

Alberta Institute of Agrologists

Bylaws

Version: February 25, 2020



Our Mission

*The public interest is protected and served
in matters related to the practice of agrology.*

Contents

Preamble: About these Bylaws.....	1
Agrology is a self-regulated profession	1
Self-regulation comes from this hierarchy of enactments.....	1
<i>Agrology Profession Act</i>	1
The Institute’s regulatory role	1
The Council’s governance role	3
<i>Agrology Profession Regulation</i>	3
Bylaws	5
<i>Alberta Interpretation Act</i>	7
How to read these Bylaws	8
Article 1 – Definitions and Amendments	9
1.1 Definitions.....	9
1.2 Bylaw Matters	10
1.2.1 Bylaws in Force and Severable	10
1.2.2 Amending Bylaws.....	10
1.2.2.1 Preparing Bylaw Amendments	10
1.2.2.2 Reviewing Bylaw Amendments	11
1.2.2.3 Approving Bylaw Amendments.....	11
1.2.2.3 Publishing Bylaw Amendments.....	11
1.2.3 Amending Appendices.....	11
Article 2 – Governing the Institute: The Council.....	12
2.1 Council Composition	12
2.2 Council Committees.....	12



- 2.3 Speaking for the Council12**
- 2.4 Council Conflict of Interest Protection13**
- 2.5 Council Education13**
 - 2.5.1 Content of Council Education13**
 - 2.5.2 Timing of Council Education14**
 - 2.5.2.1 Ongoing Education 14**
 - 2.5.2.2 Extraordinary Education for Reviews and Appeals 14**
 - 2.5.3 Legal Advice15**
- 2.6 Council Elections.....15**
 - 2.6.1 Eligibility15**
 - 2.6.2 Council Candidate Nominations15**
 - 2.6.2.1 Council Candidate Nominating Committee Composition 15**
 - 2.6.2.2 Council Candidate Nominating Committee Duties..... 16**
 - 2.6.2.3 Council Candidate Nomination Methods..... 16**
 - 2.6.2.4 Council Candidate Nomination Deadline..... 17**
 - 2.6.2.5 Council Candidate Nomination Confirmation 17**
 - 2.6.3 Council Election Procedures17**
 - 2.6.3.1 Notice of Voting Information 17**
 - 2.6.3.2 Notice of Candidate Information 17**
 - 2.6.3.3 Form of Ballots..... 18**
 - 2.6.3.4 Casting Ballots..... 18**
 - 2.6.3.5 Scrutineers..... 18**
 - 2.6.3.6 Counting Ballots 19**
 - 2.6.3.7 Declaration of Candidates Elected to the Council 19**
 - 2.6.3.8 Council Election Appeal Procedures..... 19**
 - 2.6.3.9 Election Document Retention 20**



- 2.6.4 Failure to Comply with Election Procedures 20
- 2.7 Elected Council Members..... 20
 - 2.7.1 Terms of Office of Elected Council Members 20
 - 2.7.2 Council Officers 21
 - 2.7.2.1 Electing a Council Chair 21
 - 2.7.2.2 Powers and Duties of the Council Chair..... 22
 - 2.7.2.3 Electing or Appointing a Council Vice-Chair 22
 - 2.7.2.4 Powers and Duties of the Council Vice-Chair 23
 - 2.7.2.5 Appointing a Secretary 23
 - 2.7.2.6 Powers and Duties of the Secretary 23
 - 2.7.3 Vacating an Elected Council Member’s Seat 23
 - 2.7.3.1 Removing an Elected Council Member 23
 - 2.7.3.2 Deemed Resignation of an Elected Council Member 24
 - 2.7.4 Filling an Elected Council Member’s Vacant Office or Seat . 24
 - 2.7.4.1 Vacant Council Chair..... 24
 - 2.7.4.2 Vacant Council Vice-Chair 24
 - 2.7.4.3 Vacant Elected Council Member Seat..... 25
 - 2.7.5 Reimbursing Elected Council Members 25
- 2.8 Council Meetings 26
 - 2.8.1 First Council Meeting after Election..... 26
 - 2.8.2 Regular Council Meetings 26
 - 2.8.2.1 Frequency 26
 - 2.8.2.2 Notice 26
 - 2.8.2.3 Agendas 26
 - 2.8.2.4 Information..... 26
 - 2.8.2.5 Quorum 27
 - 2.8.2.6 Attendance 27

2.8.2.7	Minutes	27
2.8.3	Special Council Meetings.....	27
2.8.3.1	Frequency	27
2.8.3.2	Notice	27
2.8.3.3	Agendas	28
2.8.3.4	Quorum	28
2.8.3.5	Attendance	28
2.8.3.6	Minutes	28
2.9	Conduct of Council Meetings	29
2.9.1	Parliamentary Procedure	29
2.9.1.1	Robert’s Rules of Order	29
2.9.1.2	Special Rules of Order	29
2.9.2	<i>In camera</i> sessions	29
2.9.3	Decision-making.....	30
2.9.3.1	Full information	30
2.9.3.2	Voting.....	30
2.9.4	Recorded vote.....	30
Article 3	- Managing the Institute: The CEO.....	31
3.1	Delegation to the CEO	31
3.1.1	Delegation of Powers and Duties.....	31
3.1.2	CEO appointed as Registrar	32
3.2	Conditions on Delegation to the CEO	33
3.2.1	Strategic Plan	33
3.2.2	Continuity	33
3.2.3	Support to the Council	33
3.2.4	Notice of Risk	34



3.2.5	Treatment of Employees	34
3.2.6	Treatment of Contractors	35
3.2.7	Treatment of Volunteers	35
3.2.8	Treatment of Complaints about Institute Operations	35
3.2.9	Financial Plan	35
3.2.10	Financial reporting	36
3.2.11	Banking	36
3.2.12	Signing Authority.....	36
3.2.13	E-transfers.....	36
3.2.14	Credit Cards.....	37
3.2.15	CEO Expenses	37
3.2.16	Borrowing	37
3.2.17	Spending	37
3.2.18	Collecting	37
3.2.19	Making Required Payments.....	38
3.2.20	Maintaining Funds.....	38
3.2.21	Restricted Reserve Funds	38
3.2.22	Council Budget	38
3.2.23	Property	39
3.2.24	Insurance	39
3.2.25	Financial Protection.....	39
3.2.26	Information Protection.....	40
3.2.27	Privacy Protection	40
3.2.28	Conflict of Interest Protection	41
3.3	Exercise of Delegation by CEO.....	41
3.4	Further Delegation by CEO.....	41

3.5	Revocation of Delegation to CEO	41
3.6	Treatment of the CEO	42
3.6.1	CEO is the Council’s Sole Employee	42
3.6.2	Instructing the CEO	42
3.6.3	Evaluating the CEO	42
3.6.4	Addressing Complaints about the CEO.....	43
3.7	CEO Succession.....	44
3.8	CEO Compensation	45
3.9	CEO Training.....	45
Article 4 - Conducting the Institute’s Affairs.....		46
4.1	Head Office, Fiscal Year, and Membership Year	46
4.2	Statutory Appointments	46
4.2.1	Complaints Director	46
4.2.2	Hearings Director	47
4.2.3	Directors’ Training.....	47
4.3	Statutory Committees	48
4.3.1	Registration Committee	48
4.3.1.1	Registration Committee Established	48
4.3.1.2	Registration Committee Composition	48
4.3.1.3	Registration Committee Member Term of Office	48
4.3.1.4	Registration Committee Chair	49
4.3.1.5	Frequency of Registration Committee Meetings	49
4.3.1.6	Registration Committee Meeting Quorum	49
4.3.1.7	Registration Committee Decision-making	49
4.3.1.8	Registration Committee Attendance.....	49



