

ARTICLE 1 – NAME AND PURPOSE

1.01 The name of the Association shall be **ALBERTA FUNERAL SERVICE ASSOCIATION**.

ARTICLE 2 - INTERPRETATION

2.01 In these By-laws:

(1) "**ASSOCIATION**" means ALBERTA FUNERAL SERVICE ASSOCIATION;

(2) "**EMBALMER**" means a person who holds an embalmer license issued pursuant to the Alberta Funeral Services Regulatory Board Regulation under the Funeral Services Act of Alberta.

(3) "**FUNERAL DIRECTOR**" means a person who holds a Funeral Director's Licence pursuant to the Alberta Funeral Services Regulatory Board Regulation under the Funeral Services Act of Alberta.

(4) "**MEMBER**" includes any of the following:

- (a) Firm Member
- (b) Individual Member
- (c) Affiliate Member
- (d) Honorary Life Member
- (e) Honorary Member
- (f) Associate Member
- (g) Interim Member

5) "**SPECIAL RESOLUTION**" means:

- (a) a resolution passed
 - (i) at a general meeting of which twenty-one (21) days notice has been given specifying the intention to propose the resolution has been duly given, and
 - (ii) by the vote of not less than 75% of those members in attendance, who if entitled to do so, vote in person or by proxy.

(b) a resolution proposed and passed as a special resolution at a general meeting of which less than twenty-one (21) days notice has been given, if all the members entitled to attend and vote at the general meeting so agree, or

(c) a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

(d) Wherever the plural is used it shall be construed as meaning the singular or vice versa and the masculine shall be construed as meaning the feminine or a body corporate as the sex or context requires.

ARTICLE 3 - CATEGORIES OF MEMBERSHIP AND THEIR RIGHTS AND OBLIGATIONS

3.01 There shall be the following categories and rights and restrictions of membership in the Association:

(a) **MEMBER FIRM** - An active Funeral Service Business licensed by the Alberta Funeral Services Regulatory Board, in good standing, to provide funeral services. If a proprietor, firm or corporation operates or controls more than one active Funeral Service Business in the Province of Alberta, then for one to qualify for Firm Membership; all Funeral Service Businesses operated or controlled by the same entity must individually apply for and be admitted as separate Firm Members. A Firm Member shall be entitled to receive notice of and to attend all meetings of Members and shall be entitled to vote at any such meeting. A Firm Member may vote by proxy provided the holder of the proxy is an Individual Member.

A firm member is entitled to full access to all information and circular updates held by the Association.

(b) **INDIVIDUAL MEMBER** – An Individual who is actively engaged in the funeral service profession in Alberta and employed by a Member Firm or Associate Member.

Individual Members shall be entitled to receive notice of and attend all meetings of Members and shall be entitled to vote at any such meeting. An Individual Member may vote by proxy provided the holder of the proxy is an Individual Member.

(c) **AFFILIATE MEMBER** - A person who is either:

- (i) an individual who was formerly an Individual Member but who is now retired from being actively engaged in the funeral service profession in Alberta; or
- (ii) who is working in a field related to the funeral service profession whether inside or outside Alberta.
- (iii) a student currently registered in a funeral service school program recognized by the Alberta Funeral Services Regulatory Board.

Affiliate Members shall be entitled to receive notice of and to attend all meetings of Members. Affiliate Members shall be entitled to vote for the Affiliate/ Associate Director position on the Executive Board. Affiliate membership does not entitle that member to any other voting privileges unless elected to the executive board. An affiliate member elected to the board shall have equal rights and privileges to the other directors on the Executive Board.

(d) **ASSOCIATE MEMBER** - A firm or corporation engaged in the business of providing supplies or services to funeral homes. Associate Members shall be entitled to receive notice of and to attend all meetings of Members. Associate Members shall be entitled to vote for the Affiliate/ Associate Director position on the Executive Board. Associate membership does not entitle that member to any other voting privileges unless elected to the executive board. An associate member elected to the board shall have equal rights and privileges to the other directors on the Executive Board.

