



**Subject: Immediate Attention: Proposed Amendments of CSIA Alberta By-Laws**

March 22, 2024

Dear CSIA Alberta Members,

Your Board of Directors has been diligently working over the past few months on a comprehensive review of the CSIA Alberta Governance framework. This effort became necessary due to recent changes in the Board composition and outstanding items requiring our attention. We are pleased with the progress thus far and eagerly anticipate sharing more details with you at our upcoming Annual General Meeting scheduled for April 13th, 2024, in Jasper.

As part of our ongoing commitment to effective governance, we have conducted a review of the by-laws. This review was initiated to ensure compliance with the Alberta Societies Act, the Canada Not-for-Profit Act, and alignment with the CSIA. It represents a proactive effort by the current board to address overdue governance matters that have been pending for several years.

**The objective is to approve the amendments to these by-laws at the upcoming AGM on April 13th, 2024. We kindly request members to review these by-laws and submit any questions in advance of the upcoming AGM.** Questions can be sent to the governance committee chaired by Roberta Parker, Vice Chair of the Board, Steffan Shaw, Chair of the Board, and Gerald Ancia and Nathan Gerein, nominees of the Board and independent members, at [csiaabgovernance@snowpro.com](mailto:csiaabgovernance@snowpro.com). Please note that not all tracked changes may appear in the French version.

The proposed changes to the by-laws fall into two categories:

1. **Simple Clean-up:** This includes consistency, gender neutrality, and formatting adjustments.
2. **Compliance Amendments:** Changes made to align with the Societies Act, the Canada Not-for-Profit Act, and alignment with CSIA.

The proposed by-laws amendments with suggested changes are in red and blacklined in the attached document. Additionally, we have included a clean copy of the proposed amended by-laws for your perusal.

Your feedback and questions in advance are crucial to this process. We appreciate you taking the time to ensure that your CSIA Alberta Region is properly governed. We look forward to hearing from you.

Sincerely,

Steffan Shaw, Chair

Roberta Parker, Vice Chair and Chair, Governance Committee



## Province of Alberta Societies Act

### Article 1

#### Interpretation, References and Purpose

##### Interpretation

- 1.01 In this by-law and all other by-laws and resolution of the Canadian Ski Instructors' Alliance Alberta, unless the context otherwise requires:
- a) "Society Act" or "Act" means the Province of Alberta Societies Act as amended from time to time or any other act or statute substituted therefore;
  - b) "Alberta Resident" is a member deemed to have a permanent address in Alberta as recorded in the books of the CSIA for such member unless the member's notice of affiliation with another region is received and accepted by the CSIA head office;
  - c) "Board" means the board of directors of the Canadian Ski Instructors' Alliance Alberta;
  - d) "CSIA National" or "CSIA" means Canadian Ski Instructors' Alliance;
  - e) "CSIA Alberta" or "CSIAA" means the Canadian Ski Instructors' Alliance Alberta;
  - f) "Society" means the Canadian Ski Instructors' Alliance Alberta Society incorporated or continued under the Society's Act;
  - g) "Directors" means the directors of the CSIAA and "directors" means any one of such directors;
  - h) "Member" means a member of both CSIA National and the Society;
  - i) "Member in Good Standing" means a member of the CSIA whose dues are current and who is not under disciplinary sanction;
  - j) "Region" means the Alberta Region which can then be subdivided as mentioned in Article 4. This then represents the regional interests of members of the CSIA National in the region of Alberta;
  - k) All terms which are used in this or any other by-law of the CSIAA and which are defined in the Act shall have the meaning given to them in the Act;
  - l) Words importing the singular number include the plural and vice versa;
  - m) Words importing the masculine gender include the feminine and neuter genders;
  - n) "In person" includes in person or on any platform;

- o) The year in which a section was last revised will be noted at the end of each section; unless otherwise noted, revisions approved at the ~~April AGM~~ **annual meeting** of that year. (Rev 2024)

#### Reference

- 1.02 The following references were used to assist in the construction of these by-laws:
  - a) Province of Alberta *Societies Act*.
  - b) The CSIA National by-laws dated ~~5 December 2015~~ **29 November 2023**. (Rev 2024)

#### Purpose

- 1.03 "The Purposes" of the Canadian Ski Instructors' Alliance Alberta **Society** are:
  - a) To promote and protect the mutual interests and welfare of its members;
  - b) To certify ski instructors, promote ski teaching and develop methodology for ski teachers throughout Alberta;
  - c) To provide educational and professional development to ski instructors;
  - d) To assist ski instructors in obtaining employment;
  - e) ~~Generally, To~~ do all such other matters and things necessary or incidental to the objects of the ~~Corporation~~ **Society** which may be calculated to enhance the prestige of the ~~Corporation~~ **Society** and promote the interest of the sport of skiing in Alberta;
  - f) **To do all such other matters and things to promote the strategic plan and objectives of the CSIA National**. (Rev 2024)

### Article 2

#### Membership

##### Membership

- 2.01 Any member in good standing of the CSIA National ~~who is also resident within the Province of Alberta~~ **an Alberta Resident** shall be a member of the Society and shall continue to maintain such membership in the Society unless and until they have either relinquished their permanent residence within the Alberta Region or alternatively ceased to maintain their standing as a member in good standing of the CSIA National. Each member shall be classified as a regular member, an honorary member, a 25-year member, an associate member or an affiliate member. (Rev 2024)

