

By-Laws

SVAI

Specialty Vehicle Appraisal Institute of Alberta

Specialty Vehicle Appraisal Institute Bylaws

Table of Contents

By-Laws	1
SVAI.....	1
Specialty Vehicle Appraisal Institute of Alberta	1
Specialty Vehicle Appraisal Institute Bylaws.....	i
Table of Contents	i
1. Definitions and Application	1
1.1 Bylaws in Force	1
1.2 Definitions.....	1
1.3 Changes of Number and Gender.....	2
1.4 Headings for Reference Only.....	2
1.5 Bylaws Subject to Act and Regulations.....	2
2. Membership.....	3
2.1 Members	3
2.2 Associate Members.....	3
2.3 Life Members.....	4
2.4 Fees	4
2.5 Application for Membership.....	4
2.6 Register of Members.....	4
2.7 Resignation	5
2.8 Membership Term.....	5
2.9 Expulsion of Membership.....	5
2.10 Obligations of Membership	6
2.11 Voting Rights	6
3. Powers & Duties of the Institute.....	6
3.1 Institute	6
3.2 Governed by Board of Directors.....	6
3.3 Annual General Meeting (AGM).....	6
3.4 Special General Meeting.....	7
3.5 Retain Documents.....	7
3.6 Enforce Bylaws.....	7
3.7 Institute Return.....	7
3.8 Seal of the Institute	7
3.9 Signing Officers	7
3.10 Acquire Assets	7
3.11 Borrow	7
3.12 Negotiable Instruments	8

4.	Board of Directors.....	8
4.1	Board has Powers of Institute	8
4.2	Composition of the Board.....	8
4.3	Eligibility	8
4.4	Term of Office	8
4.5	Elections.....	8
4.6	Procedure for Election	9
4.7	Shortage of Directors	9
4.8	Vacancy.....	9
4.9	Deemed Vacancies.....	9
4.10	Removal from Board.....	9
4.11	Executive of the Board.....	10
4.12	President.....	10
e)	Perform all duties that may be prescribed by the Board from time to time.....	10
4.13	Vice-President.....	11
4.14	Secretary	11
4.15	Treasurer	11
4.16	Written Resolution.....	11
4.17	Good Faith	11
4.18	Indemnification of Directors.....	12
4.19	Past Presidents	12
4.20	Founding Members and Directors	12
5.	Powers & Duties of the Board of Directors	12
5.1	Govern the Institute.....	12
5.2	Keep Minutes	13
5.3	Keep Accounts	13
5.4	Audit	13
5.5	Inspection of Accounts	13
5.6	Regular Meetings.....	13
5.7	Special Meetings.....	13
5.8	Conflict of Interest	14
5.9	Compensation	14
6.	Meetings of the Institute.....	15
6.1	Annual General Meeting (AGM).....	15
6.2	Parliamentary Procedure.....	15
6.3	Convening of Special General Meetings	15
6.4	Notice of Meetings.....	15
6.5	Chairperson at Meeting.....	16
6.6	Quorum	16
6.7	Adjournment for Lack of Quorum.....	16
6.8	Tie Vote	16
6.9	Order of Business.....	16
7.	Meetings of the Board of Directors	17
7.1	Regular Meetings	17
7.2	Parliamentary Procedure.....	17

7.3	Convening of Meeting	17
7.4	Notice of Meeting	17
7.5	Members May Attend Board Meetings.....	17
7.6	Periodic Meetings Without Notice.....	18
7.7	Waive Notice of Meeting.....	18
7.8	Adjourned Meeting	18
7.9	Majority Vote.....	18
7.10	Tie Vote	18
7.11	Chairperson of Meeting	18
7.12	Remote Attendance.....	18
7.13	Resolutions in Writing	19
8.	Committees	19
8.1	Standing Committee on Accreditation.....	19
8.2	Standing Committee on Discipline	19
8.3	Standing Committee on Education	19
8.4	Formed Committees.....	19
9.	Miscellaneous Provisions.....	20
9.1	Limitation of Liability of Members	20
9.2	Arbitration.....	20
9.3	Monetary Fines	20
9.4	Severability	20
9.5	Amendments of Bylaws.....	20

1. Definitions and Application

1.1 Bylaws in Force

These Bylaws have been made by the Directors of the Institute, are Bylaws relating generally to the transaction of the business and affairs of the Specialty Vehicle Appraisal Institute and come into force on the date prescribed herein and replace in their entirety any previous bylaws that may have been in force and effect.