(e) **HONORARY MEMBER** - A person to whom the freedom of the Association is being presented because of significant contributions made and time given to funeral service and the Association. Honorary Members shall be chosen by the Executive Board. Honorary Members shall be exempt from paying dues. Honorary Members shall be entitled to receive notice of and to attend all meetings of Members, but shall not be entitled to vote at meetings.

(f) **HONORARY LIFE MEMBER** - A person to whom the freedom of the Association for life is presented for extraordinary services rendered to the Association. Honorary Life Members shall be chosen by an Honorary Life Member Committee and approved by majority vote of that Committee. The Honorary Life Member Committee shall be formed in accordance with the Executive Board's power under Article 5.02 and shall be comprised of three (3) or five (5) Past-Presidents of the Executive Board serving on the Committee for a three (3) year term. Honorary Life Members shall be exempt from paying dues. Honorary Life Members shall be entitled to receive notice of and to attend all meetings of Members, but shall not be entitled to vote at meetings.

(g) **INTERIM MEMBER** – An active Funeral Home that has applied and qualified to become a Firm Member, or a person actively engaged in the funeral profession in Alberta who has applied and qualified to become an Individual Member, and has been a member of the Association for less than one year. Interim Members shall not be permitted to use the Association's name or logo, or reference their membership in the Association, in any advertising or promotional materials. Interim Members shall be entitled to receive notice of and attend all meetings of Members and shall be entitled to vote at any such meeting. An Interim Member may vote by proxy provided the holder of the proxy is an Individual Member. An Interim Member shall become a Firm Member or Individual Member upon the first anniversary of their membership in the Association, provided they continue to meet the requirements of a Firm Member or Individual Member. Previous members of the Association who renew their membership shall not be required to serve the one-year period as an Interim Member.

3.02 It shall be the obligation of every Member who chooses to provide services to the Province of Alberta or its agencies to honour and respect all contracts negotiated by the Association with the Province of Alberta on behalf of and for the Members of the Association.

ARTICLE 4 - APPLICATION FOR MEMBERSHIP & MEMBERSHIP FEES

4.01 The Association's membership fees are collected on a calendar year basis. Firm member dues are based on number of calls in the previous calendar quarter. Where a funeral home has not operated for an entire calendar year, the minimum fee and the initiation fee as set by the Executive Board will be charged for the first year.

4.02 Any firm, proprietor, corporation, or person desiring to become a Member of the Association shall apply in writing to the Executive Administrator indicating the category of membership being applied for and enclosing appropriate fees as set by the Executive Board.

4.03 If the application is for a Firm Membership and the applicant operates or controls more than one Funeral Home in the Province of Alberta, then the application shall be accompanied by separate applications for each of the Funeral Homes operated or controlled by the applicant.

4.04 The Executive Administrator shall submit the application to the Executive Board at its next meeting. The Executive Board may admit the applicant to membership, direct the application to be set over to a subsequent meeting of the Executive Board or reject the application for good and sufficient reason. No applicant shall be rejected by reason of race, religious beliefs, colour, sex, physical disability, marital status, age, ancestry or place of origin.

4.05 Where Article 4.03 applies, the Executive Board shall admit to membership all or none of the applicants.

4.06 If the Executive Board rejects an application and the Executive Administrator receives, within fifteen (15) days of the date of the rejection, a written request signed by a Member in good standing requesting a vote of Members in respect of the application, the Executive Administrator shall notify all Members of such request in the notice of the next meeting of Members. An applicant receiving a majority of the votes cast by Members at such meeting shall be admitted as a Member. An applicant who does not receive a majority of the votes cast at the meeting is not eligible to re-apply for membership until the expiry of six (6) months from the date of the vote.

4.07 On admission to membership, the Executive Administrator shall notify the Member of his admission and request remittance of his annual fees. Until fees are paid in full, the Member shall not be entitled to any privileges of membership. If fees remain unpaid for more than thirty (30) days after the request for remittance, the admission of the Member may be nullified by the Executive Board.

