

**ASSOCIATION OF CANADIAN MOUNTAIN GUIDES**

**Bylaws**

**Registered and in effect**

**this 13th day of November, 2014**

## **Part 1 - Definitions and Interpretation**

### **Definitions**

1 In these bylaws,

“*Act*” means the *Societies Act* (Alberta) and any act that may be substituted therefore, as amended from time to time;

“active member” means any member who has paid his or her dues in full and meets the requirements for active status set out in the Association’s Continuing Professional Development Guidelines;

“Association” means Association of Canadian Mountain Guides;

“Board” means the board of directors of the Association;

“bylaws” means the bylaws of the Association in force and effect from time to time;

“director” means a person elected or appointed as a director of the Association under the bylaws;

“Executive Committee” means the executive committee established by section 78;

“IFMGA” means the International Federation of Mountain Guides Associations;

“meeting of members” means a general meeting or special meeting of members;

“Registrar” has the same meaning as in the *Act*;

“related guiding activities” includes guided mountaineering, rock and ice climbing, backcountry skiing and boarding, backpacking and day hiking, as well as indoor climbing and outdoor top-roping instruction; and

“special resolution” has the same meaning as in the *Act*.

### **Headings**

2 The headings preceding each section in these bylaws are included for convenience only and do not form part of the bylaws.

### **Interpretation**

3 In these bylaws, unless the context requires otherwise, words importing the singular shall include the plural, and vice versa.

## **Part 2 –Business of the Association**

### **Name**

- 4 The name of the Association is *Association of Canadian Mountain Guides*.

### **Registered office**

- 5 Until changed in accordance with the *Act*, the registered office of the Association shall be in the Town of Canmore, in the Province of Alberta. The Board may establish such other offices as the affairs of the Association may require.

### **Corporate seal**

- 6 The seal, an impression of which is imprinted in the margin adjacent hereto, shall be the corporate seal of the Association.

### **Fiscal year**

- 7 Unless the directors otherwise determine by resolution, the fiscal year of the Association shall be December 31 in each year.

### **Banking arrangements**

- 8 The banking business of the Association, or any part thereof, shall be transacted with such bank or trust company or other corporation carrying on a banking business as the Board may by resolution determine. All such banking business shall be transacted on the Association's behalf by such officers or other persons as the Board may by resolution determine.

### **Borrowing powers**

- 9 The Association shall not borrow money or issue debentures.

### **Execution of documents**

- 10 Subject to section 11, contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by
- (a) any two members of the Executive Committee, or
  - (b) a member of the Executive Committee, and such other individual as is authorized by resolution of the Board to sign on behalf of the Association,

and all contracts, documents and instruments in writing so signed shall be binding on the Association without further authorization or formality.

**Exception for single-signing authority**

- 11 The Board may, by resolution, authorize a director, agent, or employee of the Association to have single signature signing authority for
- (a) the Association's chequing account, provided that the amount of any single cheque so authorized shall not exceed \$10,000 (Cdn); and
  - (b) entering into contracts on behalf of the Association, provided that the amount of any single contract shall not exceed \$10,000 (Cdn).

**Affixing the seal**

- 12 The Secretary/Treasurer or any member of the Executive Committee may affix the corporate seal to any contract, document or instrument in writing requiring the same.

**Audit**

- 13 The books of the Association shall be audited annually by a duly qualified accountant or by two members of the Association appointed by the Board for that purpose.

**Audit report, books and records**

- 14 The directors shall ensure that audited accounts and financial statements of the Association are prepared annually for report to the members at the annual general meeting and that all other books and records of the Association required by the bylaws or any applicable statute or law are regularly and properly kept.

**Inspecting Records and Books**

- 15 On written request of a member, the Secretary/Treasurer shall provide the member with a reasonable opportunity to inspect the books and records of the Association. Unless otherwise agreed by the member and the Secretary/Treasurer, the inspection shall take place at the registered office of the Association during normal business hours.

**Method for giving notice**

- 16 Any notice that under the *Act* or the bylaws is required to be, or may be, given to any member, director or officer, may be given by using the mailing or email address for that person recorded in the books of the Association.

## **Part 3 - Membership**

### **Categories**

17 There are eight categories of membership in the Association:

- (a) Mountain Guide (voting)
- (b) Specialty Guide (voting)
- (c) Apprentice Guide (voting)
- (d) Hiking Guide (voting)
- (e) Climbing Instructor (voting)
- (f) Visiting Guide (non-voting)
- (g) Honorary Member (non-voting)
- (h) Associate Member (non-voting)

### **Mountain Guide**

18 A person is eligible to apply for and to be granted admission to the Association as a Mountain Guide if he or she:

- (a) is at least 18 years of age; and
- (b) is an active member of the Association, or of a member association of the International Federation of Mountain Guides Associations, who has fulfilled the membership requirements established by the Association for being a Mountain Guide.