1.2 Definitions

The following definitions shall apply to all parts of these Bylaws:

- a) “Act” means the *Societies Act*, R.S.A. 2000, c. S-14 as amended, and any statute or statutes which may be passed in substitution for or replacement of such act;
- b) “Annual General Meeting” means the Annual General Meeting or AGM of the Institute;
- c) Within the content of this document the word “**Institute**” or “**Association**” has the same meaning or is interchangeable with: **Specialty Vehicle Appraisal Institute of Alberta** or abbreviated: **SVAI of Alberta** or **S.V.A.I. of Alberta** or **SVAI, Or S.V.A.I.** when referencing the institute.
- d) “Board” or “Board of Directors” means the Directors of the Institute duly elected;
- e) “Bylaws” means Bylaws of the Institute made pursuant to the Act;
- f) “Director” means a person occupying the position of director by whatever name called;
- g) “SVAI” or S.V.A. I. means the Specialty Vehicle Appraisal Institute of Alberta;
- h) “Member” means any person who is in good standing with the Institute as prescribed in these Bylaws;
- i) “Officers” means the Officers of the Institute pursuant to these Bylaws who are the Directors of the Institute that fill the offices of President, Vice-President, Secretary, Treasurer; Accreditation Chair, 2 members of the Alberta Specialty Vehicle Automobile Association (Referred to herein as SVAA) and 2 Members from the Insurance Industry;
- j) “Ordinary Resolution” means a resolution passed at a properly convened General Meeting of the Institute by a majority of the votes cast by the Members who voted on that resolution;

- k) “Person” means an individual, partnership, association, corporation, trustee, executor, administrator, or legal representative;
- l) “Regulations” means the Regulations under the Act as amended and every regulation that may be substituted therefore and in the case of such substitution, any references in the Bylaws to provisions of the Regulations shall be read as references to the provisions substituted therefore in the amended Regulations;
- m) “Seal” means the official seal of the Institute;
- n) “Special Resolution” means a resolution passed;
 - A. 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; and
 - B. By the vote of not less than three quarters (3/4) of those Members who, if entitled to do so, vote in person or by proxy.
- o) “Standing Committee” means a committee that is not disbanded or effected by annual or bi-annual elections;
- p) “Formed Committee” means any special committee formed by the executive or board on an annual basis based on need and is automatically terminated upon the election of a new board or executive.

1.3 Changes of Number and Gender

These Bylaws are to be read with all changes of number and gender required by the context.

1.4 Headings for Reference Only

The headings in this Bylaw are for ease of reference only and shall not affect in any way the meaning or interpretation of this Bylaw.

1.5 Bylaws Subject to Act and Regulations

All provisions of this Bylaw are subject to the provisions of the Act and Regulations whether or not any provision of this Bylaw is expressly stated to be so subject. All terms which are contained in the Bylaws and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations.

2. Membership

Membership in the Institute shall consist of all Members in good standing.

2.1 Members

- a) Any individual who resides in Canada, not less than eighteen (18) years of age and is actively engaged in the Specialty Vehicle Appraisal Profession, or Collector Vehicle Sector or Insurance Sector that makes application is eligible for active membership.
- b) Privileges
 - i) Attend all General Meetings of the Institute and to participate in discussions at such General Meetings;
 - ii) Vote on all matters affecting the Institute at a General Meeting of the Institute;
 - (iii) Receive the Institutes publications and all other regular mailings of the Institute;
 - (iv) Only Accredited Appraisers under the definitions outlined as per SVIA regulations and those others as defined under these by-laws may be elected as a member of the Board.