##### Regular Member

- 2.02 a) A regular member is any person ~~fifteen (15)~~ **fourteen (14) years of** age or over, who has applied for membership in the CSIA National and has successfully completed and passed a CSIA Level 1 certification course and who has complied with all other requirements of regular membership as established by the CSIA National. (Rev 2024)

b) A regular member is any person ~~fifteen (15)~~ **fourteen (14)** years of age or over, who has applied for membership in the CSIA National and has successfully completed and passed a CSIA Snow Park certification course and who has complied with all other requirements of regular membership as established by the CSIA National. (Rev 2024)

#### Honorary Member

2.03 An honorary member is any person who has been designated as such by the directors of CSIA National on the basis of such person's contribution to the CSIA or to the sport of skiing. (Rev 2024)

#### 25-Year Member

2.04 A 25-year member is a member that has paid their membership dues in CSIA for 25 years. (Rev 2024)

#### Associate Member

2.05 An associate member is any member who is no longer engaged in ski teaching and who meets the criteria for associate membership as established by the CSIA National Board of Directors. (Rev 2024)

#### Affiliate Member

2.06 ~~(a) An affiliate member is a person from a foreign country or a member of another association who is seeking an equivalency from the CSIA National to enable him to teach skiing in Canada and who has conformed to the requirements of the status of affiliate who meets the requirements of the status of affiliate member as established by the CSIA National Board of Directors. (Rev 2024)~~

**Commented [1]:** Change made to match National By-Laws 4.06

~~(b) An affiliate member is an association or organization in the ski industry, or other industry, that may or may not be involved in teaching skiing and that meets the requirements for the status of affiliate member as set out by the CSIA National Board of Directors. (Rev 2013)~~

**Commented [2]:** To match National By-Laws 4.06

#### Voting Member

2.07 Regular, honorary, 25-year and associate members shall be voting members. Affiliate members are non-voting members. (Rev 2024)

#### Withdrawal

2.08 Any member may withdraw from the CSIA by delivering to the CSIA National a written resignation and by lodging a copy of the same with the secretary of the CSIA National. (Rev 2024)

#### Suspension and Expulsion

**Commented [3]:** National 4.09

2.09 In line with CSIA Discipline and Complaints policy, a member may be reprimanded, suspended or expelled if found guilty of violating the CSIA Code of Conduct and Ethics, Conflict of Interest, or any other policy adopted by the CSIA National and endorsed by CSIA Alberta. (Rev 2024)

**Discipline**

**Commented [4]:** National 4.10

2.10 All complaints lodged against a member will be handled by CSIA National. The outcome of a complaint by CSIA will be endorsed by CSIAA. (Rev 2024).

**Article 3**

**Meetings of the Members**

**Annual Meeting**

3.01 The annual meeting shall be held during the month of April in each year at a place within the province and on a day to be fixed by the Board of Directors and twenty one (21) days notice of such meeting shall be given to the directors and each member entitled to vote by electronic or other communication facility or by mail, courier or personal delivery by the Secretary within six (6) months of the CSIAA year end. The annual meeting shall be held in such a manner and on such a date and time as the Board determines. The membership shall be given a minimum of fourteen (14) days notice of the meeting. At the annual meeting, the financial statements shall be presented, setting out the Society's income, disbursements, assets and liabilities.

**Other Special Meeting**

**Commented [RP5]:** Deleted "Other meetings of the members, whether general or special, may be convened by the Order of the Directors for any time and at any place in Alberta, and fourteen (14) days notice of such meetings shall be given to the Directors and each member entitled to vote by electronic or other communications facility or by mail, courier or personal delivery by the Secretary" (Rev 2017)

3.02 By the majority of the directors, a special meeting of the members may be called in such a manner and on such a date and time as the Board determines for the transaction of any business specified in the notice of the special meeting.

The Board shall, on the requisition of not less than five percent (5%) of the members in good standing at the beginning of the calendar year, call a special meeting of the members for the transaction of the business specified in such requisition. The Board will determine the time, place and date of such special meeting and will issue notice within fourteen (14) days of receipt of the written demand(s) by the Chair of the board or an officer of CSIAA. (Rev 2024).

**Notice of Meeting**

3.03 Meetings of the members, whether annual or special, may be convened by the Order of the Directors for any time and at any place in Alberta, and fourteen (14) days notice of such meetings shall be given to the Directors and each member entitled to vote by electronic or other communications facility or by mail, courier or personal delivery by the Secretary.

Notice that will include the date, time and manner of each meeting of members shall be given to each member entitled to vote at the meeting not less than fourteen (14) days and not more than thirty-five (35) days before the day on which the meeting is to be held.

The annual meeting package will include the agenda, the previous members' meeting (general or special) minutes, the Board nominations, the proxy voting form and the financial statements.

It will also include specific information on how to submit questions to the Board or any other business matters for discussions on the day of the annual meeting. Only those questions received up to three (3) business days prior to the date of the annual meeting will be considered to the extent that they align with the purpose of the meeting.

Notice of a special general meeting of members shall state the nature of the business to be transacted. Notice of each meeting shall include a statement that voting by proxy is available.

