

# PROPOSED AMENDMENTS TO THE PARTY BYLAWS

## 2010 AGM

### MOTION 1

**Process item: If Motion 1 passes we will go straight to Motion 6**

The members of the Executive Committee, Caucus, and the Constituency Association of Mill Creek move that this set of Bylaws replace the current Bylaws:

#### **1. NAME**

- 1.1 The name of this Society shall be the Wildrose Alliance Party Association (hereinafter referred to as “the Party”).
- 1.2 These bylaws will form our Constitution (hereinafter referred to as “this Constitution”).

#### **2. PRINCIPLES**

- 2.1 The Party is founded on and will be guided in its policy formation by the following principles:
- 2.2 Provincially, to reflect, strengthen and efficiently serve the common-sense values of Albertans:
  - 2.2.1 civic responsibility;
  - 2.2.2 the lowest possible taxation;
  - 2.2.3 a strong and enterprising work ethic;
  - 2.2.4 stable families and a growing population;
  - 2.2.5 self-directed communities;
  - 2.2.6 prudent provision for Alberta’s future;
  - 2.2.7 sensible assistance for the sick and disabled;
  - 2.2.8 respect for the rule of law;
  - 2.2.9 respect for traditional fundamental freedoms; and
  - 2.2.10 secure ownership of and benefit from private property.
- 2.3 Federally, to encourage and support earned prosperity among all provinces, equal treatment of all provinces by the federal government, and the full exercise of Alberta's constitutional rights and responsibilities.
- 2.4 We believe in the inherent value and dignity of each individual citizen;
  - 2.4.1 that all citizens are equal before the law and entitled to fundamental justice;
  - 2.4.2 that all citizens have certain fundamental and immutable rights and freedoms, including:
    - 2.4.2.1 the right to life, safety, liberty, and privacy;

#### **Comment [VM1]:**

Dear Members,

This amendment involves:

- 1) introducing an easier to understand numbering style
- 2) making some minor clarifying amendments in some sections (please review the notes)
- 3) Introducing some sections which are missing in the current bylaws but which are very important to have.

This amendment is proposed by the movers under the clear announcement that not every member moving it agrees with every aspect of this document.

What we all do agree on is that this document is very superior to the current set of bylaws which are filled with contradictions, ambiguity, and are missing key sections which are required for the proper functioning of our Party.

We ask that you pass this version of the Constitution so that we have a workable document for the next year.

In the mean time, the Executive Committee and the Leader are committed to discussing future constitutional amendments with all the CAs. We encourage CAs to bring forward amendments to this document in 2011, indeed it is very likely that the Exec Committee will also bring forward amendments in 2011, but, for now, we ask that you endorse this document now so that we can move forward as a party.

**Comment [VM2]:** There are no changes to the Principles section.

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- 2.4.2.2 the freedoms of speech and expression and the freedom to advocate, without fear of intimidation or suppression, public policies which reflect their deeply held values;
  - 2.4.2.3 freedom of religious belief and practice;
  - 2.4.2.4 freedom of peaceful assembly and choice of association;
  - 2.4.2.5 freedom of mobility;
  - 2.4.2.6 and the freedom to own, enjoy, and exchange private property in a free market.
- 2.5 We believe in democratic processes including:
  - 2.5.1 free and fair elections,
  - 2.5.2 fixed election dates,
  - 2.5.3 free votes in the Legislature,
  - 2.5.4 and the power of citizens to recall elected representatives and initiate binding referendums.
- 2.6 We believe that government must be fiscally prudent:
  - 2.6.1 namely balancing budgets;
  - 2.6.2 limiting taxation;
  - 2.6.3 minimizing the size and growth of the public sector; and
  - 2.6.4 that they should treat public moneys as funds held in trust.
- 2.7 We believe that elected representatives are to serve honestly, ethically, and with concern for all; that their duty to their electors supersedes their obligations to any political party; and that government must be open and accountable to the people.
- 2.8 We believe that the government, elected officials and civil servants are to serve the people; and that all citizens should be treated equally without prejudice from receiving the services offered by government.
- 2.9 We believe in universal public access to education.
- 2.10 We believe in universal public access to health care.
- 2.11 We believe in being environmentally responsible through conservation and renewal of the environment for present and future generations.
- 2.12 We believe Alberta should play a leadership role in a unified and democratic Canada.
- 2.13 We believe that functions of government should be delegated to the level of government closest to the people and best able to fulfill the function; and that the division of powers among the levels of government must be respected.
- 2.14 We believe the legislature is subject to judicial review as judges protect our constitutional rights, however; judges are to interpret laws, not make them.