Only Accredited Appraisers can serve as President, Vice-President, Treasurer, Secretary, Accreditation Chair, Other Committee Chairs

2.2 Associate Members

- a) Any person who is not eligible for Active membership is eligible for Institute membership.
- b) Privileges
 - (i) Attend all General Meetings of the Institute and to participate in discussions at such General Meetings;
 - (ii) Receive the Institute's publications and all other regular mailings of the Institute;
 - (iii) Be a Member of a committee of the Institute and vote on matters before such committee;
 - (iv) Shall not have the right to vote on other matters, hold office, or stand for election to the Board.

2.3 Life Members

- a) The Institute may bestow life membership upon any qualified member of the Institute, who has met the following requirements:
 - i) The individual must be or have been an active member of the Institute; and
 - ii) The individual must be an active member in good standing for a minimum of ten (10) years; and
 - iii) The individual must have rendered distinctive service to the Institute through participation on committees or activities for a minimum of five (5) years.
- b) Privileges
 - i) A life member shall have all rights and privileges of an active member without payment of Membership fees. Nominations for life membership shall be made to the Board at least thirty (30) days prior to the Annual General Meeting of the Institute.

2.4 Fees

Membership fees, in the Institute shall be determined from time to time by the Elected Board of Directors.

2.5 Application for Membership

A Person may apply for Membership by submitting to the Institute a completed membership application and the annual membership fee, which shall include the information required for the Register of Members.

The Person shall become a member of the Institute upon the favourable vote passed by the Board at a regular meeting.

2.6 Register of Members

The Secretary shall maintain a Register of Members of the Institute containing the name of every Person who is admitted as a Member of the Institute, together with the following particulars of each Person:

- a) The Person's full name and residential address;
- b) The date on which the Person is admitted as a Member;
- c) The date on which the Person ceases to be a Member;
- d) The class of membership of the person.

The Institute shall keep the register of its Members at its registered office and shall, on each regular business day as determined by the Institute at a General Meeting, permit a Member of the Institute to inspect the register without payment of a fee.

The Institute shall, within a reasonable time of receiving from a Member of the Institute a request to provide a copy of the register, the annual list of Members, or an excerpt from any one or more of them and on payment of a sum not exceeding \$0.50 for every page required to be provided to that Member.

2.7 Resignation

Any Member wishing to resign from the Institute may do so by submitting a letter of resignation to the Board and such resignation shall be effective upon the date of receipt of the letter by the Board.

2.8 Membership Term

The membership year of the Institute shall be annual.

Membership in the Institute shall lapse at the end of each membership year unless a Member renews their membership by making payment to the Institute of the annual membership fee.

2.9 Expulsion of Membership

Membership in the Institute may be expelled:

- a) If any Member is in arrears for fees, assessments, penalty, costs, or levy payable for any year, then such Member shall be automatically expelled at the expiration of ninety (90) days from the date such fees or assessments were due and shall thereafter be entitled to no Membership privileges or powers in the Institute until reinstated; or
- b) Upon a resolution of the Directors for failure by the Member to comply with the Institute's Code of Ethics; or
- c) Upon a Special Resolution of the Institute at a Regular Meeting for any cause which the Institute may deem reasonable.
- d) Upon expulsion of Membership, stop using any approved seals, logos or designations of the SVAI and not to advertise any affiliation to the SVAI.

2.10 Obligations of Membership

All Members of the Institute are obligated to:

- a) Comply with the Bylaws of the Institute;
- b) Pay to the Institute as and when requested all fees, dues, and levies assessed, together with any penalties or interest for late payment;
- c) Provide to the Secretary any information that is to be contained in the Register of Members for that Member;
- d) Advise the Secretary of any changes to the information contained in the Register with respect to that Member within a reasonable time of such change;
- e) Conduct themselves in accordance with the Code of Ethics of the Institute.

2.11 Voting Rights

Any member in compliance with SVAI of Alberta By-Laws are entitled to vote either in person or by proxy. A properly completed and signed Proxy form must be assigned to an eligible voter and presented prior to beginning of meeting.

3. Powers & Duties of the Institute

3.1 Institute

The Institute is a society governed by the Act and Regulations and subject to the Act has the capacity, rights, powers, and privileges of a natural Person.

3.2 Governed by Board of Directors

The Institute shall be governed by the Board of Directors.

- a) The Executive shall manage and conduct the day to day business and affairs of the Institute and exercise the rights, powers, and privileges of the Institute in the name of and on behalf of the Institute.
- b) The Executive will be responsible for any money matters, policy implementations and forming and oversight of any committee.

