

ALBERTA SOCIETY OF PROFESSIONAL BIOLOGISTS

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ALBERTA SOCIETY OF PROFESSIONAL BIOLOGISTS

BY-LAWS

SECTION ONE - INTERPRETATION

- 1.01 Definitions. In these By-laws, unless the context otherwise requires:
- (a) "Act" means The Professional and Occupational Associations Registration Act, Statutes of Alberta 1985, Chapter P-18.5 as amended from time to time, and any Statute that may be substituted therefore, as amended from time to time and includes the *Professional Biologists Regulation* made thereunder;
 - (b) "Arbitration Act" means The Arbitration Act RSA 2000 Chapter A-43 as amended from time to time and includes any regulation which may be enacted;
 - (c) "Association" means the Alberta Society of Professional Biologists;
 - (d) "Board" means the Board of Directors of the Association;
 - (e) "By-laws" means these By-laws and all other By-laws of the Association from time to time in force and effect;
 - (f) "Certificate of Registration" means an annual certificate issued by the Association indicating that the recipient is a member in good standing as defined in these By-laws;
 - (g) "Director" means a member of the Board;
 - (h) "member" means a member in good standing as defined in these By-laws;
 - (i) "Regulation" means the *Professional Biologists Regulation* <NEED TO INSERT REFERENCE WHEN PASSED BY ORDER IN COUNCIL> as amended from time to time and includes any regulation which may be enacted in relation to the registration of the Alberta Society of Professional Biologists under The Professional and Occupational Associations Registration Act.
- 1.02 Interpretation. Words and expressions defined in the Act have the same meanings when used in the By-laws. Words importing the singular number include the plural and vice versa and words importing gender include masculine, feminine and neutral gender as required by the context.
- 1.03 Conflict with Act. The By-laws are subject to the provisions of the Act and in the event of conflict between the provisions of any By-laws and the provisions of the Act, the provisions of the Act shall prevail over the By-laws.

- 1.04 Headings. The headings and indices used in the By-laws are inserted for convenience of reference only and do not affect the interpretation of the By-laws or any part thereof.

SECTION TWO- MEMBERSHIP

2.01 Membership. The Association is open to all qualified Biologists who adopt and desire to further the purposes and the code of this Association. However, the Board may refuse registration to a non-Canadian who cannot demonstrate a reasonable expectation of practicing in Canada. The Board may refuse registration to a person who has been convicted in the Province or elsewhere of an indictable offence, whether or not it is related to the practice of biology.

The Board may make rules respecting the Members from time to time which shall be published by the Secretary of the Association and followed by the Members.

2.02 Member In Good Standing. A member in good standing is a Professional Biologist, Biologist-in-Training, Honorary Member or Non-regulated Member:

- (a) who is registered by the Association Registrar in the appropriate register as provided in the Regulation;
- (b) who has paid the required fees for registration, and the annual fees as prescribed under these By-laws; and
- (c) whose registration is not under suspension or cancelled.

The business address of each Member shall be registered with the Association and Members must notify the Association of any change of address.

2.03 Membership Registers. Members shall be enrolled in one of 4 registers:

2.03.1 Professional Biologist. The Board may admit to membership as a Professional Biologist an applicant who has satisfied the requirements under the Regulation and By-laws. Professional Biologists have a vote in the affairs of the Association and may hold office as a Director or Officer. Only Professional Biologists may use the restricted title Professional Biologist or the abbreviations P. Biol. and P Biol.

2.03.2 Biologist-in-Training. The Board may enroll as a Biologist-in-Training an applicant who has completed all of the requirements of the Regulation and By-laws but is deficient in experience as determined by the Registration Committee. The Biologist-in-Training does not have a vote.

2.03.3 Non-Regulated Members. The Board shall create a register of non-regulated members. The Association is not responsible for these members regarding the responsibilities and accountabilities under the Act, Regulation, and Bylaws. Non-

regulated members do not have a vote. Non-regulated members shall be enrolled as one of the following categories:"

2.03.3.1 Student Biologist. The Registrar may enrol as a Student Biologist an applicant who has submitted evidence to them that the applicant is enrolled in a degree granting institute in a course program leading to a degree in the biological sciences as defined in the Regulation.

