



CUMULATIVE ENVIRONMENTAL MANAGEMENT ASSOCIATION REGIONAL MUNICIPALITY OF WOOD BUFFALO

BYLAWS

ARTICLE 1 DEFINITIONS AND INTERPRETATION

Definitions

- 1.1 In these Bylaws, unless the context otherwise requires:
- a) "Act" means the *Societies Act*, R.S.A. 2000, c. S – 14, as amended;
 - b) "Association" means the Cumulative Environmental Management Association;
 - c) "Board of Directors" or "Board" means the Board of Directors of the Association as appointed from time to time under these Bylaws;
 - d) "Caucus" means the subgroups of the Members of the Association as established from time to time by the Association;
 - e) "Director" means a member of the Board of Directors of the Association;
 - f) "Member" means any organization which has applied for and met the requirements for membership of the Association as set out in these Bylaws and Association policies, and has been accepted as a Member by the Board;
 - g) "Officer" means one of the officers of the Association elected according to the provisions of these Bylaws, including the President, Vice-President, Secretary, Treasurer and any other office that the Board may establish;
 - h) "Resolution" means a motion passed by the Members of the Association; and
 - i) "Special Resolution" means:
 - (i) a resolution passed
 - (A) at the Annual General Meeting or Special Meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
 - (B) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,
 - (ii) a resolution proposed and passed as a special resolution at the Annual General Meeting or Special Meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the meeting so agree, or
 - (iii) a resolution consented to in writing or by electronic verification by all the members who would have been entitled at the Annual General Meeting or Special Meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

Interpretation

- 1.2 Except as otherwise stated, references to article and section numbers refer to articles and sections in these Bylaws.
- 1.3 The headings and articles or sections numbers in these Bylaws are inserted for reference purposes only, and in no way define, limit or describe the scope or intent of the Bylaws or any one or more of them.
- 1.4 Words importing the singular include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated associations.

ARTICLE 2 MEMBERSHIP

- 2.1 The Members of the Association are the applicants for incorporation, and those bodies corporate or unincorporated organizations, societies or government agencies or bodies who subsequently became or become Members in accordance with these Bylaws and Association policies, as amended from time to time.



- 2.2 Corporate or unincorporated organizations, societies or government agencies or bodies may apply for membership and are eligible to become a Member on payment of the required fees and assessments and upon acceptance by the Board.

Memberships Not Transferable

- 2.3 The interest of a Member in the Association is not transferable and lapses and ceases to exist upon dissolution or when the period of membership expires (if any) or when the Member otherwise ceases to be a Member in accordance with these Bylaws.

Representatives

- 2.4 A Member that is a corporation, an unincorporated organization, society or government agency or body shall appoint an individual to act as its representative at any meetings of the Association in which the Member is entitled to participate. Such Member may appoint an alternative representative to attend any meeting the representative does not attend.
- 2.5 The representative or alternative representative is entitled to speak and vote and in all other respects exercise the rights of a Member, and that representative is to be recognized as a Member for all purposes at meetings of the Association.
- 2.6 Each Member appointing a representative shall notify the Secretary in writing of the name, address, and telephone number of the representative. Each Member appointing an alternative representative shall notify the Secretary of the Association in writing of the name, address, and telephone number of the alternative representative.
- 2.7 Each Member choosing to end the term of its representative or choosing to appoint a different representative shall notify the Secretary in writing at least ten days prior to the effective date of the changes.

Membership Fees

- 2.8 All Members shall pay a nominal annual membership fee as set by the Board annually.

Compliance with Bylaws

- 2.9 Every Member shall comply with and is bound by these Bylaws.

Membership Termination

- 2.10 Membership in the Association is terminated:
- (a) if the Member sends written notice of the resignation to the Secretary;
 - (b) in the case of a corporation, unincorporated organization, society, government body or agency, on dissolution; or
 - (c) at the discretion of the Board, if a Member is in arrears of payment of any fees or assessments for more than ninety (90) days.
- 2.11 Upon termination, such Member shall immediately pay to the Association any amounts due and owing as a result of its membership in the Association.