4.3.1.9	Registration Committee Honoraria	49
4.3.1.10	Registration Committee Expenses.....	50
4.3.1.11	Registration Committee Powers and Duties.....	50
4.3.2	Competence Committee.....	51
4.3.2.1	Competence Committee Established	51
4.3.2.2	Competence Committee Composition	51
4.3.2.3	Competence Committee Member Term of Office.....	51
4.3.2.4	Competence Committee Chair.....	52
4.3.2.5	Frequency of Competence Committee Meetings.....	52
4.3.2.6	Competence Committee Meeting Quorum	52
4.3.2.7	Competence Committee Decision-making	52
4.3.2.8	Competence Committee Attendance	52
4.3.2.9	Competence Committee Honoraria	52
4.3.2.10	Competence Committee Expenses.....	53
4.3.2.11	Competence Committee Powers and Duties	53
4.4	Statutory Adoptions	54
4.4.1	Standards of Practice.....	54
4.4.1.1	Developing a Standard of Practice – Proposing Standards.....	54
4.4.1.2	Developing a Standard of Practice - Revising Standards	55
4.4.1.3	Proposing Adoption of a Standard of Practice – Final Review	56
4.4.1.4	Adopting a Standard of Practice	56
4.4.1.5	Publishing Standards of Practice.....	57
4.4.1.6	Reviewing Standards of Practice.....	57
4.4.2	Code of Ethics.....	57
4.4.2.1	Developing the Code of Ethics – Proposing Amendments.....	57
4.4.2.2	Developing the Code of Ethics – Revising Amendments	58
4.4.2.3	Proposing Adoption of the Code of Ethics – Final Review	58



4.4.2.4	Adopting a Code of Ethics.....	58
4.4.2.5	Publishing the Code of Ethics.....	59
4.4.2.6	Reviewing the Code of Ethics.....	59
4.5	Statutory Enactments	59
4.5.1	Enacting Rules for In-Training Programs	59
4.5.2	Enacting Rules for Continuing Competence Programs	60
4.5.2.1	Recommending Continuing Competence Program Rules	60
4.5.2.2	Enacting Continuing Competence Program Rules	61
4.5.2.3	Distributing Continuing Competence Program Rules	62
4.5.2.4	Reviewing Continuing Competence Program Rules	62
4.6	Statutory Publication of Information	62
4.7	Registration of Regulated Members	63
4.7.1	Registration Fees for Regulated Members.....	63
4.7.2	Registration Reinstatement for Regulated Members.....	63
4.8	Practice Permits	64
4.8.1	Date to Renew Practice Permits	64
4.8.2	Practice Permit Reinstatement	64
4.8.3	Practice Permit is Institute Property.....	65
4.8.4	Prohibited Use of Practice Permits	65
4.9	Seals and Stamps	65
4.9.1	Property of the Institute	65
4.9.2	Issuance	65
4.9.3	Prohibited Use of Seals, Stamps	66
4.10	Registers	66
4.10.1	Inspection of the Membership Registers	66
4.10.2	Categories of Members	67



4.10.2.1 Non-regulated members (“Other” members) 67

4.10.2.2 Applications for Non-Regulated Member Registration 68

4.10.2.3 Registration Fees for Non-Regulated Members..... 68

4.10.2.4 Information in Non-Regulated Member Register 68

4.11 Payment of Fees and Costs68

Appendix A – Council Meeting Agenda Template..... 69

Appendix B – Council Meeting Minutes Template 72

Appendix C – Reporting Schedule 78

Preamble: About these Bylaws

Agrology is a self-regulated profession

In Alberta, agrology is a self-regulated profession. “Self regulation” means that the provincial legislature has passed a law to delegate authority to members of the profession to supervise—or “regulate”—all practitioners of the profession.

Self-regulation comes from this hierarchy of enactments

The self-regulation of the agrology profession is built on four legal texts: the [Agrology Profession Act](#), the [Agrology Profession Regulation](#), these Bylaws, and the [Alberta Interpretation Act](#). These are explained below.

Agrology Profession Act

To provide for the self-regulation of the agrology profession, the *Agrology Profession Act* creates the Alberta Institute of Agrologists (the “Institute”).

The *Agrology Profession Act* also creates a Council to ensure that the Institute fulfills the requirements of the *Agrology Profession Act*.

The *Agrology Profession Act* is the sole source of authority for the Institute and the Council. It delegates authority and responsibility to the Institute and the Council to regulate and govern the profession. It must be complied with.

The Institute’s regulatory role is set out in sections 3 and 4. The Council’s governance role is set out in sections 5 and 6. These roles are expanded throughout the *Agrology Profession Act*, as follows.

The Institute’s regulatory role

For the Institute to fulfill its regulatory role, the *Agrology Profession Act* requires the Institute to *carry out its activities and govern its regulated members in a manner that protects and serves the public interest* by performing key functions, including to

- establish, maintain, and enforce standards of registration, practice, continuing competence, and ethics; and
- license, monitor, and discipline practitioners of the agrology profession.

“The public interest” is protected and served when the Institute’s actions comply with legislated authority in the *Agrology Profession Act*, creating the conditions for professional practice by ethical, competent, registered, and regulated agrologists.

Specifically, the *Agrology Profession Act* mandates that

3(1) The Institute must

- (a) carry out its activities and govern its regulated members in a manner that protects and serves the public interest,
- (b) provide direction to and regulate the practice of agrology by its regulated members,
- (c) establish, maintain and enforce Standards of Practice, registration and continuing competence for the practice of agrology,
- (d) establish, maintain and enforce a code of ethics, and
- (e) carry on the activities of the Institute and perform other duties and functions by the exercise of the powers conferred by this Act.

(2) The Institute may approve programs of study and education courses for the purposes of registration requirements.

4(1) The Institute must submit to the Minister an annual report of its activities in a form acceptable to the Minister that contains the information requested by the Minister, including but not restricted to

- (a) a statement respecting the number of complaints made and their disposition, including the number of hearings closed to the public in whole or in part, the number of appeals and the number of regulated members dealt with under Part 4;
- (b) information respecting registration;
- (c) a description of and information about the Institute’s Continuing Competence Program;
- (d) a statement respecting the committees and tribunals established under this Act;
- (e) audited financial information or financial information presented in a form and manner satisfactory to the Minister.

The Council's governance role

To assist the Council with ensuring that the Institute fulfills its regulatory role, the *Agrology Profession Act* requires the Council to perform key functions, such as

- appoint or elect a Chair;
- appoint a Registrar, Hearings Director, Complaints Director, complaint review committee, registration committee, and competence committee;
- make regulations (for Ministerial approval) and bylaws;
- adopt a code of ethics and Standards of Practice; and
- perform reviews and appeals.

By fulfilling the requirements of the *Agrology Profession Act*, the Council creates the conditions for members to be—and to be perceived to be—ethical, competent, registered, and regulated to prevent misconduct, thus protecting the public interest.

Specifically, the *Agrology Profession Act* provides that

5(1) The governing body of the Institute is the council.

6 The council manages and conducts the activities of the Institute, exercises the rights, powers and privileges and carries out the duties of the Institute in the name of and on behalf of the Institute and carries out the powers and duties of the council under this Act and the bylaws.

Agrology Profession Regulation

The *Agrology Profession Act* provides the Council with the power to make the *Agrology Profession Regulation*, with the government's final approval. This power is set out in the *Agrology Profession Act*, section 103.

Matters to be addressed by the *Regulation* cannot be addressed by Bylaws.

The *Regulation* must be complied with. It expands the Institute's and Council's powers and duties in important ways.

Specifically, the *Agrology Profession Act* provides that

103(1) The council may make regulations

- (a) respecting requirements for and applications for registration and practice permits, including but not restricted to
 - (i) education, experience, enrolment in programs of study,

- successful completion of examinations and holding of degrees, certificates and diplomas;
- (ii) recognizing professions in other jurisdictions for the purposes of section 22(2)(b);
 - (iii) requirements for the purposes of section 22(2)(b);
 - (iv) carrying professional liability insurance and governing the minimum amount and type of insurance required to be carried;
 - (v) providing evidence of being a Canadian citizen or a person lawfully permitted to work or study in Canada;
 - (vi) providing evidence of having good character and reputation;
 - (vii) providing evidence respecting meeting standards of language proficiency;
 - (viii) for the purposes of section 22(2)(c), determining the combination of education, experience, practice and other qualifications that demonstrates the competence required for registration as a regulated member;
- (b) respecting the evaluation of education, training, experience, practice and competence required of applicants for registration as regulated members and of applicants for practice permits, including regulations establishing or designating an entity that may conduct all or part of an evaluation;
 - (c) respecting conditions on practice permits;
 - (d) establishing and respecting Continuing Competence Programs, including the requirements of those programs;
 - (e) respecting reinstatement of registration and reissuance of practice permits cancelled under Part 4;
 - (f) respecting the establishment of a register of regulated members and the entry of information in the register and the removal of that information from the register;
 - (g) respecting categories of regulated members and respecting the establishment of registers for categories of regulated members;
 - (h) imposing conditions on categories of regulated members, restricting the time periods of registration and practice permits of categories of regulated

members and restricting renewal of registration and practice permits of categories of regulated members;

- (i) respecting reissuing practice permits and reinstating registration;
- (j) respecting the use of titles, abbreviations and initials and the use of the words “professional”, “registered”, “regulated” and “agrologist” by a regulated member or a category of regulated members;
- (k) respecting information to be provided to the registrar by regulated members and by applicants for registration;
- (l) respecting the disclosure of information for the purposes of section 28(2);
- (m) respecting alternative complaint resolution processes;
- (n) respecting the period of time during which the Institute is obliged to provide information under section 92(3);
- (o) respecting other matters related to this Act.