2.03.3.2 Temporary Withdrawn Biologist. The Registrar may enroll as a Temporary Withdrawn Biologist a Professional Biologist who wishes to withdraw temporarily from the Association. A Professional Biologist wishing to withdraw must notify the Registrar. Within a period of two years from the notification, any Temporary Withdrawn Biologist in good standing will be reinstated as a Professional Biologist upon written application to the Registrar and payment of applicable fees.

A Temporary Withdrawn Member in good standing may request to be enrolled as an Associated Biologist at any time during the two-year period. A Temporary Withdrawn Biologist who does not apply for re-instatement as a Professional Biologist or request to be enrolled as an Associated Biologist within two years will be struck and subject to re-application as specified in by-law 2.06

2.03.3.3 Associated Biologist. The Registrar shall enrol as an Associated Biologist an applicant who was a Professional Biologist or a Temporary Withdrawn Biologist but has voluntarily withdrawn from the practice of biology or submits evidence that they will no longer practice in the Province of Alberta but wish to remain affiliated with the Association. To be re-instated as a Professional Biologist, an Associated Biologist must re-apply to the Association and pay the required fees for registration. An Associated Biologist who was initially accepted as a Professional Biologist after the date that the Professional Biologists Regulation was enacted by Order in Council will not be required to resubmit academic credentials.

2.03.3.4 Honorary Biologist.

The Association may admit to its Register an individual who is not a regulated professional member or is not able to meet the professional requirements as a regulated professional member, but who has made a significant contribution over their lives to the understanding of natural history and biology, by recognizing and conferring the title of "Honorary Biologist" for such contributions. No fees will be collected from such honoured members.

2.04 Payment of Fees. Each person who is registered as a regulated member or enrolled as a non-regulated member shall pay to the Association such annual fees as are fixed by a vote of members at each Annual General Meeting. The fees for each member category are established by a vote of members. Such annual fees cannot be changed without the approval of members at an Annual General Meeting.

2.05 Late Renewal Fee. A member who does not submit payment of fees by the due date will be subject to a late renewal fee as fixed by the Board.

2.06 Re-instatement of Members. A member will cease to be in good standing if fees, plus late renewal fee, are not paid within four (4) months of the due date and must be removed from the Register by the Board. To be re-instated as a member, a struck member must re-apply to the Association and pay the applicable fees for registration plus a re-instatement fee. A struck member who was accepted as a Professional Biologist, Biologist-in-Training, Temporary Withdrawn or Associated Member after the Professional Biologists Regulation came into force (date) will not be required to resubmit academic credentials.

2.07 Certificate of Membership. The Certificate of Membership as a member shall be for one year and all memberships shall expire on December 31 of the year for which they were issued. A Certificate of Membership will be sent to a member upon payment of proper fees.

2.08 Inspection of Registers. The Association Registrar may permit any person with a valid purpose to inspect a register during regular working hours.

SECTION THREE - CODE OF ETHICS AND PRACTICE STANDARDS

3.01 Professional ethics. The Alberta Society of Professional Biologists (ASPB) has adopted this Code of Ethics as the principles, rules and requirements of professional conduct expected of Professional Biologists.

The ASPB Code of Ethics requires members to exhibit competence and integrity in all aspects of the practice of professional biology.

Adherence, and demonstrated competence related, to this Code is a requirement for membership in the ASPB.

3.02 Responsibilities to the Public. A Professional Biologist shall:

- (a) Continually assess his/her professional competence and maintain competence through continuing education, training and experience.
- (b) Conduct the practice of biology in accordance with all applicable laws and established ASPB's Practice Standards.
- (c) Offer professional services only on matters in which he/she is qualified through professional training and/or experience.
- (d) Be objective and honest in all estimates, reports, testimony and other matters, and identify limitations in data or concepts.
- (e) Conduct professional activities with the highest regard for the health and safety of the public and for the environment.
- (f) Accept full responsibility for the results and conclusions of all professional work and refuse to allow his/her name to be associated with work which has been altered in such a manner as to imply substantially different conclusions than those originally stated.

(g) Attempt to convey to the public at large, as well as to other professions, an understanding of the concepts of biological sciences and its practice as related to the natural environment and the public welfare.