Membership Suspension

- 2.12 The Members may, by resolution supported by at least 75% of the Members, suspend or expel a Member for cause, if:
- (a) the Member to be expelled or suspended has been given notice of the Members' meeting at which suspension or expulsion is to be considered; and
 - (b) the Member named in such notice is given an opportunity to make representations to the Members at such meeting.
- 2.13 Upon ceasing to be a Member, no former Member shall be entitled to a refund of any membership fees or other monies paid.



ARTICLE 3 CAUCUSES OF MEMBERS

Establishment of Caucuses

- 3.1 The following four caucuses are hereby established:
- (a) The Aboriginal Caucus
 - (b) The Government Caucus
 - (c) The Industry Caucus
 - (d) The Non-Governmental Organization Caucus
- 3.2 Each corporate, unincorporated organization, society or government body or agency which is currently a Member of the Association or which applies to become a Member of the Association must also apply to become a member of one of the four caucuses, according to the objectives and purpose of the entity which is applying for membership.

ARTICLE 4 BOARD OF DIRECTORS

Board Structure

- 4.1 The Board of Directors shall be established with a total of sixteen (16) Directors, comprised of four (4) Directors appointed by each of the four Caucuses.

Appointment

- 4.2
- (a) The appointment of the Directors by each Caucus shall be completed once per calendar year.
 - (b) With consensus of the Caucus, up to two Directors may be selected from one Member of the Association.
 - (c) If sufficient appointments are not made by each Caucus entitled to appoint individuals as Directors pursuant to these bylaws, the Board of Directors may, subject to these By-laws, appoint as Directors such individuals as the Board deems fit to serve as Directors from any Member of the Association.

Resignation and Removal from the Board

- 4.3 A Director may resign by giving written notice to the Secretary and the Caucus which appointed the Director, if appointed by a Caucus.
- 4.4 The Board may:
- (a) for cause deemed appropriate by the Board, remove a Director from office; or
 - (b) request a Caucus to remove or replace any Director appointed by that Caucus.

Vacancy on the Board

- 4.5 A vacancy occurring among the Directors shall be filled by the Caucus who appointed the vacating Director or by the Board if the vacating Director was appointed by the Board. The Caucus that is entitled to replace a vacating Director under this Article shall, within sixty (60) days of the vacancy arising, deliver written notice to the Board naming the individual who will fill the vacancy, failing which the Board may appoint an individual to replace the vacating Director.
- 4.6 When a vacancy occurs on the Board the remaining Directors may exercise all the power of the Board, if a quorum remains in office.

ARTICLE 5 MANAGEMENT

- 5.1 The Board will manage and direct the affairs of the Association in the name of and on behalf of the Association.
- 5.2 Except when the Act or these Bylaws otherwise require, the duties and powers of the Board are to be exercised by resolution of the Board.



- 5.3 The Board shall have the right and full authority to enter into any agreements for the provision of services to the Association or otherwise, that may be necessary or desirable to achieve the objects of the Association.
- 5.4 The Board may enact and enforce policies regarding the direction and management and operation of the Association, and such policies shall be consistent with these Bylaws.
- 5.5 The Board may make policies:
 - (a) respecting the carrying out of the Association's duties and powers;
 - (b) respecting the calling of meetings pertaining to carrying out the Association's duties and powers and the conduct of business at those meetings;
 - (c) respecting the appointment, removal, functions, powers, duties, remuneration and benefits of employees and agents of the Association and members of a committee;
 - (d) delegating to qualified officers, employees or agents or a committee of the Association, to carry out the Association's duties and powers, except the power to make policies under this article; and
 - (e) respecting the establishment, membership, duties and functions of caucuses, special, standing and other committees or working groups with respect to the Association's duties and powers.

