



BY-LAWS

Alberta Provincial Rural Crime Watch Association

INTERPRETATION

- 1.1 **"Provincial Association"** means Alberta Provincial Rural Crime Watch Association;
- 1.2 **"Board"** means the directors of the Provincial Association;
- 1.3 **"By-laws"** means the by-laws of the Provincial Association in force and effect, from time to time as amended;
- 1.4 **"Local Crime Watch Association"** means individual rural crime watch associations within the Province of Alberta
- 1.5 **"Member"** means the organized rural crime watch associations which meet the requirements of membership from time to time adopted by the Board of Directors;
- 1.6 Unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice-versa.

OBJECTIVES

The objectives of the Provincial Association shall be:

- 2.1 To assist with the following:
 - (a) To improve community awareness with regard to crime prevention;
 - (b) To promote crime prevention through the sharing of information regarding techniques, products and ideas;
 - (c) To interact and share information with other crime watch/prevention groups in the Province of Alberta;
 - (d) To revitalize old rural crime watches and establish new rural crime watch associations;
- 2.2 To establish and maintain a system of communication between Rural Crime Watch Associations;
- 2.3 To study problems of concern to rural areas of the province such as, but not limited to: the prevention of crime; the investigation of incidents; and the judicial system;
- 2.4 To communicate the views of the Provincial Association and/or its members to the various levels of government and/or the police or other investigating forces operating in the Province of Alberta;
- 2.5 To generally do any and all things or take such action which may assist in the prevention of crime;
- 2.6 To do all such things as are necessary to the attainment of such objectives.

REGISTERED OFFICE

- 3.1 The Provincial Association shall have a registered office in Alberta to which all communications and notices may be sent and at which all process may be served.

PROVINCIAL MEMBERSHIP CRITERIA

- 4.1 The **membership** of the Alberta Provincial Rural Crime Watch Association shall consist of Local Crime Watch Associations within the Province of Alberta.
- 4.2 **Membership fees**, if any, shall be established at the Annual Meeting.
- 4.3 **If any member fails to pay membership fees** to the Provincial Association or if any member fails to pay any subscription or indebtedness due to the Provincial Association, the Directors may cause the name of such member to be removed from the register of members, but such member may be readmitted to membership by the Directors upon such evidence as they may consider satisfactory.
- 4.4 **Any member who resigns, or is expelled** from the Provincial Association, shall forthwith forfeit all right, claim and interest arising from or associated with membership in the Provincial Association.
- 4.5 Local Crime Watch Associations shall be deemed members in good standing when they have paid any and all fees and have met the membership criteria.
- 4.6 Any member who desires to **withdraw from membership** in the Provincial Association may notify the Board in writing to that effect and after receipt by the Board in writing to that effect and after receipt by the Board of such notice, the member shall cease to be a member.
- 4.7 **The Directors shall have the power to expel or suspend any member** whose conduct shall have been determined to be improper, unbecoming, or likely to endanger the interest or reputation of the Provincial Association or who wilfully commits a breach of the by-laws of the Provincial Association, provided such member is given the opportunity to have a proper hearing.
- 4.8 Associations not meeting the requirement of item 4.1 may apply to the general membership at an Annual General Meeting for full membership to the Alberta Provincial Rural Crime Watch Association.

MEETINGS OF MEMBERS OF THE PROVINCIAL ASSOCIATION

- 5.1 **The Annual General Meeting** may be held in conjunction with the Provincial Rural Crime Watch Symposium/Conference each year.
- 5.2 **A Special Meeting** of the Provincial Association may be called by or at the request of the President or THREE (3) Directors. Upon any THREE (3) Directors requisitioning the call of a Special Meeting, the Board shall call the Special Meeting to transact the business stated in the Requisition. At least TWENTY-ONE (21) calendar days notice shall be given.
- 5.3 **Notice of any General or Special Meeting** shall be given to all members by mail, telephone or by any other effective method at least TWENTY-ONE (21) calendar days previous to such meetings.
- 5.4 The accidental **omission to give notice** of any meeting of members of the Provincial Association to or the non-receipt of any notice by any Local Crime Watch Association shall not invalidate any resolution passed or any proceeding taken at any such meeting.
- 5.5 **A quorum** for the transaction of business at any meeting of the members shall consist of a minimum of SEVEN (7) members present at the meeting.
- 5.6 **Each member will select a delegate to represent them**, *which* delegate shall be entitled to ONE (1) vote on each question arising at any meeting of the Provincial Association. Such votes shall be made in person.
- 5.7 **No person** shall be eligible to be delegate at meetings of the Provincial Association unless he has attained the age of EIGHTEEN (18) years.
- 5.8 **Votes at meetings of members** shall be given personally. Every question submitted to any meeting of members shall be decided by a show of hands except when a ballot is requested by the chairman of the meeting or is demanded by a member entitled to vote at the meeting. The chairman of the meeting or a member entitled to vote may demand a ballot either before or on the declaration of the result of any vote by show of hands. **In the case of an equality of votes the chairman** of the meeting **shall** either on a show of hands or on a ballot, **cast the deciding vote**.
- 5.9 At any meeting, unless a ballot is demanded by a member entitled to vote at the meeting, either before or after any vote by a show of hands, a declaration by the chairman of the meeting that a resolution has been carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
- 5.10 **All meetings shall be chaired by** *a designee* the Board may from time to time appoint for the purpose.

