



Alberta Party

Bylaws of the Alberta Party Political Association

Last Revised October 20, 2018

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ALBERTA CONSUMER AND CORPORATE AFFAIRS CORPORATE REGISTRY

THE SOCIETIES ACT – APPLICATION

We, the undersigned, hereby declare that we desire to adopt the following objects as the objects of the Alberta Party Political Association, pursuant to the Societies Act, R.S.A. 2000, and that:

1. The name of the association is the Alberta Party Political Association.
2. The objects of the association are:
 - a) To provide for the organization and development of a political party based on the principles set out on Schedule “A” hereto;
 - b) To provide a meeting place for the consideration and discussion of questions affecting the interests of the citizens of the province;
 - c) To procure the delivery of lectures on social, educational, political, economic and other subjects;
 - d) To provide all necessary equipment and furniture for carrying on its various objects;
 - e) To sell, manage, lease, mortgage, dispose of, or otherwise deal with the property of the association.

SCHEDULE “A” TO APPLICATION FOR INCORPORATION/AMENDMENT OF OBJECTS

Principles of The Alberta Party Political Association

Prosperity

We believe that private enterprise and entrepreneurship are the keys to our economic success. The government should foster an environment that facilitates economic investment, reduces red tape and encourages creativity.

Fiscal Responsibility

We believe that government must use public dollars as effectively and efficiently as possible. The government should balance the books and set aside money for a rainy day. This is best accomplished through long-term planning, common sense and transparency.

Social Responsibility

We believe every Albertan deserves the opportunity to succeed. Our government should aspire to provide excellent and innovative public education, public health care, and infrastructure as well as a compassionate helping hand in times of need. We believe this can be accomplished through responsible use of public funds.

Sustainability

We believe that sustainability must be a core value of government. Rethinking unsustainable practices, making strategic investments in research and technology, and implementing smart policy choices will protect and enhance our environment in future generations.

Democracy

We believe that public business should be conducted in public. Government should ensure that the legislative process is open, fair, transparent and inclusive of the people it governs. Our government should foster debate, actively engage citizens, and make itself accountable to the people it governs.

Quality of Life

We believe that a great quality of life requires strong communities. Through support of recreation, sports, arts and culture, government can help to build strong and vibrant communities.

BYLAWS OF THE ALBERTA PARTY POLITICAL ASSOCIATION (THE PARTY)

ARTICLE 1. MEMBERSHIP

1.01 General

Membership in the Party is open to all natural persons who are ordinarily resident in Alberta, who are 14 years of age or over and who support the principles of the Party. No corporation, trade union, society, or other organization shall be eligible for membership.

1.02 Membership Application

Eligible persons may apply for membership in the Party upon payment of the applicable membership fee to the Party and the start of membership shall be the earlier of:

- (i) placement of his or her name on the official Party membership list or
- (ii) receipt of an official Party membership card issued in his or her name.

1.03 Termination of Membership

Membership in the Party shall terminate where:

- (i) A member fails to pay the applicable membership fee;
- (ii) A member resigns by submitting a resignation in writing to the Party; or
- (iii) A member engages in conduct judged improper, unbecoming, and likely to adversely affect the interests and/or reputation of the Party, as determined by a majority vote of the Provincial Board of Directors.

1.04 Directors

All members of the Provincial Board of Directors or a Constituency Association Board of Directors must be members of the Party.

1.05 Membership Lists

Membership lists are strictly confidential to the Party and may only be used for Party business including, but not limited to, the business of a Constituency Association registered with the Chief Electoral Officer.

ARTICLE 2. BOARD OF DIRECTORS

2.01 Defined

“Board of Directors”, “Board” or “Provincial Board”, shall mean the Board of Directors of the Party, as duly elected or appointed, in accordance with these Bylaws.

2.02 General Powers

The business, property and affairs of the Party shall always be managed and controlled by the Provincial Board; however, the Board of Directors may delegate to its committees, officers, employees, or attorneys such power and authority as it may deem appropriate subject only to the limitations set forth in these Bylaws.

2.03 Number, Tenure and Qualifications

New Directors as elected or appointed shall become directors as provided for in these Bylaws. The number of voting Directors shall not exceed twenty-five (25). Directors shall be elected at an Annual General Meeting of the Party and shall hold office until replaced at the second following Annual General Meeting.

