

ALBERTA SHEEP BREEDERS' ASSOCIATION
BYLAWS AND OBJECTIVES

1. Name

1.1. The Association shall be referred to as the "Alberta Sheep Breeders' Association (hereafter referred to as ASBA).

2. Objects

2.1. ASBA is recognized as providing provincial representation to CSBA (Canadian Sheep Breeders' Association)

2.2. Where "sheep breeding" appears in this amendment, it shall refer to the breeding of purebred sheep as governed by the Animal Pedigree Act.

3. The mission of ASBA shall be:

3.1. To encourage an overall and consistent improvement in the breeding and management of purebred sheep in Alberta, either solely or in collaboration with other similarly interested parties.

3.2. To hold shows and sales of sheep and wool, either solely or as a collaborator with other interested parties.

3.3. To represent the interests of the Alberta purebred sheep industry honourably.

4. Membership

4.1. There shall be five types of members;

4.1.1. Annual Members

Annual members shall be Alberta residents who are active CSBA (Canadian Sheep Breeders' Association) members and have paid their prescribed annual membership fee to CSBA due the first day of January each year, according to the current CSBA bylaws. This will also include all current paid members of any other breed association as recognized by ASBA. Annual members are eligible to hold office and vote at all general meetings. All members must be a member in good standing with their parent association and ASBA.

4.1.2 Junior Members

Junior members shall be Alberta residents who are actively involved in the production of purebred sheep, who pay the prescribed annual membership fee to CSBA due the first day of January each year. Junior members are to be 21 years of age or younger as of Sept 1 and will have voting rights and be eligible to hold office within ASBA. All members must be a member in good standing with CSBA and ASBA.

4.1.3. Non-resident Annual Membership

For members who are actively involved in the production of purebred sheep and are current CSBA members but are not Alberta residents. Non-resident members shall not hold office nor vote at any meeting. Non-resident members shall pay a fee prescribed by ASBA.

4.1.4 Honorary Life Members

Honorary non-voting memberships may be awarded at the discretion of the Board to recognize deserving individuals who have made exceptional contributions to the purebred sheep industry in Alberta.

4.1.5 Associate Members

Industry stakeholders who are not current CSBA members may choose to hold membership in ASBA by paying the prescribed membership fee due the first day of September each year. Associate members will have no voting rights nor be eligible to hold office.

4.2 Application for individual membership shall be considered active upon current membership with CSBA. Each applicant on becoming a member shall agree to be bound by the constitution and amendments thereto and all rules of both Associations, but the Association shall have the power to reject any application for membership for unsettled outstanding accounts receivable or loss good standing status within CSBA or ASBA.

4.3 Application for membership with ASBA on the part of a partnership or corporation incorporated under Alberta provincial charter shall also be considered upon having current membership with CSBA and will be subject to specifying the person authorized to vote, act, or sign on behalf of the partnership or company. A member of a partnership or company other than the individual mentioned on the application form may be authorized by the Partnership or company to act or vote at any general meeting of the Association after written notification is submitted to the Association office.

4.4 All members in good standing shall as a matter of contract and except as hereinafter provided enjoy the same rights and privileges and be subject to the same liabilities as the original incorporators of the Association. No member who is in arrears of membership or other fees or dues shall enjoy such rights and privileges.

4.5 A member in good standing is defined as a member who:

4.5.1 Has complied with the rules and regulations as hereinafter set forth

4.5.2 Who is not in arrears of membership or other fees or dues to their parent association or ASBA

4.5.3 Or who has otherwise not been suspended.

4.6 The financial liability of the member to the Association shall be limited to the amount due from him/her in respect to his/her membership fees or goods purchased from CSBA or ASBA.

4.7 A member may, provided that he/she is not in arrears for membership or other fees or dues, at any time resign from membership in the Association by giving the Secretary-Manager, notice in writing of his/her intention to do so.

4.8 No member shall be entitled to any of the rights and privileges of the Association during any year until his/her annual fee is paid. All current members of CSBA, or their parent association at the start of September 1 of the current year shall be considered an active ASBA member for the upcoming year.

