



## **UNITED CONSERVATIVE ASSOCIATION BYLAWS**

### **Article 1 Preamble**

- 1.1. The name of the society is the United Conservative Association (the "Association").
- 1.2. These articles set forth the bylaws of the Association (the "Bylaws").
- 1.3. The name of the political party registered with Elections Alberta and conjoined with the Association is the United Conservative Party of Alberta.

### **Article 2 Objects of the Association**

- 2.1. The objects of the Association are:
  - 2.1.1. 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
  - 2.1.2. do all such other acts or things as are incidental to or in furtherance of the attainment of the aforementioned objects.

### **Article 3 Definitions**

- 3.1. In these Bylaws, the following words have these meanings:
  - 3.1.1. "Act" means the Societies Act, RSA 2000 c S-14 and the regulations made thereunder, as amended from time to time;
  - 3.1.2. "AGM" means an annual general meeting of the Association provided for in these Bylaws at which, among other things, the Directors are elected to the Board;

- 3.1.3. "Board" means the board of Directors of the Association, which shall be the board of Directors of the Party;
- 3.1.4. "Caucus" means the caucus of the United Conservative Party of Alberta;
- 3.1.5. "Candidate" means a person who has been elected, appointed or acclaimed as a candidate of the Party for a given constituency;
- 3.1.6. "Committee" means any standing or special committee created by these Bylaws or the Board, including subcommittees, if any, established by them;
- 3.1.7. "Constituency Association" has the same meaning as in the EFCDA;
- 3.1.8. "Constitutional Documents" means those documents referred to in Article 10;
- 3.1.9. "Director" means a voting member of the Board who is either the Leader , a Regional Director or Officer;
- 3.1.10. "EFCDA" means the Election Finances and Contributions Disclosure Act, RSA 2000 c E-2 and the regulations made thereunder, as amended from time to time;
- 3.1.11. "Leader" means the Leader of the United Conservative Party of Alberta and Legacy Parties;
- 3.1.12. "Legacy Parties" means the Progressive Conservative Association of Alberta and the Wildrose Party;
- 3.1.13. "Member" means a member of the Association and the Party, as defined in Article 4;
- 3.1.14. "MLA" means a Member of the Legislative Assembly representing the Party for any given constituency;
- 3.1.15. "Officers" means the Leader, the President, Treasurer, Secretary, VP (Membership), VP (Policy and Governance), VP (Fundraising), and VP (Communications), as defined in Article 7;
- 3.1.16. "Party" means the United Conservative Party of Alberta;
- 3.1.17. "Regional Director" means the person elected to represent their region on the Board;

3.1.18. "SGM" means a special general meeting of the Association called for a specific purpose;

3.1.19. "Special Committee" is a committee created by the Board to facilitate the administration of the Party and/or Association; and

3.1.20. "Standing Committee" is any permanent committee of the Board, including those identified in the United Conservative Association Standing Committee List.

## **Article 4**

### **Membership**

4.1. Members shall be Canadian Citizens or Permanent Residents of Canada (as defined by applicable law) who:

4.1.1. reside in Alberta, or have resided in Alberta for at least (6) months of the previous twelve (12) months;

4.1.2. are at least fourteen (14) years of age;

4.1.3. indicate their intention to join the Association by personally authorizing an application for membership in the Association;

4.1.4. support the principles of the Association; and

4.1.5. have paid the prescribed membership fee, personally or through an immediate family member (spouse, child, or parent).

4.2. A member of the Association is also automatically a member of the Party.

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

4.4. The Board will determine the prescribed membership fee,

4.5. The Board will reserve the right to formulate policies and procedures regarding suspension and revocation of membership with a transparent process for member appeal.

