



Alberta Society for the Promotion of Sexual Health By-laws

Article 1

- 1.1 The Name of the Association is The Alberta Society for the Promotion of Sexual Health, hereinafter referred to as the "the Society " or "ASPSH".
- 1.2 The Registered Office of the Association shall be in the Province of Alberta at such place as the Board of directors may from time to time determine.
- 1.3 The purpose of the Society is the promotion and provision of reproductive and sexual health clinical, education, and promotion services in the province of Alberta.
 - 1.3.1 Objects
 - 1.3.1.1 To provide an opportunity for professionals to confirm, validate, enhance and investigate existing and emerging information and skills in the area of sexual health education, counselling and clinical services.
 - 1.3.1.2 To provide a forum for discussion of attitudes and ideas related to sexual health and human sexuality to promote tolerance and understanding.
 - 1.3.1.3 To promote interaction and networking among professionals working in the field of sexual health
 - 1.3.1.4 To encourage a wide dissemination of sexual health research findings and application of research in the field of sexual health practice.
 - 1.3.1.5 To promote comprehensive sexual health information and services.
 - 1.3.1.6 To establish and maintain a library or reading room.
 - 1.3.1.7 To provide all necessary equipment and furniture for carrying on its various objects.
 - 1.3.1.8 To sell, lease, mortgage, dispose of, or otherwise deal with the property of the Society.
 - 1.3.1.9 To set Standards and provide Accreditation for Education and Clinical Sexual Health Workers.

Article 2 Membership

2.1 There shall be two categories of membership in the Association:

- Individual Membership
- Organizational Membership

2.1.1 Individual Members

Subscribing Members and individuals within the community who ascribe to the purpose and objects of the Society and who are approved for membership by the Board of Directors.

2.1.2 Organizational Members

Organizations within the community that ascribe to the purpose and objects of the Society and who are approved for membership by the Board of Directors.

2.2 Membership application, fee(s), term and privileges shall be determined from time to time by the Board of Directors.

2.3 The Society shall maintain a register of members. A person who is not registered is not considered to be a member.

2.4 Members may withdraw from the Society at any time by giving written notice to the Chairperson or by not renewing their membership at the expiration of its term.

2.5 Membership fee(s) of any nature are non-refundable.

Article 3 Meetings

3.1 The SOCIETY shall hold an Annual General Meeting to conduct the business of the Society at least once each year and not more than 180 days after the fiscal year end of the Association.

3.2 Annual General Meetings shall be held at a place determined by the Board of Directors within the Province of Alberta.

3.3 Notice of Annual General Meetings shall be given to all members either in writing or by posting notice on any universally accessible E-mail system not less than fifteen days prior to the date of such meeting.

3.4 The secretary shall see to the proper recording and preserving of the minutes of all such meetings.

3.5 A Special Meeting of the Society shall be called by the Chairperson upon receipt of a petition signed by one-fourth of the members in good standing, setting forth the reason for calling such meeting, notice of which shall be sent to the last known address of each member, postmarked at least fifteen days prior to the meeting.

- 3.6 Ten percent (10%) of current members in good standing shall constitute a quorum at any General Meeting or Special Meeting.
- 3.7 All Members shall have the right to vote on any matter coming before a General Meeting of the Society and votes must be made in person. The official representative of Organizational members or their designate is entitled to one vote.

Article 4 Board of Directors

- 4.1 The affairs of the Society shall be managed by a Board of Directors who shall have the capacity to take all such steps on behalf of the SOCIETY, which they consider necessary in the circumstances, in order to fulfil the goals of the SOCIETY, subject to those restrictions imposed in this constitution and bylaws.
- 4.2 The Officers of the Society shall consist of the Chairperson, the Vice-chair, the Treasurer, and the Secretary and additional positions as determined from time to time.
 - 4.2.1 The Officers of the Society shall be elected annually by the Board of Directors at the first meeting of the Directors following the Annual General Meeting, from among the Directors of the Society.
 - 4.2.2 The Officers of the Society shall have signing authority for the association.
 - 4.2.3 The Chairperson or designate shall chair meetings of the Board and general membership meetings.
 - 4.2.4 The Secretary shall see to the recording and maintenance of the minutes and records of the Society and maintain a current list of members of the Society.
 - 4.2.5 The Treasurer is responsible for the maintenance of the accounts and financial records of the Society.
- 4.3 The Board of Directors shall consist of the Officers of the Society and up to eight additional directors.
- 4.4 The Board of Directors shall be elected by simple majority of the members of the Society present at the Annual General Meeting. Any Member in good standing is eligible to be nominated to the Board of Directors.
 - 4.4.1 The Directors in their first term shall be elected for a three (3) year staggered term. Directors may be elected to additional one year terms annually.
 - 4.4.1.1 Directors shall be elected for an initial term of three (3) years with the possibility of being re-elected for additional one (1) year terms annually
 - 4.4.1.2 The term of office for the Board of Directors begins the first day after the Annual General Meeting and includes the rest Annual General Meeting.