### **Specialty Guide**

19 A person is eligible to apply for and to be granted admission to the Association as a Specialty Guide if he or she:

- (a) is at least 18 years of age; and
- (b) is an active member who has fulfilled the membership requirements established by the Association for being a Specialty Guide.

### **Apprentice Guide**

- 20 A person is eligible to apply for and to be granted admission to the Association as an Apprentice Guide if he or she:
- (a) is at least 18 years of age; and
  - (b) has fulfilled the membership requirements established by the Association for being an Apprentice Guide.

### **Hiking Guide**

- 21 A person is eligible to apply for and to be granted admission to the Association as a Hiking Guide if he or she:
- (a) is at least 18 years of age; and
  - (b) has fulfilled the membership requirements established by the Association for being a Hiking Guide.

### **Climbing Instructor**

- 22 A person is eligible to apply for and to be granted admission to the Association as a Climbing Instructor if he or she:
- (a) is at least 16 years of age; and
  - (b) has fulfilled the membership requirements established by the Association for being a Climbing Gym Instructor, (Level 1, 2, or 3, as the case may be); or
  - (c) is at least 18 years of age; and
  - (d) has fulfilled the membership requirements established by the Association for being a Top Rope Climbing Instructor.

### **Visiting Guide**

- 23 Subject to section 24, a person who is at least 18 years of age and who is not a Canadian citizen or permanent resident of Canada is eligible to apply for and to be granted admission in the Association as a Visiting Guide, if he or she is recognized by the IFMGA as a qualified mountain guide and is a member in good standing with his or her guide association.

### **Restriction**

- 24 A person may not be granted admission to the Association as a Visiting Guide for more than 60 days in any calendar year, unless the Executive Committee, by resolution, determines otherwise.

### **Honorary Member**

- 25 A person may be granted admission to the Association as an Honorary Member if he or she:
- (a) is nominated by the Board to be admitted as an Honorary Member on the written recommendation of the Honorary Member Committee; and
  - (b) in the opinion of the Board, has made a significant contribution to the activities of the Association or in relation to mountain guiding, climbing instruction or associated activities

### **Associate Member**

- 26 An individual, or an incorporated or unincorporated body, that, in the opinion of the Board, has an interest in promoting the objects of the Association may apply for and be granted admission to the Association as an Associate Member.

### **Inactive Status**

- 27 A person who otherwise meets the requirements to be a member of the Association as a Mountain Guide, Specialty Guide, Apprentice Guide, Hiking Guide, or Climbing Instructor, as the case may be, who has decided not to be active as a guide or instructor, or who does not meet the requirements for continuing professional development applicable to his or her category of membership, is eligible to remain a member of the Association with inactive status.

### **Conditions of Membership**

- 28 All members are deemed to have agreed to abide and be bound by the provisions of the bylaws, and the regulations, rules, and policies of the Association.

### **Membership Fees**

- 29 The Board shall determine the annual dues and fees payable by the various categories of membership. The amount set by the Board is subject to ratification at a meeting of members and shall not be valid until such ratification is made.

### **Special Assessments**

- 30 The Board may, by resolution, levy a special assessment, provided that the assessment is subject to ratification at a meeting of members and shall not be valid until such ratification is made.

**Date fees payable**

- 31 The Board shall, by resolution, determine the date on which dues, fees and assessments are payable and may establish a monthly charge for late payment of such dues, fees and assessments.

**Resignation**

- 32 A member may withdraw from the Association at any time by giving written notice to that effect to the Secretary/Treasurer of the Association.

**Automatic Termination**

- 33 Membership in the Association automatically terminates if
- (a) the member fails or neglects to pay any fees, dues, or assessment within 6 months of the fees, dues, or assessment becoming payable; or
  - (b) the member dies or is found to be mentally incompetent.

**Suspension and Expulsion**

- 34 The Board shall have the full power and authority to manage all internal discipline processes affecting members of the Association and, for that purpose shall establish Conduct Review Procedures. The Conduct Review Procedures shall include
- (a) a procedurally fair opportunity for a member to respond to a complaint,
  - (b) a right of appeal for procedural errors in the conduct review process, and
  - (c) the ability of the conduct review and appeal bodies to impose discipline sanctions on a member including reprimand, or suspension or expulsion from membership if the member is found to be in breach of the bylaws, rules, regulations or policies of the Association, including the Code of Conduct.