4.9 No member shall hold office or be entitled to vote at a meeting or give notice to amend these Bylaws if at the time is in arrears of membership or other dues or fees and no applicant shall be entitled to vote until his/her application for membership has been accepted by the Board of Directors.

4.10 A member shall at the discretion of the Board of Directors receive free of charge publications which are issued during the year of his/her membership for which he/she has paid the membership fee.

4.11 The Board of Directors shall have the power to suspend or expel any member who fails to observe any rule or regulation set forth in this document or whose conduct is in the opinion of the Board prejudicial to the interests of the Association. A member so suspended or expelled shall have after the expiration of twenty-one days have the right to apply to the Board of Directors for reinstatement, and shall on application be reinstated at the next meeting of the Board, provided two thirds of the Board members thereat vote in the affirmative. If the Board of Directors refuses to reinstate a person suspended or expelled from membership, such person shall have the right to apply for reinstatement by the next succeeding general meeting but reinstatement by a general meeting shall be only by a vote of two-thirds of the members present thereat and voting.

4.12 Any person who is expelled from membership by any other association incorporated under the Animal Pedigree Act shall not be eligible for membership in this Association and if he/she is a member at the time of such expulsion, his/her membership shall thereupon forthwith terminate automatically.

4.13 Any person so suspended or expelled shall have no claim against this Association or any interests in the property or assets of the Association.

4.14 The membership year of the Association shall correspond with the fiscal year of the Association.

4.15 The consignment of animals to an ASBA sponsored sale shall be limited to ASBA members in good standing, including annual resident members and annual non-resident members, junior members and honorary members.

4.16 Members who have been expelled from the CSBA will not be eligible for ASBA membership.

4.17. The definition of a “suspended member” is as follows: A suspended member is a member who has been suspended by the Board of Directors or who automatically suspends himself because he has not conformed to the rules and regulations of the Association, or who as a member has been placed on probation by the Board of Directors of the Alberta Sheep Breeders’ Association.

4.18 During the fiscal year if a member decides to resign, their decision must be provided in writing to the Board.

5. Office

5.1 The office of the Association shall be at such place as the Board of Directors may determine.

6. Fiscal Year

6.1 The fiscal year of the Association shall begin on September 1 and end on August 31 of the subsequent year

7. Officers

7.1. Directors

7.1.1. General

The affairs of the Association shall be conducted by a Board of Directors, elected from the General membership of the Association at the AGM.

7.1.2. Authority

The elected Directors receive authority to participate in the affairs of the Association from the membership at the Annual General Meeting.

7.1.3 Specific Duties and responsibilities

The responsibilities of a Director shall be to:

1. Perform the role of Director on the Board of Directors.
2. Assist the President in ensuring that all operational, administrative and financial requirements of the Association are executed in accordance with the various governing authorities.
3. Attend Board, Committee and other meetings as required or requested.
4. Chair or participate in the operations/activities of a committee or function when appointed or delegated.
5. Be knowledgeable of the various policies, bylaws, authorities and provincial legislation, which governs the operations of the Association.
6. Assess the needs and concerns of sheep breeders on a continuous basis and bring these matters to the board for discussion and resolution.

7. Read all relevant reports, related materials, and general correspondence in order to be properly prepared to participate in all Board Meetings.
8. Investigate a problem or situation when requested by the President, Board of Directors, or Secretary-Manager.
9. Act as a delegate to various external groups when appointed.

7.1.4. Term of Office

- a. Directors shall be elected to a two year term at the Annual General Meeting.
- b. There shall be seven Directors of the Association
- c. There shall be no limit to the number of terms held by any one Director.
- d. All nominations for ASBA Director at the Annual Meeting must be presented in writing to the Secretary-Manager, if they are not present. If the nominee is present, then nominations may be accepted from the floor.
- e. To hold the position of ASBA Director, the candidate must be eligible to be an ASBA member as stipulated in 4.0 above.
- f. In the event of a vacancy occurring in the Directorate, the position shall remain open until the next Annual Meeting, at which time a member will be elected to fill the remainder of that term.