3.3 Annual General Meeting (AGM)

The Institute shall hold an Annual General Meeting at least once in each Membership year.

3.4 Special General Meeting

The Institute shall hold a Special General Meeting when required pursuant to the provisions in these Bylaws.

3.5 Retain Documents

The Institute shall at all times keep and maintain for the benefit of the Institute copies of all contracts, agreements, certificates, approvals, and valuable documents provided to the Institute.

3.6 Enforce Bylaws

The Institute may do all things reasonably necessary for the enforcement of the Bylaws and for the government, management, and conduct of the Institute 's affairs.

3.7 Institute Return

The Institute shall submit a Society Return as required by the Act.

3.8 Seal of the Institute

The Institute shall have a Seal, which shall have inscribed thereon Specialty Vehicle Appraisal Institute of Alberta. The Seal shall be kept in the custody of the President of the Institute or the President's designate or at Legal Counsel. Any instrument to which the Seal is affixed shall be signed by at least two Directors authorized to do so.

3.9 Signing Officers

The Institute shall have at least two persons authorized by the Directors who must be Accredited Appraisers of the Institute, to sign contracts, documents, cheques, or any instruments in writing requiring the signature of authorized Officers of the Institute.

3.10 Acquire Assets

The Institute may acquire and take by purchase, donation, devise, or otherwise all kinds of real estate and personal property and may sell, exchange, mortgage, lease, let, improve, and develop it, and may erect and maintain any necessary buildings.

3.11 Borrow

The Institute may, for the purpose of carrying out the objects of the Institute, borrow or raise or secure the payment of money in any manner it thinks fit.

3.12 Negotiable Instruments

The Institute may, for the purpose of carrying out the objects of the Institute, draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable or transferable instruments.

4. Board of Directors

4.1 Board has Powers of Institute

The Board, shall have vested in it the powers of the Institute and shall enforce the provisions hereof subject always, however, to any restrictions imposed or directions given at a General Meeting.

4.2 Composition of the Board

The Board shall consist of a maximum of nine (9) Members of the Institute in good standing. All the Executive must be Accredited Members, 2 Members from the SVAA and 2 Members from the Insurance sector will entitled to sit on the board with full voting rights.

4.3 Eligibility

For a Member to be eligible to fill a position on the Board, the Member must:

- a) Be an Accredited Member in good standing of the Institute or be a representative of two (2) bodies given special status under SVAI By-Laws

4.4 Term of Office

Directors shall hold office for a term of one (1) year or until the Directors' successors are elected. The President, Vice President, Treasurer, Secretary & Accreditation Committee Chair will hold the office for two (2) Years.

4.5 Elections

General Meeting of the Institute all outgoing Directors if qualified shall be eligible for re-election. The number of Directors to be elected at any such meeting shall be the number of Directors then in office unless the Directors or the Members otherwise determine. Executive elections are held in the same manner however every second year. The election shall be by Ordinary Resolution. If an election of Directors is not held before the required date, the incumbent Directors shall continue in office until an election is held.

4.6 Procedure for Election

At any election for Directors, each Member entitled to vote shall be entitled to vote for as many Directors as there are vacancies to be filled on the Board. Should there be only one nomination for a position that person can be accepted by acclamation if there are no objections by the membership, otherwise a vote by secret ballot must proceed.

4.7 Shortage of Directors

If at an election of Directors all vacancies on the Board are not filled, the Members elected to the Board may appoint additional Directors as required for the term so long as the appointee meets by-law requirements.

4.8 Vacancy

Where a vacancy occurs on the Board, the Board may appoint a Person to fill that office for the remainder of the former Director's term so long as the appointee meets by-law requirements.

4.9 Deemed Vacancies

The office of a Director shall be deemed to be vacated if:

- a) The Director falls into arrears greater than ninety (90) days in payment of any fees, dues, or levies assessed by the Institute;
- b) The Director becomes of unsound mind, mentally incompetent, or dies;
- c) The Director resigns in writing;
- d) The Director is absent from three consecutive meetings of the Board without permission of the Board, and it is resolved at a subsequent meeting of the Board that the Director's office be vacated.