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- 2.15 We believe in freedom of the press and other media.
- 2.16 We believe in the preservation of Alberta's heritage.
- 2.17 We believe the family is the building block of society and the means by which citizens pass on their values and beliefs; therefore, the family should be protected from unnecessary intrusions by government.
- 2.18 We believe that the government should provide for the basic needs of those who are genuinely unable to do so themselves.
- 2.19 The Party and its representatives shall be guided by these principles and shall ensure that its policies conform to these principles.

### **3. MEMBERSHIP**

- 3.1 Membership in the Party shall consist of all Albertans who:
  - 3.1.1 are at least sixteen (16) years of age;
  - 3.1.2 indicates their intention to join the Party by personally authorizing an application for membership in the Society; and
  - 3.1.3 actively support the principles of the Party.
- 3.2 To qualify for membership, an Albertan shall:
  - 3.2.1 have paid the prescribed membership fee, personally or through an immediate family member; and
  - 3.2.2 either hold an official current membership card of the Party issued in his or her name, or be on the official party membership list.
- 3.3 Subject to minimum periods of membership which may be set out in this Constitution or otherwise by Executive Committee, every member is exclusively entitled to:
  - 3.3.1 participate in any meeting of their Constituency Association;
  - 3.3.2 vote for the board of directors of their Constituency Association; and
  - 3.3.3 attend any General Meeting upon payment of the prescribed fee.
- 3.4 A member may resign his or her membership by submitting a written resignation to the Executive Committee, and such resignation shall be effective upon receipt.
- 3.5 The Executive Committee may set out rules and procedures for the suspension, expulsion and reinstatement of membership, which shall require a two-thirds majority vote of the Executive Committee for the suspension, expulsion and reinstatement of membership.

**Comment [VM3]:** There are only very minor changes here. Including setting out the rights of membership and that suspensions, expulsions and reinstatements must be done consistent with a set of pre published rules and procedures.

### **4. CONSTITUENCY ASSOCIATIONS**

**Comment [VM4]:** The only large change is to state that the CAs are where members participate in the party and exercise their rights.

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- 4.1 The Constituency Association is the primary organization through which the rights of members are exercised. Members shall be organized into Constituency Associations according to their residence in Alberta constituencies as set out by the Election Act.
- 4.2 The Constituency Associations shall be placed into two regional zones as specified by the Executive Committee, each consisting of an approximately equal number of constituencies representing approximate north/south geographic areas of the province.
- 4.3 Recognition may be granted by Executive Committee to one Constituency Association in each constituency. Members may form a Constituency Association in a constituency in which at least fifteen (15) members of the Party reside. To obtain recognition as the Constituency Association of the Party, the Constituency Association shall:
  - 4.3.1 actively support and promote the principles and policies of the Party;
  - 4.3.2 adopt the Constituency Bylaws as specified by the Executive Committee; and
  - 4.3.3 apply in writing to the Executive Committee for recognition, including a copy of the minutes of the meeting in which the Constituency Bylaws were approved and a list of the Officers and Directors of the Constituency Association.
- 4.4 Subject to 4.3 above and the other provisions of this Constitution, the affairs of each Constituency Association shall be under the control of its members, acting through the Constituency Association Board of Directors who shall be responsible to ensure that the said affairs are conducted in a manner consistent with the Principles and Policies of the Party, this Constitution and the Bylaws of the Constituency Association, and not prejudicial to the interests or well-being of any other Party Constituency Association, or of the Party.
- 4.5 Constituency Associations shall comply with such requirements as to their governance, financial management and reporting, as may be implemented by Executive Committee. Recognition of a Constituency Association may be revoked pursuant to rules and procedures set out by Executive Committee, per the Election Act. Recognition may also be revoked, at the discretion of Executive Committee, if Association membership falls below fifteen (15) members.
  - 4.5.1 Upon the revocation of recognition of a Constituency Association any funds or other assets of the Constituency Association shall be transferred to the Party, to be returned to the Constituency Association upon reactivation.
- 4.6 Lists of Constituency Association Presidents shall be made available to any President of a recognized Constituency Association who makes a request for such a list in writing to the Party.
- 4.7 Every Constituency Association shall provide organizational and financial support to the Party's candidate in their constituency.
- 4.8 The prescribed membership fee shall be split equally between recognized Constituency Associations and the Party.

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### **5. GOVERNANCE**

- 5.1 The governance of the Party shall reflect the following principles:
  - 5.1.1 Authority within the Party resides in its members.
  - 5.1.2 The Leader is accountable to members of the Party and the Caucus.
  - 5.1.3 The Caucus is accountable to the Party and to their constituents.
- 5.2. To ensure accountability, there will be regular communication from the Leader and the Executive Committee to Constituency Associations and members.

