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CERTIFIED EXTRACT OF THE SPECIAL RESOLUTION  
of the Members of the **Alberta Association of Professional Paralegals** (the "Association")  
passed at the Annual General Meeting held on October 30, 2021

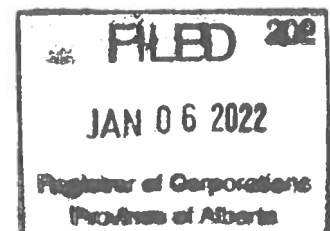
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I, HEIDI SEMKOWICH, President of the Association, HEREBY CERTIFY that the following special resolution was passed at the Annual General Meeting of the Members:

1. Number 2 of the existing objectives, as filed with the Registrar of Corporations on July 29, 1981 is amended as follows:

"2. The aim and object of the Society is:

- (a) To provide and maintain an organization for legal support professionals, including but not limited to, Legal Administrative Assistants, Legal Assistants, Court Agents, Court Clerks or Judicial Clerks, Paralegals and Independent Paralegals, employed by or working under the supervision of a Member of the Law Society of Alberta in good standing as defined by the Law Society Rules in private practice or in any office, department, corporation or undertaking whatsoever whether governmental, public, municipal, commercial or otherwise and to advance and protect the status and interests of all such personnel, or in the instance of an Independent Paralegal, which employment is contingent on proof of Liability Insurance valid in the Province of Alberta, (referred to herein as "Legal Support Professionals");
- (b) To promote professional unity amongst persons employed as Legal Support Professionals, and to promote cooperation and mutual assistance between them.
- (c) Generally to promote the education, whether general or legal, and the professional advancement of Legal Support Professionals with a view to assisting them to become proficient in the law and to qualify in the respective areas of law provided by Legal Support Professionals and in particular either alone or jointly with the Law Society of Alberta or any other body" whether public, governmental, municipal or private and to arrange, establish and conduct educational schemes, conferences, lectures and examinations;



- (d) To give and award diplomas, prizes and other rewards' to persons showing proficiency in the law and establish trust funds and scholarships and assist financially with the educational or professional advancement of Legal Support Professionals in their respective areas of law.
- (e) To publish literature, maintain libraries and disseminate such literature or other information by the delivery of lectures."

2. The existing by-laws, as filed with the Registrar of Corporations on July 24, 2019, are rescinded and are replaced by the attached by-laws.

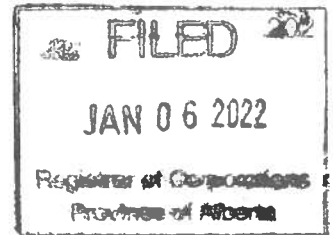
DATED AND EFFECTIVE THIS 30th DAY OF October, 2021.



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HEIDI SEMKOWICH, President

**ALBERTA ASSOCIATION OF PROFESSIONAL PARALEGALS  
BY-LAWS**



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## INTERPRETATION

The following rules of interpretation must be applied in interpreting these Bylaws:

- (a) Singular or Plural: words indicating the singular number also include the plural, and vice-versa.
- (b) The masculine shall include the feminine and vice versa.
- (c) A capitalized derivative of a defined term shall have a corresponding meaning.
- (d) Any reference to a specific number of days prior to a meeting shall not include the day of the applicable meeting.
- (e) Headings are for convenience only. They do not affect the interpretation of these Bylaws.

### **1.0 BY-LAWS**

The following sets forth the Restated Bylaws of Alberta Association of Professional Paralegals (the "Association") and supersedes all previous bylaws of the Association in their entirety. These Bylaws shall regulate the business and affairs of the Association.

- 1.01 In accordance with the *Societies Act*, (the "Act") these Bylaws may be rescinded, altered or added to by a special resolution. This resolution shall be passed by a majority of not less than 75% of those Members entitled to vote as are present at any Annual General Meeting or Special Meeting of the Association.
- 1.02 The notice of the Annual General Meeting or Special Meeting of the Association must include details of the proposed resolution to change the Bylaws and be provided to the Voting Members no less than 21 days prior to that meeting.
- 1.03 The amended bylaws take effect after approval of the special resolution at the Annual General Meeting or the Special Meeting and accepted by Alberta Corporate Registry.

### **2.0 DEFINITIONS**

In these Bylaws, unless the context otherwise requires, the following terms shall be defined as set out herein:

**"Alberta Registered Paralegal"** means a Voting Paralegal Member of the Association in good standing.

**"Association"** means the Alberta Association of Professional Paralegals.

**"Board"** means the board of Directors of the Association.

“**Directors**” means the Directors of the Association.

“**Certified Paralegal**” means a paralegal, as defined herein, that has been certified by an examination of submitted materials and/or examinations administered in accordance with the Associations’ membership protocols.

“**Certificate Program**” means a program of legal studies offered by a post-secondary educational institution which program is less than 2 years in length recognized by the Association.

“**Court Agent**” means any individual who is not a lawyer or student-at-law, but who is employed for the purpose of acting as an agent for a party or accused in Provincial Court matters or a tribunal.