4.10 Removal from Board

- a) The Members who are entitled to vote of the Institute may by Special Resolution at a General Meeting remove any Director from the Board as long as two thirds of the attendees of said meeting, with no proxies allowed, vote in favour of the special resolution for such removal. A vacancy created by the removal of a Director may be filled at the General Meeting at which the Director is removed. Members of the Institute entitled to vote may request a General Meeting of the Institute for the purpose of removing any Director from the Board in the manner prescribed for requisitioning meetings set out in these Bylaws.

- b) The Board may remove a Director if a Director convicted of an indictable offence.

4.11 Executive of the Board

- a) The Executive (Consisting of: President, Vice-President, Treasurer, Secretary, Accreditation Committee Chair) shall remain in their respective offices for a two (2) year term from being elected, unless they resign, die or are removed for disciplinary reasons.
- b) Should an Executive or Director position become vacant between Election cycle, the President may appoint a replacement Executive or Director to serve in the vacant position until the next Annual General Meeting and that position would be held only until the next scheduled AGM where the Executive is elected. Regardless of the time period the vacancy was filled.
- c) A Member who has served as a President, Vice-President, may, upon election as a Director, stand for election for President or Vice President for no more than two additional successive terms.
- d) Notwithstanding clause (c), a Member who has served as an Officer may, upon election as a Director, stand for election to an Officer position other than the position in which that Officer previously served.

4.12 President

The President shall:

- a) Be the chief executive officer of the Institute and as such shall exercise general supervision and administration over the activities and affairs of the Institute;
- b) Preside over all General Meetings and meetings of the Board, and shall be chairperson of all such meetings;
- c) Have a casting vote in addition to a vote on the motion to decide any question before the Institute or the Board where there is a tie vote other than for the election of Directors;
- d) Be an ex-officio member of all committees;
- e) Perform all duties that may be prescribed by the Board from time to time.

4.13 Vice-President

The Vice-President shall perform the duties of the President if the President is absent, unable, or unwilling to perform his duties, or if the President requests the Vice-President to perform his duties.

4.14 Secretary

The Secretary shall

- a) Attend all meetings of the Institute and of the Board and keep accurate minutes of those meetings;
- b) Have charge and conduct of all correspondence of the Board and the Institute as directed by the President or Board;
- c) Keep a record of all the Members of the Institute;
- d) Send all notices of the various meetings as required.

4.15 Treasurer

The Treasurer shall:

- a) Receive all monies paid to the Institute and shall be responsible for the deposit of same in whatever financial institution the Board may order;
- b) Properly account for the funds of the Institute and keep such books as may be directed or required;
- c) Present a full detailed account of receipts and disbursements to the Board whenever requested;
- d) Prepare for submission to the Annual General Meeting a statement duly audited as set forth herein of the financial position of the Institute and submit a copy of same to the Secretary for the records of the Institute.

4.16 Written Resolution

A written resolution of the Board signed or acknowledged by valid email, facsimile or text method by all of the Directors entitled to vote has the same effect as a resolution of the Board adopted at a meeting of the Board duly convened and held.

4.17 Good Faith

All acts done in good faith by the Board are, notwithstanding that there was some defect in the appointment or continuance in any office of any Director, as valid as if the Director had been duly appointed, or had duly continued in office.

4.18 Indemnification of Directors

The Institute shall and hereby does indemnify each and every Director and the Director's heirs, executors, and administrators against all losses, costs, and expenses, including solicitor and client fees, reasonably incurred in connection with any action, suit, or proceeding to which the Director may be made a party by reason of the Director being or having been a Director or Officer of the Association, except to the extent such losses, costs, and expenses are attributable to the negligence or wilful misconduct of the party in question. All liability, losses, damages, costs, and expenses incurred or suffered by the Institute by reasons arising out of or in connection with the foregoing indemnification provisions shall be treated and handled by the Association as an expense of the Institute.

4.19 Past Presidents

All Past Presidents who retire or are no longer active in the Appraisal Sector shall be ex-officio member of the Board and shall have the privilege of attending and participating in all meetings of the Board, but shall not have voting rights in such meetings.