7.1.5. Supervision Received and decisions

- a. Accountable to the Board of Directors for daily activities.
- b. Holds the authority to carry out the functions described.

7.1.6 Supervision exercised

- a. As specified by the Board of Directors only.

7.1.7. Contacts

- a. Maintain a close working relationship with Directors on the board.

7.2. Executive Positions and the Executive Committee

7.2.1 All executive positions are to be held by Directors.

7.2.2. Executive positions to be determined by election at the first Directors meeting following the AGM.

- a. President
- b. Vice President
- c. Financial Officer

7.2.3. The President, Vice-President, Financial Officer and Secretary-Manager shall form the Executive Committee, who shall attend to the general current work of the Association, and to such business as may be referred to them by the Directors.

7.2.4. In the event of a vacancy occurring in the Executive Committee, the Directors shall fill such vacancy from within the Board until the next Annual Meeting.

7.2.5 The President is empowered to call a meeting of the Executive Committee, Directors or General Membership should it be deemed necessary.

7.2.6 The voting members of the Executive committee shall be comprised of 7.2.2a – 7.2.2c above.

7.2.7 The Secretary-Manager is a non-voting member.

7.2.8 An Executive Committee quorum shall be defined by having 3 voting officers present.

7.2.9. Meetings may be conducted in person or by teleconference.

7.2.10 a copy of the minutes each Executive Committee meeting shall be forwarded to each Director by the Secretary-Manager within 7 days after a meeting.

7.3 CSBA Representation

7.3.1 The Director responsible for CSBA shall be a breeder of sheep that is recognized by CSBA and be an ASBA Director at the time of selection.

7.4. Special Committees

7.4.1. The action of any special committee is subject to the approval of the Board of Directors.

7.4.2. The position of chairman of any committee must be held by a Director.

7.4.3. All committee appointments must be accepted in writing by the appointee, or, the appointee must be present at the time of the appointment to accept the position. This will apply to all committees or appointments.

7.4.4 The action of any committee is subject to the scrutiny of the ASBA Board of Directors.

7.4.5. Committee members may be appointed either from the ASBA Board of Directors or chosen from among the members of the Association.

7.4.6. Any committee except the Executive Committee shall have the power to add to its number.

7.5 Job Descriptions

Reference shall be made to the ASBA Policy Manual for a description of the obligations of any particular position.

8. Meetings

8.1. The annual general meeting (AGM) of the Association shall be held at such time and place as decided upon by the Executive Committee of the Association. The AGM shall be held within 90 days of the yearend. Other general meetings shall be held at the time and place fixed by the Board of Directors. A notice of at least twenty-one days in advance shall be given by post, indicating the time and place of the meeting. This notice shall be given by circular letter, postage prepaid, to each of the members at his last known post office address appearing in the records of the Association. In addition to notification by post, membership may also be notified of any meeting by electronic means.

8.2. Notice of the meetings of the Board of Directors or the Executive Committee other than the one immediately following the Annual General Meeting shall be mailed postage prepaid to each one of them at least ten days before the date of the meeting to his last known post office address on record at the Association office, or by electronic means.

8.3. A meeting of the Board of Directors or the Executive Committee may:

8.3.1 Be held on shorter notice or without written notice providing that all Directors/Officers have given their consent to the meeting being held. A record of such consent shall be entered in the minutes.

8.3.2 May only be called by the President.

8.3.3 May be conducted in person or by teleconference.

8.4. For the transaction of business of the Association:

- a) At an Annual or other General meeting, a quorum shall be 7 voting members
- b) At a meeting of the Board of Directors, a quorum shall be 4 voting members
- c) At a meeting of the Executive Committee, a quorum shall be 3 voting members

8.5. At the written request of 10 association members, the Secretary shall call a special general meeting of the Association which meeting shall have the same status as if it had been called in the regular way by the Board of Directors of the Association but such meeting shall have no power to amend this constitution. The President is to be notified that a “special general meeting” has been requested by the membership.

8.6. A copy of the minutes of all meetings of the Board of Directors and of the Executive Committee shall be mailed, either electronically or by prepaid post, to each Director within twenty- one days of said meeting.

