

BYLAWS OF THE UNITED CONSERVATIVE ASSOCIATION

ARTICLE 1 PREAMBLE

- 1.1 The name of the society is the United Conservative Association (the “Association”).
- 1.2 The following articles set forth the bylaws of the Association (the “Bylaws”).

ARTICLE 2 DEFINITIONS

- 2.1 In these Bylaws, the following words have these meanings.
- (a) “Act” means the *Societies Act* (Alberta), and the regulations made thereunder, as from time to time amended;
 - (b) “AGM” means an Annual General Meeting of the Association, as defined in Article 5;
 - (c) “Board” means the Board of Directors of the Association;
 - (d) “Caucus” means the caucus of the United Conservative Party;
 - (e) “EFCDA” means the *Election Finances and Contributions Disclosure Act* (Alberta), and the regulations made thereunder, as from time to time amended;
 - (f) “Interim Joint Board” means the first Board of the Association as described in Article 7.2;
 - (g) “Leader” means the Leader of the United Conservative Party and Legacy Parties;
 - (h) “Legacy Parties” means the Progressive Conservative Association of Alberta and the Wildrose Party;
 - (i) “Member” means a member of this Association, as defined in Article 4;
 - (j) “Officers” means the Chair of the Interim Joint Board until the conclusion of the Association’s first AGM and thereafter shall mean the President, Treasurer, Secretary, VP (Membership), VP (Bylaw and Policy), VP (Fundraising), and VP (Communications) of the Association, as defined in Article 7.

- (k) "Party" means the United Conservative Party;
- (l) "PCAA" means the Progressive Conservative Association of Alberta and the Progressive Conservative Association of Alberta Society;
- (m) "SGM" means an Special General Meeting of the Association, as defined in Article 5;
- (n) "WRP" means the Wildrose Political Association and the Wildrose Party.

2.2 These Bylaws shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) all terms contained in the Bylaws which are defined in the Act and not separately defined herein shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only shall include the plural and vice versa; and
- (c) the headings used in the Bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

ARTICLE 3 OBJECTS OF THE ASSOCIATION

3.1 The operation of the Association shall be carried on without purpose of gain or profit for its Members and the objects of the Association are:

- (a) to build and maintain a political party that forms the Government of Alberta and advances such principles as may be approved by the Members; and
- (b) do all such other acts or things as are incidental or conclusive to the attainment of the aforementioned objects.

ARTICLE 4 MEMBERSHIP

4.1 The Members of the Association are the applicants for incorporation of the Association, and Albertans who:

- (a) are at least fourteen (14) years of age;

- (b) indicate their intention to join the Association by personally authorizing an application for membership in the Association;
- (c) support the principles of the Association;
- (d) have paid the prescribed membership fee, personally or through an immediate family member (spouse, child, or parent); and
- (e) who have not resigned from membership by providing notice to the Association in writing, in which case such resignation will be effective upon receipt.

4.2 Albertans with memberships in either of the Legacy Parties, whose memberships were paid for personally or through an immediate family member (spouse, child, or parent), shall be Members of the Association. To be recognized as valid, a membership or the renewal of the membership in either Legacy Party must have been paid for by the Member or an immediate family member (spouse, child, or parent).

4.3 As proof of membership, a Member will either hold a valid official current membership card of the Association issued in his or her name or be on the Association's official membership list.

4.4 The Board will determine the prescribed membership fee.

4.5 The Board will formulate policies and procedures regarding suspension and revocation of membership.

4.6 No Member is, in his or her individual capacity, liable for any debt or liability of the Association.

4.7 Subject to such minimum periods of membership as may be set out in these Bylaws or by the Board, every Member is entitled to:

- (a) attend, participate in and vote at any AGM or SGM of the Association;
- (b) attend, participate in and vote at any general meeting of a registered constituency association of the Party in which the Member ordinarily resides.

ARTICLE 5 MEETINGS OF THE ASSOCIATION

5.1 There will be two types of general meetings of the Association: an AGM and a SGM. An AGM may also be an SGM.

5.2 The date, time, location in Alberta, business to be conducted and rules and procedures for every general meeting will be determined by the Board or will be as otherwise stipulated in these Bylaws.

5.3 Quorum for all general meetings will be the lesser of a majority of the Members or two hundred (200). The Board may provide that Members not physically present at the place of the general meeting may vote on resolutions or special resolutions through the use of such technology as is deemed appropriate and such Members will be deemed present and included in the quorum.

5.4 At least ninety (90) days' notice of the holding of every AGM will be sent to all Members. At least sixty (60) days' notice of the holding of every SGM will be sent to all Members. Notice to Members may be given by any or all of mail, email and telephone. Notice of the general meeting will also be posted on the Association's website and may be communicated by such other media as determined by the Board. The notice posted on the Association's website will contain the business to be conducted at the general meeting.