ARTICLE 6 BOARD MEETINGS

Board Meetings

- 6.1 Meetings of the Board shall be called by the President on ten (10) days notice in writing mailed to each of the Board or by five (5) days notice by electronic means or by telephone, unless at least 75% of the Board agree to waive notice of the meeting.
- 6.2 The Board shall meet as often as the affairs of the Association require provided that the Board shall meet not less frequently than four (4) times per calendar year.
- 6.3 Meetings of the Board may be held anywhere authorized by the Board.
- 6.4 Meetings of the Board may be conducted in person or, if agreed to by the Board, by means of electronic or other communication facilities as permits all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.
- 6.5 Notwithstanding anything to the contrary in these Bylaws, a resolution in writing signed by all the Directors shall be valid and effectual as if it had been passed at a meeting duly called and constituted.
- 6.6 Voting by proxy shall only be utilized in accordance with the policies of the Association that have been approved by the Board. Proxies will not be allowed to establish quorum.

Board Meetings Requested

- 6.7 A meeting of the Board may be called at the written request of any five (5) Directors sent to the President stating the business to be discussed at the meeting.
- 6.8 On receipt of the request, the President shall call a meeting of the Board.

Quorum at Board Meetings

- 6.9 A majority of Directors holding office at the time, which includes representation from at least three of the four Caucuses, is a quorum at a meeting of the Board.

Decision Making

- 6.10 Each Director has one (1) vote on matters considered by the Board.
- 6.11 Most votes will be made by a show of hands or electronic vote. Sensitive matters, as determined by the President, may be voted on by secret ballot.
- 6.12 If there is a tied vote, the motion is lost.
- 6.13 Each Director present at a meeting shall vote on all motions. subject to the requirements of law, the Bylaws and policies of the Association.



ARTICLE 7 OFFICERS

Officers of the Board

- 7.1 The Directors shall elect a President from among themselves to hold office for a two year term. The expiration of the term of the President shall be staggered with the expiration of the term of the Vice-President.
- 7.2 The Board shall elect one Director as Vice-President from among themselves to hold office for a two year term. The expiration of the term of the Vice-President shall be staggered with the expiration of the term of the President.
- 7.3 The Board shall elect one Director as “Secretary” and one Director as “Treasurer” from among themselves to hold office for a two year term.
- 7.4 The Board may establish other offices, or change the titles of offices, and prescribe the powers, duties and functions of each office.

ARTICLE 8 DUTIES OF BOARD MEMBERS

President

- 8.1 The President shall be the Chairperson of the Board and:
 - (a) shall preside at all meetings of the Board and the Membership;
 - (b) is an ex-officio member of all committees of the Board and all committees of the Association;
 - (c) shall present a report of the activities of the Board to Members of the Association at the Annual General Meeting;
 - (d) may, with approval of the Board, delegate powers and duties as necessary; and
 - (e) is responsible for such other matters as the Board may determine.

Vice-president

- 8.2 The Vice-president, in the absence or disability of the President, shall perform the duties and exercise the powers of the President and shall perform such other duties as may be designated by the Board.

Secretary

- 8.3 The Secretary is responsible for:
 - (a) ensuring proceedings of all meetings of the Association and the Board are recorded, and for the preparation and custody of the minutes of those meetings;
 - (b) ensuring that a record of all of the Members of the Association and their addresses is maintained;
 - (c) the custody of the seal of the Association and the book and records of the Association, except financial records;
 - (d) ensuring that notice is given for all meetings of the Association and the Board in accordance with the Bylaws; and
 - (e) all such other matters as the Board may determine.
- 8.4 The Secretary, with the approval of the Board, may delegate the duties of the office as required.

Treasurer

- 8.5 The Treasurer is responsible for:
 - (a) the receipt of all money paid to the Association;
 - (b) opening and operating accounts, and for the deposit of funds in any bank, treasury branch, trust company or any credit union of which the Board approves;
 - (c) accounting for the real and personal property of the Association and the preparation and custody of such financial records as are necessary;
 - (d) presenting a financial statement to the Board as required;
 - (e) presenting a financial statement at the Annual General Meeting;
 - (f) ensuring the preparation of the budget for presentation at the Annual General Meeting for approval; and
 - (g) such other matters as the Board may determine.