8.7 At the Annual Meeting (AGM) each year

8.7.1. The Directors and official auditor(s) shall be elected

8.8 Special Meeting

8.8.1. A special meeting of the general membership may be called at the discretion of the Executive Committee as is deemed necessary.

9. Order of Business

9.1 The order of business at all Annual and General Meetings shall be as follows:

- a. Identification of members
- b. Reading of minutes of previous meeting
- c. Report of officers, directors, committees
- d. The annual report presented by the Secretary-Manager, including a report of the transactions of the Association and a duly audited statement of receipts and expenditures for the past year.
- e. Correspondence
- f. Unfinished business
- g. Any other business that the Directors deem to be appropriate is to be presented
- h. If an AGM, election of Directors and other officers.
- i. New Business
- j. Adjournment

9.2 The above order with the exception of (a), identification of members, may be changed at the pleasure of the meeting assembled.

10. Audit and Annual Report

10.1 The Board of Directors at each Annual General Meeting shall submit a complete report of its acts and of the affairs of the Association; it shall present a detailed statement duly audited of the receipts and expenditures of the preceding year and of the assets and liabilities of the Association.

10.2 A copy of this report, a list of officers elected, and the CSBA representative will be made available to each member in good standing upon request.

10.3 In accordance with the Societies Act and the Regulations thereof, the audited financial statements shall accompany the Annual Report.

11. Expenses, Income, and Property

11.1 The income and property of the Association from whatever source derived, shall be applied solely towards the promotion and furtherance of the objects of the Association and no part thereof shall be paid or transferred directly or indirectly by way of bonus or otherwise as profit or gain to members of the Association, past, present, or future or to any person claiming through any member provided, however, that nothing herein contained shall prevent the bona fide payment of enumeration to any Secretary, Officer, or other persons for services actually rendered the Association, whether such are members of the Association or

not, and the expenses of the Directors or other Officers incurred in doing business of the Association.

11.2. All expenditures of the association must be duly authorized and ratified by the Board of Directors or Executive Committee. Expenditures beyond the limit specified by the budget are to be approved by the Board before any commitment is made.

11.3 No payments are to be issued without receipt of an invoice by the Secretary-Manager. Receipts shall be issued for all monies received.

11.4 The budget for the new fiscal year is to be approved before the new fiscal year is to commence and is to be reviewed by the Board at each Board meeting. Adjustments to the budget may be made after approval by the Board of Directors.

11.5 Authorized signatures for financial transactions are to be determined at the first Directors meeting following the AGM. All cheques shall bear two signatures, one being that of the President or the Vice-President and the other shall be a current board member other than the Finance Chair. No cheques are to be pre-signed.

11.6 The financial records of the ASBA shall be audited at least once a year either by a qualified accountant or two current members of the association who have been appointed at the AGM. An audit will include verification of expenses claimed and monies received against documentation on file. The financial documentation of ASBA may be inspected by the designated members at any time mutually convenient to the Secretary and the Directors designated to be auditors. ASBA financial records must be available for review at any time 8:00am-5:00 pm Monday-Friday at the Association office.

11.7 An audited financial statement will be presented at the AGM.

12. Books

12.1 The Association shall maintain a book, to be kept by the Secretary, wherein shall be kept the most current version of the constitution of the CSBA and the By-laws of the ASBA, so that they are readily available for review by members, either new or active.

13. Amendments

13.1 Any proposed changes to the By-laws must be received in writing at the Association prior to August 31 and shall be included with the Notice of Annual General Meeting.

13.2 The By-Laws of the Association may be amended by the affirmative vote of two thirds of the members present at either the AGM, provided that each member was duly advised at the time of the meeting announcement of the “notices of motion” pertaining to the By-laws of the Association.

- a. Bylaws amendments can only be made by a special resolution of the members. Special resolution is defined in Section 1(d) of the Societies Act.