**Comment [VM5]:** This is a new section that explains how we will govern the Party, that the members have authority, and explains to whom the Leader and Caucus are accountable.

### **6. MEETINGS**

- 6.1 The control and governance of the activities of the Party are vested in the members at General Meetings.
- 6.2 The General Meetings of the Party, either Annual or Special, shall be a meeting of members of the Party.
- 6.3 An Annual General Meeting shall be held at least every two years, at a time and place in Alberta to be fixed by the Executive Committee.
- 6.4 General Meetings have the power and responsibility to:
  - 6.4.1 amend this Constitution;
  - 6.4.2 amend and adopt Party policy; and
  - 6.4.3 elect the Executive Committee by secret ballot.
- 6.5 The date, location(s), business to be transacted, and the rules and procedures for any General Meeting of the Party will be as determined by Executive Committee. One or more of the matters set out in Article 6.4 need not be conducted at a General Meeting if less than eighteen months have passed since such a matter was conducted at a General Meeting.
- 6.6 Special General Meetings may be called by the Executive Committee and shall be called upon the written request of one-quarter of all recognized Constituency Associations, where said Associations have held a Special General Meeting of the Constituency Association for the stated purpose of debating this matter and the request has been approved by a majority vote. The said Special General Meeting shall be held not later than 120 days after the receipt by the Secretary of the written requests. The purpose of the special meeting shall be stated in the call of the meeting.
- 6.7 The quorum for all General Meetings shall be the lesser of a majority or one hundred (100) members in good standing of the Party. The Executive Committee may provide that members though not present at the place of the General Meeting, may communicate with those present through the use of appropriate satellite, telephonic and computer technology and shall be deemed present at the place of the General Meeting

**Comment [VM6]:** The changes in this section make it clear that General meetings are where the Party is controlled and governed. Other minor changes include making it clear that not every general meeting activity need happen at every general meeting.

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and shall be included in the quorum.

- 6.8 At least sixty (60) days written notice of the holding of any General Meeting shall be sent to all members of the Party who have been members in good standing of the Party for at least fourteen (14) days before the date of such notice. In the event of interruption of postal service, the required written notice shall be sent by courier, email or telecopier to the President of each recognized Constituency Association.
- 6.9 In preparation for an Annual General Meeting, the Executive Committee shall appoint the following Committees, the members of which must be members in good standing of the Party:
- 6.9.1 a General Meeting Arrangements Committee whose duties are to organize the General Meeting;
  - 6.9.2 a Policy and Constitution Committee whose duties are to prepare a call for and accept policy resolutions and Constitution amendments; to review and comment on all policy resolutions and Constitution amendments submitted for consideration by the members at the General Meeting. The Policy and Constitution Committee will ensure that all resolutions submitted to it are made available to all members.
  - 6.9.3 a Credentials Committee whose duties are to make final decisions as to voting status of all members and other persons attending the General Meeting; and
  - 6.9.4 such other Committees as may be required to accomplish the purposes of a particular General Meeting;
- 6.10 Upon payment of the registration fee, any member in good standing of the Party shall have the right to attend and speak at all General Meetings and any member in good standing of the Party for at least fourteen (14) days before the date of such meeting shall have the right to vote on all matters properly brought before the membership for consideration.
- 6.11 Between General Meetings, the governance of the Party is vested in the Executive Committee and the Leader, as the case may be, subject to general direction from and accountability to the members.

### **7. OFFICERS AND EXECUTIVE COMMITTEE**

- 7.1 The officers of the Party shall be a President, a Vice-President - Membership, a Vice-President - Policy, a Vice-President - Fundraising, Vice - President - Communications, a Secretary, a Treasurer, and six (6) representatives to be referred to as Provincial Directors, three from each of regional zones who are residents within one of the Constituency Associations within that regional zone. These officers shall perform the duties prescribed this Constitution.
- 7.1.1 The officers, the Leader of the Party, and two members of Caucus who are elected by Caucus and who shall be non-voting members, shall constitute the Executive Committee.
  - 7.1.2 The Executive Committee shall be subject to the orders of the Party, and none of its acts shall conflict with action taken by the Party. No officer, employee or

**Comment [VM7]:** Two sections were merged together and some minor edits were made.

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member shall have any authority to act for or on behalf of the Party except as specifically provided by the Executive Committee through adoption of a motion or a standing rule of order.