“**Court Clerk**” or “**Judicial Clerk**” means any individual who is not a lawyer or student-at-law, who is a civil servant employed by Alberta Justice and Solicitor General for the purposes of performing tasks related to court and law matters.

“**Diploma Program**” means a program of legal studies offered by a post-secondary educational institution which program is equal to or greater than 2 years in length recognized by the Association.

“**Education Committee**” means the specific committee of the Association appointed by the Board to liaise with stakeholders and relevant government bodies.

“**employed as a paralegal**” means being engaged in the performance of the duties of a Paralegal in Alberta, under the supervision of a Member of the Law Society.

“**Legal Administrative Assistant**” means a trained legal administrative professional, working in an entry-level position or in a position that requires a particular or specialized skill set in areas of law, including, but not limited to:

- (a) various legal routine practices and/or administrative for the day-to-day operations that are fundamental to the practice of law; or
- (b) project matters that are fundamental to the operations and requirements of law practices; and

that are performed under the general supervision of a Member of the Law Society or a person that is designated, appointed or employed by a Member of the Law Society to supervise said duties.

“**Legal Assistant**” means a trained legal administrative professional who performs a variety of routine legal and/or administrative duties under the general supervision of a Member of the Law Society or a person that is designated, appointed or employed by a Member of the Law Society to supervise said duties, having completed either a Diploma or Certificate Program or has worked in the supervised position by a Member of the Law Society, or a person that is designated, appointed or employed by a Member of the Law Society for no less than 2 years.

**“Legal Support Professionals”** means Legal Administrative Assistant, Legal Assistant, Court Agent, Court Clerk, Judicial Clerk, Paralegal, and Independent Paralegal.

**“Independent Paralegal”** means a person with education, training and knowledge of the substantive and procedural aspects of law, and can provide proof of Liability Insurance valid in the Province of Alberta, who may or may not be employed or retained by or for the purposes of working with a Member of the Law Society in a capacity or function which involves the performance of legal work, or duties of specifically delegated substantive legal work which requires sufficient knowledge of legal concepts that in the absence of the Paralegal the Member of the Law Society would perform.

**“Law Society”** means The Law Society of Alberta;

**“Member”** means a member of the Association;

**“Member of the Law Society”** means a member of the Law Society of Alberta in good standing as defined by the Law Society Rules;

**“Paralegal”** means a person with education, training and knowledge of the substantive and procedural aspects of law, who is employed or retained by or for the purposes of working with a Member of the Law Society in a capacity or function which involves the performance of legal work, under the ultimate direction and guidance of a Member of the Law Society, or duties of specifically delegated substantive legal work which requires sufficient knowledge of legal concepts that in the absence of the Paralegal the Member of the Law Society would perform;

**“Person”** means an individual or legal entity or corporation who supports the purpose of the Association;

**“Qualifying Employment”** means employment as a Legal Administrative Assistant or a Legal Assistant under the supervision of a Member of the Law Society or a person that is designated, appointed or employed by a Member of the Law Society to supervise said duties.

**“registered address”** of a Member means the address as recorded in the register of members;

### **3.0 MEMBERSHIP**

- 3.01 The Members of the Association are Members, as defined in accordance with these Bylaws, and shall be bound by the Association’s Code of Ethics which is attached hereto and forms part of these Bylaws in Appendix 1, which may be amended from time to time by the Board as they consider appropriate for governance and regulation of the Association.
- 3.02 A Person may apply for a membership in the Association and, on acceptance by the Directors, shall be a Member.

- 3.03 The Board may, in its absolute discretion, refuse to admit any Member notwithstanding that all the conditions of admission have been fulfilled.
- 3.04 Every Member shall:
- (a) uphold the Objects;
  - (b) comply with these Bylaws;
  - (c) pay the annual membership fees as may be established from time to time by the Board and any other subscription or debt owed to the Association by the Member; and
  - (d) refrain from bringing the Association or the legal profession into disrepute.
- 3.05 A Person shall cease to be a Member of the Association:
- (a) on delivery of their resignation in writing to the Board, by hand, or by mailing, delivering, telecopying or sending it by any other method of transmitting legibly recorded messages to the address of the Association;
  - (b) on their death;
  - (c) on the 31st of December of each year, if their membership dues are not paid on or before January 1<sup>st</sup> of each calendar year; or
  - (d) on the cancellation of their membership in accordance with paragraph 4.06 herein of these Bylaws.
- 3.06 Membership of a Member may be cancelled by a resolution of Directors passed at a meeting of the board of Directors, provided that:
- (a) the notice of the meeting of Directors for cancellation shall be accompanied by a brief statement of the reason or reasons for the proposed cancellation; and
  - (b) the Person whose membership is the subject of the proposed resolution for cancellation shall be given an opportunity to be heard at a duly constituted meeting of Directors before the resolution for cancellation is put to a vote.
  - (c) the Board, in its discretion, may determine that a Member review may require a conduct review committee to be formed, which committee shall be formed on a case-by-case basis.
- 3.07 A Member who respects the provisions of the Objects and the Bylaws of the Association is in good standing unless they have failed to pay their current annual membership fee, if any, or any other subscription or debt due and owing by them to the Association, and the Member not in good standing so long as the debt remains unpaid.