The accidental omission to give notice of any meeting to ~~or~~ or the non-receipt of such notice ~~by~~ by any particular member or members, shall not invalidate the proceedings at such meeting. The accidental omission from the notice of an annual meeting of any business required by the law or by these by-laws to be transacted at such meeting shall not preclude the meeting from validly transacting any business. (Rev 2024)

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#### Waiver of Notice

**3.04** Notice of any meeting or any irregularity in any meeting or in the notice thereof may either before or after such meeting be waived by any particular member or members ~~or by duly appointed proxy or proxies of any particular member or members.~~ And the attendance of a member at any meeting ~~either in person or by proxy~~ shall be a waiver of such notice. (Rev 2024)

#### Quorum and Required Vote

**3.05** ~~Five (5)~~ **Eleven (11)** members in good standing present in person ~~or remotely~~ shall form a quorum at all annual and special meetings for the transaction of business at any meeting of the members. All required decisions will be carried by a majority vote of the members present at the meeting on all matters. (Rev 2024)

#### Persons Entitled to be Present

**3.06** The only persons entitled to attend a meeting of members are the members or their duly authorized proxy holders, the ~~the~~ auditor, the directors and any required support staff. Any other person may be admitted on the invitation of the Chair. (Rev 2024)

#### Adjournment

**3.07** If a quorum is not present 30 minutes after the time appointed for the holding of any meeting of the members, the meeting shall stand adjourned. The meeting can be continued but no decisions can be made and the agenda items will be brought forward to the next annual meeting or a special meeting. (Rev 2024)

Commented [6]: Was 3.06; Deleted: "Whether or not a quorum is present, the chair may with the consent of the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjournment meeting where the quorum was present, other than the business left unfinished at the meeting from which the adjournment took place." (Rev 2013)

#### Right to Vote

**3.08** All ~~active and associate~~ members in good standing, ~~except affiliate members,~~ will be allowed one vote at all annual and special meetings. (Rev 2024)

Commented [7]: Deleted: "Voting by proxy on forms acceptable to and approved by the Directors shall be permissible at any and all annual and general meetings, but no member shall be allowed to vote more than Five (5) proxy votes. The proxies shall be filed with the Secretary Five (5) days before the meeting, shall be on forms approved by the Board of Directors and sent to the members together with the notice of the meeting." (Rev 2013)

#### Proxies

**3.09** Every member entitled to vote at a meeting of members may appoint a proxy holder, or one or more alternate proxy holders, as the nominee of such member to attend and act at the meeting

in the manner and to the extent and with the authority conferred by the proxy. A proxy shall be in writing in a form approved by the Board and may be an electronic form executed by the member and shall conform with the requirements of the Act. All proxy holders must be members entitled to vote at the meeting. No member shall be entitled to vote more than five (5) proxies at any meeting of members. Each proxy shall be either delivered in person, by mail or by electronic submission, as instructed in the notice of the meeting, no later than five (5) business days prior to the meeting. (Rev 2024)

#### Decision of Question

**3.10** Unless otherwise provided by law, or by by-laws of the society, all questions coming before any meeting of the members shall be decided by a majority of the votes validly cast thereat. The voting method will be determined by the Board. In case of an equality of votes, the Chair shall only vote to break a tie. (Rev 2024)

#### Remote Communication Meetings

**3.11** Remote communication means any electronic communication including conference telephone, video conference or any other method currently available or developed in the future by which members not present in the same physical location may simultaneously communicate with each other.

In the sole and reasonable discretion of the board, an annual or special meeting may be held solely or otherwise by any means of remote communication. When a meeting will employ remote communication, all members entitled to vote must be provided a reasonable opportunity to participate in the meeting and all members participating in the meeting must be able to hear each other during the meeting. Participation in a meeting using any form of remote communication will constitute presence in person at the meeting. All votes and other actions taken at the meeting by means of electronic transmission must be maintained as a matter of record of the Society.

A remote annual or special meeting that has provided members with a minimum of fourteen (14) days notice will proceed with quorum regardless if a member can or cannot connect remotely on the day and time of the meeting and regardless of whether they can participate remotely in the meeting or be able to hear or be heard during the meeting. (Rev 2024)

**Commented [8]:** Deleted: Chairman: The President shall preside at all Directors meetings and general other meetings. In the event of the absence of the President, the Chair shall fall to the first Vice-President. In the event of the absence of the President and first Vice-President, the Chair shall fall to the second Vice-President, or in the absent of the second Vice-President, the members shall choose one of their number to be Chair of the meeting. (Rev 2013)  
Deleted: Secretary: At any meeting of the members, the Secretary, or in his/her absence, an Assistant-Secretary, or if neither the Secretary nor an Assistant-Secretary be present a person appointed by the Chair shall act as Secretary. (Rev 2013)  
Deleted: Show of Hands  
3.12 Except as otherwise provided by law, or by by-laws of the society at any meeting of the members, unless a poll is demanded by at least Five (5) persons present, any votes may be taken by a show of hands or verbal response. The declaration at the annual general meeting or any other meeting by the Chair that a resolution has been carried, and an entry to that effect in the minutes of proceedings of the society, shall be sufficient evidence of the fact, without proof of the number, or proportion of the votes, recorded in favour or against such resolution. (Rev 2013)  
Poll  
3.13 If a poll is demanded, the same shall be taken in such manner as the Chair directs and the result should be deemed to be the resolution of the society in an annual general meeting or other meeting. (Rev 2013)