- 7.2 Not less than ninety (90) days prior to any Annual General Meeting of the Party, the Executive Committee shall create the Nominating Committee, consisting of three (3) members. It shall be the duty of this committee to nominate candidates for the officer positions to be filled at the Annual General Meeting. Candidates for officer positions and all officers must be members in good standing of the Party. The Nominating Committee shall report to the Executive Committee prior to the notice of the Annual General Meeting being sent to all members, and such report shall be included in the notice of the Annual General Meeting. Nominations may also be made by any member up to sixty-five (65) days prior to the date of the Annual General Meeting, and such nominations shall also be included in the notice of the Annual General Meeting.
- 7.3 The officers shall be elected by ballot at each Annual General Meeting of the Party to serve until their successors are elected, and their term of office shall begin at the close of the Annual General Meeting at which they were elected. Provincial Directors shall be elected by members in good standing of the Party from the regional zone in which the Director resides.
- 7.4 The President shall have general responsibility as the Chief Executive Officer of the Party, and shall preside over all provincial meetings of the Party at which the President is in attendance.
- 7.5 The Vice-President – Membership shall be the first vice-president, and shall be first to act for the President in the President's absence or the President's inability or refusal to act. The Vice-President – Membership shall be responsible for the growth of the Party, the maintenance of the membership lists and renewals, and for Constituency development and organization.
- 7.6 The Vice-President – Policy shall be the second vice-president, and shall act for the President and the Vice-President – Membership in the President's and the Vice-President – Membership's absence or the President's and the Vice-President – Membership's inability or refusal to act. The Vice-President – Policy shall be appointed to and serve as the Chair of the Policy and Constitution Committee, and shall have primary responsibility to organize and manage all meetings and processes related to the consideration and adoption of principles and policies of the Party.
- 7.7 The Vice-President – Fundraising shall be primarily responsible for raising funds for the Party.
- 7.8 The Vice - President – Communications shall be responsible for all communications, advertising and promotional programs of the Party.
- 7.9 The Secretary shall:

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- 7.9.1 Have custody and maintain or cause to be maintained all records of the Party except financial records, including the taking of the minutes at the society meetings.
- 7.9.2 Have custody of the seal of the Society and, whenever used, it shall be authenticated by the signatures of the Secretary and the President or other officer as designated by the Executive Committee
- 7.9.3 Register all approved Special Resolutions to amend this Constitution with the Societies Registrar and comply with all enactments respecting the corporate affairs of the Party.
- 7.10 The Treasurer shall:
  - 7.10.1 Be responsible for all accounting and budgeting activities including the preparation of financial statements and reports, and shall have custody and maintain or cause to be maintained all financial records and documents of the Party;
  - 7.10.2 Shall be the Chief Financial Officer of the Party, and work with the Auditor in the verification and presentation of the Society financial statements; and
  - 7.10.3 Comply with all enactments respecting the financial affairs of the Party.
- 7.11 The following individuals shall not be eligible to be elected or appointed to be voting members of Executive Committee:
  - 7.11.1 Members of or employees of Members of the Legislative Assembly of Alberta, except the Leader;
  - 7.11.2 Members of or employees of Members of the Parliament of Canada; and
  - 7.11.3 Full-time employees of the Party or any other political party.
- 7.12 Any member of the Executive Committee may be removed, suspended or reinstated from the Executive Committee by a two-thirds vote of the whole Executive Committee.
- 7.13 The term for each Executive Committee member shall be no more than six (6) consecutive years.
- 7.14 Special meetings of the Executive Committee may be called by the President and shall be called upon the written request of two (2) members of the Executive Committee.
- 7.15 The Executive Committee shall meet at the call of the President, or at the call of the Leader. Notice of such a meeting shall be given, with not less than seven (7) days and not more than twenty-one (21) days' notice of the meeting. In the event of the neglect, refusal or inability of the President or Leader to call a meeting of the Executive Committee, the Secretary shall call a meeting upon written request to the Secretary of at least two (2) members of the Executive Committee. Notice of such a meeting shall be given, within three days of receipt of the written request by the Secretary, with not less than seven (7) days and not more than twenty-one (21) days notice of the meeting.
- 7.16 A majority of the Executive Committee shall constitute a quorum.