3.03 Responsibilities to the Employer or Client. A Professional Biologist shall:

- (a) Disclose relevant professional qualifications and experience to the employer or client as appropriate.
- (b) Identify any interests of the Biologist that may impair his/her objectivity and disclose those interests to each client or employer at the earliest possible time, and in any report in which the Biologist states his or her professional opinion. The Professional Biologist shall also take any necessary measures to ensure that such interests do not affect his or her objectivity in the practice of biology.
- (c) Not disclose confidential information obtained while acting for any client or employer, unless authorized to do so by the employer or client or as required by law.
- (d) Refrain from offering advice, in a professional context, as to the qualifications and employment of another Professional Biologist, unless it is requested by the employer or client in the normal course of evaluating prospective employees or consultants.

3.04 Responsibilities Within the Profession. A Professional Biologist shall:

- (a) Credit work done by others, and take responsibility for his/her own work through authorship or appropriate acknowledgement.
- (b) Not allow profit or personal advancement to interfere with responsibility to the ASPB and the profession.
- (c) Take reasonable precautions not to injure the professional reputation of another person through vexatious or frivolous statements.
- (d) Assist in the development of the profession by supporting the ASPB Codes of Ethics & Conduct, encouraging biologists and students of biology, and by sharing knowledge and experience.
- (e) Bring concerns about possible unethical conduct, professional misconduct or unskilled practice by a Professional Biologist to the persons or bodies best suited to investigate and handle such concerns.
- (f) Endeavour at all times to encourage the dissemination of biological information and improve the competence, esteem and respect of the profession.

3.05 Ethical Practice Competency. All regulated members of the Association shall be required to demonstrate they understand the Association's Code of Ethics and their application by the method prescribed by the Association.

This requirement must be completed:

- (a) as an admission requirement for all new applicants for registration in the Association as a registered Professional Biologist after the applicant has met all the

other admission requirements;

(b) within 3 years for existing regulated members of the Association from the date as prescribed by the current Continuing Competency Program requirements established by the Association.

3.06 Mandatory Continuing Competency. A Professional Biologist shall:

(a) maintain his/her level of professional competency and practice;

(b) comply with the requirements of the Continuing Competency Program as established by the Association;

(c) maintain a written record of activities undertaken in accordance with the Continuing Competency Program and any guidelines that may be specified from time to time by the Association;

(d) submit the record under clause (c) on the request of the Association.

SECTION FOUR - BOARD

4.01 Powers of Board. The Board shall be the governing body of the Association. The Board shall manage and conduct the business and affairs of the Association and exercise the rights, powers and privileges of the Association in the name and on behalf of the Association.

The Board may exercise all such powers and do all such acts and things as the Association may exercise to do, and which are not by these By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in general meeting, but subject, nevertheless, to the provisions of:

All laws affecting the Association,
These By-laws, and
Rules, not being inconsistent with these By-laws, which are made from time to time by the Association in general meeting.

No rule made by the Association in a general meeting invalidates prior acts of the Board that would have been valid if that rule had not been made.

4.02 Board Membership. The Board shall consist of:

(a) the members of the Executive Committee consisting of a President, a President-Elect, a Secretary and a Treasurer;

(b) six directors-at-large;

(c) the immediate Past President who shall act as a Director during the term of the next President, and

- (d) one or more persons who are not members of the Association and who are appointed as a Public Member by the Minister pursuant to Section 12(3)(b) of the Act.

All members of the Board, except the Public Member, must be members in good standing of the Association.

4.03 Election of Officers and Directors. The members, prior to each Annual General Meeting, shall elect the officers and directors of the Association in the manner specified in Section 8 of these By-laws, with the exceptions of the President and Past President, which shall be appointed as outlined in Section 4.04

If, for any reason, the President is unable to serve as Past President, the retiring Past President may be asked to serve a second term as Past President.

4.04 Term of Office. The President Elect will be an elected position and following a term of one (1) year shall be appointed President for a term of one (1) year and then Past President for a term of one (1) year.

The Secretary and Treasurer shall hold office for two years following their election at the Annual General Meeting of the Association or until their earlier resignation or removal by the Board.

Each Director elected shall hold office for a term of two (2) years or until their earlier resignation or removal by the Board.

The retirement and re-election of Directors, Secretary and Treasurer shall be arranged so that the Secretary and 2 Directors shall be elected in one year and the Treasurer and 3 directors shall be elected in the alternate year.