3.08 The Association shall have the following classes of membership:

(a) **Voting Members**

Are individuals who qualify under two categories as follows:

- i. Voting Paralegal Member is an individual who is currently employed as a paralegal, or is an Independent Paralegal as defined in these Bylaws, and meets the requirements of one of the following:
  - A. holds a degree, certificate or diploma issued by an educational institution recognized by any provincial legislation in Alberta, or an educational facility approved by and at the discretion of the Board, and recognized by the Association for the purposes of membership;  
AND
  - B. has been employed as a paralegal for a minimum of five (5) years, certified in writing by a supervising Member of the Law Society on a form approved from time to time by the Board.

**Voting Paralegal Members of the Association shall be entitled to describe themselves as “Alberta Registered Paralegal” and to use this designation as long as they maintain their membership in good standing.**

- ii. Voting Legal Support Professional Member is a Qualified Employed legal support professional member and meets the requirements as set out below:
  - A. has completed a Certificate or Diploma Program recognized by the Association;  
  
OR
  - B. has been employed for a minimum of two (2) years, as verified in writing by a Member of the Law Society or an individual that is designated, appointed or employed by a Member of the Law Society to supervise said duties completed for no less than 2 years.

(b) **Non-Voting Members** is an individual or firm who meets the criteria for membership under one of the following categories:

- i. Corporate Member is any organization or corporation which supports the purposes of the Association. A Corporate Member shall be represented by a single individual and is not intended to provide a means for a firm to extend membership privileges to employees who would otherwise qualify as voting, student or associate members.



- ii. Student Member is an individual who studies fulltime or parttime in a legal assistant or paralegal program at an institution recognized by the provincial legislation of Alberta and recognized by the Association for the purposes of membership.
- iii. Affiliate Member is an individual who meets the requirements of one of the following categories:
  - A. is a Member of the Law Society, or any other law society of Canada at the discretion of the Board;
  - B. is a member or student of an educational institution approved by the Board endorsing legal support professionals, Legal Assistant professionals, Paralegals, at the discretion of the Board;

- 3.09 The Board may prescribe forms of application for membership requesting such information and containing such terms and conditions as it considers appropriate.
- 3.10 Only a Voting Member in good standing is entitled to vote at a Members' meeting.
- 3.11 The Board may, from time to time, determine the membership fee to be paid by the Members. The membership fee is not refundable.
- 3.12 The Board may issue, as it sees fit, membership cards or certificates to Members of the Association.
- 3.13 Membership is not transferable or assignable.
- 3.14 The Board may suspend or cancel the membership in accordance with paragraph 4.06 of this section of these Bylaws of any Member who does not respect the provisions of the Objects, the Code of Ethics or the Bylaws of the Association.
- 3.15 A Member, who was suspended or excluded according to paragraph 14, may be reinstated by a resolution of the Board passed by three-quarters of the votes cast thereon.
- 3.16 The Board shall cause to be entered in the register of members the names of every Person admitted as a qualified Member of the Association.

#### **4.0 ARBITRATION**

- 4.01 As set out in the Act, should a dispute arise out of the affairs of the Association and between any Members, or between a Member or a Person who is aggrieved and who has for not more than 6 months ceased to be a Member, or a Person claiming through the Member or aggrieved Person or claiming under the bylaws of the Association, and the Association or a Director or officer of the Association, shall be decided by arbitration, which shall be under the *Arbitration Act*.

4.02 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, and unless the bylaws otherwise provide there is no appeal from it.

## **5.0 DIRECTORS**

5.01 The Association shall be managed by a Board consisting of a minimum of three (3) and a maximum of eleven (11) Directors, each of whom must be a Member in good standing and must not be disqualified for their office pursuant to Section 105(1) of the Business Corporations Act.

5.02 The Directors are elected by the Voting Members at the Annual General Meeting. This election is made by a show of hands unless a ballot is requested in accordance with the provisions set out in these bylaws. If the election of the Directors is not held at the Annual General Meeting, it may be held at a subsequent meeting duly called for that purpose. The retiring Directors shall continue in office until their successors are elected.

5.03 Unless an employment contract exists or a specific resolution is adopted by the Board, the Directors shall not receive any remuneration. However, they shall have the right to be reimbursed for all travelling expenses incurred in order to be present at meetings of the Board as well as any other expenses incurred in the course of the business of the Association.

5.04 The Directors are elected for a two (2) year term

5.05 A Director ceases to hold office when:

- (a) they die or resign;
- (b) their two (2) year term is complete;
- (c) they are removed from office by the Members at a Special Meeting held for that purpose;
- (d) they are removed from office by a majority vote of the Directors at a duly constituted meeting of the Board;
- (e) they are a person under tutorship or curatorship;
- (f) they are of unsound mind and has been so found by a court in Canada or elsewhere;
- (g) they have the status of bankrupt; or
- (h) if they lose their qualification as a Member.

Nevertheless, any act made in good faith by a Director after the end of their term shall be valid.