(2) A regulation under this section does not come into force unless it has been approved by the Lieutenant Governor in Council.

Bylaws

The *Agrology Profession Act* provides the Council with the power to make Bylaws. This power is set out in section 104(1).

Bylaws must be complied with. Matters to be addressed by Bylaws cannot be addressed by any other document, such as policies.

About Council governance policies: Policies are not enactments because the *Agrology Profession Act* does not direct the Council to write or use policies to govern the Institute. Therefore, if made, policies must not attempt to add to, subtract from, override, or modify any part of the *Agrology Profession Act* or *Regulation*, the *Interpretation Act*, or these Bylaws, or direct the way in which a law or Bylaw will be fulfilled.

Ultimately, however, policy use should be minimized or eliminated so that policies are not mistaken for directive documents. The *Agrology Profession Act*, section 104(1), expressly directs Council to govern through bylaws. The Council “may make bylaws” about a long list of items. This means that the Council is not obligated to make those bylaws, but if it chooses to act in any of the areas listed, it must act by making a bylaw.

The Council's bylaw-passing power in section 104(1) includes many matters that are typically dealt with in policies, such as governance, meeting procedures, employment issues, expenses, and so forth.

The legislature signals twice that the Council has complete control over the bylaws. These signals are in sections 104(1)(m), which allows the Council to make bylaws about how bylaws will be approved—meaning that there is no need for member approval—and section 104(2), stating that the *Regulations Act* does not apply to bylaws, meaning that there is no need for ministerial approval either.

By conferring broad powers to do in bylaws what would normally be done by policies, and by placing full responsibility on the Council for passing bylaws about these matters, the legislature indicates that it has provided the Council with the tools it needs to govern entirely by bylaws.

Specifically, the *Agrology Profession Act* provides that

104(1) The council may make bylaws

- (a) respecting the governance of the Institute and the management and conduct of its affairs, including the management and carrying out of powers and duties by the council, committees, hearing tribunals, panels and other entities;
- (b) respecting the appointment, election, establishment and removal of officers, employees, committees, hearing tribunals, panels and other entities and their members, and their powers and duties;
- (c) establishing the council and, subject to section 12(1), respecting the number and selection or election of the voting and non-voting members of the council, their terms of office, removal from office and the filling of vacancies;
- (d) respecting quorum, procedures at meetings and the holding of meetings of the council, committees, hearing tribunals and other entities by mail, telephone conference or audiovisual or other electronic means;
- (e) establishing how or by whom expenses and remuneration payable to members of the council, committees, hearing tribunals and other entities are determined;
- (f) respecting the establishment of registers of other members and the entry of information in the registers and the removal of that information;
- (g) respecting other members, including transitional provisions respecting such members under the former Act;

- (h) establishing the date by which regulated members are to apply for renewal of practice permits and providing for reinstatement of registration and reissuance of practice permits cancelled under this Act except those cancelled under Part 4;
- (i) respecting benefits programs and educational incentives;
- (j) respecting forms and notices;
- (k) respecting costs, fees, levies and assessments to be paid by regulated members and applicants with respect to registration, practice permits and late payment fees under this Act or the bylaws and costs, fees, levies and assessments for any accreditation, review, appeal, thing or service provided by the Institute under this Act or the bylaws;
- (l) respecting the publication and distribution of information described in sections 52(6) and 92(1);
- (m) respecting the approval of bylaws;
- (n) respecting the development of or adoption of a code of ethics and Standards of Practice.

Alberta Interpretation Act

The *Alberta Interpretation Act* applies to the *Agrology Profession Act*, the *Agrology Profession Regulation* and these Bylaws: The *Interpretation Act*, sections 1(1), 2, and 3.

The *Interpretation Act* assists with reading or writing the *Act*, *Regulation*, and Bylaws. Unless a contrary intention appears in the *Act*, *Regulation*, or Bylaws, the *Interpretation Act* provides definitions, formulae for the computation of time, and direction about many other important matters.

How to read these Bylaws

1. If these Bylaws are silent about an important point, see the *Agrology Profession Act*, *Agrology Profession Regulation*, and *Interpretation Act*.
2. Each Bylaw begins with the following references:
 - a. the statutory authority for the Bylaw in section 104(1) of the *Agrology Profession Act*, and
 - b. the statutory references to all related sections of the *Agrology Profession Act* and *Regulation*.

Article 1 – Definitions and Amendments

1.1 Definitions

- 1) In these Bylaws,
 - a) the definitions apply that are listed in the *Agrology Profession Act*, section 1(1), and the *Agrology Profession Regulation*, section 1, and
 - b) the following definitions apply:
 - i) *CEO* means the Chief Executive Officer, the Council’s sole employee;
 - ii) *elected Council members* means the sitting, voting members of the Council of the Institute who are elected in accordance with these Bylaws, not including vacant Council seats;
 - iii) *eligible regulated member* means an individual registered on the general register as a Professional Agrologist or Registered Technologist in Agrology who is in good standing with the Institute, which means that the individual
 - (1) holds a current practice permit that has not been suspended, cancelled, or had conditions imposed on it,
 - (2) has not failed to pay any fee or cost due under the *Agrology Profession Act* or the bylaws, and
 - (3) has met all reporting requirements;
 - iv) *nomination protocols* mean the conditions and criteria in these Bylaws and Institute policies that an *eligible regulated member* must satisfy to be accepted as a candidate for election to the Council;
 - v) *practice area* means an area of expertise that
 - (1) identifies a functional area of practice within the profession of agrology,
 - (2) is derived from the definition of “practice of agrology” in the *Agrology Profession Act*, section 1(1)(v),
 - (3) requires specialized knowledge, skill sets, and experience, and
 - (4) has detailed Standards of Practice;
 - vi) *practice review* means a formal review, by the Competence Committee, of a regulated member’s practice, which examines
 - (1) a regulated member’s continuing competence program, and

- (2) whether the regulated member
 - (a) has performed a self-assessment against a detailed practice standard,
 - (b) is practicing with the appropriate knowledge, skill sets, and experience, and
 - (c) understands the limitations of his or her expertise with respect to practicing in a *practice area*;
- vii) *the Council* means the sitting, voting members of the Council of the Institute present at a meeting, including elected members and appointed public members, but not including vacant Council seats;
- viii) *whole Council* means the sitting, voting members of the Council of the Institute, including elected members and appointed public members, but not including vacant Council seats.

1.2 Bylaw Matters

Statutory Authority for this Bylaw

Agrology Profession Act, section 104(1)(m)

1.2.1 Bylaws in Force and Severable

- 1) These Bylaws are in force and replace all Bylaws previously in force.
- 2) If a court of competent jurisdiction finds any part of these Bylaws to be unenforceable, that part may be severed and the remainder may continue in force.

1.2.2 Amending Bylaws

1.2.2.1 Preparing Bylaw Amendments

- 1) Bylaw amendments
 - a) may be prepared by *whole Council*, a Council committee, or a person appointed by *the Council*, and
 - b) must be set out in a three-column format that compares the current Bylaw, the proposed amendment, and the rationale for the amendment.