4.08 Fees shall be as prescribed by the Executive Board and shall be due and owing upon receipt of invoice. A charge of 2% per month shall be charged on accounts delinquent after the 30-day period following the first billing date.

4:09 On admission to membership, the Executive Administrator shall notify the Member of his admission and request remittance of his dues and relative fees. Until all fees are paid in full, the Member shall not be entitled to any privileges of membership. If fees remain unpaid for more than thirty (30) days after the request for remittance, the member will be considered in arrears, in the case of new members the admission of the Member may be nullified by the Executive Board

4:10 When an existing member is in arrears of dues, no representative of that Member shall be eligible to attend association events, hold office in the Alberta Funeral Service Association, enjoy any membership privileges or be entitled to vote on the business of the Association. The Executive Board may, after thirty (30) days' notice in writing to that Member of its intention to do so, cancel its membership in the Association. All Memberships are to be considered in arrears 90 days after quarterly call volumes are requested by the Association Office.

4:11 An Individual, Affiliate or Associate Membership may be cancelled for any just and reasonable cause by a simple majority vote of the Executive Board

ARTICLE 5 – EXECUTIVE BOARD

5.01 The Association shall be governed by an Executive Board.

5.02 The Executive Board shall have all of the powers of the Association except such as are herein or by Statute reserved to the Members. The Executive Board may appoint, or provide for the election of any Individual Member to be placed on such committees as it deems necessary to which the Executive Board may delegate any of its powers.

5.03 The Members of the Executive Board shall be:

- (a) The President;
- (b) The Vice-President;
- (c) The Past President
- (d) Up to six (6) Directors.

5.04 An Executive Board Member may resign by submitting a letter to the Executive Administrator.

5.05 Upon the death or resignation of an Executive Board Member, the Executive Board may fill the vacancy by appointing an Individual Member of the same qualification as the Executive Board Member whose death or resignation created the vacancy, and the Individual Member so appointed shall hold office until the next election of Executive Board Members. A vacancy created by the death or resignation of the President shall be filled by the Vice-President, who will serve as President for the remainder of the original term and an additional two-year term as per Article 6.

5.06 Executive Board Members and Officers may be paid such fees or remuneration as may be determined by the Executive Board and approved by a two-thirds (2/3) majority vote of Members at a meeting.

ARTICLE 6 - ELECTION & TERM OF EXECUTIVE BOARD MEMBERS

6.01 Any Individual Member who is employed by a Firm Member may be elected to the Executive Board, subject to Article 6.07.

6.02 The President shall hold office for a term of two (2) years.

- (a) The position of President shall be filled by election at the 2005 annual meeting. The Vice-President elected at the 2005 annual meeting will become President at the end of the two-year term as per Article 6.03.

6.03 The Vice-President shall hold office for a term of two (2) years. The position of Vice-President shall be filled by election at an annual meeting of the Association. At the end of the two-year term, the Vice-President shall become President for a further two-year term.

- (a) Commencing with the 2007 annual meeting, nominations for the election of Vice-President will be restricted to Directors who have served on the Executive Board during the previous year.
- (b) The President, upon expiry of his term may hold office as Past President for a term of two years. However, the President may also hold office in other capacities if so elected or appointed.

6.04 Directors shall hold office for a term of one (1) year. Director positions shall be filled by election at an annual meeting of the Association.

6.05 There is no limit to the number of terms a Director may hold office.

6.06 Nominations for the election of Individual Members to vacant Vice-President or Director positions shall be made by the Nominating Committee in accordance with Article 10. Nominations shall be accepted from the floor. The Executive Administrator shall prepare the ballots. The Nominating Committee shall count the ballots.

6.07 Only two (2) Individual Members from the same affiliated group may serve on the Executive Board at any time. "Affiliated group" refers to two or more Funeral Homes operated or controlled by one proprietor, firm or corporation.