8.6 The Treasurer, with the approval of the Board, may delegate the duties of the office as required.

Re-assigning Functions

8.7 The Board may reassign all or some of the functions of the Officers, including all or some of the functions of the President, Vice-President, Secretary or Treasurer to another Director, employee of the Association, or other person designated by the Board.

Agreements, Contracts and Commitments

8.8 An agreement, contract, or other commitment entered into by the Association shall be entered into in accordance with policies established by the Board.

Removal of Offices and Functions

8.9 The Board may remove an office from a Director or remove all or part of the functions of the office, at its sole discretion.

Committees

8.10 The Board may appoint from time to time such committees and working groups that the Board may consider necessary to carry out the objectives of the Association and establish terms of reference for any such groups.

8.11 All committees and working groups shall report to the Board.

8.12 No committee or working group shall represent the Association in any matter relating to or concerning the Association unless it has been authorized to do so by the Board.

Indemnity to Directors, Officers and Others

8.13 The Association hereby indemnifies and saves each and every present and former Director, Officer, and delegate, together with any Member who sits or who has sat on any Association committee at the request of the Association (each an "Indemnified Party" and collectively, the "Indemnified Parties") and each of their respective heirs and legal representatives, harmless from and against all amounts, losses, costs, charges, damages, and expenses of whatsoever nature or kind that become payable, including an amount paid to settle an action or satisfy a judgment, and including legal costs (on a solicitor and his own client basis) that are reasonably incurred by an Indemnified Party in respect of any civil, criminal or administrative action or proceeding to which the Indemnified Party is made a party by reason of or arising out of or in any way incidental to the Indemnified Party holding or having held such position with the Association, PROVIDED THAT the Indemnified Party:

(a) acted honestly and in good faith with a view to the best interests of the Association;

(b) acted with the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and

(c) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Indemnified Party had reasonable grounds for believing their conduct was lawful.

8.14 The indemnity granted herein shall apply notwithstanding any fees or other remuneration paid to the Indemnified Party while serving in any capacity with the Association.

8.15 Nothing herein shall relieve an Indemnified Party from the duty to act in accordance with these Bylaws or the provisions of the *Societies Act*, as amended and the regulations thereunder or from liability for any breach thereof.

ARTICLE 9 MEMBERS' MEETINGS

Annual General Meeting

9.1 The Annual General Meeting of the Members shall be held once each financial year at such a time, date and place as the Board specifies.



- 9.2 At each Annual General Meeting, a report from the President and Treasurer shall be presented or provided to the Members present.
- 9.3 Notice of an Annual General Meeting shall be given to the Members in writing or by electronic means of communication at least twenty-one (21) days before the date of the meeting. The notice shall specify the date, time and place of the meeting and the general nature of the business to be conducted.

Special Meetings

- 9.4 Every meeting of the Members that is not an Annual General Meeting is a Special Meeting of the Members.
- 9.5 A Special Meeting of the Association may be called:
- (a) by the Board, at any time, by giving to each Member at least twenty-one (21) days' notice in writing or by electronic means of communication, specifying the date, time, and place of the meeting and the general nature of the business to be conducted;
 - (b) by the Members by at least one third of the Members notifying the Secretary in writing of their desire to have a meeting and the purpose of it.
- 9.6 On receipt of a notice from sufficient Members as outlined in Article 9.5, requesting a Special Meeting, the President or Vice-President shall arrange for a Members' meeting and give notice of it in accordance with Article 9.5(a).

Quorum and Voting at Members' Meetings

- 9.7 A majority of Members in good standing constitute a quorum at any Members' meeting.
- 9.8 A Member is entitled to one vote on each motion or matter to be voted upon at all Members' meetings.
- 9.9 Meetings of the Members may be conducted in person or by means of electronic or other communication facilities as permits all persons participating in the meeting to hear each other, and a person participating in a meeting by such means is deemed to be present at the meeting.
- 9.10 Notwithstanding anything to the contrary in these Bylaws, a resolution in writing signed by all of the Members shall be valid and effectual as if it had been passed at a meeting duly called and constituted.
- 9.11 The accidental omission to give notice of a meeting to a Member or the fact that a Member does not receive notice of the meeting does not invalidate proceedings at the meeting.