- 5.06 A Director may at any time submit their resignation in writing. Such resignation becomes effective on the date it is sent to the Association, or on a date mentioned therein, the latter date prevailing.
- 5.07 The Members may, by special resolution, with or without cause, remove a Director before the expiration of their term of office at a Special Meeting duly called for that purpose and may by ordinary resolution appoint another person in their stead. The Director who is removed from office shall be advised of the place, day and time of the meeting by written notice to be received at least 14 days before the meeting. Such Director may attend the meeting and be heard thereat or may set out the reasons why they oppose the resolution proposing their removal in a written declaration attached to the notice of the meeting.
- 5.08 The Directors may, by majority vote, remove a Director with cause before the expiration of their term of office at a duly constituted meeting of the Board, and Board may appoint another person in their place for the unexpired portion of the term of such outgoing Director. The Director who is removed from office shall be advised of the place, day and time of the meeting by written notice to be received at least 14 days before the meeting. Such Director may attend the meeting and be heard thereat or they may set out the reasons why they oppose the resolution proposing their removal in a written declaration attached to the notice of the meeting.
- 5.09 So long as a quorum remains, the continuing Directors may fill any vacancy on the Board by appointing a new Director to fill a vacancy. Any Director so elected to fill a vacancy shall stay in office only for the unexpired term of the Director being replaced. The Members entitled to vote may also elect Directors to fill vacancies at any Special Meeting duly called for the purpose of filling such vacancies.
- 5.10 The Board shall be comprised of the President and ten (10) Directors, of whom not fewer than 80% will be Voting Members in good standing who have been Members for not less than six (6) months, provided that the Board may at its discretion increase or decrease the minimum number of Voting Members required to constitute the Board from time to time.
- 5.11 The Directors shall manage, or supervise the management of, the affairs and business of the Association and shall be authorized to exercise all such powers and do all such acts and things as the Association may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in general meeting, but subject, nevertheless, to the provisions of:
- (a) all laws affecting the Association;
  - (b) these Bylaws; and
  - (c) rules, that are inconsistent with these Bylaws, which are made from time to time by the Board at a general Board of Directors meeting.

- 5.12 No Director shall be liable for any losses, expenses or damages incurred by the Association in the performance of his or her duties, save in the case of their own gross negligence.
- 5.13 A Director shall disclose in writing to the Board the nature and extent of any interest, financial or other that they may have, directly or indirectly, with any person, partnership or corporation having or intending to have dealings with the Association. Such Director shall not have the right to vote on any resolution relating to a transaction in which they have an interest.
- 5.14 A Director is deemed to have acted honestly and in good faith if he or she relies on the opinion or the report of an expert in reaching a decision.

## **6.0 ELECTIONS, VACANCIES, RETIREMENT**

- 6.01 The Directors shall retire from office at the end of the term for which they were appointed, at which time their successors shall be elected.
- 6.02 A retiring Director may run for re-election, at the discretion of the Members.
- 6.03 Where the Association fails to hold an Annual General Meeting in accordance with the *Act*, the Directors then in office shall be deemed to have been elected or appointed as Directors on the last day on which the Annual General Meeting could have been held pursuant to these Bylaws and may hold office until other Directors are appointed or elected in their place or until the day on which the next Annual General Meeting is held.
- 6.04 If at any Annual General Meeting at which there should be an election of Directors, if the positions of any of the retiring Directors are not filled by such election, such of the retiring Directors who are not re-elected as may be requested by the newly elected Directors shall, if willing to do so, continue in office to complete the number of Directors for the time being fixed pursuant to these Bylaws until new Directors are elected at a Special Meeting convened for such purpose.
- 6.05 At the Annual General Meeting of the Members, a Director may be elected by acclamation, or failing acclamation, by ballot.
- 6.06 A vacancy will occur:
- (a) on receipt by the Board of the written resignation of a Director; or
  - (b) on the death or mental incapacity of a Director.
- 6.07 Any casual vacancy occurring on the board of Directors in between the Annual General Meeting, or until such time as a Special Meeting may be called, the Directors shall forthwith call a general meeting of the Board of Directors to fill the vacancy for a

replacement Director to take the place of the former Director for the unexpired portion of the term of such former Director.

- 6.08 The Directors may, between Annual General Meetings, appoint one or more additional Directors of the Association to serve until the next Annual General Meeting, but the number of additional Directors shall not at any time exceed 1/3 of the number of Directors who held office at the expiration of the last Annual General Meeting.
- 6.09 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office, provided that there are sufficient Directors to form a quorum.
- 6.10 The Board shall cause to be entered in a register of Directors the following:
- (a) the full name and registered and mailing address of each Director;
  - (b) the date upon which each person become a Director; and
  - (c) the date upon which each person ceased to be a Director.

