



ARTICLE 1: NAME

The name of the Society shall be the Alberta Society of Health and Safety Professionals (ASHSP)

ARTICLE 2: DEFINITIONS

- 2.1 “ASHSP” means the Alberta Society of Health and Safety Professionals.
- 2.2 “Board” means the Board of Directors elected pursuant to these Bylaws.
- 2.3 “Director” means a director on the Board.
- 2.4 “Bylaws” means the provisions of this document.
- 2.5 “Member” means an individual member of the Alberta Society of Health and Safety Professionals.
- 2.6 “Policies” means the formal policies, procedures, and guidelines adopted by the Board of Directors under the authority of these Bylaws to govern the conduct, operations, and decision-making of the Society.
- 2.7 “Societies Act” means the *Alberta Societies Act*, R.S.A. 2000, c. S-14, as amended from time to time, and any regulations enacted under it.
- 2.8 “Special Resolution” means a resolution passed by a majority of not less than seventy-five percent (75%) of the voting Members present in person, virtually, or by proxy at a General Meeting of which not less than twenty-one (21) days’ notice specifying the intention to propose the resolution has been duly given.

ARTICLE 3: POWERS OF THE SOCIETY

In addition to any other powers conferred by these Bylaws, the Society may do such things as it considers appropriate to advance the objects of the Society and but not so as to limit the foregoing, the Society may:

- 3.1 Purchase, take in, exchange, hire, construct, and otherwise acquire and hold, sell, mortgage, hypothecate, lease out, or otherwise deal with any real or personal property.
- 3.2 The funds and property of the society shall be used and dealt with for its legitimate objects only and in accordance with these Bylaws.
- 3.3 Draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, and other negotiable and transferable instruments.
- 3.4 Engage such employees and contractors as needed.
- 3.5 Expend the moneys of the Society in the advancement of its objects and the interest of the Society, in such manner as may seem expedient.
- 3.6 Establish and maintain such offices and agencies as may be deemed efficient.
- 3.7 Provide for the eligibility, nomination, election, number, and term of office and duties of members of the Board and committees.
- 3.8 Invest and deal with any moneys and funds of the Society which are not immediately required, in such manner as may seem expedient.
- 3.9 Improve, manage, develop, exchange, dispose of, turn to account, or otherwise deal with the real or personal property of the Society.
- 3.10 Borrow money for the use of the Society on its credit limit or increase the amount to be borrowed, issue bonds, debentures, debenture stock, and other securities on the credit of the



Society, and pledge or sell such securities for such sums or at such prices as may be deemed expedient. Debentures can only be issued by a Special Resolution of the members.

- 3.11 Establish categories of membership in the Society, and prescribe the privileges, obligations, and conditions of membership.
- 3.12 Fix and collect fees.
- 3.13 Prescribe the qualifications as to education, character, and experience required by any person before being registered as a member in the Society.
- 3.14 Do such things as are incidental or necessary to exercise these powers.

ARTICLE 4: MEMBERSHIP

There shall be five (5) classes of membership in the Society: Professional, Practitioner, Associate, Candidate/In-Training and Honorary.