**Conduct Review Committee**

- 35 The Board shall delegate to the Preliminary Review Committee and the Conduct Review Committee established under the Conduct Review Procedures, the powers necessary for those bodies to fulfill their respective responsibilities under the Conduct Review Procedures.

**Conduct Review appeal process**

- 36 The Board shall delegate to an individual the authority to determine if appeals brought by a member are properly within the Conduct Review Procedures and, if so, to appoint an arbitration panel with authority to hear and decide the appeal in accordance with those procedures.



## **Part 4 - Meetings of Members**

### **General Meeting**

37 The Association shall hold an annual general meeting no later than November 30<sup>th</sup> of each year, at such time and place in Alberta as the Board may determine.

### **General meeting business**

38 At every annual general meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the audit shall be presented. The members may consider and transact any business, either special or general, at any meeting of members.

### **Board may call meeting**

39 In addition to the annual general meeting referred to in section 37, the Board may at any time call a general or special meeting of members for the transaction of any business specified in the notice of the meeting.

### **Members may request meeting**

40 The Board shall call a meeting of members on written request of members carrying not less than ten percent of the voting rights.

### **Notice of meetings**

41 Twenty-one (21) days written notice shall be given to each voting member of any general or special meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member if he or she has the right to vote by proxy.

### **Attendance**

42 Only members shall be entitled to attend a meeting of members. Other persons may be allowed to attend all or a portion of a meeting of members upon invitation of the Chair of the meeting or with consent of the members at the meeting.

### **Voting rights**

43 Subject to section 44, a member (active or inactive) who is a Mountain Guide, Specialty Guide, Apprentice Guide, Hiking Guide or Climbing Instructor is entitled to vote at a meeting of members, and each such member shall have the right to exercise one vote.

**Restriction**

- 44 Only Mountain Guides (active or inactive) are eligible to vote on proposed alteration of the objects of the Association or rescission or alteration of or addition to the bylaws.

**Non-voting members**

- 45 A Visiting Guide or Associate Member is not eligible to vote at a meeting of members. An Honorary Member is not eligible to vote at a meeting of members unless he or she is eligible to vote under another category of membership.

**Proxy vote**

- 46 A member may, by means of a written proxy, appoint a proxyholder to attend and vote at a specific meeting of members in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the Association and be eligible to cast their own vote at the meeting in relation to the matter being voted upon.

**Decision by majority vote**

- 47 At any meeting of members every question shall be determined by a majority of the votes cast on the question except where the vote or consent of a greater number of members is required by the *Act* or the bylaws.

**Voting by hand or ballot**

- 48 At a meeting of members, unless a ballot is demanded, any vote may be taken by a show of hands.

**Declaration by Chair**

- 49 The declaration of the Chair that a resolution has been carried, carried unanimously or by a particular majority, or not carried, and an entry to that effect in the minutes of the meeting is *prima facie* evidence of the fact, without further proof of the number or proportion of votes recorded in favour or against such resolution.

**Ballots**

- 50 At a meeting of members a ballot may (before or immediately following the declaration of the result by a show of hands) be directed by the Chair or demanded by any member entitled to vote at the meeting or by his or her proxy. Upon a ballot, every member or his or her proxy entitled to vote shall be entitled to a single vote and the ballot shall be taken in such a manner as the Chair directs and the result shall be the decision of the members.

### **Proxy Voting**

51 Notice of each meeting of members shall include a statement advising members that they have the right to vote by proxy.

### **Quorum**

52 Except as otherwise provided by the *Act* a quorum for a meeting of members shall consist of no less than thirty-five (35) members, present or represented by proxy at the meeting. Members who have declared a conflict of interest but are present or represented by proxy at the meeting shall be counted in determining the quorum.

### **Chair**

53 A meeting of members shall be chaired by the President, and in the absence of the President the Vice-President shall chair the meeting. If the Vice-President is also absent from the meeting within 30 minutes after the time appointed for holding the meeting, the voting members present at the meeting may choose, by majority vote, a replacement Chair from amongst the Board members present.

### **Adjournments**

54 The Chair may, with the consent of the majority of members at a meeting, adjourn the meeting to another time, and when the adjourned meeting is re-convened any business may be transacted as might have been transacted at the original meeting and no notice of the adjournment need be given to the members. Members may consent to adjourn a meeting despite a lack of quorum.

### **Saving provision**

55 No error or omission in giving notice of any general or special meeting or any adjourned meeting, whether general or special, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve or confirm any and all proceedings taken or had thereat.

