



United Conservative Party of Alberta Governance Manual. Approved as
of Dec. 1, 2019

Note: Article 10.1.2 of the United Conservative Party of Alberta (UCPA) bylaws requires a governance manual that includes a standing committee list and rules governing:

- The conduct, selection and review of the Leader;
- Constituency Associations
- The conduct of Caucus; and,
- Dispute resolution

Since the UCPA AGM held in December 2019, member passed rules are silent on the conduct, selection and review of the Leader, the conduct of Caucus, and dispute resolution. As always, members are encouraged to develop policy and governance resolutions to be debated at a UCPA AGM.

RULES GOVERNING CONSTITUENCY ASSOCIATIONS

1. PREAMBLE

1.1. These Constituency Association Rules ("Rules") shall constitute the rules and procedures for the establishment and governance of United Conservative Party Constituency Associations pursuant to the UCPA Bylaws.

2. DEFINITIONS - IN THIS DOCUMENT THE FOLLOWING TERMS ARE DEFINED AS FOLLOWS:

2.1. "Annual General Meeting" means a meeting of the Constituency Members provided for in these Rules at which, among other things, the Directors are annually elected to the CA Board;

2.2. "Applicable Laws" means the Election Ad, RSA 2000, c E-1, the EFCDA and such other legislation as may, from time to time, be in effect governing the operations, financing and disclosure by Constituency Associations;

2.3. "Association" means the United Conservative Association;

2.4. "Constituency Association Board ('CA Board')" means the board of Directors of the Constituency Association;

- 2.5.** "Bylaws" means the Bylaws of the Association;
- 2.6.** "Candidate" has the same meaning as set out under Applicable Laws and refers to the person either chosen in a nomination contest or appointed to be the Party's candidate in the Constituency for a general election or by-election;
- 2.7.** "Chief Financial Officer" or "CFO" means a Director that is the chief financial Officer of the Constituency Association;
- 2.8.** "Constituency" means the geographic electoral division as set by Elections Alberta in which the Constituency Association operates;
- 2.9.** "Constituency Association" or "CA" means the association recognized by the Party as the official association for a Constituency;
- 2.10.** "Constituency Member" means a Member who resides in the Constituency;
- 2.11.** "Deregistered Constituency Association" means a Constituency Association that has been deregistered under the EFCDA and which has not been re-registered within 90 days of deregistration;
- 2.12.** "Director" means a voting member of the CA Board, including an Officer;
- 2.13.** "EFCDA" means the Election Finances and Contributions Disclosure Act, RSA 2000, c E-2;
- 2.14.** "Elections Alberta" means the Office of the Chief Electoral Officer of Alberta;
- 2.15.** "Founding Meeting" means the first General Meeting of a Constituency Association, or the first General Meeting of a Constituency Association held after a Status Change affecting the Constituency Association;

- 2.16.** "General Meeting" means a meeting of the Constituency Members and includes an Annual General Meeting, a Special General Meeting, and a Founding Meeting;
- 2.17.** "Inactive Constituency Association" means a Constituency Association that has no Directors;
- 2.18.** "Member" means a member of the Party;
- 2.19.** "MLA" means a Member of the Legislative Assembly of Alberta;
- 2.20.** "Officer" means the Constituency Association President, Secretary, CFO and any Vice President recognized by the CA;
- 2.21.** "Party" means the United Conservative Party;
- 2.22.** "President" means a Director that is the principal Officer of the Constituency Association;
- 2.23.** "Secretary" means a Director that is the chief records Officer of the Constituency Association;
- 2.24.** "Special General Meeting" means a meeting of the Constituency Members called for a specific purpose other than an Annual General Meeting;
- 2.25.** "Status Change" means the recognition of a Constituency Association by the Party or the happening of an event that causes a Constituency Association to become a Deregistered Constituency Association or an Inactive Constituency Association;
- 2.26.** "UCA Board" means the board of directors of the United Conservative Association provided for in the Association Bylaws; and
- 2.27.** "Vice President" means a Director that is an Officer with specific duties and responsibilities that may be delegated to them from time to time by the CA Board.