- 4.1 **PROFESSIONAL.** A Professional Member reflects the highest level of competency, certification, and professional experience. Members in this category are fully qualified professionals capable of independent practice and leadership. A Professional Member:
 - 1) Holds a recognized professional designation in Safety, Hygiene, or Occupational Health Nursing as determined and recognized by the Registration Committee;
 - 2) Meets all financial obligations with respect of Professional Membership; and
 - 3) Pays the fees prescribed by the Society.
- 4.2 **PRACTITIONER.** A Practitioner Member represents specialized or technical expertise within a defined scope of practice. Members in this category work independently in technical roles or under the direction of professionals. A Practitioner Member:
 - 1) Holds a recognized professional designation in Safety, Hygiene, or Occupational Health Nursing as determined and recognized by the Registration Committee;
 - 2) Meets all financial obligations with respect of Professional Membership; and
 - 3) Pays the fees prescribed by the Society.
- 4.3 **ASSOCIATE.** An Associate Member may include individuals with recognized credentials who do not intend to pursue a higher classification within the Society. This category is suitable for individuals with expertise in areas relevant to occupational health and safety. An Associate Member:
 - 1) Holds a recognized associate-level designation, as determined and recognized by the Registration Committee;
 - 2) Meets all financial obligations with respect of Associate Membership; and
 - 3) Pays the fees prescribed by the Society.
- 4.4 **CANDIDATE/IN-TRAINING.** A Candidate/In-Training Member is entitled to all the privileges and responsibilities of membership in this Society, except voting and serving on the Board. This category is suitable for those in junior roles or supervised positions while progressing to a higher membership level. A Candidate/In-Training Member:
 - 1) Candidate/In-Training Members are individuals gaining experience, completing education/training, and/or working toward certification;



- 2) Re-certifies annual their Candidate/In-Training status;
- 3) Meets all financial obligations with respect of Candidate/In-Training Membership; and
- 4) Pays the fees prescribed by the Society.

4.5 HONORARY. Honorary Member. An Honorary Member is entitled to all the privileges and responsibilities of membership in this Society, except voting and serving on the Board, and:

- 1) Shall have rendered exceptional service to the Society; or
- 2) Is an acknowledged authority within their classification; and
- 3) Is no longer employed within their profession or has retired; and
- 4) Has been granted Honorary Member status upon a seventy-five (75%) per cent majority vote of the Board of Directors.

ARTICLE 5: RIGHTS AND PRIVELEDGES OF MEMBERSHIP

All Members regardless of their class of Membership shall be subject to the following rights and privileges.

- 5.1 Shall have access to the Society Bylaws and Member Policies.
- 5.2 Shall be eligible to attend all Annual General Meetings and Special Meetings of the Society.
- 5.3 Shall be eligible to attend all Society functions such as seminars, workshops, and conventions at the preferential rate set by the Board.
- 5.4 Shall be eligible to serve on committees performing Society business.
- 5.5 Only Professional and Practitioner Members are eligible to vote at any meeting of the Society.
- 5.6 Membership dues shall be as determined annually by the Board and, once paid, are non-refundable.
- 5.7 A Member may be suspended if:
 - (i) Financial obligations to the Society are unpaid in excess of sixty (60) days from the original date of billing; or
 - (ii) They have been suspended or have been found guilty of unprofessional conduct by the ASHSP and/or the individuals' certifying body; or
 - (iii) The member is, or has been, engaged in any conduct or activity that undermines ASHSP or its objectives.
- 5.8 The Board of Directors may impose an application fee and reinstatement fee for membership at their discretion.
- 5.9 A Member may voluntarily terminate membership in the Society upon giving written notice to the Society office.
- 5.10 Membership in the Society may be terminated for breach of the codes and standards or governing documents of the Society.
 - (i) A Member terminated for cause may be permanently ineligible for membership in the Society.
 - (ii) A Member whose membership is terminated shall be notified in writing and may appeal the decision in accordance with the Member Conduct Policy or applicable process as determined by the Board.



ARTICLE 6: MEETINGS OF THE MEMBERS

There shall be two classes of Meetings of the Members, Annual General and Special.