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- 7.17 Minutes of the Executive Committee meetings shall be provided to Executive Committee members and be made available to Presidents of recognized Constituency Associations.
- 7.18 A member of the Executive Committee may participate in a meeting of the Executive Committee by means of telephone conference that permits all persons participating in the meeting to hear each other, and the member so participating in a meeting shall be deemed to be present at the meeting and shall be included in the quorum. This provision relating to meetings by telephone conference shall apply to each committee established by the Executive Committee.
- 7.19 The Executive Committee may, with the approval of two-thirds of its members present and voting, appoint members to fill any vacancy on the Executive Committee between Annual General Meetings, provided that the person is a member in good standing and, in the case of a vacancy in a Provincial Directors position, that the person appointed shall reside in the regional zone that has the vacancy.
- 7.20 The Executive Committee may:
- 7.20.1 appoint an Executive Director who shall report to and be accountable to the Executive Committee and who shall approve any staff positions as required for the organization and administration of the business of the Party;
  - 7.20.2 set salaries for the Executive Director and staff;
  - 7.20.3 set terms of reference and powers for the executive director; and
  - 7.20.4 by a two-thirds vote approve policies regarding the remuneration of officers, and the reimbursement of officers' expenses.
- 7.21 The Executive Committee may approve the borrowing, raising or securing the payment of money pursuant to legislation. In the event that debentures are to be issued, notice of the proposed issuance shall be sent by mail to all Party members no less than sixty (60) days prior to the date of the next scheduled General Meeting at which the issue is to be considered, and shall require a seventy-five percent (75%) vote to approve.
- 7.22 The Executive Committee may authorize the drawing, making, accepting, endorsing, discounting, executing and issuing of promissory notes, bills of exchange and other negotiable or transferable instruments.
- 7.23 The Executive Committee shall recommend an auditor to the Annual General Meeting. At each Annual General Meeting, the Party shall appoint an auditor for the next ensuing year. The Executive Committee shall have authority to enter into the engagement with the auditor and approve the auditor's fees. At each Annual General Meeting, the Treasurer shall present the audited financial statements of the Party as signed by the auditor.
- 7.24 The Executive Committee shall have the authority to file all such notices, returns or resolutions as may be required by law, and may delegate from time to time the signing

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and verification of such notices, returns or resolutions as may be required and appropriate.

- 7.25 The Executive Committee shall appoint from time to time such special committees as deemed necessary to carry on the work of the Party. The President shall be ex officio a member of all committees except the Nominating Committee.

### **8. LEADER**

- 8.1 The Leader is the chief public official of the Party, whose authority includes that specified for the leader of a party pursuant to law.
- 8.2 The Leader shall promote the Party.
- 8.3 The Leader shall be elected by the members of the Party using a preferential ballot, and must receive a majority. To be entitled to vote in a Leadership Vote a member must have been a member in good standing of the Party for the fourteen (14) days immediately prior to the date of the vote.
- 8.4 The Leader shall be limited to holding the office of Leader of the Party for the longer of two terms of the Legislative Assembly or eight years, unless endorsed by a two-thirds majority to continue for an additional four years at the Annual General Meeting immediately preceding the expiry of the allowed term.
- 8.5 The Leader shall provide a report to the members every General Meeting.
- 8.6 The Executive committee shall, at least once in every three General Meetings, ask each attending member, "Do you want a Leadership Vote to be called?" Voting shall be by secret ballot. The number of votes cast for and against the question, and the total valid votes cast, shall be announced to the General Meeting before the end of that day's session.
- 8.7 If the membership votes in favor of a leadership vote as provided in Article 8.6, or a written declaration demanding a Leadership vote is signed by three-quarters of the Caucus and by three-quarters of the Executive Committee, the office of Leader will be deemed vacant.
- 8.8 In the case of a vacancy in the office of Leader, the Executive Committee shall, within fifteen (15) days announce when a Leadership Vote will be held. Notice shall be given to all members of the Party by the Executive Committee within a further twenty-one (21) days of the announcement. The Leadership Vote must be held not sooner than three (3) months and not later than nine (9) months from the date of the event giving rise to the Leadership vote. An Interim Leader shall be appointed by the Executive Committee in consultation with Caucus. Such interim leader shall not be eligible to be a candidate in the Leadership Vote.

**Comment [VM8]:** Changes to this section include adding the first two sentences which spell out the role and duties of the leader. There is also a clarification that Leader elections will be by preferential ballot. And that the members get to decide on the term of the Leader and on Leadership reviews.

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- 8.9 In the event the Leader announces his or her intention to resign the position of Leader of the Party, a Leadership Vote must be called by the Executive Committee within fifteen (15) days from the date of the announcement, and notice shall be given to all members of the Party within thirty-six (36) days of the announcement. The Leadership Vote shall be held not less than three (3) months and not more than nine (9) months from the date of the announcement.
- 8.10 The Executive Committee shall establish the procedures and mechanisms, including appropriate telephonic and computer technology, not inconsistent with the provisions of this Constitution, whereby the Leadership Vote shall be conducted. The Executive Committee is the final authority on any dispute related to the Leadership Vote.
- 8.11 In order for a person to be considered as a candidate for the leadership of the Party, they must:
- 8.11.1 be a member in good standing of the Party;
  - 8.11.2 complete and submit an application form as specified by the Executive Committee, and agree that some or all of the contents of the application form as completed and submitted can be disclosed to all members of the Party and the public at large;
  - 8.11.3 provide at least one hundred (100) signatures of eligible Leadership voters;
  - 8.11.4 meet any requirements of qualification under applicable laws;
  - 8.11.5 pay all application fees as specified by the Executive Committee; and
  - 8.11.6 agree to abide by the rules and procedures for the conduct of the Leadership Vote as specified by the Executive Committee.