1.2.2.2 Reviewing Bylaw Amendments

1) *Whole Council*

- a) must have at least 30 clear days to review bylaw amendments, and
- b) may obtain and consider legal advice about bylaw amendments.

1.2.2.3 Approving Bylaw Amendments

1) Bylaw amendments may be approved

- a) in person or electronically, such as by telephone or email,
- b) by a motion passed by 75% of *the Council*, or by unanimous consent of *the Council*.

1.2.2.3 Publishing Bylaw Amendments

- 1) The CEO must publish amended bylaws within 7 clear days after enactment.

1.2.3 Amending Appendices

- 1) Appendices are attached for administrative purposes only and do not form an integral part of these Bylaws.
- 2) *The Council* may amend Appendices from time to time by a motion passed by a majority of *the Council*, or by unanimous consent of *the Council*.

Article 2 – Governing the Institute: The Council

Statutory Authority for this Bylaw

Agrology Profession Act, section 104(1)(a) to (d).

Statutory References

Agrology Profession Act, sections 1(1), 5, 6, 7, 12.

2.1 Council Composition

- 1) The Council of the Institute consists of 11 voting members, as follows:
 - a) three public members appointed by the Lieutenant Governor in Council under the *Agrology Profession Act*, and
 - b) eight *elected Council members*, consisting of six Professional Agrologists and two Registered Technologists in Agrology.

2.2 Council Committees

- 1) *The Council* may establish and dissolve committees consisting of Council members as necessary to fulfill its governance role.
- 2) Each Committee must establish
 - a) Terms of Reference,
 - b) goals and timelines, and
 - c) a budget.

2.3 Speaking for the Council

- 1) The Council Chair speaks for the *whole Council*.
- 2) Except to respectfully report Council decisions as the result of a democratic process, neither elected nor public Council members may speak for *the whole Council* or for the Institute to anyone who is not a Council member, including to discuss
 - a) Council discussions or deliberations, or
 - b) individual Council members' opinions.

- 3) The Council Chair may
 - a) specifically delegate the authority to an elected or public Council member to speak for *the whole Council*, and
 - b) remains accountable for the delegation of authority.

2.4 Council Conflict of Interest Protection

- 1) Council members must
 - a) not apply to the Institute to be employed or to provide any manner of remunerated services
 - i) during a term of office or
 - ii) for one year after the end of a term of office;
 - b) promptly disclose conflicts of interest and recuse themselves from related deliberations and decisions,
 - c) refrain from using their Council seat to obtain employment in the Institute for family members or associates, and
 - d) represent the public interest, not the personal interests of the electors or other regulated members.

2.5 Council Education

2.5.1 Content of Council Education

- 1) To ensure compliance with the Institute's and the Council's legislated mandates in the *Agrology Profession Act*, *whole Council* must collectively undertake education from external legal and regulatory experts about governing a professional regulatory organization, including detailed instruction about
 - a) the *Agrology Profession Act*, the *Agrology Profession Regulation*, these Bylaws, and the *Interpretation Act*;
 - b) history, risks, and trends relating to self-regulating professions;
 - c) the role of public members;
 - d) how to
 - i) protect and serve the public interest by ensuring compliance with the *Agrology Profession Act* and *Agrology Profession Regulation*,

- ii) fulfill the Council's governmental, legislative, administrative, and adjudicative functions,
- iii) make decisions in accordance with principles of administrative law,
- iv) exercise duties and discretionary powers,
- v) abide by the principles of procedural fairness, transparency, and accountability, and
- vi) represent the public interest, not the personal interests of the electors or other regulated members, and
- vii) abide by employment laws and best practices, as the CEO's employer.

2.5.2 Timing of Council Education

2.5.2.1 Ongoing Education

- 1) Council education on the subjects listed in Bylaw 2.5.1
 - a) must occur at least once a year, and
 - b) may occur
 - i) at the first meeting following Council elections, and
 - ii) when *the Council* determines a need for education on a matter related to governing a professional regulatory organization.

2.5.2.2 Extraordinary Education for Reviews and Appeals

- 1) Should the Council be called upon to perform a review under Part 2 of the *Agrology Profession Act* or hear an appeal under Part 4 of the *Agrology Profession Act*, *whole Council* must promptly seek legal training in, at minimum:
 - a) the *Agrology Profession Act*, Part 2 and Part 4;
 - b) resources available to assist with the review or appeal;
 - c) making administrative decisions;
 - d) managing witnesses and their representatives;
 - e) managing the form, content, and purpose of direct questioning and cross-examination;
 - f) keeping records;
 - g) reviewing evidence, findings, and decisions;
 - h) making findings of fact and drawing conclusions for evidence-based decisions;

- i) writing reasons; and
- j) applying the principles of procedural fairness.

2.5.3 Legal Advice

- 1) *Whole Council* may obtain legal advice in cases of doubt or disagreement arising from matters related to legal matters, including
 - a) governing a professional regulatory organization,
 - b) conducting a review under Part 2 of the *Agrology Profession Act*, or
 - c) conducting an appeal under Part 4 of the *Agrology Profession Act*.

2.6 Council Elections

2.6.1 Eligibility

- 1) Only *eligible regulated members* may
 - a) serve on the Nominating Committee for Council election candidates,
 - b) nominate one or more candidates for election to the Council,
 - c) be nominated for election to the Council,
 - d) stand as a candidate for election to the Council,
 - e) serve as an *elected Council member*, or
 - f) serve as a Council officer.
- 2) All Council candidates must conform to the *nomination protocols* current at the time of nomination.

2.6.2 Council Candidate Nominations

2.6.2.1 Council Candidate Nominating Committee Composition

- 1) The Council Candidate Nominating Committee is established to seek *eligible regulated members* to be candidates for election to the Council.
- 2) The Council Candidate Nominating Committee consists of:
 - a) the Council Candidate Nominating Committee Chair, who is
 - i) the immediate past Council Chair, or
 - ii) a current or past Council member appointed by *the Council*, with the CEO's assistance upon *the Council's* request;
 - b) the CEO or delegate; and

- c) two Professional Agrologists and one Registered Technologist in Agrology, or three Professional Agrologists if no Registered Technologist in Agrology is available, appointed by *the Council*, with the CEO's assistance upon *the Council's* request.

2.6.2.2 Council Candidate Nominating Committee Duties

- 1) The Council Candidate Nominating Committee must
 - a) review all nominations,
 - b) accept all nominations that comply with these Bylaws, and
 - c) submit a list of accepted nominations to the CEO on or before December 1 of the year before the year in which the election will occur.

2.6.2.3 Council Candidate Nomination Methods

- 1) Council candidates may be nominated in one of three ways:
 - a) an *eligible regulated member* may nominate him or herself as a Council candidate;
 - b) an *eligible regulated member* may nominate one or more Council candidates, each of whom agrees to be nominated; or
 - c) the Council Candidate Nominating Committee may nominate one or more Council candidates, each of whom agrees to be nominated,
 - i) after the Committee has performed research and review, and
 - ii) if the Committee is in unanimous agreement.
- 2) Each nomination must include the following:
 - a) the Council candidate's name, phone numbers, and mailing, residential, and email addresses;
 - b) the Council candidate's practice area(s), including the Institute's online self-assessment for each practice area with detailed practice standards;
 - c) letters of support for the Council candidacy, by email or hard copy, from at least five *eligible regulated members*, specifying why the Council candidate conforms to the *nomination protocols*;
 - d) a consent form, completed by the Council candidate, confirming that the candidate
 - i) has read, understands, and conforms to the *nomination protocols*,
 - ii) is willing to run for a Council seat,
 - iii) is able to commit the time and work a Council seat demands, and

- iv) understands that the Council's role is to govern the Institute in the public interest and not the personal interests of the electors or other regulated members;
- e) the completed Questionnaire for Institute Council Candidates;
- f) a biography (maximum 250 words), and
- g) a high-quality photograph.

2.6.2.4 Council Candidate Nomination Deadline

- 1) On or before November 15 of the year before the year in which the election will occur,
 - a) the CEO must receive all nominations for Council candidates
 - b) by mail, fax, or email.

2.6.2.5 Council Candidate Nomination Confirmation

- 1) On or before December 1 of the year before the year in which the election will occur, the CEO must provide to *whole Council* a list of Council candidates and their supporting documentation, except contact information.
- 2) On or before December 10 of the year before the year in which the election will occur, *the Council* may approve the list of Council candidates.