2.28. Words defined in the Societies Act, RSA 2000, c S-14, and the EFCDA have the same meaning in these Rules unless specifically defined in these Rules.

3. OBJECTIVES - THE OBJECTIVES OF THE CONSTITUENCY ASSOCIATION SHALL BE TO:

3.1. support the principles, policies and objectives of the Party and maintain an effective Constituency Association for that purpose;

3.2. facilitate engagement of the residents of the Constituency in the political affairs of Alberta and the involvement of Constituency Members in the affairs of the Party and Constituency Association;

3.3. facilitate the nomination of a Candidate and promote their election as a representative of the people of the Constituency as a MLA;

3.4. provide organizational and financial support to the Candidate;

3.5. facilitate, support and maintain ongoing policy and governance discussions within the Party; and

3.6. comply with the obligations, and benefit from the rights and privileges, of being recognized by the UCA as a Constituency Association of the Party.

4. RECOGNITION OF CONSTITUENCY ASSOCIATION

4.1. Where no association is currently recognized by the Party as the Constituency Association for a Constituency, any five Constituency Members residing in the Constituency may apply to the Party, in a form provided by the Party, for recognition of a Constituency Association. The Party shall consider the application and may submit to Elections Alberta an application to register the Constituency Association under Applicable Law.

4.2. The Party may apply to Elections Alberta to revoke the recognition of a Constituency Association at any time and for any reason it sees fit and shall be entitled to freeze the accounts of the Constituency Association or have those funds transferred to the Party in trust for the benefit of the Constituency Members. The Party shall promptly transfer any funds held in trust to any subsequently-recognized Constituency Association.

5. FOUNDING MEETING

5.1. Where a Status Change has occurred, the following rules shall apply:

5.1.1. the CA Board, if any, or else the UCA Board, or its designate, shall, within three months of the Status Change, fix the date for a Founding Meeting and provide notice to the Constituency Members of the time, place and business to be transacted at the Founding Meeting by email, by telephone, and by publication of a notice on the Party website, such notice to be not less than twenty-one (21) days; and

5.1.2. the President, if any, or else the UCA Board's designate, shall chair the Founding Meeting.

5.2. At a Founding Meeting, the Constituency Members present and voting shall:

5.2.1. elect by secret ballot a President, Secretary and CFO;

5.2.2. elect by secret ballot up to twenty-seven (27) additional Members as Directors;

5.2.3. receive reports from the President, Secretary and CFO on the activities of the Constituency Association, if applicable;

5.2.4. review the budget, membership development plan and communication plan, if applicable;

5.2.5. authorize the CA Board to take all necessary steps to register the Constituency Association in accordance with the EFCDA, if any; and

5.2.6. conduct such other business as the Constituency Members determine is in the interests of the Constituency Association.

5.3. All Constituency Members shall have the right to attend, speak, vote, and run as a Director at a Founding Meeting.

6. GENERAL MEETINGS

6.1. Governance of the Constituency Association rests with the Constituency Members who are present and vote at General Meetings.

6.2. The CA Board shall fix the date for a General Meeting and provide notice to the Constituency Members of the time, place and business to be transacted of the General Meeting by email, telephone and by publication of a notice on the Party website, such notice to be not less than twenty-one (21) days.

6.3. An Annual General Meeting shall be held at least once per calendar year except in a year where a Founding Meeting has been held.

6.4. At an Annual General Meeting, the Constituency Members present and voting shall:

6.4.1. elect by secret ballot a President, Secretary and CFO;

6.4.2. elect by secret ballot up to twenty-seven (27) additional Members as Directors. The CA Board may, but need not, prior to the issuance of notice of the Annual General Meeting provide that up to seven (7) Members be directly elected as Vice Presidents instead of as at large Directors;

6.4.3. receive reports from the President, Secretary and CFO on the activities of the Constituency Association, if applicable;

6.4.4. review the budget, membership development plan and communication plan, if applicable; and

6.4.5. conduct such other business as the Constituency Members determine is in the interests of the Constituency Association.