4.20 Founding Members and Directors

Individuals elected to the board when the application for the formation of the Institute and whose signatures are on the original Bylaws of the Institute, are the founding members and Directors of the Institute and held the office of Directors at the First Annual General Meeting. The Founding Directors at a Directors' Meeting elected the Officers of the Institute to hold office until the election of their successors. Special recognition will be bestowed upon those individuals for their action and participation to bring the Institute into existence.

5. Powers & Duties of the Board of Directors

5.1 Govern the Institute

The Board shall manage and conduct the business and affairs of the Institute and exercise the rights, powers, and privileges of the Institute in the name of and on behalf of the Institute. The Board shall establish and revise policy, carry out the activities and affairs of the Institute, and take such action as is necessary to further the objectives of the Institute. Except as otherwise provided in these Bylaws, and as directed in the Act, the Board of the Institute shall have full power to operate and manage the Institute subject to specific directions given by the Members entitled to vote by way of Ordinary Resolution at a General Meeting. The Board may delegate to one or more of its Directors such of its powers and duties as it thinks fit, and may at any time revoke such delegation.

5.2 Keep Minutes

The Board shall cause minutes to be kept of its proceedings and meetings which shall, unless the Board otherwise decides, be kept by the Secretary.

5.3 Keep Accounts

The Board shall cause proper books of account to be kept in respect of all sums of money received and expended by the Institute which shall, unless the Board otherwise decides, be kept by the Treasurer.

5.4 Audit

The books, accounts, and records of the Institute shall be audited at least once each year by a duly qualified accountant or by two Members of the Institute elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the Institute.

5.5 Inspection of Accounts

The books and records of the Association may be inspected by any Member of the Institute at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Person having charge of same. Each Member of the Board shall at all times have access to such books and records.

5.6 Regular Meetings

The Board shall meet in the ordinary course of events as it sees fit to transact the Institute's business. A yearly schedule of meetings may be established at the first meeting of a new Board.

5.7 Special Meetings

Special meetings of the Board may be called by or at the request of the President or any three (3) Directors. Written notice or notification via email or the SVAI website of any special meeting of the Directors shall be given at least (7) days prior to that meeting unless a waiver of notice is agreed to by all Directors.

5.8 Conflict of Interest

A Director or Officer of the Institute who

- a) Is a party to a material contract or proposed material contract with association; or
- b) Is a director or an officer of or has a material interest in any person who is a party to a material contract or proposed material contract with the Institute,

shall disclose the nature and extent of his interest in writing to the Institute or request to have entered in the minutes of the meeting of the Board the nature and extent of the Director's or Officer's interest.

Any such contract or proposed contract shall be referred to the Board for approval, even if such contract is one that in the ordinary course of the Institute's business would not require approval by the Board, and a Director or Officer interested in a contract so referred to the Board shall not vote on any resolution to approve the same.

The disclosure required above shall be made:

- a) At the meeting at which a proposed contract is first considered;
- b) If the Director or Officer was not interested in a proposed contract at the time of the meeting referred to in clause (a), at the first meeting after the Director or Officer becomes so interested;
- c) If the Director or Officer becomes interested after a contract is made, at the first meeting after the Director or Officer becomes so interested; or
- d) If a person who is interested in a contract later becomes a Director or Officer, at the first meeting after the Director or Officer becomes a Director or Officer.

5.9 Compensation

Directors shall serve without compensation, but reasonable expenses incurred in the conduct of Institute business may be reimbursed if approved by the Board.

6. Meetings of the Institute

6.1 Annual General Meeting (AGM)

The Institute shall hold an Annual General Meeting once each Membership Year on or before the end of the (3rd) month after the SVAI fiscal year end. All General Meetings of the Institute other than Annual General Meetings shall be called Special General Meetings. Twenty five (25%) percent of eligible members must be **Present** or represented by **Proxy**.

6.2 Parliamentary Procedure

All General Meetings of the Institute shall be conducted according to the Parliamentary rules of procedure as set out in the most current edition of *Robert's Rules of Order* except as otherwise provided for herein.