## **7.00 OFFICERS**

- 7.01 The Board appoints the Officers as it sees fit. The Officers may consist, without limitation, of a President, one or more Vice-Presidents, a Secretary, a Treasurer, and a Membership Director, and any other office required to be held. The President and Vice-Presidents must be Directors.
- 7.02 An officer may hold a plurality of offices, but they may not hold the offices of President and Vice-President of the Association at the same time.
- 7.03 Unless otherwise decided by the Board at the time of their appointment, the officers hold their office for two (2) years, from the date of their appointment until their successors have been appointed.
- 7.04 An officer may submit their resignation in writing at any time by delivering it to the Association or to the Directors at a meeting of the Board. An officer may be removed at any time, either with or without cause, by a resolution of the Board.
- 7.05 If the Board must appoint new officers, such appointment shall be made immediately after the Annual General Meeting of Members at which the new Directors were elected. If no such appointment is made, the retiring officers shall continue in office until their successors are appointed, provided the retiring officers consent to continuing to act as officers.
- 7.06 The President shall have held a position as a Director for at least one full two (2) year term in the preceding five (5) year period.

- 7.07 Unless otherwise directed by the Board and subject to the control thereof, the President is in charge of the management of the business and affairs of the Association. They preside over meetings of the Board at which they are present. They may appoint a Director or an officer to represent the Association on their behalf.
- 7.08 In case of absence of the President, the Vice-President or the most senior among the Vice-Presidents, presides at meetings of the Board. A Vice-President shall moreover exercise such other powers and perform such other duties as the Board may from time to time prescribe.
- 7.09 The Secretary shall attend meetings of the Members and of the Board and shall record the proceedings at such meetings in suitable books. The Secretary shall give notice of all meetings, and of the Association's records, books, documents and archives, etc. The Secretary shall moreover exercise such other powers and perform such other duties as the Board may from time to time prescribe, and shall report to the Board.
- 7.10 The Treasurer shall be custodian of the seal, receive all moneys paid to the Association, shall deposit such moneys in the name and to the credit of the Association in such financial institution as the Board shall designate. The Treasurer shall keep or cause to be kept books and records containing an accurate and complete account of all transactions affecting the financial position of the Association, and shall also at all times exhibit such books and records to any Director of the Association upon demand during business hours. The Treasurer shall moreover exercise such other powers and perform such other duties as the Board may from time to time prescribe, and shall be responsible to and shall report to the Board.
- 7.11 The Membership Director shall keep a complete and accurate register for each category of Members and record or cause to be recorded:
- (a) receipt of forms of application for membership or renewal of membership;
  - (b) approval or rejection of applicants;
  - (c) receipt and payment of membership fees;
  - (d) examination results, certificates issued and such other information as may be directed by the Board;
  - (e) the Member's full name, registered and mailing addresses;
  - (f) the date on which the Member's application for membership was approved by the Board; and
  - (g) the date on which the Member ceased to be a Member, and the Registrar or Membership Chair shall report to the Board.
- 7.12 Vacancies in any office may be filled at any time by the Board.

- 7.13 Unless an employment contract exists or a specific resolution adopted by the Board, the officers shall not receive any remuneration. However, they shall have the right to be reimbursed for all travelling expenses incurred in order to be present at meetings as well as any other expenses incurred in the course of the business of the Association.
- 7.14 No officer of the Association shall be liable for any losses, expenses or damages incurred by the Association in the performance of their duties, save in the case of their own gross negligence.
- 7.15 An officer is deemed to have acted honestly and in good faith if he relies on the opinion or the report of an expert in reaching a decision.
- 7.16 Except as otherwise provided for by the Act or by these Bylaws, each officer shall have the usual powers and shall perform all the usual duties incident to such office, and shall in addition, have such powers and perform such duties as the Board may from time to time delegate and assign to such office.
- 7.17 The Board, may at any time and from time to time, by resolution, appoint any person to act as its agent subject to such conditions as the Board may from time to time determine. Such agent may be authorized by the Directors to delegate all or any of the powers vested in them. Unless otherwise provided for by the Board, two (2) officers shall have full authority, for and on behalf of the Association, to execute a power of attorney and to deliver it to the agent appointed by resolution of the Board. The seal of the Association may, upon request, be affixed to the power of attorney.

## **8.0 COMMITTEES**

- 8.01 The Board may, from time to time, create or appoint committees as it deems necessary consisting of such Member or Members as they see fit. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee will automatically be dissolved.
- 8.02 The Board may, in accordance with the Act, delegate its powers to committees. A committee may be dissolved by Board resolution.
- 8.03 All committees so created or appointed shall keep regular minutes of their transactions and shall cause them to be recorded in books kept for that purpose, and shall report the same to the Directors at such times as the Directors may from time to time require. The Directors shall also have power at any time to revoke or override any authority given to or acts to be done by any such committees except as to acts done before such revocation or overriding and to terminate the appointment or change the membership of a committee and to fill vacancies in it. Committees may make rules for the conduct of their business and may appoint such assistants as they may deem necessary. A majority of Members of a committee shall constitute a quorum thereof.

- 8.04 Any committee may meet and adjourn at its discretion. Questions arising at any meeting shall be determined by a majority of votes of Members of the committee present, and in case of an equality of votes the chair shall not have a second or casting vote. A resolution in writing executed by all Members of the committee shall be as valid and effective as if it had been passed at a meeting of such committee duly called and held. Such resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the committee and shall be effective on the date the last committee Member's signature is signed thereon.
- 8.05 The Board shall have a standing Education Committee, which committee shall be comprised of the President and any Board and/or volunteer Members in good standing. The Education Committee's purpose is to liaise with stakeholders and relevant government bodies to promote the roles of Paralegals and Administrative Legal Professionals in Alberta by working at recognized education credentials aligned with the integrity of the legal profession.