2.6.3 Council Election Procedures

2.6.3.1 Notice of Voting Information

- 1) On or before September 1 of the year before the year in which the election will occur, the CEO must
 - a) email each *eligible regulated member* information about when and how to vote, and
 - b) post that information on the member home page of the Institute website.

2.6.3.2 Notice of Candidate Information

- 1) On or before December 15 of the year before the year in which the election will occur, the CEO must
 - a) email each *eligible regulated member* a list of Council candidates and each candidate's supporting documentation (except contact information), and
 - b) post the information on the member home page of the Institute website.

2.6.3.3 Form of Ballots

- 1) Elections must be conducted by secret electronic ballot.
- 2) Each ballot must include:
 - a) the term of office for each vacant Council seat,
 - b) an alphabetical list of the names of all candidates for each vacant Council seat.
- 3) If a candidate is disqualified, withdraws, or becomes unable to act if elected
 - a) the candidate's name must be struck from the ballot if time permits before the election, or
 - b) the election must proceed, but any votes cast in favour of that candidate may not be counted.

2.6.3.4 Casting Ballots

- 1) On or before January 10 of the year in which the election will occur, the CEO must email each *eligible regulated member* an electronic voting protocol for voting from noon on January 10 to noon on February 10 of the year in which the election will occur.

2.6.3.5 Scrutineers

- 1) The chief scrutineer for each Council election is the Council Chair, or the Council Vice-Chair if the Council Chair is unavailable.
- 2) With the CEO's assistance upon *the Council's* request, *the Council* must appoint two additional scrutineers who are *eligible regulated members*, but who are not
 - a) candidates for election,
 - b) *elected Council members*, or
 - c) Institute employees, contractors, or agents.
- 3) All scrutineers must be present at the same time at place, date, and time for counting ballots.
- 4) If a scrutineer cannot be present at the place, date, and time for counting ballots, the CEO must appoint a replacement who is an *eligible regulated member*, but who is not
 - a) a candidate for election,
 - b) an *elected Council member*, or
 - c) an Institute employee, contractor, or agent.

2.6.3.6 Counting Ballots

- 1) The CEO
 - a) may set the place, date, and time for counting ballots, and
 - b) must notify the scrutineers by email of the place, date, and time 5 clear days before the ballot count begins.
- 2) Votes must be counted within ten clear days after the voting has concluded.
- 3) In case of a tied vote for a seat on the Council, the chief scrutineer, in the presence of the other scrutineers, must draw lots to decide which candidate wins.

2.6.3.7 Declaration of Candidates Elected to the Council

- 1) Within ten clear days after the votes are counted, at the direction of the chief scrutineer, the CEO must
 - a) declare elected the candidates who received the greatest number of votes, and
 - b) inform *whole Council* and each candidate of the election results.
- 2) Within ten clear days after the appeal period expires, at the direction of the Council Chair, the CEO must inform each *eligible regulated member* of the election results.

2.6.3.8 Council Election Appeal Procedures

- 1) A candidate who is not elected may appeal to the whole Council for a review of the election in writing,
 - a) within ten clear days after the CEO informs the candidate of the election result,
 - b) if the candidate's vote count is within ten votes of the winning candidate.
- 1) On an appeal, *the Council* must review the election results within ten clear days, and
 - a) confirm the result,
 - b) change the result and declare another candidate elected, or
 - c) order a new election for the Council seat in question, in which case the CEO must appoint two scrutineers who are *eligible regulated members*, but who are not
 - i) the same members who acted as scrutineers in the disputed election,
 - ii) candidates for election,
 - iii) *elected council members*, or
 - iv) Institute employees, contractors, or agents.
- 2) *The Council's* decision about the appeal is final.
- 3) The CEO must notify the appellant of the result in writing.

2.6.3.9 Election Document Retention

- 1) In a secure location, the CEO must keep a permanent record of the number of votes each candidate receives.
- 2) The record may not be published but be made available upon request to the Council or the election candidates.
- 3) The CEO must
 - a) keep all election documents, including valid and rejected ballots, for 30 clear days after an election or until the conclusion of any election appeal, and
 - b) then destroy the documents.

2.6.4 Failure to Comply with Election Procedures

- 1) An election is not invalidated by the failure to send an *eligible regulated member* any material required by these Bylaws, or by the failure of the *eligible regulated member* to receive it.
- 2) In the event of any failure to comply with election procedures, *the Council* may take any action it deems necessary to validate the election.

2.7 Elected Council Members

Statutory References

Agrology Profession Act, section 1(1) and section 5(4), which provides that a Council member continues to hold office after the expiry of the Council member's term until the Council member is re-elected or reappointed or a successor is elected or appointed.

2.7.1 Terms of Office of Elected Council Members

- 1) An *elected Council member's* term of office is three years.
- 2) An *elected Council member* may serve two consecutive terms but may be re-elected three years after the end of the second term.
- 3) *The Council* must establish
 - a) a schedule of terms of office of *elected Council members* so that
 - i) the terms of no more than three *elected Council members* with Professional Agrologist designation conclude in any given year, and

- ii) the term of only one *elected Council member* with Registered Technologist in Agrology designation concludes in any given year.

2.7.2 Council Officers

- 1) Council Officers are
 - a) an elected Chair,
 - b) an elected or appointed Vice-Chair, and
 - c) an appointed Secretary.
- 2) Council Officers
 - a) serve one-year terms, and
 - b) may serve additional terms during their tenure as *elected Council members*.

2.7.2.1 Electing a Council Chair

- 1) The Council Chair must be a Professional Agrologist who
 - a) is an *elected Council member*, and
 - b) has served at least one year on the Council.
- 2) Candidates may
 - a) nominate themselves by self-declaring their candidacy, or
 - b) be nominated by a current Council member.
- 3) *The Council* may elect the Council Chair at the first Council meeting after each Council election.
- 4) Elections must be
 - a) by secret ballot,
 - b) presided over by the CEO, and
 - c) scrutineered by the CEO and one public member of the Council.
- 5) In case of a tied vote, the CEO, in the presence of one public member of the Council, must draw lots to decide which candidate wins.

2.7.2.2 Powers and Duties of the Council Chair

- 1) The Council Chair must
 - a) ensure that *the whole Council*
 - i) governs the Institute in accordance with the *Agrology Profession Act* and *Agrology Profession Regulation*, and these Bylaws, and
 - ii) fulfills governance powers and duties in a timely manner;
 - b) conduct the Council's meetings in an orderly, effective manner, ensuring that the Council entertains only matters of Institute regulatory business;
 - c) speak for *the whole Council* to the media and the public, subject to Bylaw 2.3(2), which authorizes the Council Chair to specifically delegate the authority to an elected or public Council member to speak for *the whole Council*, and remains accountable for the delegation of authority; and
 - d) be an *ex officio* member of all Council committees but not be counted in a Council Committee quorum so as to permit, not require, the Chair to act as a member of each Council committee.

2.7.2.3 Electing or Appointing a Council Vice-Chair

- 1) The Council Vice-Chair must be a Professional Agrologist who
 - a) is an *elected Council member*, and
 - b) has served at least one year on the Council.
- 1) Candidates may
 - a) nominate themselves by self-declaring their candidacy, or
 - b) be nominated by a current Council member.
- 2) At the first Council meeting after each Council election, *the Council* must
 - a) elect a Council Vice-Chair, or
 - b) appoint a Council Vice-Chair by unanimous agreement.
- 3) Elections must be
 - a) by secret ballot,
 - b) presided over by the CEO, and
 - c) scrutineered by the CEO and one public member of the Council.
- 4) In case of a tied vote, the CEO, in the presence of one public member of the Council, must draw lots to decide which candidate wins.

2.7.2.4 Powers and Duties of the Council Vice-Chair

- 1) The Council Vice-Chair must assume the Council Chair's duties in the Council Chair's absence.

2.7.2.5 Appointing a Secretary

- 1) At the first Council meeting after each Council election, *the Council* must appoint a Secretary, with the CEO's assistance upon *the Council's* request.
- 2) *The Council* may appoint a non-Council member as Secretary but may not appoint the CEO as Secretary.
- 3) Appointing a non-Council member as Secretary does not confer Council membership or voting privileges upon the appointee.