4.05 Vacancy. Resignation from the Board must be in writing and received by the Secretary. A Director shall be removed from the Board for excess absences if they have three unexcused absences from Board meetings in a year. If a Director resigns or is removed from office before the expiry of their term, the Board shall fill the vacancy by inviting one of the candidates for the Board who was not successful in the preceding election to join the Board for the remaining term; or the Board may recruit a candidate who is a member in good standing from the general membership, who shall fill such vacancy until the position is filled by an elected member at the next Annual General Meeting.

SECTION FIVE - PROCEEDINGS OF BOARD

5.01 Calling of Meeting. The Secretary shall, upon request of the President or a Director, summon a meeting of the Board.

5.02 Notice of Meetings. Notice of the time and place of Board meetings shall be given to each Director not less than seventy two (72) hours before the time of the meeting. A notice of a meeting of the Board need not specify the purpose or the

business to be transacted at the meeting, except where the Act requires otherwise.

5.03 Chair of the Board. The President shall be the Chair of the Board and shall, subject to paragraph 5.06, preside at all meetings of the Board and may exercise such other powers and authority and shall perform the duties which the Board may from time to time prescribe. If the President is not present at any meeting, either the President-Elect or Past President shall act as Chair. If neither is present, the Directors present shall choose one of their numbers to chair that meeting.

5.04 Telecommunication. A Director may participate in a Board meeting or a committee of Directors by means of telephone or other communication facilities that permit all Directors participating in the meeting to hear each other, and a Director participating in a meeting by those means is deemed to be present at the meeting.

5.05 Consent Resolution. A resolution or resolutions signed by all of the Directors, as such, without meeting together, whether embodied in the form of minutes of a Board meeting or not, shall be valid and effectual as if passed at a Board meeting duly called and constituted and shall be entered into the minute book of the Association accordingly, and may relate back to any date therein stated to be the effective date thereof. A Director may signify their assent to such resolution or resolutions in writing or by means of telecommunication with respect to which a written record is made.

5.06 Casting Vote. At all Board meetings, every resolution shall be decided by a majority of votes cast on each question. In the case of an equality of votes, the Chair of the meeting shall not be entitled to a second or casting vote in addition to the vote or votes to which they may be entitled as a Director.

5.07 Association Seal. The Board may adopt or change an association seal which shall contain the name of the Association. The Board may cause to be created as many duplicates thereof as the Board may determine.

5.08 Execution of Instruments. The Board may from time to time direct the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed and delivered. In the absence of a Board resolution, any particular instrument or class of instruments may be signed and delivered on behalf of the Association by any person holding the office of President, President Elect, Secretary, Treasurer or any other office created by By-law or by the Board. Any signing officer may affix an association seal to any instrument requiring the same.

5.09 Quorum. Five (5) members of the Board shall constitute a quorum for all meetings of the Board.

5.10 Effects of General Meeting. No rule made by the Association in a General Meeting invalidates prior acts of the Board that would have been valid if that rule had not been made.

SECTION SIX - EXECUTIVE COMMITTEE

6.01 Power of the Officers. Subject to those powers and authority which by law may only be exercised by the Board, the Officers of the Association may exercise respectively such powers and authority and shall perform such duties, in addition to those specified in the By-laws, as may from time to time be prescribed by the Board.

In case of the absence of any officer or employee of the Association or for any other reason that the Board may deem sufficient, the Board may delegate for the time being the powers and authority of such Officer or employee to any other Officer or employee or to any Director of the Association.

6.02 Executive Committee. The Officers of the Association constitute the Executive Committee which shall be responsible for carrying out the decisions of the Board with respect to the management of the Association. Without limiting the foregoing, the Executive Committee shall:

- (a) meet at such intervals as may be determined by the President;
- (b) make recommendations to the Board as to future activities of the Association;
- (c) set meetings of the Board and the agendas for such meetings;
- (d) set the Annual General Meeting and the agenda therefore and to call such other General Meeting of the Association that may be required.

6.03 Duties of the Officers.

6.03.1 President. The President shall be the chief operating officer of the Association and, subject to the authority of the Board, shall have general supervision of the business and affairs of the Association and shall have such other powers and duties as the Board may specify. The President presides at all meetings of the members and of the Board, and is an ex-officio member of all committees of the Association.