13.3 Provision shall be made for mail ballots by request. Such ballot must be authentic as issued by the ASBA office and returned in the pre-addressed envelope provided by ASBA when the meeting was announced. Returned ballots must be returned to the designated address, 21 days prior to the AGM. Ballots are to be opened and the results counted by an independent person as appointed by the Board. Results will be announced by the Association President or his designate at the AGM and posted on the ASBA website immediately following the AGM.

13.4 This process of voting will require that all “Notices of Motion to change the By-laws” and the accompanying reasoning must be received by the Association secretary thirty days prior to the circulation date of such motions to the membership. This brief advance time frame is to allow the Associations By-law committee time to review the motion “reasoning” as being accurate and proper in content, correct in spelling and grammar and not contrary to other by-laws or rules. No amendment shall be valid until approved by ASBA.

14. Membership fees

14.1 All fees, as determined by the Board of Directors, shall be paid to the Secretary of ASBA and forthwith deposited by him to the credit of the Association in a financial institution selected by the Board of Directors.

15. Corporate Seal

15.1 The seal, as stamped in the margin hereof, shall be the corporate seal of the Association

- The Alberta Sheep Breeders’ Association is noted at this time to have no seal of the society.

16. Fees

16.1 The fees to be charged for membership and other services of the association shall be set from time to time by the Board of Directors and presented at the Annual Meeting. An affirmative vote, with a simple majority, of the members present, being necessary to change any fees.

16.2 The Board of Directors may from time to time request that a breed promotion fee based on registrations and/or transfers in such province or breed, for the purpose of funding projects within that province and/or national Breed Association. Providing however that:

- a. A motion has been passed by ASBA by a two-thirds majority at its regular annual meeting or a special meeting called for the purpose of such a vote and that notice of the meeting and special motion has been given to the members of the Association at least 21 days prior to the meeting

- b. The additional levy on each registration and/or transfer shall be set to reflect the amount being collected on behalf of the Association and/or the national breed association.

16.3 Any additional levy on each registration and/or transfer as determined by the membership of the Association at the Annual meeting shall expire upon the completion of the project or upon a two-thirds majority vote of the Association members at any general meeting of the Association, provided special notice of the motion has been given to the members of the Association at least 21 days prior to the meeting

17. Insurance

17.1 The Association shall maintain and keep in full force and effect commercial general liability as well as directors and officer's liability insurance. Insurance coverage is to be reviewed annually by either the Finance Chair or another person so designated by the Board and recommendations are to be made to the Board for renewal. The Board of Directors has the final authority in regards to any policy decision.

17.2 Indemnity – Subject to the limitations contained in the Societies Act, the Association shall indemnify a Director or Officer, a former Director or Office, or a person who acts or acted at the Association's request as a Director or Officer of a body corporate of which the Association is or was a shareholder or creditor for a person who undertakes or has undertaken any liability on behalf of the Association or any such body corporate, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being, having been, a director or officer of the Association or such body corporate., if

- a. He/she acted honestly and in good faith with a view to the best interest of the Association; and
- b. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he¹/she had reasonable grounds for believing that his conduct was lawful.

18.

Wherever the context permits in these By-Laws the singular shall include the plural and the masculine the feminine and the neuter.

Terms of Reference ASBA Board of Directors

Purpose: The board of directors is responsible for directing all the business and affairs of the Alberta Sheep Breeders. It will determine, and regularly review, the mission and purpose of the organization.

Authority: The board of directors receives its authority to operate the affairs of the Association from the Alberta Societies Act.

Eligibility:

A Director must be an Annual member or a Junior Member as defined by the by-laws. It is recommended that a Director have access to e-mail communications and be e-mail literate.

A person ceases to be eligible as a director if he has the status of being bankrupt; is a “Dependent Adult” or is the subject of a certificate of incapacity as defined in the Dependent Adults Act or has been found of unsound mind by a court elsewhere than in Alberta.