- 6.1 Annual General Meeting. The Annual General Meeting of the Members shall be held between sixty (60) and one hundred eighty (180) days following the end of the fiscal year of the Society for the purpose of:
- (i) Election of the Board of Directors.
 - (ii) Receipt and approval of the Auditors Report.
 - (iii) Consideration of all other business contained in the Notice of Meeting.
- 6.2 Special Meeting. A Special Meeting of the Members may be called by the Board of Directors or at the petition of twenty-five percent (25%) of the Professional and Practitioner members, for the purpose of considering such business contained in the Notice of Meeting.
- (i) The date, time and location of a Special Meeting of the Members must be set within ten (10) days of the receipt of a petition from the Professional and Practitioner Members and the date shall be no later than forty-five (45) days from the receipt of the petition.
 - (ii) Only the business set out in the Notice of Special Meeting shall be considered at a Special Meeting.
- 6.3 Notice of Meeting. Notice of a Meeting of the Members shall be distributed to all Members by electronic mail at least thirty (30) days prior to the date of the meeting.
- (i) The Notice shall specify the date, time and location of the Meeting and shall contain a Notice of any and all business to be considered at the Meeting.
- 6.4 Proxy Votes. At any Meeting of the Members, a Member may vote by Proxy provided that:
- (i) They hold Membership in good standing at the date and time of the Meeting.
 - (ii) They hold a Class of Membership that permits voting privileges.
 - (iii) If the Member has appointed another Member to carry their Proxy, the appointed Member must:
 - a) Hold a Class of Membership that permits voting privileges.
 - b) Attend the Meeting in person/virtually to which the Proxy applies.
 - c) Not hold more than one (1) additional Proxy for a total of two (2) Proxy votes.
 - (iv) A Proxy who does not comply with all the requirements of the Bylaws is null and void and has no force and effect.
- 6.5 Quorum. Quorum at a Meeting of the Members of the Society shall be the total Members present at a meeting.
- 6.6 Voting. Only those Members that hold a Class of Membership that permits voting privileges may vote in person/virtually or by Proxy at a Meeting of the Members of the Society. In any decision made, the opinion of each Voting Member present has equal weight.
- (i) A vote shall be cast by the raising of hands, raising of a voting card or online voting mechanism.
 - (ii) A Member can move that a vote be taken (a) by ballot, (b) by roll call, or (c) by a counted standing vote, especially if a division of the assembly has appeared inconclusive and the Chair neglects to order a count.
 - (iii) At the Board's invitation, Members may vote in person, via email, via telephone, or in any other manner which the Board deems appropriate and which enables Members to participate. Members participating in any such manner are considered to be present at the Meeting.



- 6.7 With the exception of resolutions regarding Bylaw amendments, any resolution passed at an Annual General Meeting or Special Meeting, however conducted, is not binding on the Board of Directors, but shall be considered by it at its next meeting.
- 6.8 Electronic Meetings. Notwithstanding anything contained in these Bylaws, the Board of Directors may determine that a Meeting of the Members be held entirely by means of telephonic, electronic, or other virtual communications that provided that all participants can hear each other.
- (i) In the event such a Meeting is to be held, the Board of Directors shall establish the procedures for the conduct thereof including, without limitation, the procedures for voting by telephonic, electronic or other virtual communications capability.
 - (ii) Participation in a meeting held by electronic means as outlined above shall constitute presence of the Member at the meeting.

ARTICLE 7: BOARD OF DIRECTORS

The Board of Directors of the Society shall be comprised of a minimum of five (5) to a maximum of fifteen (15) Directors.

- 7.1 The Board of Directors shall control and administer the affairs of the Society.
- (i) The Board of Directors retains ultimate decision-making authority over all governance, financial, and strategic matters of the Society.
 - (ii) The Executive Committee shall be responsible for the review and preliminary approval of key governance and financial matters, with recommendations submitted to the Board of Directors for final ratification.
- 7.2 The Board of Directors may also, subject to these Bylaws, make Policies with respect to all aspects of the governance and management of the Society.
- 7.3 The Board of Directors shall ensure that:
- (i) All Policies and Bylaws of the Society shall be available for inspection by any person at all reasonable times during business hours, free of charge.
 - (ii) The Bylaws and any amendments thereto are ratified by a special resolution of the voting Members present in person, virtually, or by proxy at an Annual General Meeting, provided that the amendment has been submitted to the Members no less than thirty (30) days prior to the Meeting.
- 7.4 Each member of the Board, other than the Chief Executive Officer (CEO) if any, shall be a Professional or Practitioner Member in good standing, a resident of Alberta, and shall not have been found to have committed professional misconduct.
- 7.5 The Chair shall be a Professional or Practitioner Member in good standing who has served at least two (2) years on the Board of Directors within the immediate previous four (4) years.
- 7.6 The Immediate Past Chair, if willing to serve, shall serve for one (1) year as a voting member of the Board with all rights and responsibilities of a Director and shall be counted within the range of Directors.
- (i) If the Immediate Past Chair is unwilling or unable to serve, the position shall remain vacant and shall not be counted toward quorum or voting requirements for Officers.
- 7.7 The CEO shall be ex officio non-voting member of the Board and an ex officio non-voting Officer.