2.7.2.6 Powers and Duties of the Secretary

- 1) The Council Secretary must
 - a) assist the Council Chair with meeting preparation and followup, and
 - b) ensure the integrity of the Council's documents.

2.7.3 Vacating an Elected Council Member's Seat

2.7.3.1 Removing an Elected Council Member

- 1) The Council may remove an *elected Council member* from the Council by a motion passed by 75% of *whole Council*, or by unanimous consent of *whole Council*, if the individual
 - a) cannot or has failed to perform any duty under *Agrology Profession Act* and *Agrology Profession Regulation* or these Bylaws, on the balance of probabilities;
 - b) has breached the Institute's Code of Ethics, Standards of Practice, the *Agrology Profession Act* or *Agrology Profession Regulation*, or these Bylaws, on the balance of probabilities; or
 - c) has been convicted of a criminal offence.
- 2) The Council Chair must provide the *elected Council member* with
 - a) at least 7 clear days' notice by email of a Council vote to remove the *elected Council member* from office, and
 - b) an opportunity to address *the Council* before the vote.

2.7.3.2 Deemed Resignation of an Elected Council Member

- 1) An *elected Council member* absent from two consecutive regular meetings without valid reasons
 - a) will be deemed to have resigned from the Council effective as of the date of the second missed regular meeting,
 - b) within 15 days of the deemed resignation, may ask *the whole Council* for reinstatement, in writing, with reasons, and
 - c) may be reinstated by a motion passed by 75% of *the Council*, or by unanimous consent of *the Council*, at the Council's next meeting.

2.7.4 Filling an Elected Council Member's Vacant Office or Seat

Statutory References

The *Agrology Profession Act*, section 7, and section 5(5) which provides that, if a Council member is not capable of carrying out the powers and duties of a Council member, the Council may continue to carry out its powers and duties until a successor is appointed or elected.

2.7.4.1 Vacant Council Chair

- 1) If the office of Council Chair becomes vacant,
 - a) the Council Vice-Chair must temporarily succeed to the position of Council Chair, and
 - b) at the next Council meeting, *the Council* must elect a Council Chair.

2.7.4.2 Vacant Council Vice-Chair

- 1) If the office of Council Vice-Chair becomes vacant, *the Council* must elect or appoint a replacement Council Vice-Chair at the next Council meeting.

2.7.4.3 Vacant Council Secretary

- 1) If the office of Council Secretary becomes vacant, *the Council* must appoint a replacement Secretary at the next Council meeting.



2.7.4.3 Vacant Elected Council Member Seat

- 1) If an *elected Council member's* seat becomes vacant with one year or less remaining in the *elected Council member's* term, *the Council* may appoint an *eligible regulated member* of the appropriate designation to fill the vacancy for the remainder of the term.
- 2) If an *elected Council member's* seat becomes vacant with more than one year remaining in the Council member's term, *the Council*
 - a) may appoint a regulated member of the appropriate designation to fill the vacancy until the results of the next election are declared, and
 - b) must fill the vacant seat at the next election, in accordance with these Bylaws.

2.7.5 Reimbursing Elected Council Members

- 1) The Council Chair may approve the reimbursement of an *elected Council member's* reasonable expenses incurred in the performance of Council duties, including
 - a) Council meetings,
 - b) Committee meetings, and
 - c) anything done at the Council's direction.
- 2) Reimbursement will be provided at government rates, when supported by receipts, for
 - a) travel, meals, accommodations, and communications;
 - b) conference registration fees; and
 - c) Council education pertinent to the Institute's and the Council's legislated mandates.
- 3) *Elected Council members* must submit expense claims with receipts as soon as practicable before the next Council meeting.
- 4) The Council Chair may deny any expense claim that is unreasonable or fraudulent.

2.8 Council Meetings

2.8.1 First Council Meeting after Election

- 1) *The Council* must meet in person within 30 clear days after an election.

2.8.2 Regular Council Meetings

2.8.2.1 Frequency

- 1) *The Council* will endeavour to meet in person at least four times each year.

2.8.2.2 Notice

- 1) In December of the year before the year in which the meetings will occur, *the Council* must approve at least four meeting dates.
- 2) During the year, *the Council* may approve further or alternative meeting dates.
- 3) The Council Chair must provide *whole Council* with at least one month's notice of each meeting, unless *the Council* unanimously agrees to waive notice.
- 4) The CEO must post the date and location of each meeting in a publicly accessible place on the Institute's website.

2.8.2.3 Agendas

- 1) The Council Chair must confer with the CEO to jointly prepare Council meeting agendas that clearly distinguish between
 - a) information items and decision items, and
 - b) regular decision items and decisions required by legislation.
- 2) The Council Chair must provide *whole Council* with a draft agenda at least 7 clear days before the meeting to which it applies.
- 3) *The Council* must finalize each agenda by a motion passed by a majority of *the Council*, or by unanimous consent of *the Council*, at the meeting to which the agenda applies.
- 4) Agendas must generally accord with the template in **Appendix A**.

2.8.2.4 Information

- 1) All information will be provided to *whole Council* at least 7 clear days before the meeting at which it will be considered.

2.8.2.5 Quorum

- 1) The quorum for Council meetings is two-thirds of *whole Council*.
- 2) If a quorum is not established 30 minutes after a meeting's scheduled start time, the Council Chair must adjourn the meeting to a specified date, time, and place.

2.8.2.6 Attendance

- 1) Council meetings must occur in person, unless
 - a) *the Council* votes in advance to meet by telephone, electronic, or other means, or
 - b) a member is unable to attend in person owing to distance, weather, illness, or other reasonable explanation.
- 2) A regulated member may attend any Council meeting, if the regulated member
 - a) provides the Council Chair with five clear days' written notice of the regulated member's intention to attend a meeting at the member's own expense,
 - b) acts as an observer only, and
 - c) complies with requests and directions of the Council Chair, including to leave the meeting room from time to time.

2.8.2.7 Minutes

- 1) Minutes of regular Council meetings must be
 - a) recorded in general accordance with the template in **Appendix B** and
 - b) posted in a publicly accessible place on the Institute website.

2.8.3 Special Council Meetings

2.8.3.1 Frequency

- 1) The Council Chair must call a Special Council Meeting upon the written request of six Council members, including at least two public members.

2.8.3.2 Notice

- 1) The Council Chair must
 - a) provide *whole Council* with at least one month's written notice of each Special Council Meeting, unless *the Council* unanimously agrees to waive notice, and
 - b) post the date and location of each Special Council Meeting in a publicly accessible place on the Institute website.



2.8.3.3 Agendas

- 1) The Council Chair must confer with the CEO to jointly prepare Special Council meeting agendas.
- 2) *The Council* must finalize Special Council meeting agendas by a motion passed by a majority of *the Council*, or by unanimous consent of *the Council*, at the meeting to which they apply.
- 3) Agendas must generally accord with the template in Appendix A.

2.8.3.4 Quorum

- 1) Quorum for a Special Council Meeting is two-thirds of *whole Council*.
- 2) If a quorum is not established 30 minutes after the scheduled start time for a Special Council Meeting, the meeting is deemed terminated.

2.8.3.5 Attendance

- 1) Special Council meetings must occur in person, unless
 - a) *the Council* votes in advance to meet by telephone, electronic, or other means, or
 - b) a member is unable to attend in person owing to distance, weather, illness, or other reasonable explanation.

2.8.3.6 Minutes

- 1) Minutes of Special Council meetings must be
 - a) recorded in general accordance with the template in **Appendix B**, and
 - b) posted in a publicly accessible place on the Institute website.

2.9 Conduct of Council Meetings

2.9.1 Parliamentary Procedure

2.9.1.1 Robert's Rules of Order

- 1) Subject to the special rules of order in these Bylaws, the Council uses as a guide to parliamentary procedure the most recent edition of Robert's Rules of Order, abridged or unabridged.