6.03.2 President Elect. The President Elect may exercise such powers and authority and shall perform such duties as may from time to time be prescribed by the Board. During the absence of the President or the inability or failure of the President to act, the President Elect shall also have the powers and duties of the office of President.

6.03.3 Secretary. The Secretary shall:

- (a) be the secretary to all Board meetings and meetings of the members, and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings at such meetings;
- (b) give or cause to be given as and when instructed all notices to members,

Directors, Officers, auditors and members of committees of the Board;

- (c) be the custodian of the seal, if any, of the Association and shall have charge of all books, papers, reports, certificates, records, documents, registers and instruments belonging to the Association;
- (d) be responsible for registering or filing of all reports, certificates and all other documents required by law to be registered or filed by the Association;
- (e) collect and receive all annual dues or other fees or assessments approved by the members to the Association by resolution, and ensure that such dues or other fees or assessments be turned over to the Treasurer for deposit in the bank account of the Association;
- (f) serve as Registrar of the Association until such time as the Board appoints an Association Registrar;
- (g) issue membership certificates or cards to members in good standing;
- (h) collect and receive all annual dues or other fees or assessments approved by the members to the Association by resolution, and ensure that such dues or other fees or assessments be turned over to the Treasurer for deposit in the bank account of the Association;
- (i) certify any documents of the Association except when some other officer or agent has been appointed for any such purpose; and
- (j) exercise such other powers and authority for any such purpose and shall perform such other duties as may from time to time be prescribed by the Board or the President.

6.03.4 Treasurer. The Treasurer shall:

- (a) be responsible for the development and review of fiscal procedures and development of an annual budget;
- (b) maintain proper accounting records in compliance with the Act;
- (c) be responsible for the deposit of monies and other valuable effects of the Association in the name and to the credit of the Association in such banks or other depositories as the Board may from time to time designate,;
- (d) shall be responsible for the disbursement of the funds of the Association; and
- (e) render to the President and the Board an account of all financial transactions and of the financial position of the Association whenever so directed; and
- (f) exercise such other powers and authority and shall perform such other duties

as may from time to time be prescribed by the Board or the President.

Whenever the Secretary is also the Treasurer the office may be designated Secretary-Treasurer.

6.04 Variation of Powers and Duties. The Board may from time to time vary, add to or limit the powers, authority and duties of any Officer of the Association.

6.05 Removal and Discharge. The Board may remove any Officer of the Association, with cause, at any time, and may name another person to fill such vacancy until the next Annual General Meeting as described in 4.05.

6.06 Appointment By Board. The Board may also from time to time appoint other agents, lawyers, officers and employees of the Association within or without Canada, who may be given such titles and who may exercise such powers and authority (including the power of sub delegation) and shall perform such duties of management or otherwise, as the Board may from time to time prescribe.

6.07 Association Registrar. In particular, the Board must appoint an Association Registrar who shall have the duties and responsibilities set out in the Act and such other duties as may be delegated to them by the Board.

6.08 Arbitration. A dispute arising from the affairs of the Association and between any members of the Association or between

- (a) a member who is aggrieved and who has for not more than six months ceased to be a member of the Association, or
- (b) a person claiming through the member or aggrieved person or claiming under the by-laws of the Association,

and the Association or a director or officer of the Association, shall be decided by arbitration which shall be under the Arbitration Act unless the By-laws prescribe some other method.

A decision made pursuant to an arbitration is binding on ally parties and may be enforced on application to the Court of Queen's Bench, and unless the By-laws otherwise provide there is no appeal from it.

SECTION SEVEN - COMMITTEES OF THE BOARD

7.01 Standing Committees. The Board shall appoint the following standing committees:

- (a) Registration Committee
- (b) Practice Review Committee
- (c) Discipline Committee.

The function of these committees shall conform to the rules laid down by the Act and By-laws or additional direction laid down by the Board.

Membership of committees will be reviewed and confirmed annually by the Board within 60 days of the date of the Annual General Meeting. Individuals appointed to a committee may have their appointments terminated, or the designation of Chair revoked as the case may be, at any time by the Board.

7.02 Other Committees. From time to time, the Board may form additional standing or ad hoc committees whose function shall conform to the rules laid down by the Board. Once established, the purpose and value of such committees will be reviewed and confirmed annually by the Board within 60 days of the date of the Annual General Meeting.