5.5 Commencing with the year following the Association's first AGM, an AGM will be held in each calendar year.

5.6 At every AGM:

- (a) the most recently published audited annual financial statements of the Association, the Party and the Legacy Parties will be presented;
- (b) Members will be able to rescind, alter or add to these Bylaws;
- (c) Members will be able to rescind, alter or add to the constitutional documents set out in Article 10;
- (d) elections by secret ballot will be held for the elected positions on the Board as set out in Article 7.3.

ARTICLE 6 BOOKS AND RECORDS

6.1 Borrowing by the Association will be as determined by the Board and must be in accordance with applicable law, in particular, the EFCDA.

6.2 The fiscal year end of the Association shall be December 31.

6.3 A qualified accountant shall audit the books, accounts and records of the Association, Party, and Legacy Parties on, at minimum, an annual basis.

6.4 Members may inspect the audited financial statements and other public filings of the Association on the financial disclosure website maintained by Elections Alberta.

6.5 Minutes of general meetings of the Association and meetings of its Board will be

prepared. These minutes, and other books and records of the Association, will be kept in accordance with generally accepted corporate practice and may be inspected by any president of a registered constituency association of the Party upon written request.

6.6 The Board will maintain custody of the Association's seal, if any, and will determine its use.

ARTICLE 7 DIRECTORS AND OFFICERS

7.1 Directors and Officers will be volunteers and will receive no remuneration. The Board may establish such policies and procedures as may be necessary to allow for the reimbursement of reasonable expenses incurred by directors and Officers while carrying out their duties.

7.2 Until the conclusion of the Association's first AGM, the Association will have a total of twelve (12) voting directors on the Interim Joint Board. The leader of the WRP and the leader of the PCAA as of May 18, 2017 will each select six (6) voting directors. The Interim Leader and one member from each of the legacy party caucuses will be non-voting members of the Interim Joint Board. Vacancies on the Interim Joint Board shall be appointed by the Interim Joint Board if they choose to do so. A replacement director must achieve the support of the majority of the nominees of the Legacy Party from which the vacancy originated, or their successors. The Interim Joint Board shall select a Chair. The Chair may be removed from that position by two-thirds majority vote of the Interim Joint Board.

7.3 After the conclusion of the Association's First AGM, the Board will consist of eighteen (18) voting directors and two (2) non-voting directors. The Board shall include:

- (a) Leader;
- (b) President;
- (c) Treasurer;
- (d) Secretary;
- (e) Vice-President (Membership);
- (f) Vice-President (Bylaw and Policy);
- (g) Vice-President (Fundraising);
- (h) Vice-President (Communications);
- (i) Ten (10) directors consisting of two (2) from each of the following regions:

Edmonton; Calgary; northern Alberta outside of Edmonton; central Alberta; and southern Alberta outside of Calgary; and

(j) Two (2) members of Caucus, who will serve as non-voting directors.

7.4 Directors set out in Article 7.3(i) must reside in the region that they represent and will be elected by Members who reside in the corresponding region.

7.5 The President, Treasurer, Secretary, and Vice Presidents will be elected by Members from throughout Alberta.

7.6 The non-voting directors that are members of Caucus will be elected by Caucus and shall serve a term as determined by Caucus.

7.7 The term of directors elected at the Association's First AGM will be as follows:

(a) The President, Secretary, Vice-President (Fundraising), Vice-President (Communications) and one (1) director from each of the regions will serve terms that will terminate at the conclusion of the Association's subsequent AGM;

(b) The Treasurer, Vice-President (Membership), Vice-President (Bylaw and Policy) and the other director from each of the regions will serve terms that will terminate at the conclusion of the Association's second AGM after the Association's first AGM;

7.8 The term of all directors elected at the Association's subsequent AGMs will expire at the conclusion of the Association's second AGM after the AGM when the director was elected or acclaimed.

7.9 The Leader shall remain a director while he or she holds that position.

7.10 Directors and Officers, other than the Leader, may be removed by a vote of two-thirds of the Board present and voting at a meeting called for that purpose.

7.11 Vacancies on the Board after the conclusion of the Association's first AGM, other than the Leader and members of Caucus, shall be appointed by the Board in the event they choose to do so. The term of a director appointed to fill a vacancy will be the remaining term of the director whose departure from the Board created the vacancy.

7.12 The Board shall have the powers of the Association, except as stated in the Act. The powers and duties of the Board shall include:

(a) promoting the objects of the Association;

(b) establishing such policies and procedures as may be necessary for the governance of the Association, the Party, the Legacy Parties, and all constituency associations;

- (c) hiring the Executive Director to operate the Association;
- (d) regulating the duties and setting the salary for the Executive Director and ensuring that the Executive Director and subordinate managers properly regulate the duties and set appropriate salaries for the remainder of the Association's employees;
- (e) maintaining and protecting the assets and property of the Association;
- (f) preparing and approving an annual budget for the Association;
- (g) maintaining all accounts and financial records of the Association, the Party and the Legacy Parties, and ensuring the keeping of proper books of account thereof; and
- (h) without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Director of the Association.