2.04 Special Meetings of the Board

The Provincial Board shall meet at the call of the President or upon written request to the Secretary of at least three (3) Directors.

2.05 Quorum of Provincial Board

Before commencement of a meeting of the Provincial Board there shall be quorum. A majority of the Board shall constitute a quorum.

2.06 Manner of Acting

The acts of a majority of the Directors present at a meeting at which a quorum is present shall be considered the acts of the Board of Directors, unless the acts of a greater number is required by law or by these Bylaws.

2.07 Vacancies

The Board of Directors shall fill any vacancy occurring in the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. All individuals put forward to become a Director shall be subject to such lawful background checks or vetting process as the Provincial Board may deem appropriate.

2.08 Compensation of Directors

Directors shall not receive any remuneration for their services, but nothing herein shall be constructed to preclude any Director from serving the Party in any other capacity and receiving compensation for that position.

2.09 Informal Action by Directors

Any resolution to be approved by the Provincial Board may be taken without a meeting of the Board if a notice of such resolution is provided to all Directors at least seven (7) days prior to the effective date of such resolution, and the resolution is approved by the number of Directors required to approve such resolution if a meeting were held to approve such a resolution.

ARTICLE 3. OFFICERS

3.01 Officers

The Officers of the Party shall include a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors) a Secretary, a Chief Financial Officer and such other Officers as may be elected in accordance with the provisions of these Bylaws. The Board of Directors may elect or appoint such other Officers, as it shall deem appropriate. Officers of the Party shall have the authority and perform the duties as authorized by the Provincial Board.

3.02 Election and Term of Office

The Board of Directors shall elect the Officers of the Party within ten (10) days of the Directors' election into office, at the regular annual general meeting of the Board of Directors. New Officers may also be appointed at any meeting of the Board of Directors, to fill a vacancy. Each Officer shall hold office until his or her successor has been duly elected.

3.03 Removal

An Officer may be removed from office by a three-quarter (3/4) vote of the Provincial Board, at a meeting of the Provincial Board called for that purpose on not less than fourteen (14) days notice.

3.04 President

The President shall be the principal executive officer of the Party and shall in general supervise and control all of the business and affairs of the Party. He or she shall preside at all meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Party authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other Officer or agent of the Party. The President shall further, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

3.05 Vice President

The Vice-President shall assist the President as required and shall assume and perform the duties of the President in the absence of the President, or where the President is unable or unwilling to act.

3.06 Chief Financial Officer

In addition to any other duties specified in this Constitution, the Chief Financial Officer shall administer the financial affairs of the Party and keep all such books of account and financial records as may be required to properly reflect the financial affairs of the Party, in accordance with all applicable legislation.

3.07 Secretary

The Secretary shall keep the minutes of any meetings of the Party and of the Board of Directors; give all notices in accordance with the provisions of the Bylaws or as required by law; be custodian of the Party records except the financial records, and of the seal of the Party, which shall be used to affix the seal of the Party to all documents, the execution of which on behalf of the Party under its seal is duly authorized in accordance with the provisions of these Bylaws; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

3.08 Compensation of Officers

The Officers of the Party shall not be compensated for the work performed as a result of being elected into their respective offices or the work they do in service of the Party.

ARTICLE 4. MEMBER MEETINGS

4.01 Annual General Meetings

The Party shall hold an annual general meeting at least once every eighteen (18) months, at such time and place as the Board of Directors shall determine, for the purpose of updating the membership, electing Directors for the upcoming term and to receive and consider the financial statements and reports of the Directors and Officers as required by law.

4.02 Special Meetings

Special Meetings of Party members may be called by the Secretary, upon receipt:

- (i) of a written request for a meeting, from no less than one-quarter (1/4) of all Constituency Associations, duly registered with the Chief Electoral Officer; or
- (ii) of a resolution calling for a Special Meeting, from the Provincial Board.

4.03 Voting

Unless otherwise specified in these Bylaws, any vote required by these Bylaws, including any motions or resolutions, shall be passed on a majority vote. In the event of a tie vote, the meeting chair shall cast the deciding vote.

4.04 Quorum at Member Meetings

All Special Meetings or Annual General Meetings of Party members must have quorum in order to proceed. One hundred and fifty (150) or 1% of Party Members in good standing, whichever is less, will constitute a quorum for Special Meetings or Annual General Meetings of the Party.