6.5. A Special General Meeting may be called by the CA Board as necessary and for the specific purpose set forth in the notice of meeting. A Special General Meeting shall be called by the CA Board within forty-five (45) days of receipt of a petition signed by the lesser of 100 or one-third (1/3) of the Constituency Members, as at the date of receipt of the petition, requesting a Special General Meeting for a specific purpose.

6.6. The President or their designate shall chair all General Meetings, except where a Special General Meeting has been petitioned by Constituency Members for the specific purpose of removing some or all of the Directors, in which case a designate of the UCA Board shall chair the Special General Meeting.

6.7. All Constituency Members shall have the right to attend, speak and vote at a General Meeting. Voting by proxy is not permitted.

6.8. Quorum for all General Meetings shall be twenty (20) Constituency Members.

7. CONSTITUENCY ASSOCIATION BOARD OF DIRECTORS

7.1. Subject to Article 7.2, any Member may stand for election as a Director at a General Meeting where the business to be transacted includes the election of Directors. Each Member who stands for election as a Director shall be given an opportunity to speak at the General Meeting.

7.2. The total number of Directors shall not exceed thirty (30). One in every five (5) Directors or portion thereof, to a maximum of six (6), may be Members not resident in the Constituency.

7.3. A sitting Party MLA and/or a duly nominated Candidate for the Constituency, if any, shall each be an ex officio, non-voting member of the CA Board and shall not count towards the total number of Directors as per Article 7.2.

7.4. Each voting Director is a fiduciary of the Constituency Association and has a duty to act in the best interests of the Constituency Members as a whole.

7.5. Each voting Director also has a duty to, at all times, exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

8. POWERS AND MEETINGS OF THE CONSTITUENCY ASSOCIATION BOARD

8.1. Between General Meetings, the CA Board is authorized to manage and direct the business and affairs of the Constituency Association.

8.2. The CA Board shall in the conduct of its business comply with Applicable Laws, the Bylaws and these Rules.

8.3. Each Director shall be entitled to attend, speak and vote at every meeting of the Board.

8.4. The CA Board shall conduct its business by resolution or motion duly passed at a meeting of the CA Board. A resolution of the CA Board in writing, or by email, signed or endorsed by all of the Directors shall be valid and effective as if passed at a meeting of the CA Board duly called and constituted.

8.5. No Director shall have any authority to act for on behalf of the Board except as specifically provided in these Rules or by the CA Board through the adoption of a motion or a standing rule of order.

8.6. Immediately up on the adjournment of a Founding Meeting, an Annual General Meeting or a Special Meeting where some or all of the Directors have been elected by the Constituency Members, the CA Board shall convene and meet to:

8.6.1. pass a motion to delegate signing authority; and

8.6.2. elect up to seven (7) vice-presidents, if necessary, all to terms of office that expire at the next Annual General Meeting.

8.7. The President shall provide notice of the time, place and business of a CA Board meeting to all Directors. Notice shall be by email not less than seven (7) days prior to the time of a meeting of the CA Board. The CA Board may, by unanimous resolution, dispense with this requirement. Nothing in this section shall be interpreted to prevent the Directors present at a meeting of the Board from amending an agenda or transacting new business.

8.8. Within seven (7) days of receipt of an email request from one-third of Directors sent to the Officers, the President shall provide notice of a CA Board meeting in accordance with the requirements in Article 8.7, failing which the Secretary shall provide notice of the CA Board meeting.

8.9. The quorum for meetings of the CA Board shall be the lesser of one-third of the Directors or one half of the Officers.

8.10. The President shall preside at meetings of the CA Board. Where the President is absent from a meeting of the CA Board, the CFO shall preside at the meeting of the CA Board. Meetings of the CA Board may be conducted in person, by way of telephone, video or Internet provided all Directors participating in such meeting can hear each other.