**9.0 INDEMNITY AND PROTECTION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS**

- 9.01 Subject to the provisions of the Act, the Board shall cause the Association to indemnify any current or former Director, officer, employee or agent of the Association and any current or former Director, officer, employee or agent of a corporation which is or was a subsidiary of the Association, and their respective heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, actually and reasonably incurred by them, in a civil, or administrative action or proceeding to which they are made a party by reason of being or having been a Director, officer, employee or agent of the Association or of such subsidiary including an action brought by the Association or subsidiary. Each Director, officer, employee and agent of the Association on being elected, appointed, employed or engaged shall be deemed to have contracted with the Association on the terms of the foregoing indemnity.
- 9.02 The failure of a current or former Director, officer, employee or agent of the Association to comply with the provisions of the Act or of the Objects or of these Bylaws shall not invalidate any indemnity under this Part.
- 9.03 The Board may cause the Association to purchase and maintain insurance for the benefit of any person who is or was serving as a Director, officer, employee or agent of the Association or any other entity, their personal representatives, against any liability incurred by them as such Director, officer, employee or agent.
- 9.04 The Association may purchase and maintain insurance for the benefit of any person referred to in paragraph 10.03 above, against any liability incurred by such person:



- (a) in their capacity as a Director or officer of the Association, except where the liability relates to failure to act honestly and in good faith with a view to the best interests of the Association; or
- (b) in their capacity as a Director or officer of another corporation where they act or acted in that capacity at the Association's request, except where the liability relates to failure to act honestly and in good faith with a view to the best interests of the Association.

## 10.0 MEETINGS

10.01 Pursuant to Section 25.1 of the Act, meetings for the Association are permitted to be held electronically, as follows:

- (a) a Person entitled to attend a meeting of the Association or its Board of Directors may attend the meeting by electronic means,
- (b) a meeting of the Association or its Board of Directors may be held entirely by electronic means,
- (c) a Person attending a meeting by electronic means under clause (a) or (b), who is entitled to vote at the meeting may vote by any electronic, telephonic or other method that the Association has made available for that purpose, and
- (d) a Person attending a meeting by electronic means under clause (a) or (b), is deemed for the purposes of the Act to be present in person at the meeting.

10.02 Notice of meetings must be given in accordance with the provisions of the *Electronic Transactions Act*, as set out in Section 25.2 of the Act,

10.03 A notice, statement or report may be given or delivered by the Association to each Member at their address as recorded in the records of the Association. Except as otherwise provided herein, a notice shall be deemed to have been given on the day on which the notice is delivered, if personally delivered, on the date of transmission if given by facsimile or other means of electronic transmission or on the date on which it was posted, if mailed.

10.04 Notice of every Annual General Meeting shall be given to every Voting Member who is recorded on the register of members on the day that the notice is given. Notice is not required for Non-Voting Members and said Members may attend but not participate in voting matters.

10.05 Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting, shall not invalidate the proceedings at the meeting.

## **11.0 BOARD MEETINGS**

- 11.01 The Board is required to hold at least 9 meetings each year.
- 11.02 Notice of 5 days is required for Board meetings.
- 11.03 The President shall call the meetings.
- 11.04. The President shall call a meeting if any 2 Directors make a request in writing, and stating the business of the meeting.
- 11.05 Any Director may file with the Secretary a document executed by them waiving notice of any past, present or future meetings of the Directors being, or required to have been, sent to them and may at any time withdraw such waiver with respect to meetings held thereafter. After filing such waiver with respect to future meetings and until such waiver is withdrawn no notice need be given to such Director of any meeting of Directors and all meetings of the Directors so held shall be deemed not to be improperly called or constituted by reason of notice not having been given to such Director.
- 11.06 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and if not fixed, a majority of the Directors present at any Board meeting is a quorum.
- 11.07 If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following week.
- 11.08 Each Director, including the President, has 1 vote.
- 11.09 The President does have a second or casting vote in the case of a tie vote. A tie vote means that the motion is defeated.
- 11.10 A resolution consented to in writing, executed by all of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and held. Such resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the Directors and shall be effective the date it was passed.

## **12.0 ANNUAL GENERAL MEETING**

- 12.01 Pursuant to Section 25 of the Act, the Association holds its Annual General Meeting in Alberta no later than October 31 of each calendar year. The Board sets the place, day and time of the meeting.
- 12.02 The notice of the Annual General Meeting is provided to the Voting Members of record, no less than 21 days prior to the meeting, which notice states the place, date and time of the Annual General Meeting, and any business requiring a special resolution.