Specific duties and responsibilities:

- a. To serve a two year term as elected.
- b. To set objectives and priorities based on the Associations mandate and make decisions based on policies and programs approved by the Board and to review these objectives and priorities regularly.
- c. To maintain a close working relationship with the general membership in order to be made aware of concerns and changing requirements.
- d. To provide a unified voice for Alberta seed stock producers.
- e. To support all board decisions once passed.
- f. To generate, assemble and implement ideas to enhance the sheep industry
- g. To monitor the financial position of the Association at all times.
- h. To review all governing authorities to ensure appropriate practices, and recommend changes as required to the proper authority for approval.
- i. To appoint or elect directors and representatives to chair or sit on ASBA Committees and represent ASBA with other external agencies as required.
- j. To serve on committees and assignments; stay informed about industry and committee issues and be well prepared for meetings and on industry matters.
- k. Notify membership at the annual meeting of the intention to appoint a named auditor for the current fiscal year.
- l. To approve the execution of all documents and instruments on behalf of the Association.
- m. To ensure maintenance, and timely submission, of required minutes of meetings, records and other correspondence recorded to properly operate the Association.

- n. Requests for budget consideration for expenses relating to committees/meetings must be made by directors prior to the end of July and the end of January each year, in accordance with the organizations mission, mandate, and policies.
- o. To record and submit expense claims in accordance with the Expense Policy
- p. To evaluate board performance on a regular basis.

Board composition and structure:

- a. The board will consist of 7 directors who are elected at the Annual General Meeting.
- b. At the first meeting of the new fiscal year the directors will elect the Board Executive Committee at outlined in the By-Laws.
- c. Directors will sit on ASBA Committees or represent ASBA on external committees as a liason officer and attend meetings as required.
- d. Expenses will be paid as determined by the Board of Directors and defined in the Expenses policy.

Board meetings:

- a. The Board of Directors will attend regularly scheduled meetings and conference calls.
- b. If a director is absent from two consecutive ASBA meetings or conference calls, without reasons the Board considers adequate, that persons position as a director is deemed to be absent at the end of the second consecutive meeting that person is absent.

ASBA Policy

1. Expense Policy

1.1 No payment is to be issued without approval of the Financial Officer.

1.2 All payments are to be made by cheque only. There shall be no cash payments issued of any description.

1.3 Re-imburements of expenses will be made only by rates pre-determined by the board or by contractual obligations.

2. Job Descriptions

2.1 President

2.1.1 General

- a. The President is to be a member of the board and serve as the official spokesperson for ASBA and is the designated representative for the Alberta Sheep Breeders Association. He/she may appoint a designate if appropriate.
- b. The President manages the Board of Directors, preparing agendas, running meetings, and all other functions required to create smooth, consistent Board operations that are in compliance with ASBA by-laws.

2.1.2 Authority

- a. The President receives the authority to manage the affairs of the Association from the Board of Directors.
- b. The President may hand over the meeting to the Vice-Chair if he/she wants to make a motion and vote.

2.1.3 Specific Duties and Responsibilities

The President is responsible for the following:

- a. To ensure that all operational, administrative and financial requirements of the Association are executed in accordance with the various governing bodies.
- b. To provide overall co-ordination and direction for all Association business, activities and operations.
- c. To serve on all ASBA Committees by virtue of the position
- d. To act as the chief representative of the Association when dealing with external agencies.
- e. To convene and chair Board of Directors and other meetings ensuring that they are conducted in an orderly and efficient manner.
- f. To execute correspondence, documents and financial instruments in accordance with Association policies.
- g. To be knowledgeable of the various policies via laws, authorities and provincial legislation, which governs the operations of the Association.
- h. To read all relevant reports, related materials and general correspondence in order to be properly prepared to participate in all Board Meetings.

2.1.4 Term of Office

- a. The President is elected by the Directors at the first board meeting each fiscal year, for a one year term only.
- b. The President must resign his/her executive position upon ceasing to be eligible for ASBA annual membership. The Vice- President will become acting President until the next board meeting.

2.1.5 Supervision Received and Decisions

- a. Accountable to the board of Directors for daily activities and overall performance
- b. Holds the authorities to carry out the functions described and operate all aspects of the Association in the most efficient manner possible.

2.1.6 Supervision Exercised

1. Responsible to supervise the activities of the Board of Directors and to monitor the activities of the other Committees.
2. Responsible to provide supervision, guidance and direction to the Secretary-Manager as it pertains to the execution of required duties for the Association.