2.9.1.2 Special Rules of Order

- 1) Robert's Rules of Order are amended by the following Bylaws, which are the Council's special rules of order:
 - a) Council meetings may be conducted at a level of informality the Council Chair considers appropriate;
 - b) to the same extent as any Council member, the Council Chair may participate in meetings, including making motions, debating, and voting;
 - c) discussion of an item may occur before a motion;
 - d) motions do not require a second to proceed to discussion and vote; and
 - e) Council members may speak to a pending motion more than once, as many times and for as long as the Council Chair allows.

2.9.2 *In camera* sessions

- 1) *In camera* sessions must
 - a) be used only for deliberations about
 - i) private human resource matters,
 - ii) a review under the *Agrology Profession Act*, Part 2, or
 - iii) an appeal under the *Agrology Profession Act*, Part 4;
 - b) be identified by topic of discussion on the agenda of the meeting at which the discussion will occur; and
 - c) commence and conclude with a motion, discussion, and vote, recorded in the minutes that are publicly available.
- 2) During an *in camera* session,
 - a) *the Council* may exclude from the room any individual who is not a Council member,

- b) the session must concentrate on the topic of discussion, and
 - c) *the Council* must appoint a Council member to record *in camera* minutes.
- 3) The *in camera* minutes of deliberations about
- a) private human resource matters must be kept in a secure location and made available for *whole Council* to review, and
 - b) a review under the *Agrology Profession Act*, Part 2, or an appeal under the *Agrology Profession Act*, Part 4, must be kept in a secure location and made available for review by the Council members who were present for the deliberations.

2.9.3 Decision-making

2.9.3.1 Full information

- 1) The Council Chair must ensure that *whole Council* receives background information to become fully informed before a meeting in which a decision is to be made.
- 2) A Council member may request more information to become fully informed before making a decision.

2.9.3.2 Voting

- 1) *The Council* may make decisions
 - a) in person or electronically, such as by telephone or email,
 - b) by a motion passed by a majority of *the Council*, unless otherwise stated in these Bylaws, or
 - c) by unanimous consent.
- 2) Proxy votes must not be accepted.

2.9.4 Recorded vote

- 1) A Council member may request to have recorded in the minutes
 - a) his or her vote,
 - b) the reason for requesting a recorded vote, and
 - c) the reason for voting a certain way.

Article 3 - Managing the Institute: The CEO

Statutory Authority for this Bylaw

Agrology Profession Act, section 104(1)(a) and (b).

Statutory References

Agrology Profession Act, sections 1(1) and (2), 3, 4, 6, 8, 19, and 20.

3.1 Delegation to the CEO

3.1.1 Delegation of Powers and Duties

- 1) In accordance with the Council's power under the *Agrology Profession Act*, section 19(1), to delegate any of its powers and duties to one or more persons (except the power to make regulations or bylaws, to adopt a code of ethics or Standards of Practice, to make rules about In-Training Programs and Continuing Competence Programs, or to conduct reviews under Part 2 and appeals under Part 4), the Council delegates the following powers and duties to the CEO, subject to the scope and limitations of authority in the *Agrology Profession Act*, *Agrology Profession Regulation*, and these Bylaws:
 - a) under the *Agrology Profession Act*, section 3(1)(a),(b), and (e), the Council delegates to the CEO the power and duty to, in a manner that protects and serves the public interest,
 - i) provide direction to its regulated members,
 - ii) regulate the practice of agrology by its regulated members,
 - iii) carry on the Institute's activities, and
 - iv) perform other duties and functions of the Institute by the exercise of the powers conferred by the *Agrology Profession Act*;
 - b) under the *Agrology Profession Act*, section 3(1)(c) and (d), the Council delegates to the CEO the power and duty to enforce, for the practice of agrology,
 - i) the Code of Ethics,
 - ii) Standards of Practice,
 - iii) standards of registration, and
 - iv) standards of continuing competence;

- c) under the *Agrology Profession Act*, section 3(2), the Council delegates to the CEO the power and duty to approve programs of study and education courses for the purposes of registration requirements;
- d) under the *Agrology Profession Act*, section 4, the Council delegates to the CEO the power and duty to
 - i) prepare and submit to the Minister an annual report of the Institute's activities and any other reports the Minister requires,
 - ii) take all necessary steps to obtain annual audited financial information for reporting purposes, and
 - iii) provide *whole Council* with a copy of each report to the Minister;
- e) under the *Agrology Profession Act*, section 6, the Council delegates to the CEO the power and duty to manage the Institute, including the power and duty to
 - i) hire and terminate staff,
 - ii) address operational complaints,
 - iii) retain external advisors, including legal and accounting advisors, and
 - iv) act as the single point of contact between external advisors and the Council;
- f) under the *Agrology Profession Act*, section 6, the Council delegates to the CEO the power and duty to
 - i) conduct the activities of the Institute,
 - ii) exercise the Institute's rights, powers, and privileges, and
 - iii) carry out the Institute's powers and duties in the name of and on behalf of the Institute;
- g) under the *Agrology Profession Act*, section 21, the Council delegates to the CEO the power and duty to
 - i) establish and maintain an officials directory and
 - ii) to provide the information within it to the public or the Minister;

3.1.2 CEO appointed as Registrar

- 1) Under the *Agrology Profession Act*, section 8, the Council appoints the CEO to the position of the Registrar.

3.2 Conditions on Delegation to the CEO

- 1) In accordance with the Council's power under the *Agrology Profession Act*, section 19(2), to impose conditions on a delegation of a power or duty, the Council imposes the following conditions on the delegation of powers and duties to the CEO.

3.2.1 Strategic Plan

- 1) No later than January 31 of each fiscal year, the CEO must provide, for *whole Council's* information, a written, four-year strategic plan for achieving the objectives of the Institute's legislated mandate, including
 - a) methods of achieving the objectives,
 - b) time frames, and
 - c) resource allocation.

3.2.2 Continuity

- 1) The CEO must ensure that the CEO's powers and duties are maintained if the CEO is absent or replaced
 - a) by implementing procedures and
 - b) hiring and training staff.

3.2.3 Support to the Council

- 1) The CEO must
 - a) ensure that *the Council* is provided with reasonable administrative support for meetings and activities related to the business of the Institute;
 - b) act as the point of contact between *the Council* and legal counsel should *the Council* request or require legal advice, unless the legal advice sought relates to the CEO; and
 - c) provide for *the Council's* approval, each December for the next fiscal year, an auditor for the Institute who is a Chartered Professional Accountant and a member in good standing with the Chartered Professional Accountants of Alberta.

3.2.4 Notice of Risk

- 1) The CEO must notify the Council Chair as soon as possible, and provide *whole Council* with a report within five clear days, should the CEO cause, permit, or become aware of any Institute, CEO, employee, or Council practice, activity, decision or circumstance that
 - a) could jeopardize self-regulation,
 - b) could jeopardize the Institute's public image or credibility,
 - c) violates principles of ethics or conflict of interest,
 - d) risks fiscal jeopardy,
 - e) exposes the Institute, the Council, the CEO, or employees to liability or litigation,
 - f) impedes the Institute's ability to achieve its legislated mandate, or
 - a) is not in compliance or could fall out of compliance with the *Agrology Profession Act* or *Agrology Profession Regulation*, these Bylaws, or any other law.

3.2.5 Treatment of Employees

- 1) The CEO must
 - a) adhere to all employment law legislation, and
 - b) maintain and apply clearly-written personnel policies and procedures that
 - i) acquaint employees with the CEO's interpretation of the policies and procedures,
 - ii) maintain hiring and employment practices that prevent discrimination or harassment,
 - iii) ensure a competitive hiring process for any position longer than six months' in duration,
 - iv) establish compensation and benefits consistent with the most recent salary and benefit surveys for the Alberta labour market,
 - v) establish employee performance standards,
 - vi) clarify workplace rules,
 - vii) prevent the exposure of employees to unsafe working conditions,
 - viii) provide a method for employees to communicate concerns, and
 - ix) provide an effective method of handling grievances.



3.2.6 Treatment of Contractors

- 1) The CEO must
 - a) undertake contracting practices that prevent discrimination or harassment,
 - b) ensure that contractors do not meet the Canada Revenue Agency definition of “employees”, and
 - c) take steps to prevent the exposure of contractors to unsafe working conditions.

3.2.7 Treatment of Volunteers

- 1) The CEO must undertake practices of recruiting and working with volunteers that prevent discrimination or harassment.