- 7.8 The Chair, Vice-Chair, Secretary, Treasurer and CEO shall be the signing authorities on behalf of the Society.
- 7.9 Limitations of Liability. No Director, Officer, employee, contractor, or volunteer of the Society shall be liable for:
- (i) The acts, negligence, or defaults of any other Director, Officer, employee, contractor, or volunteer of the Society.
 - (ii) Any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm, or corporation dealing with the Society.
 - (iii) Any loss, damage, or claim that may occur due to the execution of the normal and ordinary duties of that Director, Officer, employee, contractor, or volunteer; unless the same shall occur as the direct or indirect result of the fraud, dishonesty, gross negligence, or bad faith of that Director, Officer, employee, contractor, or volunteer.
- 7.10 Indemnity. Every Director, Officer, employee, contractor, or volunteer of the Society (i.e., individual) shall be indemnified and saved harmless by the Society from and against all costs, charges, damages, and expenses whatsoever which such Director, Officer, employee, contractor, or volunteer sustains or incurs in any action, suit, claim, or proceeding which is brought, commenced, or prosecuted against that individual for or in respect of any act, matter or thing done by that individual in the normal and ordinary course of duties except where such action, matter, or thing has been done or permitted to be done by that individual as a result of that individual's own fraud, dishonesty, gross negligence, or bad faith.
- 7.11 Directors and Officers shall be reimbursed for expenses in accordance with the Travel and Expense Policy of the Society.
- 7.12 The Board of Directors shall meet as required at a time and place convenient to the majority of the Board, but no less frequently than once every three (3) months.
- (i) Board meetings shall be called by the Chair or by request of one third (1/3) of the Directors.
 - (ii) The Board may meet in person, online/virtually, or by using any technology provided that the format allows all persons participating to do so at the same time.
 - a) Notwithstanding this, the Board may vote on resolutions in person, via mail, or via electronic transmission, and provided appropriate notice has been given, the date by which votes are to be received shall be deemed to be the date of the Board Meeting as if one had been held.
 - (iii) Quorum at a meeting of the Board of Directors shall be a simple majority of the filled positions.
- 7.13 The Secretary shall cause appropriate written minutes of each meeting of the Board of Directors to be recorded.
- 7.14 Terms of Office.
- (i) Upon election, Directors of the Society shall serve for a two (2) year term.
 - (ii) Directors of the Society are eligible to serve for a maximum of three (3) consecutive terms.
 - (iii) A Director who has served six (6) consecutive years on the Board shall sit out at least one (1) year and after such time is eligible to seek re-election.
- 7.15 The Society shall ensure that there is a process for nominations to the Board of Directors and that such nominations are presented and reviewed by the Executive Committee.