6.3 Convening of Special General Meetings

Either the President or in case the President is unavailable, the vice President can call a Special General meeting, or Any 3 board members can call a Special General meeting if the President or in case of not being available, the vice President are served with written notice of the nature and reason for a meeting. Or upon receipt of a request in writing made by Members entitled to vote representing not less than twenty-five (25) percent of the total Members of the Institute entitled to vote may convene a Special General Meeting.

6.4 Notice of Meetings

Seven days (7) notice of every General Meeting specifying the place, the date, and the hour of meeting and, in the case of special business, the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on that business and the text of any Special Resolution to be submitted to the meeting, shall be given to all Members, but accidental omission to give that notice to any Member or non-receipt of that notice by any Member does not invalidate any proceedings at any such meeting. Service of any notice shall be deemed sufficient service upon the Member if posted on SVAI website or emailed to registered email account of members seven days (7) or if mailed, addressed to the last known address of the Member and posted by pre-paid post within Alberta at least fourteen (14) days before the date appointed for the meeting.

6.5 Chairperson at Meeting

The President, and in the President's absence, the First Vice-President, in order, shall act as Chairperson of the meeting. In the absence of the President, First Vice-President, then at the commencement of the meeting, a Chairperson of the meeting shall be elected from among the Directors present in person.

6.6 Quorum

Except as otherwise provided in these Bylaws, no business shall be transacted at any Special General Meeting or General Meeting unless a quorum of Members entitled to vote is present at the time when the meeting proceeds to business. A quorum for a Special or a General Meeting consists of not less than fifty percent of the elected board members or in the event of Membership Meeting, no less than twenty five (25%) of the members, including properly endorsed proxies presented before the meeting by those entitled to vote or in person.

6.7 Adjournment for Lack of Quorum

If within fifteen (15) minutes from the time appointed for a Special General Meeting, General Meeting or Annual General Meeting, a quorum is not met, the meeting shall be adjourned and a new meeting date no earlier than seven days later will be scheduled.

6.8 Tie Vote

In the case of a tie vote, the Chairperson of the meeting shall have the deciding vote to break the tie.

6.9 Order of Business

The order of business at an Annual General Meeting and as far as practicable at all General Meetings shall be:

- a) If the President, Vice-President, are absent, a Chairperson for that meeting shall be elected by the Members present;
- b) Call to order by the Chairperson;
- c) Proof of notice of meeting or waiver of notice (AGM Only);
- d) Announcements;
- e) Ratification of Agenda;
- f) Approval of the Minutes of the previous Annual General Meeting and any Special General Meetings held since the previous Annual General Meeting;
- g) Report of the President;

- h) Report of the Committees;
- i) Consideration of Financial Statements;
- j) Unfinished business;
- k) New business;
- l) Nomination and Election of the Board of Directors (AGM Only);
- m) Adjournment.

7. Meetings of the Board of Directors

7.1 Regular Meetings

The Executive or Board shall meet in the ordinary course of events as it deems necessary to transact the Institute's business. A yearly schedule of meetings may be established at the first meeting of a new Board.

7.2 Parliamentary Procedure

All meetings of the Board shall be conducted according to the Parliamentary rules of procedure as set out in the most current edition of *Robert's Rules of Order* except as otherwise provided for herein.

7.3 Convening of Meeting

The President may at any time, and the Secretary shall at the request of any three Directors, convene a meeting of the Board.

7.4 Notice of Meeting

Notice of the time, date, and place of each meeting of the Board shall be given to each Director not less than seven days (7) before the time when the meeting is to be held.

7.5 Members May Attend Board Meetings

Members are entitled to attend Board Meetings except for any part of a meeting that is deemed by the President to require only Directors. The Institute shall not notify Members of Board meetings unless a member requests such notification in writing. Failure to give notice to any Member or non-receipt of that notice by any Member does not invalidate any proceedings or business transacted at any meeting. Members shall be entitled to make brief submissions respecting relevant matters during the portion of the agenda when new business is dealt with or when submissions are solicited by the Board.

7.6 Periodic Meetings Without Notice

The Board may appoint a regular time and place for its meetings. A copy of any resolution by which it is determined to hold such periodic meetings shall be sent to each Director forthwith after it is passed and forthwith to each Director who is subsequently elected or appointed. No other notice is required for any such periodic meeting, except where this Bylaw requires the purpose of the meeting or the business to be transacted at the meeting to be specified.