### **9. CAUCUS**

- 9.1 If the government is formed by the elected members of the party, all government legislation and resolutions must have majority caucus approval before going into the Legislature or being proclaimed.
- 9.2 Caucus members may, by a majority vote of Caucus, order a secret vote by ballot, on any issue.
- 9.3 Members of Caucus may only be ordered expelled from Caucus on the initiative of the Leader and supported by a majority vote of Caucus, held by secret vote by ballot.
- 9.4 The Caucus, through a majority secret ballot vote may recommend that the Leader dismiss a member of the Leader's staff.
- 9.5 Caucus will elect two of its members as non-voting members of the Executive Committee, with the right to speak for the caucus.

**Comment [VM9]:** Some minor edits to this section to amend clauses that were illegal due to various pieces of legislation.

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- 9.6 Caucus may request the Executive Committee to call the Leader to account on any matter by a majority vote of Caucus, held by secret vote by ballot.

### **10. POLICY**

- 10.1 The formulation of the Party's Principles and Policies belongs to the members.
- 10.2 Any five (5) members in good standing of the Party may propose Principles and Policies for consideration by the members.
- 10.3 Notice of the call for proposed Principles and Policies or amendments to existing Principles and Policies shall be sent to all Party members no less than one hundred and twenty (120) days prior to the date of the next scheduled General Meeting. All proposed Principles and Policies or amendments to existing Principles and Policies shall be submitted to the Chairman of the Policy and Constitution Committee in writing as a Notice of Motion at least ninety (90) days prior to the date of the next scheduled General Meeting. All duly proposed Principles and Policies or amendments to existing Principles and Policies shall be made available to Party members no less than sixty (60) days prior to the date of the next scheduled General Meeting.
- 10.4 Any proposed Principles and Policies shall require previous notice and a majority vote at a General Meeting to adopt and/or amend.
- 10.5 A member who holds any elected party position or designation may be censured by, or suspended from the Party by a two-thirds vote of the Executive Committee for conduct that is in substantial contradiction to this Constitution.

**Comment [VM10]:** The ability of the Executive Committee to censure and suspend elected party officials is clarified.

### **11. NOMINATION OF CANDIDATES**

- 11.1 Executive Committee shall create rules and procedures for the selection of candidates. The Executive Committee shall establish the Candidate Selection Committee that shall have the right to disallow the candidacy of any person before or after nomination by the Constituency association, subject to the appeal of such a decision to Executive Committee whose decision shall be final.
- 11.2 The rules shall provide for a Constituency Nomination Committee in each constituency that shall, subject to the rules, be responsible for the administration of the candidate selection process in the constituency.

**Comment [VM11]:** This is a new section that clarifies the vetting of potential candidates and places that authority first in a committee and then in the Exec Committee.

### **12. AMENDMENT**

- 12.1 Amendments to this Constitution may be proposed by any Constituency Association or the Executive Committee.
- 12.2 Notice of the call for proposed Special Resolutions to rescind, alter, add or otherwise amend this Constitution shall be sent to all Party members no less than one hundred

**Comment [VM12]:** No substantive changes to this section, except that it allows the Exec Committee to propose constitutional changes to the members.

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and twenty (120) days prior to the date of the next scheduled General Meeting. All said proposed Special Resolutions shall be submitted to the Chairman of the Policy and Constitution Committee of the Party in writing as a Notice of Motion at least ninety (90) days prior to the date of the next scheduled General Meeting. All duly proposed Special Resolutions shall be made available to Party members no less than sixty (60) days prior to the date of the next scheduled General Meeting.

- 12.3 Any amendment to this Constitution shall require a seventy-five percent (75%) vote, pursuant to section 1(d)(l)(b) of the Societies Act.