8.11. Each meeting of the CA Board should, at a minimum, include discussion of the following:

8.11.1. recent activities of the Party;

8.11.2. the financial state of the Constituency Association;

8.11.3. fundraising plans, goals and achievements of the Constituency Association;

8.11.4. Constituency Association membership and plans to increase the number of Constituency Members;

8.11.5. a brief account of legislative activities by the MLA or Candidate, or their designate, if any; and

8.11.6. a brief report from each Officer and committee chairperson, if any.

8.12. The Secretary shall be the recording Secretary of the CA Board, prepare an agenda for each meeting and take brief and concise minutes of each meeting. The minutes shall reflect each motion made, the voting method, and the number of votes in favour, against, and abstentions on each motion. A Director may request that his or her vote be recorded in the minutes, and the minutes shall reflect the Director's vote.

8.13. Where the President or CFO preside at a meeting of the CA Board, the President or CFO shall only cast a vote to create or break a tie. The President or CFO may refuse to cast a vote to break a tie, and if so the motion is defeated. The minutes shall reflect this.

8.14. The CA Board shall not pass a motion in camera.

8.15. The CA Board shall:

8.15.1. assign to the President, Secretary and CFO duties and responsibilities and the authority to discharge those duties and responsibilities; and

8.15.2. assign to each vice-president, if any, a specific title, duties and responsibilities and the authority to discharge those duties and responsibilities.

8.16. The Board may establish committees made up of Directors and Members and shall:

8.16.1. establish terms of reference of the committee;

8.16.2. designate the members of the committee, including ex officio members;

8.16.3. designate the chair of the committee;

8.16.4. determine the reporting requirements for the committee; and

8.16.5. where the committee is to exercise any authority, delegate such authority with clarity and specificity.

8.17. The CA Board may fill vacancies of Officers and Directors by majority secret ballot.

8.18. The CA Board may, by majority secret ballot vote of those present and voting, remove a Director who has missed three (3) consecutive meetings.

8.19. The CA Board may, by a secret ballot vote of two-thirds of all Directors, remove a Director or Officer whose conduct is judged improper or unbecoming, or likely to adversely affect the interests or reputation of the Constituency Association or the Party.

8.20. Notice of a motion to remove a Director or Officer must be provided by email to all Directors at least seven (7) days prior to the CA Board meeting at which the vote is to occur.

9. INTERPRETATION

9.1. Subject to the Bylaws and these Rules, the CA Board may adopt standing rules of order to be followed at all General Meetings and/or CA Board meetings. To the extent not otherwise provided for by any standing rules of order, Robert's Rules of Order, Newly Revised, 11th Edition, will govern meetings.

9.2. To the extent there is any conflict between the Bylaws and these Rules, the Bylaws shall prevail.

10. LIMITATION OF LIABILITY

10.1. When acting within the scope of their authority and in compliance with these Rules, no Director shall be liable for any debts, actions, claims, demands, liabilities or commitments of any kind made by the Constituency Association. The Constituency Association shall indemnify and hold harmless each Director against any such debt, action, claim, demand, liability or commitment whatsoever.

11. AMENDMENT

11.1. A Constituency Association does not have the authority to alter these Rules in any way except by application from the CA Board to the UCA Board where special circumstances exist that warrant such modification. The UCA Board may consider any application for a waiver of a specific provision of these Rules and may grant such a waiver in writing.

11.2. The UCA Board may temporarily amend these Rules to ensure they comply with Applicable Laws, the Bylaws, or to address unforeseen, unexpected or unusual circumstances affecting Constituency Associations. Such amendments shall have effect and be binding upon Constituency Associations from the time determined by the UCA Board until either expired, ratified, amended or rejected at the next Annual General Meeting of the Association, but in no case shall any amendment be binding until communicated by email to the Members and posted on the Party website.

12. TRANSITIONAL

12.1. Any General Meeting or CA Board meeting for which notice was given to Members or Directors, as applicable, prior to the coming into force of these Rules may proceed, without postponement, except that those meetings shall otherwise be governed in compliance with these Rules.