## Article 4

### Board of Directors

#### ~~Powers of Directors~~ **General Powers**

- 4.01 ~~The business and affairs of the Society will be managed by or under the direction of the Board.~~  
The directors shall have power in general to do all things in and about the control and management of the affairs and business of the society consistent with the law and with these by-laws, ~~including establishing either-standing or ad hoc committees as it sees fit.~~ (Rev 2024)

**Commented [RP9]:** Was 4.10  
Former 4.12 "The Board of Directors may also appoint 'standing' or 'ad hoc' committees as it sees fit (rev 2013)" also brought into 4.01

#### **Number of Directors and Tenure**

- 4.02 The affairs of the society shall be managed by a board of no less than five (5) and no more than seven (7) directors elected from the active membership. ~~who are members in good standing and who are elected by the members.~~ The Board will ~~allocate~~ appoint ~~duly elected directors to represent all zones across the province as defined below:~~
- (a) Northern Zone (all areas North of ~~County~~ of Red Deer);
  - (b) Mountain Zone (Banff, Lake Louise and Jasper);
  - (c) Southern Zone (~~County~~ of Red Deer and all areas south of Red Deer including Castle Mountain, ~~and Kananaskis and Alberta resorts in the Crowsnest pass~~). (Rev 2024)

**Commented [RP10]:** Was 4.01  
Deleted The immediate past President of the society shall be a Director or Official for a period of One (1) year following the end of his term of office. To ensure representation from all regions and disciplines within Alberta on the Board of Director of the Society, at least One (1) Director must be elected from each of the following zones:  
Deleted: to provide the CSIA Alberta Board of Directors with updates from the CSIA National meetings. The Alberta Region representative who sits on the CSIA National Board is invited to attend the CSIA Alberta Director's meetings as required. This is a non-voting position. (Rev 2016)

#### **Board Terms**

- 4.03 The director will hold office for a three (3) year term and for a maximum of two (2) consecutive terms or until that director's earlier resignation or removal. That director must wait at least one (1) year before being re-considered by the Nominating Committee for re-election to the Board after the two (2) consecutive terms. (Rev 2024)

**Commented [11]:** Deleted: The members shall elect by secret ballot up to Seven (7) Directors for a two (2) year term. The Directors may not be elected for more than Six (6) years of consecutive service except in the circumstances outlined in section 4.05 (Vacancies). The Directors term will start on the 1st day of May following the AGM and concluded on the last day of April after the term of service.  
Once a Director reaches the maximum consecutive service limit, a period of one term, Two (2) years, must be observed before they are eligible to begin a new term.(Rev 2017)

#### **Qualification**

- 4.04 The following members are qualified to be a director:
- a) Any member who is 18 years of age or older;
  - b) Any member who:
    - i. is not a represented adult as defined in the Adult Guardianship and Trustee Act or is not the subject of a certificate of incapacity that is in effect under the Public Trustee
    - ii. is not a formal patient as defined in the Mental Health Act

**Commented [RP12]:** Was 4.02  
Deleted: to qualify a Director must be in good standing of the CSIA National and a resident in Alberta (Rev 2013)



- iii. has not been found to be a person of unsound mind by the court elsewhere than in Alberta;
- c) A member who is an individual;
- d) A member who does not have the status of bankrupt;
- e) A member who is resident of the Province of Alberta;
- f) A member who is not under disciplinary review by the National Office. (Rev 2024)

**Vacancies**

4.05 When vacancies or newly created director position(s) resulting from any increase in the authorised number of directors occur, a majority of the directors then in office, although less than a quorum, or a sole remaining director will have the power to appoint new directors to fill this vacancy or vacancies based, and only based, on the recommendation of the Nominating Committee. Each new director so chosen will hold office until the next annual meeting of the members.

If at any time and by any reason(s), the society should have no directors in office, then any active member may call a special meeting of members for an election to fill the vacancies. The election will be organised under the supervision and with the support of CSIA National.

When one or more directors resign from the Board and the resignation is to become effective at a future date, a majority of the directors in office, including those who have so resigned will have the power to appoint new directors to this vacancy or vacancies. The appointment of these new directors will take effect when the resignation or resignations are to become effective, and each new director so chosen will hold office until the next annual meeting. (Rev 2024)

**Election Date**

4.06 Each year the Board will identify an election period to occur in conjunction with the annual meeting to confirm the nomination of any directors appointed by the directors in the year prior to the annual meeting. Notice of the election date will be provided to members in good standing a minimum of fourteen (14) days prior to the election.