BOARD OF DIRECTORS OF THE PROVINCIAL ASSOCIATION

- 6.1 The business and affairs of the Provincial Association shall be managed by the Board of the Provincial Association who may exercise all such powers and to all such acts and things as may be exercised or done by the Provincial Association and are not by the Act, the By-laws, any special resolution of the Provincial Association, or by statute expressly directed or required to be done in some other manner.
- 6.2 The affairs of the Provincial Association shall be managed by a Board of Directors which consists of a **President, Past President, FIVE (5) Vice-Presidents ONE (1) each from Zones 1,2,3,4, and 5, Secretary-Treasurer, TWO (2) directors from each Zone 1,2,3,4 and 5** for a total of **THREE (3) Directors per zone**.
- 6.3 **ALL MEMBERS of the Board** shall be elected at the Annual General Meeting by the Member Associations unless otherwise designated.
- 6.4 Each zone shall have THREE (3) elected Directors. One (1) Director shall be elected each year. Each elected Director shall serve a three (3) year term. The Directors for each year shall elect one (1) of the Directors in their Zone to serve as Vice-President of the Zone for a one (1) year term. Zone Directors will take office immediately following the Zone meeting if filling a vacancy otherwise they officially take office after the current Provincial Annual General Meeting.
- (a) Each Zone shall elect its Director at a zone meeting **prior** to the current Annual General Meeting.
- (b) The President shall be elected from and by the elected Directors, at the Annual General Meeting.
- 6.5 The **qualification for a Director** shall be coincident with qualification for membership in their Local Crime Watch Association. A Director shall cease to be a Director at the time he ceases to be member of their Local Crime Watch Association.
- 6.6 If any **member of the Board resigns his office, or be suspended, or be expelled** from the Provincial Association, or should die while in office, or without reasonable excuse absent himself from TWO (2) consecutive Director's Meetings, the **Board shall appoint a successor** in his place to hold office until the next Annual General Meeting.
- 6.7 A minimum of ONE THIRD (1/3) of filled Directors positions shall form a **quorum** for the transaction of business.
- 6.8 **Regular meetings** of the Board shall be held at the discretion of the Directors.
- 6.9 The **time and place of all Board meetings**, unless otherwise determined by the Board, shall be fixed by the President in his call for each meeting.
- 6.10 **Special Meetings** of the Board may be called at any time by the President and may be called on the written request of THREE (3) Board Members, with representation from at least THREE (3) zones.
- 6.11 **All meetings of the Board** shall be chaired by the President or such other Director as the Board may from time to time designate for the purpose.

- 6.12 Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chairman, shall cast the deciding vote.
- 6.13 The members of the Board shall receive **no remuneration** for acting as such. Payment of **expenses incurred** by the Directors in connection with the affairs of the Provincial Association shall be **subject to approval by the Board**.
- 6.14 Every Director or Officer of the Provincial Association shall be deemed to have assumed office on the express understanding and agreement and condition that every Director or Officer of the Provincial Association and his heirs, successors and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Provincial Association from and against all costs, charges and expenses whatsoever which such Director sustained or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against or in respect of any act, deed, matter or thing whatsoever or about the execution of the duties of his or their office, and also from and against all other costs, charges and expenses which he sustained or incurs in or about or in relation to the affairs thereof, except such costs, charges and expenses as are occasioned by his own wilful neglect or default.
- 6.15 The Directors shall have and exercise all the powers of the Provincial Association as fully and completely as the Provincial Association could in general meeting, and, without restricting the generality of the foregoing, shall specifically have the following powers and duties:
- (a) To appoint such committees as they may deem expedient and delegate any of their powers or duties to the said committees, which shall consist of a minimum of THREE (3) persons, one of whom must be a member of the Board but the rest need not be;
 - (b) To further the objects of the Provincial Association for the raising of funds, and to control the distribution of funds;
 - (c) To borrow, raise, or secure the payment of money in any manner as it thinks fit except by the issue of debentures which shall require a Special Resolution of the Provincial Association.