## **Part 5 – Board of Directors**

### **Board of directors**

56 The property and business of the Association shall be managed by the Board which shall consist of twelve directors who are members in good standing and two directors-at-large who are not members, made up as follows:

- (a) one Mountain Guide to be a director, Chair of the Board and the President of the Association;

- (b) three Mountain Guides, to be elected as regional directors for the Coast, Interior, and Rockies regions, respectively;
- (c) two Mountain Guides at-large;
- (d) one Specialty Guide;
- (e) one Apprentice Guide;
- (f) one Hiking Guide;
- (g) one Climbing Instructor;
- (h) the past-President; and
- (i) two non-members to be elected as directors-at-large;
- (j) one member to be elected as regional director for Eastern Canada

**Term of office**

57 Directors shall be elected for a term of two years by the members at a general meeting, except as otherwise provided in sections 58, 59, 60 and 62.

**Staggering initial terms of office**

58 At the first general meeting after the registration of these bylaws the following directors shall be elected for a term of only one year:

- (a) the Mountain Guides for the Rockies and Interior regions, respectively;
- (b) one Mountain Guide at-large;
- (c) the Specialty Guide;
- (d) the Apprentice Guide; and
- (e) one director-at-large.

**Past-president ex-officio**

59 The position on the Board of past-President is an ex-officio position and shall be filled by the automatic appointment of the immediately preceding former President for a single term of one year. The past-President shall have the same voting rights as other directors.

### **Exception**

60 If a position on the Board is vacant, other than the position of past-President, and at the time of the election there is no candidate for that position with the applicable membership certification, or that meets the regional requirements specified in paragraph 56(b), the Board may appoint a member who meets the requirements of section 61 to be a director until the next annual general meeting.

### **Eligibility**

61 To be eligible for appointment or election as a director, a candidate must be:

- (a) a Canadian citizen or a permanent resident of Canada;
- (b) at least 18 years of age with the power under laws to contract; and
- (c) a voting member in good standing,

except that a candidate for the position of director-at-large under paragraph 56(i) need not be a member of the Association.

### **Removal of Directors**

62 A director shall be automatically removed from office if:

- (a) at a meeting of members, a resolution is passed by a majority of the members present at the meeting that a director be removed from office;
- (b) the director has resigned his or her office by delivering a written resignation to the Secretary/Treasurer of the Association;
- (c) the director is found by a court to be of unsound mind; or
- (d) the director is declared bankrupt,

and if a vacancy shall occur under this section, the Board may appoint a member who meets the requirements of section 61 to be a director until the next general meeting of the members.

### **Director to serve without remuneration**

63 A director shall serve without remuneration, but may be paid reasonable expenses incurred in the performance of his or her duties as a director. A director is not precluded from serving the Association as an officer or other capacity and receiving compensation accordingly.

### **Board meetings**

64 Provided a quorum of directors is present, the Board may without notice hold its first meeting immediately following the meeting of members at which the Board is elected.

### **Location**

65 Meetings of the Board shall be held at such place and time as the President or any three directors may determine, and the Secretary/Treasurer shall call meetings when so directed or so authorized.

### **Notice of meeting**

66 Notice of every Board meeting shall be provided by fax, email or mail, and

(a) if given by fax or email, shall be sent to each director not less than five days before the time when the meeting is to be held, and

(b) if given by mail, shall be sent to each director not less than 14 days before the time the meeting is to be held.

### **Notice may be waived**

67 No error or omission in giving notice of any meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve or confirm any or all proceedings taken or had thereat.

### **Quorum**

68 A majority of directors in office, from time to time, but no less than five directors, shall constitute a quorum for meetings of the Board, providing that to constitute a quorum the meeting must include at least one director who is a member of the Executive Committee. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the powers of the Board under the *Act* or the bylaws.

### **Participation by telephone, etc.**

69 A director may participate in a meeting of the Board by means of telephone or other communications facilities that will enable all persons participating in the meeting to hear each other, and a director so participating is deemed to be present at the meeting.

#### **Resolutions approved by email or signature**

70 A resolution signed, or approved by email, by all directors entitled to vote on that resolution at a meeting of directors is as valid as if it had been passed at a meeting of Board.

#### **Chair**

71 The President, or in the absence of the President, the Vice-President, shall be the Chair of any meeting of the Board. If neither the President nor Vice-President is present, the directors present shall choose one of them to be the Chair.

#### **If Secretary/Treasurer absent**

72 If the Secretary/Treasurer is absent from a meeting of the Board the Chair shall designate a person to act as secretary.

#### **Decision made by majority vote**

73 At all meetings of the Board, every question shall be decided by a majority of votes cast on the question and each director is entitled to exercise one vote.