**Nominating Committee**

4.07 The Nominating Committee, whose members have been appointed by the Board, will strive to identify one candidate for each available position and taking staggering of positions into process. Only the Committee can make recommendations for director appointment(s). It reports directly to the Board within the timelines set by the Board itself. The identified individuals as and when appointed by the Board will be included in the meeting notice and will be subject to approval by the members. (Rev 2024)

**Remuneration**

4.08 The directors are volunteers and are not entitled to be remunerated. Should they incur expenses for the purpose of the society these must be approved by the Board of Directors. ~~shall be entitled to be paid all reasonable costs traveling and hotel expenses incurred by them in connection with affairs of the CSIAA, Society.~~ (Rev 2024)

**Commented [13]:** Deleted: The Board of Directors may fill up to Three (3) vacancies without calling a special meeting from among the members of the society, so long as quorum is met. The person so appointed shall be subjected to retirement on the last day of April following their appointment and must go through the nomination process outlined in section 4.04 if they wish to stand for formal election to the Board at that time. Persons appointed in this fashion may serve up to One (1) year without formal election and a continuous maximum term of greater than Six (6) years but not exceeding Seven (7) years (Rev 2017)

**Commented [14]:** Was 4.04 Deleted:  
At any time not later than thirty (30) days prior to the date of any annual meeting, the Directors shall appoint a nominating committee comprising Three (3) members of the society in good standing, not more than One (1) of whom shall be a Director. It shall be the duty of the nominating committee to submit their report to the Secretary so that the same may be included in the notice of annual general meeting. In addition to those persons nominated by the nominating committee, nominations may be put forward by Three (3) members present in person at the annual general meeting provided that the nominee is also present. If no other nominations are received, the report of the nominating committee will be accepted automatically and the nominees declared elected. (Rev 2013)

**Disqualification, Resignation and Removal**

4.09 The office of any director will be vacated by:

- a) Death;
- b) Resignation in writing or electronically delivered to the Chair, Vice-Chair or Secretary;
- c) Cessation of membership in the Society;
- d) Declaration of incapacity by a Court or health care provider;
- e) Ceases to be an Alberta Resident;
- f) The director has otherwise acted in violation of or in contravention to the Directors' duties set out in Article 7. (Rev 2024)

4.10 Any director or directors may withdraw or resign by a notice in writing delivered to the President or the Secretary or to a meeting of the Board of Directors may be removed at any time either with or without cause, by a resolution carried by the majority of the directors then in office. Any director or the entire board may also be removed, with or without cause, by a majority of all members of the CSIAA society then entitled to vote at a special meeting of the members called for that purpose. (Rev 2024)

**Commented [15]:** Former 4.09 titled Responsibilities of Directors and Officers moved to Article 7  
Former 4.08 (Resignation and Removal of Directors) included now in new 4.09 and 4.10

**Commented [16]:** Deleted Executive Committee  
4.11 The Directors shall elect, from among their number, the members of the executive committee of the society. The executive committee shall consist of Three (3) Directors, namely:  
a) The President of the Board, acting also as Chair of the executive committee; and  
b) Two (2) members selected among the Directors. Decisions of the executive committee shall be taken by a majority vote. Subject to the restrictions imposed by the Board of Directors, the executive committee, between the meetings of the board: shall have and may exercise all the powers of the board in the government of the affairs of the society except those which by law must be exercised exclusively by the Board of Directors. The executive committee shall report all its decisions to the Board at its next meeting, the latter may amend or rescind them without prejudice to vested rights. (Rev 2013)  
4.12 Other Committees (Rev 2013) Deleted and content merged into 4.01

**Article 5  
Meetings of the Directors**

**Notice of Meetings**

5.01 Regular Meetings of the Board of Directors may be held in such a manner and on such a date and time as the Board determines as may be fixed by resolution of the Board or on the call of the Chair.

The Chair will set regular meeting schedule and will distribute agenda at least five (5) calendar days before the time fixed for the meeting. Non-receipt of the Notice of Meeting by any director or the accidental omission to serve the said notice to any director shall not invalidate the proceedings at any Meeting. (Rev 2024)

**Commented [17]:** Notice of Meetings  
5.01 Deleted: Regular Meetings of the Board of Directors may be held at such time, or at such places as may be fixed by resolution of the Board from time to time or on the call of the President. Notices of Meetings of Directors must be served at least Five (5) clear days before the time fixed for the meeting. Non-receipt of any notice of Meeting by any Director or the accidental omission to serve the said notice to any Director shall not invalidate the proceedings at any Meeting. Notice of such Meetings shall state the objects for which the Meetings are called. Omission to give notice shall not invalidate the proceedings." (Rev 2013)  
5.02 Meetings by Telephone Deleted. If all the directors consent generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such telephone, electronic or other communications facilities as permit of all persons participating in the meeting to communicate with each other, simultaneously and instantly, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board (rev 2017)  
Using language "meetings may be held in such a manner as determined by the Board" to encompass all types of formats for meeting

**Meetings Structure**

5.02 All regular meetings of the Board of Directors shall be held in such a manner and on such a date and time as the Board determines unless two thirds of the active directors request an in-person meeting. (Rev 2024)

Meetings of the Board will be chaired ~~over~~ by the Chair of the Board or in the absence of the Chair by the Vice-Chair or a director chosen at the meeting. The Secretary will act as secretary of the meeting, but in the absence of the Secretary, the person chairing at the meeting may appoint any person to act as secretary of the meeting. (Rev 2024)

### Special Meetings

- 5.03 The Secretary at the direction of the ~~President~~ **Chair** or in their absence of the Vice-~~President~~ **Chair** may at any time may summon a Special Meeting of the Directors. ~~Any Director~~ **The majority of directors** may request a meeting of the Board of Directors and the ~~President~~ **Chair** must cause such a meeting to be called within ~~thirty~~ **thirty (30)** days after receipt of the written request by the Secretary. (Rev 2024)

### Conflict of Interest by Directors

- 5.04 A director having a personal pecuniary gain or conflict of interest in any specific matter where that director directly or indirectly deals or contracts with the society either as a vendor, a purchaser or otherwise, is required to declare such before discussing that matter. The same director will be disqualified from voting as director on such matters. The declaration of the conflict will be noted in the Board minutes as a reference.