2.1.7 Contacts

1. Frequent contact with members of the Executive Committee

2. Frequent contact with the Secretary-Manager as required.

2.2 Vice-President

2.2.1. General

The Vice-President assumes the duties of the President whenever necessary or as delegated.

2.2.2. Authority

The Vice-President receives the authority to assist in managing the affairs of the Association from the Board of Directors.

2.2.3 Specific Duties and Responsibilities

The functions of the Vice-President are to:

1. Perform the executive role of the Vice-President of the Board of Directors
2. Assist the President in ensuring that all operational, administrative and financial requirements of the Association are executed in accordance with the various governing authorities.
3. Attend Board, Committee and other meetings as required or requested.
4. Chair or participate in the operations/activities of a committee or function when appointed or delegated.
5. Be knowledgeable of the various policies, bylaws, authorities and provincial legislation, which governs the operations of the Association.
6. Assess the needs and concerns of sheep breeders on a continuous basis and bring these matters to the board for discussion and resolution.
7. Read all relevant reports, related materials, and general correspondence in order to be properly prepared to participate in all Board Meetings.
8. Investigate a problem or situation when requested by the President, Board of Directors, or Secretary-Manager.
9. Act as a delegate to various external groups when appointed.
10. Assist the President with annual Secretary-Manager performance evaluation.
11. Assume other duties as specified by the President.

2.2.4. Term of Office

1. The Vice-President is elected by the directors at the first Board Meeting of each year for a one year term only.
2. The Vice-President must resign the executive position upon ceasing to be eligible for annual membership in the Association.

2.2.5. Supervision Received and Decisions

1. Accountable to the President for daily activities and the Board of directors for overall performance.
2. Holds the authority to carry out the functions described.

2.2.6. Supervision exercised

1. Responsible to assist in supervising the activities of the Board of Directors, and to monitor the activities of the other Committees.

2. Responsible to provide supervision, guidance and direction to the Secretary-Manager as it pertains to the execution of required duties for the Association.

2.2.7 Contacts.

1. Frequent contact with the President and the Secretary-Manager as required.

2.3 Financial Officer

2.3.1 General

To oversee the financial operations of the Association

2.3.2. Authority

The Finance Chair shall receive the authority to manage the affairs of ASBA from the Board of Directors.

2.3.3 Specific duties and responsibilities

- a) To accept requests for budget consideration for expenses relating to committees/meetings in accordance with the organizations mission, mandate, and policies.
- b) To make recommendations for all investment decisions. The Board of Directors has the final authority in regards to any investment decision.
- c) To have signing authority for cheques, in addition to the Chair and Vice Chair. All cheques shall bear two signatures. No cheques shall be pre-signed. The Finance Chair will ensure that arrangements are made for all cheque signing in the most efficient and timely manner, according to good accounting practices.
- d) To ensure that an appropriate audit takes place; review auditors report and implement recommendations if required. The audited accounts must be available at the annual meeting.
- e) To report to the Board any financial irregularities, concerns, or opportunities.
- f) To recommend financial guidelines to the board including recommending a level of reserve funds to be held.
- g) To work with staff to ensure that financial reports are appropriate, accurate, and timely.
- h) Be knowledgeable of the various policies via laws, authorities and provincial legislation, which governs the operations of the Association.
- i) Read all relevant reports and related materials in order to be properly prepared to participate in all Board Meetings.
- j) An annual budget, and interim review, will be developed by the Finance Chair and the Secretary, and presented initially to the Executive Committee, then to the entire board for discussion and approval 7 days prior to the budget meeting.
- k) Bank reconciliation to be completed monthly.

2.3.4 Term of Office

1. The Finance Chair is elected by the Board of Directors at the first board meeting each fiscal year, for a one year term only.
2. The Finance Chair must resign his/her executive position upon ceasing to be a Director or an eligible producer.

2.3.5. Supervision received and decisions

1. The Finance Chair shall be accountable to the Board of Directors for his/her daily activities and for overall performance.