- (a) If three or more Individual Members from the same affiliated group are nominated for election to the Executive Board at an annual meeting, only the two receiving the highest number of votes may be elected to the board and only one may vote on any issue.

6.08 All Individual Members are entitled to vote on the election of Executive Board Members, and may vote by proxy provided the holder of the proxy is an Individual Member.

6.09 If an equal number of votes are cast for two or more nominees for an Executive Board position, there shall be another election of all the nominees who received the same number of votes. In the event of another tie vote, the Chair of the Nominating Committee shall by lot, conducted in such manner as he deems appropriate, determine which of the nominees shall be elected.

6.10 If there is any doubt or dispute as to which nominee has been elected to the Executive Board, or as to the legality of the election of any member of the Executive Board, the other duly elected members of the Executive Board shall hold an inquiry and decide the question at issue. The Executive Board may deem a nominee duly elected or order a new election.

ARTICLE 7 - OFFICERS

7.01 The Officers of the Association shall be:

- (a) The President;
- (b) Vice-President;
- (c) An Executive Administrator.

7.02 The Executive Administrator, who shall not be an Executive Board Member, shall be appointed by the Executive Board and shall hold office at the pleasure of the Executive Board.

7.03 The President shall preside at all meetings of the Association and Executive Board and shall perform all duties incidental to his office. Together with the Executive Administrator, he shall sign necessary agreements and documents, including cheques, bills of exchange and other negotiable instruments or appoint another to act in his stead.

7.04 In the absence of the President, the Vice-President shall perform all duties of the President. In the absence of both the President and the Vice-President, the Executive Board shall appoint another Executive Board Member to act temporarily in the place and stead of the President.

7.05 The Executive Administrator shall be responsible for:

- (a) managing the Association's Head Office in accordance with the hours of operation and the broad direction of the Executive Board,
- (b) responding in a timely way to requests for information from members and routine enquiries from the public,
- (c) maintaining an accurate, up to date registry of members
- (d) receiving, depositing and dispersing Association funds as directed by the Executive Board,
- (e) preserving and maintaining accurate financial records on behalf of the Association in a form that enables effective external review,
- (f) keeping custody of the seal,
- (g) facilitating the work of the Executive Board and committees by preparing accurate and timely meeting notices, agendas, and minutes,
- (h) helping the Executive Board manage the ongoing cycle of Association events and activities, and taking a lead role in the planning of the annual meeting,
- (i) preparing clear and accurate correspondence on behalf of the President and Executive Board,
- (j) employing e-mail and web-based technologies to enhance the Association's ability to provide online information to members,
- (k) representing the Association in a positive, professional and tactful manner.

7.06 The Executive Administrator shall not sign contracts or instruments, or bind the Association to any contracts, without the assent and signature of the President or Vice-President.

7.07 The Past President shall: Assist the President and the Vice President with their duties; promote the continuity and development of leadership in the Association and on the Board; attend meetings of the Board, the Executive Committee and the membership of the Association; assume the responsibilities of the President and the Vice-President when both are absent; serve as Chair of the Nominations Committee of the Board; and assume other responsibilities as assigned by the Board.

ARTICLE 8 - MEETINGS OF THE EXECUTIVE BOARD

8.01 The Executive Board shall hold at least two (2) meetings each fiscal year at such time and place as the Executive Board Members determine.

8.02 A simple majority of Executive Board Members shall constitute a quorum.

8.03 Questions arising at any meeting shall be decided by a majority of votes cast.

8.04 The Executive Board may act notwithstanding one (1) or more vacancies in its Membership.

8.05 Executive Board Members shall attend meetings personally, by telephone or videoconference connection, but not by proxy.

ARTICLE 9 - MEETINGS OF MEMBERS

9.01 An annual meeting of Members shall be held at such place and on such date in each year as the Executive Board may determine.

9.02 A general meeting of Members or a special meeting of Members may be held at such place and on such date as the Executive Board may determine. A meeting may also be held upon the request in writing to the Executive Administrator, signed by at least ten (10) Members in good standing, specifying the purpose for which the meeting is to be called, a special meeting shall be called by the Executive Board to be held within one (1) month from the receipt of the request by the Executive Administrator. Members shall be notified of any general meetings or special meetings via email or fax or mail.