A director will not be disqualified as a director for the sole reason that the director is having a personal pecuniary gain or conflict of interest. (Rev 2024)

### Remote Communication

- 5.05 Remote communication means any electronic communication platform including conference telephone, video conference, the internet or any other method available or developed in the future by which directors not present in the same physical location may simultaneously communicate with each other. Audio Recordings of any meetings are for transcription purposes only. When minutes of the meeting have been approved, the recording will be deleted.

Video recordings of any meetings require permission to be given by all participants and will be deleted when minutes of the meeting have been approved.

All members must be able to instantaneously hear and understand each other and be given a reasonable opportunity to participate before the meeting can proceed or a vote be taken. If this is not possible, the decision must be adjourned to a later meeting.

This remote participation in a meeting will constitute presence in person at the meeting. (Rev 2024)

### Quorum and Required Vote

- 5.06 In order to transact business at a meeting of the directors, a quorum of 50% of the directors eligible to vote will be required. The vote of the majority of the directors present at a meeting at which a quorum is present will be the act of the board. In case of any equality of votes, the Chair shall have an extra vote in addition to their existing vote.

~~A remote annual or special meeting that has provided members with a minimum of fourteen (14) days notice will proceed with quorum regardless if a member can or cannot connect remotely on the day and time of the meeting and regardless of whether they can participate remotely in the meeting or be able to hear or be heard during the meeting.~~

**Commented [RP18]:** Was 5.04 Deleted Three (3) Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors (Rev 2013)  
Added info from former 5.06 about votes: deleted "Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes, the Chairman shall only vote to break a tie" (rev 2013)

The only persons entitled to attend a board meeting are directors and guests at the invitation of the Board of Directors and Chair and must be determined in advance. All guests have non-voting status. (Rev 2024)

#### Adjournment

Commented [RP19]: Was 5.05

- 5.07 Whether or not a quorum is present any meeting of the Board of Directors may be adjourned from time to time by a majority of the votes cast upon the question and any such meeting may be held as adjourned without further notice. (Rev 2024)

#### Presumption of Assent

- 5.09 A director of the society who is present at a meeting of the board or any committee thereof of which he is a member, will be presumed to have assented to an action or decision taken on any matters relevant to the business and affairs of the society at the meeting unless:
- a) The director objects at the beginning of the meeting to holding the meeting or transacting business at the meeting; or
  - b) The director's dissent or abstention from the action taken is recorded in the minutes of the meeting. This includes any abstention from voting because of an asserted conflict of interest.

Any right to dissent or abstain from the action will not apply to a director who voted in favour of the action. (Rev 2024)

#### Waiver of Notice

Commented [20]: Deleted 5.06 Votes: Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes, the Chairman shall only vote to break a tie (Rev 2013)

- 5.10 Meetings of directors may be held at any time or place in such a manner and on such a date and time as the majority of the Board determines without previous notice, if all the directors are present and consent to such meeting, or if all the directors waive notice in writing of the time, manner and purpose of such meeting. (Rev 2024)

#### Action by Directors Without a Meeting

- 5.11 Any action to be taken at any meeting of the board or of any committee of the board may be taken without a meeting if all members of the board or committee, as the case may be, consent to it in writing, or by electronic transmission and the writing(s) or electronic transmission(s) are filed with the minutes of the proceedings of the board or committee. (Rev 2024)

#### Validity of Acts of Directors

- 5.12 All acts done by any Meetings of the directors or of a committee, or by any person acting as such, notwithstanding that it is, afterward discovered that there was some defect in the appointment of any such director or person so acting, or that they, or any of them were disqualified, shall be as valid as if such person had duly appointed and was qualified to be a director. (Rev 2024)

## Article 6

### Committees

**Commented [21]:** New Article so former Article 6 is now Article 7

#### Committee Appointment

6.01 The board may designate one or more committees, each committee to consist of one or more of the directors. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting the committee.

In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not that member or members constitute a quorum, may unanimously appoint another member of the board to act at the meeting in the place of any absent or disqualified member.

The committee or committees, to the extent provided in a term of reference approved by the board, will have or may exercise all the powers and authority of the Board in the management of the business and affairs of the society.

