall be chaired by a member of the Board and shall report to the Board.

ARTICLE 31 - SEAL

31.1 At the discretion of the Board, the Society shall have a seal in the form approved from time to time by the Board.

31.2 Any two (2) Directors may affix the Society's seal to any Instrument requiring the same.

ARTICLE 34 - BORROWING POWER

32.1 Subject to the advance approval of a simple majority of the Members, for the purpose of carrying out the objects of the Society, the Society may borrow or raise or secure the payment of money in such a manner as determined by the Board.

ARTICLE 33 - BUDGET

33.1 The Board shall in the last quarter of the fiscal year, receive, consider and approve, with modifications as it may deem necessary, the annual budget as prepared by the Treasurer.

33.2 The budget may be amended during the fiscal year by the Board.

33.3 Notice of a motion to approve the budget or amend the budget must be provided to Directors in writing at least two (2) weeks in advance of the Board meeting.

33.4 A copy of the budget and any revised budget shall be distributed to all Members within 30 days of being approved by the Board.

ARTICLE 33 – AUTHORIZATION OF EXPENDITURES

34.2 The Society may make any expenditure that is contemplated within an approved budget.

34.2 If any expenditure can reasonably be expected to cause the Society to exceed its approved budget or have a detrimental effect on any program contemplated by an approved budget then such expenditure may be made if the Board approves such an expenditure in advance.

ARTICLE 34 - DISBURSEMENTS

34.1 Any cheque, money order or bank documents can be signed on behalf of the Society by the Chair and the Treasurer together or by any other two (2) Officers or Directors of the Society designated by the Board in its discretion from time to time.

ARTICLE 35 - AUDITING

35.1 An auditor appointed by the Board (the "Auditor") shall audit the books, financial accounts and records of the Society at least once each year. The Auditor shall present a complete and proper statement of the standing of the books for the previous fiscal year at the Annual General Meeting.

ARTICLE 36 - FISCAL YEAR

36.1 The fiscal year of the Society shall be the period of twelve (12) months commencing on the first (1st) day of January and ending on the thirty-first (31st) day of December of each year and the financial statements of the Society's affairs for presentation to the Members at the Annual General Meeting shall be made as of that date.

ARTICLE 37 - INSPECTION OF BOOKS BY MEMBERS

37.1 Any Member may inspect the books and records of the Society at any time upon giving reasonable notice and arranging a time satisfactory to the Chair, Vice-Chair, Secretary or Treasurer respectively. Each Director shall, at all times, have access to such books and records.

ARTICLE 38 - REPORTING TO IPAC

38.1 The Society shall annually report the following to IPAC:
(a) an annual report of activities and financial statement approved by the Board, within three (3) months of its Annual General Meeting; and
(b) the names of its Officers, not later than June 30 after the Annual General Meeting.

ARTICLE 39 – BYLAWS

39.1 The Bylaws may be rescinded, altered or added to by a Special Resolution.

39.2 Proposals for amendment, supplement or repeal may be introduced at an Annual General Meeting only if not less than 21 days notice of the proposal or proposals has been given to the Members.

DATED this 21st day of June, 2016.

Signature of Chair

Signature of Witness