12.03 Attendance by 9 Members of the Association at the Annual General Meeting is a quorum.

12.04 The following are to be tabled at the Annual General Meeting:

- (a) adopting the agenda;
- (b) approving the minutes of the last Annual General Meeting;
- (c) considering the President's report;
- (d) review the financial statements setting out the Association's income, disbursements, assets and liabilities and the auditor's report;
- (e) appointing the auditors;
- (f) electing the Directors of the Board;
- (g) considering matters specified in the meeting notice;
- (h) other specific motions that any Member has given notice of before the meeting is called.
- (i) Quorum for Members

### **13.0 SPECIAL MEETING**

13.01 A Special Meeting may be called at any time as set out below:

- (a) The notice of the Special Meeting is provided to the Voting Members of record, no less than 21 days prior to the meeting, which notice states the place, date and time of the meeting and the business requiring a special resolution.
- (b) By a resolution of the Board to that effect.
- (c) Receipt of a written request of at least three (3) Directors, stating the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting; or
- (d) Receipt of a written request of at least 30 Voting Members stating the reason for the Special Meeting and the motion(s) intended to be submitted at such Special Meeting.

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

## **14.0 PROCEEDING AT ANNUAL GENERAL MEETINGS OR SPECIAL MEETINGS**

### **14.01 Failure to Reach Quorum**

The President cancels the Annual General Meeting or Special Meeting if a quorum is not present within 30 minutes after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within 30 minutes after the set time of the second meeting, the meeting will proceed with Voting Members in attendance.

### **14.02 Presiding Officer**

The President chairs every Annual General Meeting of the Association. The Vice President may chair in the absence of the President. If neither the President nor the Vice President is present within 30 minutes after the set time for the Annual General Meeting, the Voting Members present choose one Voting Member to chair.

### **14.03 Adjournment**

The President may adjourn any general meeting with the consent of the Voting Members at the meeting. The adjourned general meeting conducts only the unfinished business from the initial meeting.

### **14.04 Notice of Adjournment**

No notice is necessary if the general meeting is adjourned for less than 30 days. The Association must give notice when a general meeting is adjourned for 30 days or more.

Notice must be the same as any general meeting.

### **14.05 Voting**

Any Voting Member shall be entitled to one vote at any meeting of the Members. Votes of Members may be given personally or by proxy, unless otherwise expressly required by these Bylaws, or by law.

14.06 Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting

14.07 The President does have a second or casting vote in the case of a tie vote.

14.08 A majority of the votes of the Voting Members decide each issue and resolution, unless the issue needs to be decided by a special resolution.

14.09 The President declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.

14.10 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

## **15.0 FINANCE AND OTHER MANAGEMENT MATTERS**

### **15.01 Registered Office**

The Registered Office of the Association is located in Edmonton, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board, as long as this change is communicated to Alberta Corporate Registry.

### **15.02 Finance and Auditing**

The Fiscal year of the Society ends on December 31 of each year.

There must be an audit of the books, accounts and records of the Association at least once each year. A qualified accountant appointed at each Annual General Meeting must perform this audit. At each Annual General Meeting of the Association, the auditor will provide a complete statement of the books for the previous year.

### **15.03 Seal of Association**

The Board may adopt a seal as the Seal of the Association.

The Treasurer has control and custody of the seal, unless the Board decides otherwise.

The Seal of the Association can only be used by the Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

### **15.04 Cheques and Contracts of the Association**

The designated Officers of the Board sign all cheques drawn on the monies of the Association. Two signatures are required on all cheques.

All contracts of the Association must be signed by the President or other persons authorized to do so by resolution of the Board.

### **15.05 The Keeping and Inspection of the Books and Records of the Association**

The Registered Office of the Association keeps a copy of the minute book and records minutes of all meetings of the Members and of the Board. This record contains minutes from all meetings of the Association and the Board.

The Board keeps and files all necessary books and records of the Association as required by the Bylaws, the Act, or any other statute or law.

A Member wishing to inspect the books or records of the Association must give reasonable notice to the President or the Secretary of the Association of their intention to do so.

Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office.

All financial records of the Association are open for such inspection by the Members with reasonable notice.

Other records of the Association are also open for inspection, except for records that the Board designates as confidential with reasonable notice.

#### **15.06 Borrowing Powers**

For the purpose of carrying out the Objects, the Association may borrow or raise or secure the payment of money in any manner it sees fit, and in particular the issuance of debentures, which debentures can only be issued with the sanction of a special resolution.

### **16.0 DISTRIBUTING ASSETS AND DISSOLVING THE ASSOCIATION**

#### **16.01 Dissolution**

- (a) The Association does not pay any dividends or distribute its property among its Members.
- (b) If the Association is dissolved, any funds or assets remaining after paying off all the debts are to be paid to a non-profit organization with objects that are similar to those of Alberta Association of Professional Paralegals.
- (c) Members are to select the organization to receive the assets by Special Resolution. In no event do any Members receive any assets of the Association

### **17.0 BRANCH SOCIETIES**

17.01 At any Annual General Meeting or Special Meeting the Members may, by resolution, set up a branch office consistent with the requirements of the Act. Every branch shall adopt regulations for the management of its affairs and may alter any regulations so adopted by it. The regulations of every branch shall not be inconsistent with the provisions of the Constitution or the Bylaws of the Association.