The society shall establish standing committees such as governance, nominating, finance and others as deemed necessary by the Board of Directors. These standing committees will operate under this designation, while additional committees may be formed at the Board's discretion. The Board will determine the composition, responsibilities and terms of these committees. Each standing or ad-hoc committee will report regularly to the Board, and the Board may dissolve, reconstitute or establish additional standing committees as needed. Each committee will be guided by respective Terms of Reference approved by the Board. (Rev 2024)

#### Committee Resignation and Removal

6.02 Any member of a committee may be removed at any time, with or without any cause, by a resolution adopted by a majority of the full board. Any member of a committee may resign from the committee at any time by giving written notice to the Chair of the Board and unless otherwise specified in the notice, the acceptance of the resignation will not be necessary to make it effective. (Rev 2024)

## Vacancies

- 6.03 Any vacancy in a committee may be filled by a resolution adopted by a majority of the full board. (2024)

## Committee Rules of Procedure

- 6.04 A committee will elect a minimum of one board member to presiding officer from its members and may fix its own rules of procedures provided they are not inconsistent with these by-laws. A committee will keep regular meeting minutes of its proceedings and report those minutes to the board at the first subsequent meeting of the board. (Rev 2024)

## Article 7

### Officers

#### Officers and Agents

- 7.01 ~~The officers of the society shall consist of a President, a Vice President, a Treasurer, a Secretary, or a Secretary Treasurer shall and such other Officers as the Board of Directors may in its discretion elect or appoint. (Rev 2013)~~

The officers of the society include a Chair, a Vice-Chair, a Secretary, a Treasurer and such other officers as the Board of Directors may elect or appoint at its discretion. The officers will be determined after the annual meeting by the Board of Directors. (Rev 2024)

#### Appointment of Officers

- 7.02 All Officers will be duly appointed by the Board. Any appointee may hold one or more offices. (Rev 2024)

#### Term of Office

- 7.03 The officers shall hold office at the pleasure of the Board of Directors, ~~but in no case beyond the time when until their death, resignation, or until their respective successors shall be elected are appointed~~ and accept office. (Rev 2024)

#### Resignation and Removal of Officers

- 7.04 Any Officer may resign at any time by delivering their resignation in writing to the ~~President Chair or the Vice-Chair or to a meeting of the Board of Directors.~~ Any officers appointed by the board may be removed by the board by a resolution carried by the majority of the directors then in office at any time with or without cause, provided, however, any contractual rights of that person, if any, will not be prejudiced by the removal. (Rev 2024)

Commented [22]: Was Article 6

Commented [23]: Deleted Qualification of Officers: The Chairman of the Board, the President and Vice-President must be chosen from among the Directors but the other Officers may or may not be Directors (rev 2013)

Deleted Election or Appointment of Officers: at the annual general meeting, after the election of Directors, the Directors shall retire, and from among their number, elect the President and Vice-President. The President may not at the same time be the President of the CSIA national or any other society related to the CSIA national. The Secretary and the Treasurer, or the Secretary-Treasurer or the other Officers shall be appointed by the Directors (rev 2013)

### Vacancies

7.05 The majority of the Board may fill a vacancy in any office because of death, resignation, removal, disqualification or otherwise. (Rev 2024)

**Commented [24]:** Deleted: Any vacancy in any office may be filled at any time by the Board of Directors. The person so appointed shall be subject to retirement at the same time as the person whose vacancy is being filled by such appointment would have been otherwise retired (Rev 2013)

### Powers and Duties of Officers

7.06 Except as otherwise provided by law or by ~~or under~~ these by-laws each officer shall have the usual powers and shall perform all the usual duties incident to their office, and shall in addition, have such powers and perform such duties as the Board of Directors may from time-to-time delegate and assign to them.

The board reserves the authority to delegate the powers of any officer to any other officers. (Rev 2024)

### Chair

7.07 The Chair and in their absence the Vice-Chair shall be the principal executive officer of the society. with the following powers and duties:

- a) Preside at all meetings of the members
- b) Ensure that all orders and resolutions of the Board are effectively carried out;
- c) Put the signature of the Society to all deeds and other documents which have been authorized by the Board;
- d) Be the spokesperson unless the Chair delegates another Board member. (Rev 2024)

**Commented [RP25]:** Deleted: "The President and in his absence the Vice-President shall be the principle executive officer of the society. He shall preside at all meetings of the members and Directors, and shall exercise a general oversight over the society. He shall be ex-officio a member of any committee except the nominating committee, appointed by the Directors and/or the members. The President, or in his absence the Vice-President, shall sign for the Board of Directors, all deeds, documents, writings and other instruments requiring execution by the society unless otherwise ordered by the Board of Directors by resolution (rev 2013)

### Secretary

7.08 The secretary will perform the following duties:

- a) Prepare the minutes of the meetings of the members and meetings of the board and keep those minutes in one or more books provided for that purpose or in any electronic form as he considers appropriate;
- b) Ensure that all notices are duly given in accordance with the provisions of these by-laws;
- c) Act as a custodian of the society records;
- d) Deal with all correspondence. (Rev 2024)
- e) File the annual returns. (Rev 2024)

**Commented [26]:** Deleted: "The Secretary shall take and keep the minutes of the meetings of the members and of the Directors in books provided for that purpose or an electronic form as he or she considers appropriate and shall discharge such duties as shall be assigned to him/her by the President, or the Directors. She/He shall keep the register of members, issue notices for all meetings and deal with all correspondence (Rev 2013)

### Treasurer

7.09 Subject to the control and supervisory powers of the board and its delegate, the power and duties of the Treasurer shall be faithfully discharged and include: ~~his/her duties:~~

- a) ~~Give~~ Ensure a bond for their faithful discharge in such sum and with such securities as the Board of Directors shall determine ~~is provided;~~
- b) Receive all funds and securities paid to the society and to deposit such funds and securities in the name and to the credit of the society in such bank or banks or with such depository or depositories as the Board of Directors shall designate;