### **Part 6 - Powers of Directors**

#### **Board powers**

74 The Board may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, may exercise all such powers and do all such other acts and things as the Association is lawfully authorized to exercise and do.

#### **Board powers**

75 The Board shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees. The Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the Board may prescribe.

#### **Board powers**

76 The Board shall take such steps as it deems requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.

### **Appoint agents and employees**

77 The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board.

### **Fixing remuneration**

78 Remuneration, if any, for officers and committee members shall be fixed by resolution of the members passed at a meeting of members.

## **Part 7 – Executive Committee**

### **Executive Committee**

79 There shall be an Executive Committee of the Board composed of directors. The members of the Executive Committee shall be appointed by the Board, provided that a majority of the Executive Committee members shall be Mountain Guides. The Executive Committee shall exercise such powers as are authorized by the Board. Any Executive Committee member may be removed by a majority vote of the Board. Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

### **Meetings**

80 Meetings of the Executive Committee shall be held at any time and any place to be determined by the members of such committee provided that at least 48 hours notice of such meeting shall be given by fax or email to each member of the committee. Two members of the Executive Committee shall constitute a quorum of the committee.

### **Saving provision**

81 No error or omission in giving notice of any meeting of the Executive Committee shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of the meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

## **Part 8 - Officers**

### **Officers**

82 The officers of the Association shall be a President, Vice-President, Secretary/Treasurer, and such other officers as the Board may by resolution determine.



### **Appointing officers**

83 The officers shall be appointed by resolution of the Board at the first meeting of the Board following the annual general meeting, except for the President who, in accordance with paragraph 56(a), shall be elected by the members. To be eligible for appointment as an officer a person must be a Canadian citizen or a permanent resident of Canada.

### **Term of office**

84 The officers of the Association shall hold office for two years from the date of appointment or election or until a successor is appointed or elected in their stead. Officers may be removed by resolution of the Board at any time.

### **President duties**

85 The President shall be the chief representative of the Association, shall preside at all meetings of the Association, shall be responsible for the operation of the Board and shall exercise such other powers as are conferred upon him or her by the bylaws and the Board. The President shall have the general and active management of the affairs of the Association and shall see that all orders and resolutions of the Board are carried into effect.

### **Vice-President duties**

86 The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence, inability, or refusal to act of the President and shall perform such other duties as may from time to time be prescribed by the Board.

### **Secretary/Treasurer duties**

87 The Secretary/Treasurer shall be responsible for the preparation and custody of minutes of proceedings of the Association and of the directors, and other books and records required to be maintained under the *Act*. The Secretary/Treasurer shall give or cause to be given, notices of all meetings of members and of the Board. The Secretary/Treasurer shall be the custodian of the seal of the Association. The Secretary/Treasurer shall certify all documents of the Association that require certification. In addition, he or she shall perform such other duties as may from time to time be prescribed by the Board.

## **Part 9 – Committees**

### **Committees**

88 The Board may from time to time appoint from their number, one or more committees of the Board whose members shall serve at the pleasure of the Board and delegate to any such committee any of the powers of the Board except those which pertain to items that under the *Act* may not be delegated to a committee of the Board.

### **Exercising powers**

89 The powers of a committee of the Board may be exercised by a meeting at which a quorum is present or by resolution in writing signed, or approved by email, by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee.

### **Advisory Committees**

90 The Board may from time to time appoint advisory committees to provide advice or recommendations to the Board, and may determine the terms of reference and composition of such committees.

### **Quorum**

91 Unless otherwise provided by the Board, a committee of the Board or an advisory committee shall have the power to fix its quorum at not less than a majority of its members, elect its chair and regulate its procedures.

## **Part 10 - Protection of Directors, Officers and others**

### **Indemnity**

92 Every director and officer of the Association and their heirs, executors, administrators and assigns, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against,

- (a) all costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him or her in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except costs, charges and expenses as are occasioned by his or her willful neglect or default.

## **Part 11 – Altering the Bylaws**

### **Alteration of bylaws, etc.**

93 The bylaws of the Association may be rescinded, altered or added to by special resolution of the Association passed in accordance with the Act, provided that rescission or alteration of or addition to a bylaw has no effect until it has been registered by the Registrar.

## **Part 12 – Rules and Regulations**

### **Rules and regulations**

- 94 The Board may prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operation of the Association as the Board considers expedient, provided that such rules and regulations shall have force and effect only until the next general meeting of the Association when they shall be confirmed, and failing such confirmation the rules and regulations at and from that time cease to have any force and effect.