### **13. INTERPRETATION AND RULES OF ORDER**

- 13.1 This Constitution is to be interpreted and read subject to the provisions of the Election Act. Unless the context otherwise requires, words and phrases used in this Constitution have the same meaning as in the Election Act. To the extent that there is any conflict between any provision of this Constitution and the Election Act or other applicable law, the law shall prevail.
- 13.2 This Constitution shall govern the affairs of the Party and in the event of any conflict between this Constitution and any other party document, this Constitution shall prevail.
- 13.3 The Executive Committee shall provide rules and procedures for the giving of any notice required under this Constitution.
- 13.4 The Executive Committee may adopt rules of order or create special rules of order for any meeting of the Party. Absent the adoption of any rules of order or to the extent not provided by such rules or by this Constitution, all meetings of the Party shall follow Roberts Rules of Order, Newly Revised.

**Comment [VM13]:** New section. This is required to cut off potential litigation and to create clear rules for the governance of the Party.

### **14. INDEMNITY AND DISPUTE RESOLUTION**

- 14.1 When acting within the scope of their authority, no employee, volunteer, officer, director, or member of any committee established by the Party shall be liable for any debts, actions, claims, demands, liabilities or commitments of any kind of the Party. The Party shall indemnify and hold harmless each such person against any debt, action, claim, demand, liability or commitment whatsoever.
- 14.2 Executive Committee shall appoint from the Party membership, the chair and seven members of the Party Arbitration Committee. None of them shall be on Executive Committee in any capacity and at least half of them shall have legal training. They shall be appointed for terms of office of at least two years.
- 14.3 Except for any dispute related to a Leadership Vote, any ten (10) members from five (5) Constituency Associations may give notice in writing to Executive Committee of a dispute as to whether the requirements of this Constitution or any rules and procedures are being met by the Executive Committee or its committees.

**Comment [VM14]:** New section. This section is required to prevent the Party from having all of its decisions challenged in Court. The current state of the law says that the Courts will not accept cases asking them to overturn decisions of political parties if those parties have a comprehensive and effective internal dispute resolution process that is available to members who feel aggrieved. The addition of this process is a necessary requirement to the proper functioning of our Party.

## PROPOSED AMENDMENTS TO THE PARTY BYLAWS

- 14.3.1 Except for any dispute related to a Leadership Vote, any ten (10) members of a Constituency Association may give notice in writing to Executive Committee of a dispute as to whether the requirements of this Constitution or any rules and procedures are being met by a Constituency Association or its committees.
- 14.3.2 Executive Committee shall appoint one or more members to investigate the merits of the dispute, which member(s) shall be authorized to intervene to attempt to resolve the dispute.
- 14.3.3 If the members appointed pursuant to Article 15.3.2 decide not to intervene or are unsuccessful in resolving the dispute, Executive Committee shall, in writing, refer the matter to the Party Arbitration Committee.
- 14.4 Executive Committee may also refer any other matter or class of matter, other than a matter related to the leadership selection process, to the Party Arbitration Committee for adjudication by a panel.
- 14.5 On receipt of a referral from the Executive Committee, the Party Arbitration Committee shall select a panel of three (3) of its members to arbitrate and decide on the dispute.
- 14.6 The decision of a Party Arbitration Committee panel is final and binding and there shall be no appeal or review on any ground whatsoever.
- 14.7 Subject to any specific directions from any Party Arbitration Committee panel, Executive Committee is empowered to implement the decisions of that Party Arbitration Committee panel.
- 14.8 The general rules and procedures for the Party Arbitration Committee and its panels shall be determined by the Party Arbitration Committee, subject to ratification by the Executive Committee.

## PROPOSED AMENDMENTS TO THE PARTY BYLAWS

### **PREAMBLE TO MOTIONS 2 TO 5**

#### **NOTICE OF MOTION TO AMEND BYLAWS**

In accordance with Article XI of the current bylaws of the Wildrose Alliance Party Association, these proposed amendments to the bylaws are hereby presented to the membership for approval at the Annual General Meeting on June 26, 2010 at The Capri Hotel in Red Deer, Alberta.

We, the undersigned, recommend the approval of these amendments.

Jeff Callaway *Party President*,  
Cory Morgan *Southern Zone Director*,  
Blaine Maller *Party VP Membersh*  
Rob Anderson *MLA Airdrie-Chestermere*  
Heather Forsyth *MLA Calgary Fish Creek*  
Paul Hinman *MLA Calgary Glenmore*  
Russ Lyster *President Banff-Cochrane*  
Jonathan Williams *President Edmonton Whitemud*  
Travis Chase *President Calgary Fort*  
Chris Maitland *President Calgary Northwest*  
Derrick Jacobson *President Airdrie Chestermere*  
Dalton Dalik *organizer Calgary East*

Joe McMaster *Secretary Banff-Cochrane*  
Dave Clark *Treasurer Banff-Cochrane*  
Ian Cook *VP Fundraising Banff-Cochrane*  
Ed Sager *VP Communications Banff-Cochrane*  
Arnold Slager *Director Banff-Cochrane*  
Ed Wicks *President Rocky Mountain House*  
Justin Wong *President Calgary Shaw*  
Jane Morgan  
Heather McMullen  
Jamie Buchan  
Banff Cochrane CA