- (i) At least sixty (60) days prior to the Annual General Meeting, all Members shall be notified of the forthcoming election and the process, including the deadline, for submitting nominations which shall be no earlier than thirty (30) days prior to the Annual General Meeting.
 - (ii) Immediately following the deadline for receiving nominations, the Executive Committee shall review all nominations, ensuring that each candidate is eligible for election to the Board and that the nominee has confirmed in writing the willingness to stand for election.
 - a) The Executive Committee may further screen nominations by whatever means it deems appropriate to develop a balanced slate of candidates.
 - (iii) The Executive Committee will provide their recommendations on the selection of individuals for nomination to the Board of Directors for approval.
 - (iv) The slate of nominees for election will be distributed to the membership as part of the Notice of Meeting.
- 7.16 All members elected at the Annual General Meeting shall take office effective as of the first Board of Directors meeting, or within thirty (30) days after the Annual General Meeting, whichever is earliest.
- 7.17 At the Annual General Meeting, the Vice-Chair shall read the list of nominees as a single slate to the membership and submit to the Chair.
- 7.18 Any Officer or Director may be removed for cause from the Board of Directors by a two-thirds (2/3) majority vote of the Board.
- 7.19 In the event of a vacant position on the Board of Directors, the Chair may appoint a qualified Professional or Practitioner Member to the vacant office to serve the balance of the available term.
- 7.20 Public Member Appointment. The Board of Directors may include up to one (1) Public Member. A Public Member is an individual who is not, and has never been, eligible for membership in any class of the Society. The purpose of this position is to provide independent public perspective and contribute to transparency and accountability in governance. The Public Member shall:
- (i) Be appointed by resolution of the Board of Directors for a term of up to two (2) years.
 - (ii) Serve as a non-voting member of the Board, not counted within the maximum number of Directors permitted under these Bylaws.
 - (iii) Be eligible for reappointment, subject to the term limits established for all Directors.
 - (iv) Be a resident of Alberta and meet the same standards of conduct and fiduciary responsibility expected of all Directors.

ARTICLE 8: OFFICERS

From among the Board of Directors, the Chair, Vice-Chair, Secretary, Treasurer and Past-Chair (if applicable) shall be appointed to hold the position as an Officer of the Society. The CEO is an ex officio non-voting, Officer.

- 8.1 Officers shall serve in their position for two (2) years.
- 8.2 The Board of Directors shall establish an Executive Committee composed of the Chair, Vice-Chair, Treasurer, Secretary and Past-Chair (if applicable), with the CEO serving as a non-voting member. The Executive Committee is responsible for:
- (i) Reviewing and recommending approval of annual financial statements and audit reports;



- (ii) Pre-approving proposed Bylaw amendments;
 - (iii) Reviewing major strategic initiatives and policies prior to their presentation to the Board of Directors, and
 - (iv) Providing governance recommendations to the Board of Directors.
- 8.3 The Chair shall:
 - (i) Chair all meetings of the Society and the Board of Directors;
 - (ii) Have general supervision of all activities of the Board; and
 - (iii) Be the official spokesperson of the Board.
- 8.4 The Vice Chair shall:
 - (i) Assist the Chair;
 - (ii) In the absence of the Chair, preside over meetings of the Society or Board of Directors;
 - (iii) Fulfill the responsibilities of the Chair until the next Annual General Meeting in the event of the resignation or incapacity of the Chair;
 - (iv) Expect to be a successor to the Chair and serve accordingly; and
 - (v) Perform other duties applicable to the office requested by the Board.
- 8.5 The Secretary shall:
 - (i) Cause accurate minutes of all meetings of the Members and the Board of Directors to be kept;
 - (ii) Serve as the Chair of the Governance Review Committee;
 - (iii) Ensure that accurate and sufficient documentation exists to meet legal requirements and to enable authorized persons to determine when, how, and by whom the Board's business was conducted.; and
 - (iv) Perform other duties applicable to the office requested by the Board.
- 8.6 The Treasurer shall:
 - (i) Serve as the Chair of the Finance Committee;
 - (ii) Cause all monies belonging to the Society to be deposited in the financial institution of the Society;
 - (iii) Cause accurate accounting records and books of account to be maintained for the Society;
 - (iv) Cause the preparation of an Annual Budget for presentation and approval of the Board;
 - (v) Submit a written report to the Annual General Meeting of the Members; and
 - (vi) Perform other duties applicable to the office requested by the Board.
- 8.7 Immediate Past Chair (if applicable) shall:
 - (i) Serve as an Officer of the Society for a one (1) year term following the immediate conclusion of their term as Chair;
 - (ii) Provide continuity and institutional knowledge to the Board and Executive Committee.
 - (iii) Support the Chair and Vice-Chair in leadership transitions;
 - (iv) Participate as a full voting member of the Executive Committee; and
 - (v) Perform other duties applicable to the office as requested by the Board.
- 8.8 The Chief Executive Officer shall:
 - (i) Be responsible for the implementation of the Society's goals and policies by planning, directing, and coordinating all its activities in accordance with the Bylaws, Regulations, Policies, and the Society's strategic plan; and