4.6. No Member is, as an individual, 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:

- 4.7.1. attend, participate in, vote and stand for election to the Board, at any AGM or SGM upon payment of the prescribed registration fee;
- 4.7.2. attend, participate in, vote and stand for election to the board of directors of a Constituency Association in which the Member meets eligibility requirements pursuant to the Party's rules governing Constituency Associations; and
- 4.7.3. For the purpose of voting at any level (e.g. AGM, SGM, Nomination, Leadership etc.) voters must be a member in good standing for at least twenty -one (21) days prior to voting commencing.
- 4.8. A member in good standing is a person who has a complied with Article 4.1 herein regardless of the processing time required by Association staff.
- 4.9. A Member may resign their membership by providing notice to the Association in writing, in which case such resignation will be effective upon receipt.
- 4.10. The Executive Director of the Party shall maintain a current list of all Members containing, at a minimum, every Member's full name including first name, middle name(s) or initial(s) and last name, physical residential address including its postal code and mailing address including its postal code if the mailing address is different from the residential address, contact information including email address, if applicable and telephone number(s), the name of the Constituency Association to which the Member belongs, and the date of expiry of the Member's membership. This information for each Constituency Association will, except as specifically prohibited by privacy laws, be made available to the Constituency Association for the purposes of membership management and constituency outreach.
- 4.11. The Executive Director of the Party will maintain the confidentiality of Member information through the requirement of the completion of a non-disclosure agreement before any individual (including but not limited to Party employees, Candidates, Constituency Association board members) is granted access to any membership information. At the Constituency Association level the Constituency Association board president is responsible for ensuring non-disclosure agreements are completed by any Constituency Association Member granted access to confidential Member information.

## **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 a 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. An AGM will be held in each calendar year.
- 5.6. At every AGM:
  - 5.6.1. the most recently published audited annual financial statements of the Association, the Party and the Legacy Parties will be presented;
  - 5.6.2. Members will be able to rescind, alter or add to these Bylaws;
  - 5.6.3. Members will be able to rescind, alter or add to the Constitutional Documents set out in Article 10;
  - 5.6.4. elections by secret ballot will be held for the elected positions on the Board as set out in Article 7.
- 5.7. An SGM may be called by the Board for a specified purpose at any time and shall be called without delay upon the written request of one-quarter (1/4) of the Constituency Associations as evidenced by identical motions passed at meetings of the requisite number of Constituency Association boards.

## **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 and on the Party website.
- 6.5. Minutes of general meetings of the Association, and meetings of its Board (and all Committees) 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.
- 6.7. Results of all party election votes shall be distributed to all registered Constituency Association presidents.

## **Article 7 Directors and Officers**

- 7.1. Directors 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. The Board will consist of eighteen (18) voting directors and two (2) non-voting directors. The Board shall include:
  - 7.2.1. Leader;
  - 7.2.2. President;
  - 7.2.3. Chief Financial Officer (CFO)
  - 7.2.4. Secretary;
  - 7.2.5. Vice-President (Membership);
  - 7.2.6. Vice-President (Policy and Governance);
  - 7.2.7. Vice-President (Fundraising);
  - 7.2.8. Vice-President (Communications);

7.2.9. 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

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

- 7.3. Directors set out in Article 7.2.9 must reside in the region that they represent and will be elected by Members who reside in the corresponding region.
- 7.4. The President, Treasurer, Secretary and Vice Presidents will be elected by the Members from throughout Alberta.
- 7.5. The non-voting directors that are members of Caucus will be elected by Caucus and shall serve a term as determined by Caucus.
- 7.6. The term of all Directors will expire at the conclusion of the Association's second AGM after the AGM when the Director was elected or acclaimed.
- 7.7. The Leader shall remain a Director while he or she holds that position.
- 7.8. 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.
- 7.9. Vacancies on the Board, 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.
- 7.10. The Board shall have the powers of the Association, except as stated in the Act. The powers and duties of the Board shall include:
- 7.10.1. promoting the objects of the Association;
  - 7.10.2. establishing such policies and procedures as may be necessary for the governance of the Association, the Party, the Legacy Parties, and all Constituency Associations;
  - 7.10.3. hiring the Executive Director to operate the Association;
  - 7.10.4. 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;
  - 7.10.5. maintaining and protecting the assets and property of the Association;