#### **EXPLANATION OF PROPOSED REVISIONS TO THE BYLAWS**

##### Article IX

- Constituency Associations become the starting point of policy development, and are limited in the number of new proposals or amendments they can suggest. This better reflects the reality of a party with 14,000 members with 80 + constituency associations, whose members can meet once annually to make changes. The current bylaws create a situation where hundreds of proposals must be sent to the membership prior to the AGM, despite the fact that limited time allows only a small percentage of these to be considered. As it stands, 5 people with a specific agenda can attempt to totally rewrite our policy, as demonstrated at our previous AGM.

- Strike sections (d) and (e), which are inconsistent with our party's principled stance on the importance of free votes in the legislature and responsible government. As currently written, a Wildrose MLA who diverged from party policy to speak in the interest of their constituents could be subject to a hearing and expulsion or penalties – just like what the PCs recently did to Guy Boutilier.

##### Article X

- Robert's Rules to be used as a guide rather than an iron clad rule set. This change prevents individuals with advanced knowledge of the Rules from abusing them to disrupt and delay proceedings, which has occurred in the past.

##### Article XI

Changes made to make Constituency Associations the primary point of constitutional change, for the same reasons as listed under Article IX.

## PROPOSED AMENDMENTS TO THE PARTY BYLAWS

### MOTION 2

We motion that the bylaws of the Wildrose Alliance Party Association be amended as follows:

#### ARTICLE IX – PRINCIPLES AND POLICIES

~~(a) Any five (5) members in good standing of the Party may propose principles or policies for consideration by the members.~~

(a) Any recognized Constituency Association of the Party may propose principles or policies for consideration by the members. All Constituency Associations may advance a maximum of two (2) such motions for consideration at a General Meeting.

### MOTION 3

We motion that the bylaws of the Wildrose Alliance Party Association be amended as follows:

~~(d) No elected member, which includes a candidate, elected MLA or officer of the party, shall promote or do anything against the stated principles and policies of the Party.~~

~~(e) In the event that a written complaint is received by the Executive Committee, alleging that an elected member has violated the Principles or Policies of the Party, the Executive Committee shall appoint a committee comprising a majority of the Executive Committee and a majority of the presidents of the recognized Constituency Associations, to hold such hearings in executive session as deemed necessary to determine the legitimacy of the complaint and, if the complaint is sustained, order such action or penalties as the committee shall deem appropriate, which may include suspension or termination of membership.~~

### MOTION 4

We motion that the bylaws of the Wildrose Alliance Party Association be amended as follows:

#### ARTICLE X – PARLIAMENTARY AUTHORITY

(a) The rules contained in the current edition of Robert' s Rules of Order, as revised, shall **be used as a guide to** govern the Party in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order the Party may adopt.



## PROPOSED AMENDMENTS TO THE PARTY BYLAWS

### **MOTION 5**

We motion that the bylaws of the Wildrose Alliance Party Association be amended as follows:

#### ARTICLE XI - AMENDMENT OF BYLAWS

~~(a) Any five (5) members in good standing of the Party may propose amendments to these Bylaws.~~

(a) Any recognized Constituency Association of the Party may propose amendments to these Bylaws. All Constituency Associations may advance a maximum of two (2) such motions for consideration at a General Meeting.

## PROPOSED AMENDMENTS TO THE PARTY BYLAWS

### Bylaw Rescission Proposals from the Existing Policy Breakout Calgary March 13<sup>th</sup> Policy Meeting

#### **MOTION 6**

Delete Bylaw Principle II

e) We believe in democratic processes including: free and fair elections, fixed election dates, free votes in the Legislature, and the power of citizens to recall elected representatives and initiate binding referendums.

#### **MOTION 7**

Delete Bylaw Principle II

f) We believe that government must be fiscally prudent: namely balancing budgets, limiting taxation, and minimizing the size and growth of the public sector and that they should treat public moneys as funds held in trust.

#### **MOTION 8**

Delete Bylaw Principle II

g) We believe that elected representatives are to serve honestly, ethically, and with concern for all; that their duty to their electors supersedes their obligations to any political party; and that government must be open and accountable to the people.

#### **MOTION 9**

Delete Bylaw Principle II

n) We believe the legislature is subject to judicial review as judges protect our constitutional rights, however; judges are to interpret laws, not make them.

#### **MOTION 10**

Delete Bylaw Principle II

p) We believe in the preservation of Alberta's heritage.