- c) Render a detailed report or the condition of the finances of the society at the regular meeting of the Board of Directors preceding the annual meeting of the members and render such other reports as the Board of Directors may, from time to time, require;
- d) Make a report to each annual meeting of the society of the accounts of the last fiscal year;
- e) Keep proper books of accounts and other books showing at all times the character, value and amount of the property and funds of the society. (Rev 2024)

**Secretary/Treasurer**

7.10 The Directors may appoint a Secretary-Treasurer who will act as Secretary and Treasurer of the society. (Rev 2024)

**Article 8**

**Protection of Directors and Officers**

**Responsibility of Directors and Officers**

**Commented [27]:** Moved from Article 4

8.01 No director or officer for the time being of the society shall be liable for any loss, damage or expense happening to the society in the execution of the duties of their respective office or in relation thereto unless the same shall happen by or through their own willful act or default. (Rev 2024)

**Standard of Care**

8.02 Every director and officer of the CSIAA in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the CSIAA, and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every director and officer of the CSIAA shall comply with the Act, the Articles and the by-laws of the CSIAA. (Rev 2024)

**Indemnity of Directors and Officers**

8.03 The CSIAA shall indemnify every director or officer of the CSIAA, former director or officer of the CSIAA, or person who acts or acted at the CSIAA's request as a director or officer of a body corporate of which the CSIAA is or was a member, shareholder or creditor, and their heirs and legal representatives, to the extent permitted by the Societies Act law.

The CSIAA may from time to time indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the CSIAA) by reason of the fact that such person is or was an employee or agent of the CSIAA, or was serving at the request of the CSIAA as a director, officer employee, agent of or participant in another society, partnership, joint venture, trust or other enterprise, against expenses (including legal fees), judgments, fines and any amount actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted honestly and in good faith with a view to the best interests of the CSIAA, and with respect to any



criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

The termination of any action, suit or proceeding by judgment, order, settlement or conviction, shall not, of itself, create a presumption that the person did not act honestly and in good faith with a view to best interests of the CSIAA, and, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable grounds for believing that their conduct was lawful.

The provisions for indemnification contained in the by-laws of the CSIAA shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any **by-law**, agreement, vote of members or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

To the extent permitted **by law** no director or officer for the time being of the CSIAA 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 act for conformity or for any loss, damage or expense happening to the CSIAA through the insufficiency or deficiency of title to any property acquired by the CSIAA or for or on behalf of the CSIAA or for the insufficiency or deficiency of any security in or upon which any of the assets of or belonging to the CSIAA shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or society with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealing with any monies, securities or other assets belonging to the CSIAA or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust or in relation thereto unless the same shall happen by or through their failure to act honestly and in good faith with a view to the best interests of the CSIAA and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. (Rev 2024)

#### **Insurance for Directors and Officers**

- 8.04 The CSIAA shall purchase and maintain insurance for the benefits of the directors and officers of CSIAA against any liability incurred by any such person, in their capacity as a director or officer of the CSIAA, except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the CSIAA, or in their capacity as a director or officer of another body corporate where he acts or acted in that capacity at CSIAA's request, except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the body corporate. (Rev 2024)

### **Article 9**

#### **Borrowing, Loans, Cheques, Deposits and Contracts**

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**Loans**

9.01 Without authorisation by a resolution of the board, the society is prohibited from making or accepting loans in its name. (Rev 2024)

**Cheques and Drafts**

9.02 All cheques, drafts or other order of the payment of money must be signed by two officers including the Chair and approved by the Board. (Rev 2024)

**Deposits**

9.03 All funds of the society not otherwise used will be deposited to the credit of the society in banks or other depositories designated by the board. Regular reporting from the Treasurer will be submitted to the Board for verification. (Rev 2024)

**Contracts**

9.04 The board may give authority by Board resolution to any directors or officers to make and execute any contracts.

**Article 10**

**Books/Records and Seal**

**Accounting Records**

10.01 The books and records of the society may be inspected by any member by providing a request to the Chair or Vice Chair with the purpose of the inspection. Each member of the Board shall at all times have access to such books and records and not distribute them and treat them as confidential documents under the member’s respective fiduciary duties. (2024)

**Audit of Accounts**

10.02 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified ~~auditor or accountant~~ or by two members of the society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by the Treasurer at the Annual Meeting of the society alongside the auditor’s report. ~~and~~ The Treasurer will answer any questions related to the financial report. (Rev 2024)

**Commented [29]:** Was Article 8

**Commented [30]:** Deleted: The books of account shall be kept at such place in Alberta as the Directors think fit and shall at all times be open to inspection of the Directors (Rev 2013)

**Commented [31]:** Deleted The accounts of the Treasurer shall be annually audited by an auditor or auditors appointed by the members at the annual general meeting (Rev 2013)

**Fiscal Year**

10.03 Unless otherwise ordered by the Board of Directors, the fiscal year of the society shall terminate on the 30th day of June in each year. (Rev 2024)

**Seal of the Society**

10.04 The Society does not have a seal. (Rev 2024)

Article 11

Amendments

Amendments 11.01 The by-laws may be rescinded, altered or added to by a "Special Resolution" passed by a majority of not less than two thirds (2/3) of such members entitled to vote as are present in person at a general meeting of which twenty-one (21) days written notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given. (Rev 2024)

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2024.

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