2.3.6 Contacts

1. Frequent contacts with all members of the Executive Committee.

2.4 Secretary-Manager

2.4.1 Authority

1. The Directors shall, from time to time, as occasion may require, appoint a Secretary-Manager, who shall have the power of Managing-Director, acting under the control and with the approval of the Board of Directors.
2. The Secretary-Manager shall remain in office at the pleasure of the Board; termination of the position is in effect after 30 days' notice. No justification for the termination is necessary per section 7.4.4.b.1.
3. Either party may terminate the employment contract.
4. Termination on behalf of the employee will require one month notice.
5. Termination of the employee on behalf of the employer will also require one month notice.
6. The Board shall fix the remuneration for the Secretary-Manager at the first Board meeting following the AGM.
7. The Secretary-Manager receives the authority to manage the daily affairs of the Association from the Board of Directors.

2.4.2 Specific duties and responsibilities

The duties of the Secretary-Manager shall be to execute the following duties in the best interest of ASBA, at the discretion of the ASBA Board, and shall include but not be exclusive to:

1. To carry out required administrative and operational duties for the Board of Directors and any other committee that operates within the Association. To execute all official correspondence.
2. Make recommendations to the Board of Directors on operational or administrative subjects, which would improve the overall efficiency of the Association.
3. To give notice of all meetings of the Association, of the Board of Directors, or of the Executive Committee when so directed by the proper authority under the By-Laws.
4. Schedules, organizes and attends Board, Committee and other meetings as required. Maintains minutes and records of these meetings.

5. Minutes of meetings are to be distributed to the Board of Directors within 10 days of the meeting date.
6. Assists the Board of Directors in dealing with various government agencies as required. Acts as an agent of the Association in discussions or negotiations with, or reporting to government agencies as required.
7. Maintains close liaison with the President and the Board of Directors in regards to all financial matters.
8. Maintains contact with other organizations to gather or exchange information and methods
9. Prepares correspondence for execution on the basis of brief verbal or written instruction.
10. Acts as an agent for the Association in dispensing routine information, answering general inquiries and obtaining data.
11. Supervises the work performance of all office employees, as needed.
12. Ensures that established procedures are adhered to for work performed.
13. Prepares an annual operating budget in conjunction with the Executive Committee.
14. To prepare all annual or other reports
15. To provide financial statements and supporting documents necessary for an annual audit.
16. To deposit all monies received by him in a financial institution to the credit of this Association, and shall pay same out again by cheque only.
17. All cheques are to have two signatures and be signed by the President, or the Vice President when acting on behalf of the President, and one other Director. The Secretary-Manager shall have no signing authority.
18. As authorized by the Financial Officer for ASBA, he/she shall receive and account for all monies belonging to the Association and pay all liabilities which are certified correct by the Financial Officer. The Secretary is to make no financial decision or contractual obligation that has not been authorized by the Executive Committee.
19. Shall pursue the investigation of investment opportunities and provide recommendations to the Board.
20. Shall pursue, investigate and present to the Board of the best option of various providers for any/ all operating expenses, for example but not exclusive to, conference calls provider, printing, website provider, etc. The Board, at its discretion, may empower the Secretary-Manager to make some financial decisions within specific guidelines.
21. He shall deposit for safekeeping all securities owned by this association in a safety deposit box as may be approved by the Board of Directors, and shall withdraw the same only in the presence of the President or Auditor or his representative.
22. He may be bonded in such an amount as may be required from time to time by the Board of Directors.
23. He shall keep financial records according to generally accepted accounting principles and make such records available as directed by the Board of Directors or the Executive Committee.

24. Detailed reporting of all time-allocated will be provided to the ASBA Executive Committee for review, monthly.

2.5 Auditors:

2.5.1 The Association at each AGM (annual general meeting) shall appoint an auditor or auditors from the membership. His/her duty shall be to examine the books of account of the Association, vouchers for all payments and certify the usual statement of receipts and expenditures and assets and liabilities for the year, for presentation to the next annual general meeting.

2.5.2 Appointed auditors shall not be signing officers of the Association.