7.7 Waive Notice of Meeting

Any Director may waive notice of a meeting before, during, or after the meeting and such waiver shall be deemed the equivalent of receipt of due notice of the meeting.

7.8 Adjourned Meeting

If a meeting of the Board is adjourned, notice of the new meeting is not required if the time and place of the new meeting is announced at the time the original meeting is adjourned.

7.9 Majority Vote

Matters considered at any meeting of the Board shall be decided by a majority of votes cast upon each matter. A Quorum will be met with fifty (50%) of the board either present or by telephone/video/web conference.

7.10 Tie Vote

In the case of a tie vote, the Chairperson shall have the deciding vote to break the tie in addition to the one cast.

7.11 Chairperson of Meeting

The President, and in the President's absence, Vice-President in order, shall act as Chairperson of the meeting of the Board. In the absence of the President and Vice-President, then at the commencement of the meeting, a Chairperson of the meeting shall be elected.

7.12 Remote Attendance

When a Director is unable to attend a meeting in Person, he may participate in the meeting by telephone or video, and a Director participating in a meeting by remote access shall be deemed to be present and shall be counted as part of the quorum.

7.13 Resolutions in Writing

A resolution in writing signed by all of the Directors without their meeting together shall be as valid as if it had been passed at a meeting of the Board duly called and held, and consent to such resolution may be evidenced by means of several documents in the same form each signed by one or more Directors, or by means of email, fax, text or word processor, or any other method of transmitting written material.

8. Committees

8.1 Standing Committee on Accreditation

A committee chair will be appointed by the Executive whom must be an Accredited Member of the SVAI in good standing and can serve as a Director of the Institute simultaneously . The committee chair will be responsible for the review and oversight of all applications for Accreditation. The protocols for Accreditation will be followed as outlined under the Standards & Practices of the SVAI.

8.2 Standing Committee on Discipline

A committee chair on Discipline will be appointed by the Executive whom must be an Accredited Member of the SVAI in good standing and can serve as a Director of the Institute. Simultaneously Protocols will be followed as outlined under Standards & Practices of the SVAI.

8.3 Standing Committee on Education

A committee chair on Education will be appointed by the Executive whom must be an Accredited member in good standing and can serve as a Director of the Institute. Simultaneously Protocols will be followed as outlined under Standards & Practices of the SVAI.

8.4 Formed Committees

Any committee that the Executive and or Board deems necessary.

9. Miscellaneous Provisions

9.1 Limitation of Liability of Members

No Member of the Association is, in his individual capacity, liable for a debt or a liability of the Institute.

9.2 Arbitration

A dispute arising out of the affairs of the Association and between the following:

- a) Members of the Institute and/or,
- b) Persons who ceased to be a Member at any time in the six months prior to the dispute and/or,
- c) Directors or Officers of the Institute and/or,
- d) the Institute

shall be decided by arbitration pursuant to the *Arbitration Act of Alberta*.

A decision made pursuant to an arbitration is binding on all parties and may be enforced on application to the Court of Queen's Bench of Alberta, and there shall be no appeal from that decision.

9.3 Monetary Fines

The Institute may impose a penalty of up to five hundred (\$500.00) dollars on a Member contravening a Bylaw of the Association for each contravention of the Bylaw.

A penalty may be recovered as a debt due from the Member of the Institute, and all penalties so recovered belong to the Institute.

9.4 Severability

The provisions hereof shall be deemed independent and severable and the invalidity in whole or in part of any part of this Bylaw does not affect the validity of the remainder of the Bylaw which shall continue in full force and effect as if such invalid portion had never been included herein.

9.5 Amendments of Bylaws

These Bylaws or any of them may be added to, amended, or repealed in whole or in part by a Special Resolution that states and defines specifically the recommended amendment then presented as an agenda item at an Annual General Meeting [Refer to 1.2 Definitions paragraph (n)] and motioned in accordance with procedures.

Amended:

By-Law amendments presented and passed at March 12th, 2011 AGM.

This document replaces any other by-laws that were in force and effect effective date passed at a duly convened AGM.