9.03 Fifteen (15) days' notice of a meeting of Members shall be given to Members, except where it is proposed to pass a Special Resolution.

9.04 Ten (10) Members in good standing personally present shall constitute a quorum at a special meeting.

9.05 No business shall be transacted at a special meeting except that set forth in the notice calling it.

9.06 Fifteen (15) Members in good standing personally present shall constitute a quorum at an annual meeting or general meeting.

9.07 At all meetings, the vote of the majority of Members entitled to vote at the meeting is conclusive of all matters brought before the meeting, except where it is proposed to pass a Special Resolution.

9.08 Proxies shall be in writing and shall be provided to the Executive Administrator prior to the meeting.

9.09 The President, or any Individual Member chosen by the Executive Board, shall preside at the annual, general or special meetings of Members and in doing so shall be entitled to vote only on matters coming before the meeting in case of an equality of votes and, in such a case shall have the deciding vote.

9.10 If a meeting of Members goes into a Committee of the Whole, the Associate Members may be asked to leave until the regular meeting re-convenes.

9.11 Preparing and Keeping of Minutes. Minutes will be prepared by the Executive Administrator or as appointed by the President. The minutes will be kept by the Executive Administrator at the registered offices of the Association.

ARTICLE 10 – NOMINATING COMMITTEE

10.01 There shall be a Nominating Committee consisting of the Immediate Past President of the Association and two Individual Members appointed by the Immediate Past President. In the event that the Immediate Past President is not available to serve on the Nominating Committee, vacancies on the Nominating Committee shall be filled by appointment by the President from the Individual Members.

10.02 The Nominating Committee shall be responsible for bringing forward nominations of qualified candidates for election as Vice-President (if vacant) and Directors at the annual meeting.

10.03 A list of nominees in each category, accompanied by a Consent to Act, if elected, signed by the nominee, shall be delivered by the Nominating Committee to the Executive Administrator prior to the annual meeting.

ARTICLE 11 - RESIGNATION, SUSPENSION AND EXPULSION

11.01 Members may resign in writing to the Executive Administrator.

11.02 The Executive Board has the power, by a vote of three-fourths (3/4) of those present at a meeting of the Executive Board, to expel or suspend any member whose conduct shall have been determined by the Executive Board to be improper, unbecoming or likely to endanger the interest or reputation of the Association or who wilfully commits a breach of the constitution or by-laws of the Association. No member shall be expelled or suspended without seven (7) days' notice to him of the charge or complaint against him and without having first been given an opportunity to be heard by the Executive Board at a meeting called for the purpose.

11.03 Any member who resigns, is suspended or expelled from the Association forfeits all rights or claims in or to the Association and its assets. Except as provided in Article 4.07, a member who fails to pay fees within ninety (90) days after receiving a request for remittance shall be suspended for non-payment of fees. At the discretion of the Executive Board, the member may be reinstated upon payment of arrears plus such reinstatement fee as Council may prescribe.

11.04 An Officer of the Association may be removed from office by the Executive Board by a vote of three-fourths (3/4) of those present at a meeting of the Executive Board, but no Officer shall be removed without seven (7) days' notice to him of the charge or complaint against him and without having first been given an opportunity to be heard by the Executive Board at the meeting called for the purpose.

11.05 An Executive Board Member may be removed from office by the Members by a vote of three-fourths (3/4) of those present at a special meeting of Members, but no Executive Board Member shall be removed without fifteen (15) days' notice to him of the charge or complaint against him and without having first been given an opportunity to be heard by the Members at the special meeting called for the purpose.

ARTICLE 12 - DISCIPLINE

12.01 The Executive Board may make rules and regulations governing the professional conduct of the Members. The rules and regulations shall be binding on the Members, but the rules and regulations may be supplemented, amended, altered, added to or rescinded by a "Special Resolution".