Unless otherwise stipulated in these By-laws, each committee shall consist of not less than three members in good standing of the Association. Members of committees may be, but are not required to be, members of the Board.

Unless otherwise ordered by the Board each standing or ad hoc committee established by the Board shall have power to fix its quorum at not less than a majority of its members, to elect its Chair, to regulate its procedure and to meet and adjourn as they think proper.

SECTION EIGHT - ELECTION OF OFFICERS AND DIRECTORS

8.01 Appointment of Nominating Committee. The Board shall appoint a Nominating Committee consisting of three (3) members in good standing no later than four (4) months before the Annual General Meeting for the purpose of nominating candidates for the officers and directors-at-large for the ensuing year. The Nominating Committee shall nominate a minimum of one candidate to fill each of the vacant positions of officers and directors-at-large.

The failure of the Board to appoint the committee, or the failure of the committee to nominate any officers or directors-at-large shall not affect the validity of any election of any director-at-large or officer otherwise duly elected in accordance with Section Eight.

8.02 Sending ballots. The Chair of the Nominating Committee shall provide the list of nominees, together with the written consent of each nominee to stand for election as an officer or director-at-large, to the Secretary at least three (3) months prior to the date set for the Annual General Meeting. The Secretary shall publish the nominations at least seventy-five (75) days prior to the date set for the Annual General Meeting. Additional nominations may be received by the Secretary up to forty-five (45) days prior to the date set for the Annual General Meeting, as long as the nominee i) consents in writing to the nomination, ii) is a member in good standing of the Association and, iii) the nomination is signed by at least three (3) other members in good standing of the Association.

The ballot papers and a brief biography of each nominee shall be forwarded to each and every member entitled to vote at the Annual General Meeting. Such notice shall be sent to their last known address at least one (1) month prior to the Annual General Meeting.

Each ballot paper shall contain the name of each nominated candidate and the position, either specific office or director-at-large, for which they have been nominated, and a brief explanatory note stating the maximum number of candidates for which a vote may be cast to make the ballot valid.

8.03 Voting. Voting for a position as an Officer or a director-at-large of the Association commences on the date the ballots are mailed to the members and ends at 5:00 o'clock p.m. on the day immediately prior to the day of the Annual General Meeting or such other date as may be set by the Board.

Each member may cast one vote for each position to be filled but a member need not cast all the votes that they are entitled to cast.

In case of an equal number of votes for any Officer or Director the President shall have a second or casting vote.

8.04 Counting of Ballots. The Secretary or their delegate shall count such ballots as are received prior to 5 o'clock p.m. on the day immediately preceding the Annual General Meeting or such date as may be set by the Board. The Secretary may appoint such returning officers as they deem necessary to assist in the counting of the ballots. Each candidate is entitled to have a scrutineer present during the counting of the ballots.

8.05 Election Announcement. The President shall announce the results of the election at the Annual General Meeting and shall, subject to 8.07 call for a motion for destruction of the ballots and associated election records and material.

8.06 Taking Office. The newly elected officers and directors-at-large shall take office immediately following the close of the Annual General Meeting at which the election results are announced.

8.07 Disputing Election Results. Any objection to the poll as announced will be valid only if made immediately after the announcement and a proper motion for a recount is in order. If such a motion is made and carried, the Chair shall appoint a ballot counting committee of not less than 3 members who shall forthwith recount all ballots. Each candidate is entitled to have a scrutineer present during the re-counting of the ballots.

On completion of the recount the results shall be communicated in writing to the Chair who shall announce it to the Annual General Meeting immediately. Such recount shall be final and binding.

Following the announcement of the poll or of the recount, as the case may be, the ballots and any tally sheets shall be destroyed.

SECTION NINE - GENERAL MEETINGS

9.01 Annual General Meeting. The Annual General Meeting of the Association shall be called by the Board no later than eighteen (18) months following the last Annual General Meeting of the Association and each member in good standing shall receive at least thirty (30) days written notice of such meeting. The notice shall contain a list of the business to be conducted at the meeting.