OFFICERS OF THE PROVINCIAL ASSOCIATION

- 7.1 Rescind (AGM February 7, 1998)
- 7.2 The **duties of the Officers** shall be as follows:
- (a) **The President** shall, when present, preside at all Board meetings of the Provincial Association and shall be an ex-officio member of all committees. The President shall call Special Meetings whenever he deems necessary or upon written request of at least three (3) members of the Board, with representation from at least three (3) Zones. The President shall also be charged with the general management and supervision of the affairs and operations of the Provincial Association. The President with the Secretary or other Officer appointed by the board shall sign all Resolutions and Membership Certificates. During the absence or inability of the President, his duties and powers may be exercised by such other Director as the Board may from time to time appoint for the purpose exercises any such duty or power, the absence or inability of the President shall be presumed with reference hereto.
 - (b) **The Vice Presidents** shall assist the President in performing all duties of, and be subject to the same rules as the President, whenever the President shall cease to hold office for any reason or be prevented from attending to his duties, one of the Vice Presidents shall be elected by the Board of Directors and shall preside at all meetings of the Provincial Association of the Board of Directors in the absence of or upon the request of the President.
 - (c) **The Secretary** shall be ex-officio clerk of the Board of Directors. He shall attend all meetings of the Association and of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to Directors. The Secretary shall cause to be filed with the Registrar of Companies for the Province of Alberta, the address in the Province of Alberta to which communications and notices may be sent, and at which all process may be served, and shall cause to be notified the Registrar of any change in that address. He shall be the **custodian of the seal** of the Provincial Association and of all books, papers, records, correspondence, contracts and other documents belonging to the Provincial Association which he shall deliver up only when authorized by a Resolution of the Board of Directors to do so and to such person or persons as may be named in the Resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors.
 - (d) **The Treasurer** shall have charge of the funds of the Provincial Association in accordance with the Directors of the Board. At the Annual General Meeting the Treasurer shall present a statement in the form of a balance sheet which shall be signed by TWO (2) Directors. It shall contain general particulars of the assets, liabilities, revenue and expenditures of the Provincial Association.
 - (e) **A Secretary-Treasurer** may be elected and will perform both the duties of the Secretary and Treasurer, as defined above.
- 7.3 All clauses of the By-laws dealing with "Directors" shall govern all "Officers" where applicable.
- 7.4 The Board if it so desires may appoint **Honorary Officers** of the Provincial Association for whatever term they desire, such Honorary Officers not to be involved in the operation of the Provincial Association or have a vote on the Board.

MAKING, ALTERING AND RESCINDING BY-LAWS

- 8.1 The by-laws of the Provincial Association shall not be altered or added to except **by a Special Resolution** of the Provincial Association.
- 8.2 For all purposes of the Provincial Association, **“Special Resolution” shall mean** a Resolution passed by a majority not less than THREE-QUARTERS (3/4) of such members entitled to vote as are present in person at a General Meeting at which notice specifying the intention to propose the resolution as a “Special Resolution” has been duly given.

AUDITORS

- 9.1 The books, accounts and records of the Secretary and Treasurer shall be *at least reviewed* at least once a year. The auditors of the Provincial Association shall be appointed by the membership at the Annual General Meeting.

FISCAL YEAR

- 10.1 Unless otherwise ordered by the Board, the fiscal year of the Provincial Association shall terminate on the **31st day of October** of each year.

INSPECTION OF THE BOOKS AND RECORDS

- 11.1 The books and records of the Provincial Association may be inspected by any Member upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of said books and records; and may be inspected at any time by members of the Board of Directors.

SEAL

- 12.1 The seal of the Provincial Association shall be such that the Board may from time to time adopt. The Seal of the Provincial Association shall be under the control of the Board and the Secretary shall be responsible for its custody.

LIMITATION OF LIABILITY

- 13.1 No member, Director or Officer of this Provincial Association is, in his individual capacity, liable for a debt or liability of the Provincial Association.

DISTRIBUTION OF PROPERTY

- 14.1 **Upon dissolution** of the Provincial Association and after payment of all debts and liabilities, the remaining assets of the Provincial Association shall be distributed to a charitable or non-profit organization or organization whose objectives include crime prevention. The selection of such organization or organization to be at the discretion of the Board.

(Amended March 24, 2005 upon approval of the membership at the Annual General Meeting, February 5, 2005)