ARTICLE 13 - NOTICES OF MATTERS

13.01 All notices of grievances, resolutions, motions or any other matter to be brought before any meeting of Members shall be made in writing and mailed by registered mail to the Executive Administrator at least twenty-five (25) days before the meeting.

ARTICLE 14 - FISCAL YEAR

14.01 December 31st in each year shall be the end of the fiscal year.

ARTICLE 15 - AUDIT

15.01 An audit shall be made of the books and the accounts within ninety days of the fiscal year end by a duly qualified accountant or by two (2) members of the Association elected for that purpose by the membership. The report shall be present at the annual meeting.

ARTICLE 16 - SEAL

16.01 The Executive Board may adopt a seal which shall be the common seal of the Association.

16.02 The use of the common seal shall be determined by the Executive Board.

ARTICLE 17 - INSPECTION OF BOOKS

17.01 The books and records of the Association may be inspected by any Member in good standing upon giving reasonable notice and arranging a time and place satisfactory to the Executive Administrator.

ARTICLE 18 - NOTICES

18.01 Any notice given under these by-laws shall be sufficiently given if delivered personally to the person to whom it is given, or if delivered to his last address recorded in the books of the Association, or if mailed by prepaid mail in a sealed envelope addressed to his last address recorded in the books of the Association, or if sent by any other form of transmitted or recorded communication to his last address in the books of the Association. The Executive Administrator may change the address on the books of the Association of any Member in accordance with any information believed by the Executive Administrator to be reliable. A notice so delivered shall be deemed to have been given when it has been delivered personally. A notice mailed shall be deemed to have been given at the time it is deposited in a Post Office or public letter box and a notice by any other form of transmission or recorded communication shall be deemed to have been given when delivered to the appropriate communication Company or Agency or its representative for dispatch or when it is in fact transmitted.

18.02 In computing the date when notice must be given under any provision of the by-laws of the Association requiring a specific number of days notice of any meeting or other event, the date of giving the notice and the date of meeting or other event shall, unless otherwise provided, be excluded.

18.03 The accidental omission to give any notice or the non-receipt of any notice, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

ARTICLE 19 - HEAD OFFICE

19.01 The location of the head office of the Association shall be determined by the Executive Board. The head office of the Association shall not be located on the premises of any funeral home and the Association shall not lease or rent any premises which are owned in whole or in part by any member of the Association.

ARTICLE 20 - BORROWING POWERS

20.01 For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a Special Resolution.

20.02 The Association may invest its money for the purposes of generating additional income only under the following conditions:

- (a) the principal amount is guaranteed in the investment or there is no risk of loss of the principal amount;
- (b) the Executive Board determines the amount and length of investment in consultation with a financial advisor; and
- (c) the investment is approved unanimously by the Executive Board.

ARTICLE 21 - AMENDMENT OF BY-LAWS

21.01 These By-Laws may be rescinded, altered or added to by a "Special Resolution".

ARTICLE 22 - WINDING UP

22.01 By a special resolution or resolutions the members will authorize the directors to cause the corporation to distribute all property and discharge all liabilities.

ARTICLE 23 - EFFECTIVE DATE OF BY-LAWS

23.01 These By-Laws shall come into effect upon approval of the membership, and will be registered with the Registrar of Corporations.

ARTICLE 24 – DEALING WITH GRIEF

24.01 The Dealing With Grief Conference(s) will be coordinated by a committee made up of community stakeholders in addition to the Alberta Funeral Service Association's Executive Administrator and at least one Alberta Funeral Service Association member. The committee will design and execute each conference but all decisions fall under the auspices of Alberta Funeral Service Association.

24.02 Separate funds shall be maintained for the administration of the Dealing With Grief Conference. This fund should be reported on the balance sheet of Alberta Funeral Service Association.

24.03 Surpluses and shortfalls with respect to Dealing With Grief conference(s) can be transferred to and from Alberta Funeral Service Association general fund with Alberta Funeral Service Association Board approval.