ARTICLE 10 FINANCIAL MATTERS

- 10.1 The annual budget of the Association, and any amendments to it, shall be approved annually by the Board in accordance with Association policies.
- 10.2 The Board shall designate the signing authority on the bank accounts of the Association. At least two signatures shall be required to authorize any payments.
- 10.3 The Board will establish membership fees on an annual basis.
- 10.4 All funds received by the Association from fees or assessments shall be:
- (a) deposited into an account maintained in the name of the Association, to be used or invested as required, and
 - (b) properly recorded and accounted for, and for which receipts are to be provided on request.
- 10.5 The Board may raise or acquire revenue by any other means it considers appropriate.

Borrowing Powers

- 10.6 For the purpose of carrying out the objects of the Association, the Board may borrow or raise or secure the payment of money in any manner the Board determines.
- 10.7 In accordance with the Act, no debentures may be issued without the sanction of a Special Resolution of the Members.

No Profit for Members

- 10.8 The operation of the Association shall be carried on without the purpose of gain for its Members, and any accretions to the Association shall be used to promote the objects of the Association.



10.9 The Association is a not for profit organization.

Financial Year

10.10 The financial year of the Association in each year shall be January 1st to December 31st.

Financial Accountability

- 10.11 The financial records of the Association shall be audited at least once each financial year by an independent duly qualified certified general accountant, certified management accountant or chartered accountant appointed by the Members at the Annual General Meeting.
- 10.12 The auditor's report shall be presented at the Annual General Meeting or, if it is not then available, made available to the Directors and Members as soon as it is available.

Honorarium or Remuneration

10.13 Directors, Officers or Members are not to receive any honorarium or remuneration in the course of their duties unless authorized by the Board in accordance with Association policies.

ARTICLE 11 ANNUAL REPORT

Annual Report

- 11.1 The Association shall prepare an annual report for each financial year of the Association, including:
- (a) a list of the Members, Directors and Officers of the Association;
 - (b) a report on the articles, objects, purposes and Bylaws of the Association and any amendments made to them;
 - (c) a report on the activities of the Association; and
 - (d) the audited financial statement of the Association.

ARTICLE 12 INSPECTION OF RECORDS

Inspection of Association Records

12.1 The books and records of the Association may be inspected by any Member at the Annual General Meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same.

ARTICLE 13 ALTERATIONS, ADDITIONS OR REVOCATIONS OF THESE BYLAWS

13.1 These Bylaws may only be rescinded, altered or added to if the rescission, alteration or additions is approved by a Special Resolution of the Members as required under the Act.

ARTICLE 14 WINDING UP

- 14.1 The Association shall not be voluntarily wound up unless a Special Resolution is passed by the Members.
- 14.2 Subject to the Act, upon or in contemplation of the winding up of the Association, the Directors shall, to the extent allowed by law, after the payment of all debts owed by the Association, transfer all assets and properties of the Association to non-profit organizations or charities having objects similar to those of the Association.

ARTICLE 15 HEAD OFFICE AND SEAL

Head Office

15.1 The head office of the Association shall be located at such place in the Regional Municipality of Wood Buffalo as the Board determines.



Seal

15.2 The seal of the Association shall be kept in the custody of the Secretary and shall only be affixed to documents signed on behalf of the Association that the Board authorizes and in the presence of such Officers as the Board may prescribe.

DATED at the City of Fort McMurray in the Province of Alberta, to be effective the 9th day of June, 2000.

REVISED at the City of Fort McMurray in the Province of Alberta, to be effective the 30th day of September, 2003.

REVISED at the City of Fort McMurray in the Province of Alberta, to be effective the 24th day of February, 2004.

REVISED at the City of Fort McMurray in the Province of Alberta, to be effective the 22nd day of April, 2010.

REVISED at the City of Fort McMurray in the Province of Alberta, to be effective the 21st day of March, 2013.