17.02 No branch shall:

- (a) admit as a Member a Person who is not a Member of the Association; or

- (b) levy on any Member an annual subscription exceeding \$10.00 without the written authorization of the Board or a resolution of the Members at an Annual, General or Special Meeting.

17.03 A Member shall have to apply to become a member of a branch established in the area in which they are employed and is not obligated to join said branch.

17.04 A Member of a branch shall be liable to pay their subscription to the branch in addition to the dues or fees payable to the Association.

17.05 A Person shall automatically be suspended or expelled from any branch or cease to be a Member of any branch if they:

- (a) are suspended;
- (b) are expelled; or
- (c) cease to be a Member of the Association.

#### **18.00 GIFTS**

18.01 The Association may accept donations, gifts, legacies and bequests, provided they are given and received in the best interests of the Association in order to carry out the objects of the Association.

SCHEDULE A  
OBJECTS OF THE ASSOCIATION

The aim and object of the Society is:

- (a) To provide and maintain an organization for legal support professionals, including but not limited to, Legal Administrative Assistants, Legal Assistants, Court Agents, Court Clerks or Judicial Clerks, Paralegals and Independent Paralegals, employed by or working under the supervision of a Member of the Law Society of Alberta in good standing as defined by the Law Society Rules in private practice or in any office, department, corporation or undertaking whatsoever whether governmental, public, municipal, commercial or otherwise and to advance and protect the status and interests of all such personnel, or in the instance of an Independent Paralegal, which employment is contingent on proof of Liability Insurance valid in the Province of Alberta, (referred to herein as "Legal Support Professionals");
- (b) To promote professional unity amongst persons employed as Legal Support Professionals, and to promote cooperation and mutual assistance between them.
- (c) Generally to promote the education, whether general or legal, and the professional advancement of Legal Support Professionals with a view to assisting them to become proficient in the law and to qualify in the respective areas of law provided by Legal Support Professionals and in particular either alone or jointly with the Law Society of Alberta or any other body" whether public, governmental, municipal or private and to arrange, establish and conduct educational schemes, conferences, lectures and examinations;
- (d) To give and award diplomas, prizes and other rewards' to persons showing proficiency in the law and establish trust funds and scholarships and assist financially with the educational or professional advancement of Legal Support Professionals in their respective areas of law.
- (e) To publish literature, maintain libraries and disseminate such literature or other information by the delivery of lectures.



## APPENDIX 1

## CODE OF ETHICS

- The duties performed by the Member shall at all times be subject to the supervision of a Member of the Law Society ("Principal"), unless the Member is an Independent Paralegal. Members shall not present themselves as lawyers, nor shall they give legal advice to a client.
- A Member shall at all times discharge their duties with the utmost honesty and integrity.
- A Member shall work in a conscientious, diligent and efficient manner and shall provide a quality of service which their Principal would reasonably expect of a competent Member.
- A Member has a duty to hold in strict confidence all information acquired in the course of the professional relationship concerning the business and affairs of their Principal and the clients whom they serve. No information concerning these matters shall be disclosed to any person outside the Principal's practice expressly authorized by the Principal that such disclosure or the law requires such disclosure.
- A Member is duty bound to observe all relevant rules and laws regarding the preservation and safekeeping of the property of clients entrusted to their Principal.
- A Member shall assist in maintaining the integrity of the legal profession.
- A Member's conduct towards other members of the legal profession shall be characterized by courtesy and good faith.
- Any business cards used by a Member shall not in any way indicate or infer that the Member is not working under the direct supervision of a Principal unless the Member is an Independent Paralegal as defined the Bylaws of the Association which requires proof of Liability Insurance.
- Any misconduct or negligence on the part of the Member under the Rules of Professional Conduct of the Law Society of Alberta will be considered misconduct or negligence on the part of the supervising Principal.

**ALBERTA ASSOCIATION OF PROFESSIONAL PARALEGALS**

**P R O X Y**

The undersigned, being a voting member in good standing, of the Alberta Association of Professional Paralegals (the "Association"), hereby appoints \_\_\_\_\_ as nominee for the undersigned to attend, act and vote for and on behalf of the undersigned at the Annual General Meeting, being held \_\_\_\_\_, on the \_\_\_\_ day of October, 20\_\_ at \_\_\_\_\_, and any adjournment or adjournments thereof, and to vote and otherwise act thereat for and on behalf of the undersigned in respect of all matters that may come before the meeting, in the same manner as the undersigned could do if personally present thereat.

The undersigned hereby is ratifying, confirming and agreeing to ratify and confirm all that such nominee may lawfully do by virtue hereof.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Print Name)

Please return this form by 4:00 p.m. on October \_\_\_\_\_, 20\_\_\_\_\_ to:

Alberta Association of Professional Paralegals

c/o \_\_\_\_\_

Via Email: [aappsecretary1@gmail.com](mailto:aappsecretary1@gmail.com)

PLEASE NOTE: Only voting members can issue a proxy to a voting member on their behalf. Advisory and Student members cannot vote. Proxies will only be accepted if submitted to the Secretary by the specified date and time.