- 7.10.6. preparing and approving an annual budget for the Association;
  - 7.10.7. 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
  - 7.10.8. without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Director of the Association.
- 7.11. The President is the principal Officer of the Association and will chair all AGMs, SGMs, and meetings of the Board.
- 7.12. The Treasurer is the chief financial officer of the Association and will:
- 7.12.1. oversee preparation of financial statements and budgets;
  - 7.12.2. maintain or cause to be maintained the financial records of the Association and of the Party and Legacy Parties; and
  - 7.12.3. oversee preparation and submission of such reports as are required by law.
- 7.13. The Secretary will:
- 7.13.1. prepare minutes of all meetings of the Association and of the Board;
  - 7.13.2. maintain or cause to be maintained the non-financial records of the Association, Party and Legacy Parties; and
  - 7.13.3. register the Association, these Bylaws and any changes thereto with the Societies Registrar.
- 7.14. The Vice-Presidents as appropriate will be responsible for the management of the affairs of the Association as assigned to them.
- 7.15. The Directors set out in Article 7.2.9 will help the registered Constituency Associations for which they are responsible comply with the EFCDA and other applicable legislation.
- 7.16. 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.
- 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, 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, 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 Standing and Special Committees as it deems necessary or advisable to fulfill its duties, and shall create and maintain the Standing Committees set out in the "Standing Committee List" established under Article 10.
- 9.2. Committees may be comprised of both Directors and other Members of the Association.
- 9.3. The Constituency Association is the primary organization through which the rights of the Members are exercised within the Party. The affairs of each Constituency Association shall be under the control of its Members, acting between general meetings through the Constituency Association board of directors who shall be responsible to ensure that said affairs are conducted in a manner consistent with the Principles and Policies, these Bylaws, and the Party's rules governing Constituency Associations. Constituency Associations may create or adopt rules of order for any meeting of their Constituency Association, including committees of their Constituency Association, if any, subject to these Bylaws and the Party's rules governing Constituency Associations.

## **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:
  - 10.1.1. A Policy Declaration that includes a statement of Principles;
  - 10.1.2. A Governance Manual that includes a Standing Committee List and rules governing:
    - 10.1.2.1. the conduct, selection and review of the Leader;
    - 10.1.2.2. constituency associations;
    - 10.1.2.3. the conduct of Caucus; and
    - 10.1.2.4. 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, the Leader or by, or on behalf of, ten (10) Directors requiring a meeting in the following manner and shall specify the place, the day and hour of the meeting:
  - 11.2.1. at least twenty-one (21) days' notice is required where the notice is provided in writing through mail; and
  - 11.2.2. at least seven (7) days' notice is required where notice is provided by telephone, fax or e-mail.
- 11.3. Ten (10) 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 twenty-four (24) hours.

## **Article 12 Elected Officials and Candidates**

- 12.1. The Leader shall promote the Party, its policies and principles and is the chief public official of the Party, whose authority includes that specified for the Leader of a party pursuant to applicable law, these Bylaws, and the Constitutional Documents provided for in Article 10.
- 12.2. Candidates and MLAs represent the Party to the public and shall comply with the Code of Conduct provided for in Article 10.

## **Article 13 Rules of Order**

- 13.1. The Board may create or adopt rules of order for any meeting of the Association or the Board, including Committees created by the Board.
- 13.2. If the Board, Committees or Constituency Associations do not create or adopt rules of order, Robert's Rules of Order will govern all respective meetings of the Association and, the Board, Committees and Constituency Associations provided that such rules do not conflict with these Bylaws or any Constitutional Documents, in which case these Bylaws or such Constitutional Documents will prevail.

## **Article 14 Amendments**

- 14.1. As stated in section 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 section 1(d) of the Act.