The business to be conducted at the Annual General Meeting shall be as follows:

- (a) adoption of agenda and rules of order;
- (b) reports of the Officers, Directors and Committee Chairs;
- (c) consideration of the financial statements and auditors report. The members shall consider and approve, if applicable, the auditors report presented including the financial statement for the fiscal year of the Association;
- (d) consideration of motions establishing annual member fees. The Board shall present to the meeting a recommendation as to any change in the annual fees to be paid by each category of member to the Association. If possible the Secretary shall send the recommendation of the Board in this regard to the members with notice of the meeting;
- (e) such further and other business as may be brought before the meeting with or without notice;
- (f) election of the Officers and Directors;
- (g) a motion to destroy ballots, and
- (h) appointment of the auditor.

9.02 Other General Meetings. The President may, and shall at the request of the

Board, call a meeting of the members other than an Annual General Meeting by giving ten (10) days written notice to each member. The President shall call a meeting upon receipt of a petition signed by two-thirds (2/3) of the members in good standing.

9.03 Persons Entitled to be Present. The only persons entitled to be present at a General Meeting are registered members of the Association and such other persons to whom an invitation in writing has been extended upon authority of the Board, the Directors and auditor (if any) of the Association and others who, although not entitled to vote, are entitled or required under any provision of the Act or the articles or By-laws to be present at the meeting.

9.04 Persons Entitled to Vote. Only registered Professional Biologists or and Honorary members of the Association that are in good standing shall be entitled to vote on any matter.

9.05 Chair. The Chair of any meeting of the members shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting:

- (a) the President;
- (b) the President-Elect.

If no such officer is present within fifteen minutes after the time fixed for the holding of the meeting of the members, the persons present and entitled to vote shall choose one of their number then present to be Chair of that meeting.

9.06 Secretary of Meeting. If the Secretary of the Association is absent, the Chair of a meeting of members shall appoint some person, who need not be a member, to act as Secretary of the meeting.

9.07 Quorum. A quorum at a General Meeting is 10 per cent of the registered Professional Biologists or Honorary Biologists in good standing or thirty (30) Professional Biologists or Honorary Biologists in good standing, whichever is less, present in person at the meeting.

If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

9.08 Chair's Casting Vote. In the case of an equality of votes at any General Meeting, the Chair of the meeting shall not be entitled to a second or casting vote in addition to the vote or votes to which they may be entitled as a member except as specified in 8.03.

9.09 Chair's Declaration. At any General Meeting, unless a ballot is demanded, a declaration by the Chair of the meeting that a resolution has been carried or carried

unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.10 Voting by Ballot. If a ballot is demanded by a member entitled to vote at a General Meeting and the demand is not withdrawn, the ballot upon the motion shall be taken in such manner as the Chair of the meeting shall direct. Upon a ballot being called each member who is present in person shall be entitled to vote upon the question. The declaration by the Chair of the meeting that the vote upon the question has been carried, or carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of votes recorded in favour of or against any resolution or question.

9.11 Scrutineers. The Chair or the Secretary at any General Meeting may appoint one or more scrutineers, who need not be members, to count and report upon the results of the voting which is done by ballot.

SECTION TEN - INDEMNIFICATION

10.01 Indemnification of Directors, Officers and Others

(a) Except in respect of an action by or on behalf of the Association to procure a judgment in its favour, the Association shall indemnify and save harmless any person who was or is a party or is threatened to be made a part to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that they are or were

- (i) a Director or Officer of the Association, or
- (ii) a former Director or Officer of the Association, or
- (iii) an employee of the Association, or
- (iv) a duly appointed member of any committee of the Association, whether standing or ad hoc, or
- (v) any other person who, in the unanimous opinion of the Board, is fairly and reasonably entitled to indemnification,

against all costs, charges and expenses, including legal fees (on a solicitor-and-his/her-own-client basis) and including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of holding any such office or having been any of the foregoing, if

- (vi) they acted honestly and in good faith with a view to the best interests of the Association; and
- (vii) in the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, they had reasonable grounds for

believing that their conduct was lawful,

and such indemnity shall extend to the benefit of the heirs and legal representatives of such person.

- (b) The Association may, with the approval of the Court, indemnify a person referred to in subparagraph (a) in respect of an action by or on behalf of the Association to procure a judgment in its favour, to which they are made a party by reason of being or having been a Director or an officer of the Association, against all costs, charges and expenses reasonably incurred by them in connection with the action if they fulfill the conditions set out in subparagraphs (a) (vi) and (vii).