- (ii) Perform other duties applicable to the office in accordance with the contract or employment agreement with the Society.

ARTICLE 9: COMMITTEES

The Board of Directors may form Committees, task groups or other working groups to assist with the objectives of the Society and the terms of reference for such Committees shall be set by the Board.

ARTICLE 10: CONTROL AND AUDIT

The following financial controls and practices shall be followed by the Society.

- 10.1 The fiscal year of the Society shall be April 1 to March 31 of each year, or as determined by the Board of Directors.
- 10.2 Subject to the provisions of the *Alberta Societies Act*, *Freedom of Information and Protection of Privacy Act*, and other applicable legislation, the records, books, list of past and present Members, and the minutes of meetings of members of the Society shall:
 - (i) Be maintained for at least seven (7) years;
 - (ii) Be available for inspection by a member upon reasonable notice to the Secretary; and
 - (iii) Be disposed of at the discretion of the Board of Directors.
- 10.3 The minutes of Annual General and Special Meetings of the Members shall be made available to Members.
- 10.4 The Executive Committee shall conduct an initial review of the annual financial statements, audit reports, and any other financial matters deemed significant. The Committee will make a recommendation to the Board based on its review.
 - (i) Under normal circumstances a Compilation Engagement Report will be undertaken, however the Board of Directors may elect that a Review Engagement or an Audit be performed where circumstances indicate or upon the recommendation of the accountant.
 - (ii) The Members shall appoint a firm of designated professional Accountants to perform a review of the financial records at the end of each fiscal year.
- 10.5 The financial books and records of the Society may be inspected by any Professional or Practitioner Member upon giving adequate notice to the Treasurer.

ARTICLE 11: DISSOLUTION

The Society may be dissolved, and the remaining assets donated to a related Society or to a registered charity upon a special resolution approved by seventy-five (75%) per cent of the members in attendance either in person or online/virtually at an Annual General or Special Meeting of the Members by which twenty-one (21) days' notice specifying the intention and purpose of the special resolution has been duly given.

ARTICLE 12: BOARD-INITIATED AMENDMENTS TO BYLAWS

These Bylaws may be amended at any time by a seventy-five percent (75%) vote of the Board of Directors. Any such amendment shall take effect immediately upon Board approval but must be ratified by a special resolution of seventy-five percent (75%) of the voting Members present in person, virtually, or by proxy at the next Annual General Meeting.

- 12.1 The Board shall advise the Members in writing of Bylaw amendments within thirty (30) days of the passage thereof.



- 12.2 If such ratification is not achieved, the amendment shall cease to have force and effect from the date of the General Meeting; however, the failure to ratify shall not invalidate or negate any actions, decisions, or proceedings that were undertaken in good faith pursuant to the amendment during the period it was in effect.

ARTICLE 13: MEMBER-INITIATED BYLAW PROPOSALS

Members may propose new Bylaws or amendments to existing Bylaws by submitting them in writing to the Secretary at least sixty (60) days prior to an Annual General Meeting. Such proposals must be signed by no fewer than two (2) Professional or Practitioner Members in good standing. Proposed amendments received in this manner shall be included in the Notice of Meeting and considered by the Members at the Annual General Meeting.