ARTICLE 5. COMMITTEES

5.01 Committees

The Provincial Board may establish and delegate decision-making authority to any committee deemed necessary to carry on the work of the Party. Any such committee shall be established by a resolution of the Board, which resolution shall define the role, purpose, powers, authority and operational parameters of the committee. In order to serve on a committee of the Party, an individual must be a Member in good standing. Each committee shall be accountable directly to, and report to, the Provincial Board. The Provincial Board may, by a majority vote, overrule any decision made by a committee.

5.02 Chairman

One member of each committee shall be appointed chair by the Provincial Board.

5.03 Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided for in the case of the original appointments.

5.04 Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

5.05 Rules

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with any other rules adopted by the Board of Directors.

ARTICLE 6. CONTRACTS, CHEQUES, DEPOSITS, AND FUNDS

6.01 Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Party, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Party. Such authority may be general or confined to dealing with specific transactions.

6.02 Cheques and Drafts

All cheques, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Party shall be signed by such officer or officers, agent or agents of the Party and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Chief Financial Officer and countersigned by the President or a Vice-President or an Officer of the Party.

6.03 Deposits

All funds of the Party shall be deposited from time to time to the credit of the Party in such bank, trust company, or the other depositories as the Board of Directors may select.

6.04 Gifts

The Board of Directors may accept on behalf of the Party any contribution, gift, bequest, or devise for the general purpose or for any special purposes of the Party.

6.05 Borrowing

For the purpose of carrying out the objects of the Party, the Directors may borrow or raise or secure the payment of money in such manner as they deem fit, and in particular by the issue of debentures; provided debentures shall not be issued without the sanction of a special resolution of the Party.

ARTICLE 7. BOOKS AND RECORDS

7.01

The association shall keep correct and complete records of account and shall also keep minutes of the proceedings of its members and of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of all Directors. Any member or any Director or his agent or attorney may inspect all books and records of the Party for any proper purpose at any reasonable time.

ARTICLE 8. AUDIT AND FISCAL YEAR

8.01

The books, accounts and records of the Secretary and Chief Financial Officer shall be audited at least once each year by a duly qualified accountant or by two members of the Party elected for that purpose. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the annual general meeting of the Party.

ARTICLE 9. SEAL

9.01

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Party. The corporate seal shall remain in the custody of the Chief Financial Officer.

ARTICLE 10. NOTICE

10.01

Unless otherwise specified in these Bylaws, any notice to be given under these Bylaws shall be given by mail, facsimile, electronic transmission or personal delivery at least seven (7) days before the date set for the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of such meeting, unless specifically required by law or by these Bylaws.

10.02

Whenever notice is required to be given under the provisions of the *Societies Act* or under the provisions of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 11. AMENDMENTS TO BYLAWS

11.01

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted only by a special resolution of the Party, in accordance with the *Societies Act*. For all purposes of these Bylaws, “special resolution” shall mean a resolution passed by a majority of not less than three- fourths of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution had been duly given or a resolution which is signed by all members who are entitled to notice of and to attend such meeting.

ARTICLE 12. INDEMNIFICATION OF DIRECTORS AND OFFICERS

12.01

The Board of Directors shall authorize the Party to pay or reimburse any present or former Director or Officer of the Party for costs or expenses actually and necessarily incurred by him or her in any action, suit or proceeding to which he or she is made a party by reason of his or her holding such position; provided, however, that he or she shall not receive such indemnification if he or she be finally adjudicated therein to be liable for negligence or misconduct in office. The indemnification herein provided shall also extend to good faith expenditures incurred in anticipation of, or preparation for, threatened or proposed litigation. The Board of Directors may, as deemed appropriate, extend the indemnification to cover the good faith settlement of any such action, suit or proceedings, whether formally instituted or not.

ARTICLE 13. INTERESTED DIRECTORS

13.01

Any contract or other transaction between the Party and any of its Directors shall be valid for all purposes, notwithstanding the presence of such Director at the meeting authorizing such contract or transaction, or his or her participation in such meeting. The foregoing shall, however, apply only if the interest of each such Director is known or disclosed to the Board of Directors and it shall nevertheless authorize or ratify such contract or transaction by a majority of the Directors present, each such interested Director to be counted in determining whether a quorum is present but not calculating the majority necessary to carry such vote. This selection shall not be constructed to invalidate any contract or transaction which would be valid in the absence of this paragraph.

Dated this _____ day of _____, _____