7.14 The President is the principal officer of the Association and will chair all AGMs, SGMs, and meetings of the Board.

7.15 The Treasurer is the chief financial officer of the Association and will:

- (a) oversee preparation of financial statements and budgets;
- (b) maintain or cause to be maintained the financial records of the Association and of the Party and Legacy Parties; and
- (c) oversee preparation and submission of such reports as are required by law.

7.16 The Secretary will:

- (a) prepare minutes of all meetings of the Association and of the Board;
- (b) maintain or cause to be maintained the non-financial records of the Association, Party and Legacy Parties; and
- (c) register the Association, these Bylaws and any changes thereto with the Societies Registrar.

7.17 The Vice-Presidents as appropriate will be responsible for the management of the affairs of the Association as assigned to them.

7.18 The directors set out in Article 7.3(i) will help the registered constituency associations for which they are responsible comply with the EFCD A and other applicable legislation.

7.19 The non-voting directors that are members of Caucus will serve as representatives of Caucus and will communicate the activities of the Board to Caucus and vice versa.

ARTICLE 8 ACCOUNTABILITY AND GOVERNANCE

8.1 Authority within the Association resides in its Members.

8.2 Governance of the Association at its general meetings resides in its Members.

8.3 Governance of the Association between its general meetings resides in its Board and the Leader.

8.4 Directors and Officers shall be fiduciaries of the Association and shall exercise their duties and powers honestly and with a view to the best interests of the Association.

8.5 No director, Officer, employee or Member shall have any authority to act for or on behalf of the Association, Party or Legacy Parties except as specifically provided by the Executive Committee through adoption of a resolution or a standing rule of order.

8.6 A director or Officer shall disclose to the Board any direct or indirect interest he or she (or his or her spouse or child) has, or may have in any contract or arrangement proposed with the Association, Party or Legacy Parties. A director shall not vote in respect of any such matter.

8.7 When acting within the scope of their authority, no employee, volunteer, Officer, director, or member of any committee established by the Association, Party, or Legacy Parties shall be liable for any debts, actions, claims, demands, liabilities, or commitments of any kind of the Association, Party, or Legacy Parties. The Association may indemnify and hold harmless each such person against any debt, action, claim, demand, liability or commitments and may purchase and maintain insurance for the benefit of each such person.

ARTICLE 9 COMMITTEES

9.1 The Board may create and maintain such committees as it deems necessary or advisable to fulfill its duties.

9.2 Committees may be comprised of both directors and other Members of the Association.

**ARTICLE 10
CONSTITUTIONAL DOCUMENTS**

10.1 The Association will adhere to certain constitutional documents ratified and maintained by the Members including but not limited to:

- (a) A Policy Declaration that includes a statement of Principles;
- (b) A Governance Manual that includes rules governing:
 - i. the conduct, selection and review of the Leader;
 - ii. the recognition of constituency associations;
 - iii. the conduct of Caucus; and
 - iv. dispute resolution.

10.2 Constitutional documents may be amended by a majority of the Members present at an AGM or SGM.

**ARTICLE 11
BOARD MEETINGS**

11.1 The Board may meet together at such time and place as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, and may hold meetings, in whole or in part, by telephone or telephone conference call.

11.2 Notice of Board meetings shall be given by the President or the Leader in the following manner and shall specify the place, the day and hour of the meeting:

- (a) 21 days' notice is required where the notice is provided in writing through mail; and
- (b) 7 days' notice is required where notice is provided by telephone, fax or e-mail.

11.3 A majority of directors present at any Board meeting shall constitute a quorum for the transacting of business.

11.4 Matters arising at any Board meeting, including those relating to the exercise of the powers granted to the directors under these Bylaws, shall be decided by a majority of votes of the directors present at such meeting. The chair shall have a casting or second vote in case of a tie.

11.5 The Board may, by vote taken before, during or after the meeting, waive notice of any such meeting and may approve of any or all proceedings taken or had thereat.

11.6 Board meetings may be conducted in person or by telephone conference call.

11.7 Unless waived by a majority of voting directors, motions for consideration at Board meetings must be distributed to all directors at least 48 hours before commencement of the meeting at which such motions will be considered.

11.8 Motions may be moved and considered by email provided that voting on such motions is open for at least 24 hours.

ARTICLE 12 RULES OF ORDER

12.1 The Board may create or adopt rules of order for any meeting of the Association or the Board.

12.2 If the Board does not create or adopt rules of order, Robert's Rules of Order will govern meetings of the Association and the Board provided that such rules do not conflict with these Bylaws, in which case these Bylaws will prevail.

ARTICLE 13 AMENDMENTS

13.1 As stated in s. 15(1) of the Act, these Bylaws may not be rescinded, altered or added to except by special resolution of the Association as defined in s. 1(d) of the Act.