- 4.4.1.3 In the event of the resignation, removal or death of a Director, the Board may appoint a new member until the next Annual General Meeting whereupon the Members shall elect a Director to fill the position should there be an additional year in the term.
- 4.4.1.4 The Board of Directors may establish a nominating committee at least sixty (60) days prior to the Annual General Meeting to seek candidates for available positions.
- 4.4.2.5 The Board may have a maximum number of twelve (12) directors total.
- 4.4.2.6 Nominations for Directors from floor shall be received at the Annual General Meeting.
- 4.4.2.7 Board members shall be elected by a majority of votes.
- 4.4.3 A director may resign his or her position by written notice the Chairperson of the Board.
- 4.4.3.1 Any Director may be removed by Special Resolution passed by three quarters (3/4) majority of members present at a duly constituted General Meeting or Special Meeting.
- 4.4.3.2 Any Director that has been absent for three (3) consecutive meetings shall automatically be removed from the Board unless excused by a resolution of the Board.
- 4.5 Meetings of the Board shall be held as often as may be required but at least three times per year.
- 4.5.1 Notice of each meeting of the Board shall be given to members of the Board by mail, fax transmission, E-mail or telephone at least one (1) week prior to the meeting, except in the event that an established list of meeting dates for the fiscal year has been agreed to by the Board. Failure of any member to receive notice of a regularly scheduled meeting shall not invalidate the meeting.
- 4.6 Each member of the Board shall have one (1) vote, with the exception of the Chairperson who may vote only in the event of a tie. A simple majority of Directors shall constitute a quorum.

Article 5 Committees

- 5.1 Committees may be established from time to time as determined by the Board.

Article 6 Amendments

- 6.1 The By-laws may be rescinded, altered or added to by "Special Resolution" at any General Meeting.

Article 7 Fiscal Year

- 7.1 The fiscal year of the "SOCIETY" shall be from the first day of February to the thirty-first day of January.

Article 8 Borrowing Power

- 8.1 The Society will have borrowing authority as required for the short-term financing of the activities of the SOCIETY in pursuit of its Objects.

Article 9 Remuneration

- 9.1 Members of the Board shall not be paid for their services as Directors but shall be entitled to reimbursement for all reasonable travel and other expenses incurred in connection with their duties as Directors.
- 9.2 Direct or indirect gain to any Society member by virtue of his or her membership is strictly prohibited. This however does not prohibit the Society hiring or contracting for a reasonable fee, goods or services, from its members.

Article 10 Financial Responsibilities

- 10.1 The financial records of the Society shall be audited at least once each year by a duly qualified accountant or by two members of the Society elected for that purpose at the Annual General Meeting. The auditor's report and financial statement shall be presented at the Annual General Meeting of the Society.
- 10.2 The books and records of the association may be inspected by any member of the Society at the Annual General Meeting provided for herein at any time upon giving reasonable notice and arranging time satisfactory to the Officer in charge of same. Each member of the Board shall have access during office hours to such books and records.
- 10.3 The Chairperson Vice-Chair, Treasurer, and Secretary shall have signing authority for all accounts of the Association. Cheques of the Society require two signatures.

Article 11 Profits

- 11.1 All profits made by or gains to the Society shall be used solely to promote the purpose and objectives of the Society as stated.

Article 12 Seal

- 12.1 The Seal of the Society shall be in the custody of the President or designate and affixed only by authority of the Board.

Article 13 Dissolution

- 13.1 In the event of winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to an organization with like objectives, as may be determined by members of the Society at the time of winding up or dissolution; provided that such organization referred to in this paragraph shall be a charitable corporation, or charitable trust, recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.