10.02 No Disqualifications. No person who is otherwise entitled to indemnification under these By-laws shall be disqualified from indemnification by reason only of having made an error in judgment, having exhibited a lack of skill, or having made an honest mistake.

10.03 Right of Indemnity Not Exclusive. The provisions for indemnification contained in these By-laws shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any other By-laws, agreement, vote of members or disinterested Directors or otherwise, both as to an action in their official capacity and as to action in any other capacity while holding such office and shall continue as to a person who has ceased to be a Director or officer and shall ensure to the benefit of the heirs and legal representatives of such person.

10.04 Registered Office of Association. The Board shall designate from time to time a registered office of the Association to be located in the Province of Alberta.

SECTION ELEVEN - REMUNERATION AND BORROWING POWERS

11.01 Remuneration. No Director, Officer or Committee Member of the Association shall receive any remuneration unless they are also employees of the Association. However each Director, Officer or Committee Member shall be reimbursed for out of pocket expenses incurred by them in carrying out their duties on behalf of the Association to the extent that such expenses have been approved by the Board.

11.02 Borrowing. The Association may borrow such funds as may be necessary for the proper running of the Association provided that such borrowing shall be approved by a majority of two-thirds (2/3) of the members at a duly called meeting.

11.03 Signing Officers. The Board of the Association shall appoint three signing officers for all financial transactions of the Associations, and the signature of two such signing officers shall be required on all cheques and other instruments disbursing any funds of the Association.

SECTION TWELVE - GENERAL

12.01 Notices. In addition to any other method of service permitted by the Act, any notice or document required by the Act, the Regulations, or the By-laws, may be sent to any person entitled to receive same in the manner set out in the Act for service upon a member or Director and by any means of telecommunication with respect to which a written record is made, notice sent by means of telecommunication shall be deemed to have been given on the first business day after the date upon which the written record is made.

12.02 Waiver of Notice. Any member, Director, officer, auditor or member of a committee may at any time waive any notice, or waive or abridge the time for any notice required to be given to them under any provision of the Act, the Regulations thereunder, the Articles, the By-laws or otherwise, and such waiver or abridgment, whether given before or after the meeting or other event of which the notice is required to be given, shall cure any defect in the giving or in the time of such notice as the case may be.

12.03 Signature on Notice. The signature to any notice to be given by the Association may be lithographed, written, printed or otherwise mechanically reproduced.

SECTION THIRTEEN - AMENDMENT OF REGULATION AND BY-LAWS

13.01 Proposal of Amendments. The Board, or any five (5) members of the Association, may propose an amendment to the By-laws or Regulation.

13.02 Member Advisement. Any proposed amendment approved by the Board shall be sent by the Secretary to each member eligible to vote, in the form of the text of the proposed amendment and an explanation therein, together with a notice of the General Meeting at which the proposed amendment is to be considered.

13.03 Vote On By-Laws. Any proposed Amendment to a By-law may be voted on only in person by members at the Annual General Meeting. A majority of not less than three-fourths (3/4) of such members entitled to vote and present in person is required to pass the Amendment.

13.04 Postal Ballot Procedures. Notwithstanding Sections 13.02 and 13.03, the Board shall authorize that a Regulation amendment or may authorize that a By-law amendment be determined by a postal ballot in accordance with the following procedures:

- (a) the Board shall appoint a Returning Officer and two (2) or more scrutineers from amongst the membership who shall conduct the voting;
- (b) the ballot in a form approved by the Board and consisting of the question to be decided, together with an explanatory note as to the intent of the question

- and the final date for returning the ballot to the Returning Officer, shall be mailed by first class mail to each member;
- (c) ballots shall be accepted by the Returning Officer at the Association's head office address until 17:00 on the 30th day from the date of the mailing of the ballot;
 - (d) scrutineers shall tabulate the vote under the supervision of the Returning Officer who shall report the results of the vote to the Board;
 - (e) the Returning Officer shall destroy all ballots on the instructions of the Board.

13.05 Postal Vote On Regulation and By-Laws The Regulation amendment or By-law amendment conducted by postal ballot must be passed by a majority of not less than three-fourths (3/4) of the ballots received.