3.2.8 Treatment of Complaints about Institute Operations

- 1) The CEO must maintain and apply policies and procedures
 - a) for the respectful, equitable, consistent, and timely resolution of individual or group complaints about operational matters;
 - b) that direct complainants to endeavour to resolve all complaints with the CEO by
 - i) meeting in person or electronically,
 - ii) holding a telephone discussion, or
 - iii) exchanging information by email; and
 - iv) advise complainants of the procedures in these Bylaws to advance the complaint to *whole Council*.

3.2.9 Financial Plan

- 1) No later than January 31 each fiscal year, the CEO must provide *whole Council* with a financial plan for the fiscal year that includes
 - a) a budget that accounts for all required expenditures, including
 - b) the amount the Council determines necessary for its use each fiscal year, and
 - c) all capital expenditures greater than \$5000.00, with justification;
 - d) credible projection of revenues;
 - e) a spending program that does not exceed revenues;
 - f) separation of capital and operational items; and
 - g) disclosure of planning assumptions.



3.2.10 Financial reporting

- 1) Each quarter, the CEO must provide *whole Council* with
 - a) a balance sheet,
 - b) an income statement comparing the current quarter to the same quarter of the prior year,
 - c) a bank reconciliation, and
 - d) a comparison of the budget and actual expenditures.

3.2.11 Banking

- 1) The CEO must ensure that all Institute bank accounts are insured, interest-bearing accounts, unless *the Council* authorizes the CEO to use a non-interest-bearing account to facilitate operational transactions.

3.2.12 Signing Authority

- 1) The CEO has administrative signing authority.
- 2) The CEO must designate three additional qualified signing authorities.
- 3) All cheques must be signed by two of the four signing authorities.
- 4) No cheque may be signed by an individual who is the recipient of the cheque.
- 5) Each quarter, *the Council* will review all signed cheques to ensure compliance with Bylaw 3.2.12 (3) and (4), above.

3.2.13 E-transfers

- 1) All electronic funds transfers must be authorized by two qualified individuals who are not authorized to access the financial records, by
 - a) the individuals' signatures affixed to a printed request form that describes the amount and purpose of the e-transfer, or
 - b) an email from each individual describing the amount and purpose of the e-transfer and authorizing it.
- 2) The authorization must accompany the invoice or other record to which the e-transfer relates.

3.2.14 Credit Cards

- 1) The Council Chair or a designated Council member must
 - a) complete a quarterly review of the Institute and CEO credit card statements and
 - b) provide a report to *whole Council*.

3.2.15 CEO Expenses

- 1) The two additional qualified signing authorities must
 - a) complete a quarterly review of CEO expenses and
 - b) provide a report to *whole Council*.

3.2.16 Borrowing

- 1) The CEO may not borrow money unless
 - a) the CEO provides *the Council* with written reasons explaining why a loan is necessary, and
 - b) *the Council* authorizes the CEO to obtain the loan.

3.2.17 Spending

- 1) The CEO may not
 - a) expend more funds than have been received in the fiscal year to date unless approved by *the Council*,
 - b) make any capital expenditure greater than \$7500.00 that was not included in the initial annual budget, or
 - c) exceed the original budget cost for a capital purchase by more than 25%.
- 2) To make any contract or operational purchase over \$35,000.00, the CEO must
 - a) employ a formal tendering process,
 - b) seek at least three bids from qualified bidders, and
 - c) document the reasons for the choice of contract awarded.

3.2.18 Collecting

- 1) The CEO must collect accounts receivable for practice permits and the in-training program in no more than 45 days, unless otherwise substantiated.

3.2.19 Making Required Payments

- 1) The CEO must meet payment schedules in a timely manner for
 - a) employee payments;
 - b) payroll deductions, contributions, and taxes; and
 - c) government charges, levies, and taxes.

3.2.20 Maintaining Funds

- 1) The CEO must ensure that funds are
 - a) available to provide for the necessary operational cash flow,
 - b) held only in secure holdings, such as bonds with AA rating, and
 - c) are not placed in speculative ventures, such as mortgages, equities, real estate holdings, foreign investments, derivative securities, futures, or options.

3.2.21 Restricted Reserve Funds

- 1) The CEO must
 - a) maintain an appropriated fund of at least \$350,000.00 for the study, implementation and protection of the *Agrology Profession Act, Agrology Profession Regulation*, and these Bylaws;
 - b) maintain a contingency fund of at least \$100,000.00 for any item approved by *the Council*, including
 - i) revenue shortfalls, including shortfalls in the appropriated fund for legal challenges,
 - ii) capital cost shortfalls, or
 - iii) extraordinary expenses; and
 - c) provide whole Council with a plan to replenish a fund within a reasonable time if the CEO draws upon it.

3.2.22 Council Budget

- 1) The CEO must ensure that funds are available for the Council's and Council Committees' reasonably foreseeable annual expenses, including
 - a) administrative support,
 - b) meeting and conference support,
 - c) audits,



- d) legal counsel, and
- a) education pertinent to the Institute's and the Council's legislated mandates, and
- b) individual *elected Council members'* expenses for
 - i) travel,
 - ii) meals,
 - iii) accommodations,
 - iv) communications, and
 - v) conference registration fees.

3.2.23 Property

- 1) The CEO must adequately maintain assets.
- 2) The CEO may not acquire, encumber, or dispose of real property (land or buildings, including leaseholdings) without *whole Council's* prior approval.

3.2.24 Insurance

- 1) The CEO must maintain comprehensive insurance coverage for
 - a) the replacement value of assets, leased or owned; and
 - b) the liability of the Institute, Council members, employees, and individuals engaged in activities on behalf of the Institute, in an amount comparable to similar organizations.

3.2.25 Financial Protection

- 1) The CEO must
 - a) receive, process, and disburse funds under controls sufficient to meet the Council-appointed auditor's standards, including
 - i) ensuring that the Council Chair reviews and approves the bank reconciliation statement each month,
 - ii) ensuring that website sales of memberships use a serial numbering system and are reconciled to the general ledger sales and cash receipts,
 - iii) recording separate lists of all cheques and cash received, and providing the lists to the bookkeeper,
 - iv) reviewing outstanding deposits on period-end bank reconciliation statements, and noting action required;

- b) maintain internal controls to detect and deter loss or fraud, including
 - i) changing passwords at least semi-annually,
 - ii) ensuring that corporate credit cards are issued only to authorized staff,
 - iii) prohibiting personal purchases using corporate credit cards,
 - iv) allowing only bonded or insured personnel to have access to funds, and
 - v) ensuring that authorized personnel examine supporting documentation for expenses and approve expenses within their individual spending limits.

3.2.26 Information Protection

- 1) The CEO must maintain documented and tested privacy protection, backup, and recovery plans for intellectual property, information, documents, and files within the Institute's care and control.

3.2.27 Privacy Protection

- 1) The CEO must
 - a) comply with all applicable privacy legislation, including the *Agrology Profession Act*, *Agrology Profession Regulation*, and *Personal Information Protection Act*;
 - b) ensure that the Institute and *the Council* complies with all applicable privacy legislation; and
 - c) create and enforce a privacy policy for the Institute that
 - i) complies with the requirements of all applicable privacy legislation;
 - ii) establishes procedures for making decisions about the collection, use, and disclosure of personal information in relation to the exercise of discretion conferred by the legislation; and
 - iii) maintains safeguards against improper disclosure, including
 - (1) ensuring that forms and procedures elicit only necessary information, consistent with legislation,
 - (2) maintaining protections for the collection, review, transmission, and storage of personal information, and
 - (3) preventing improper access to or use or disposal of personal information.

3.2.28 Conflict of Interest Protection

- 1) The CEO may not
 - a) change his or her own compensation and benefits,
 - e) establish pension benefits for any employee, or
 - f) use his or her position to obtain
 - i) personal financial gain or
 - ii) employment in the Institute for family members.

3.3 Exercise of Delegation by CEO

- 1) While exercising the delegated powers and duties in Bylaw 3.1, and complying with the conditions on delegation in Bylaw 3.2, the CEO may employ any reasonable interpretation of each delegated power and duty and condition on delegation.
- 2) The standard of reasonableness is “the reasonable person test”—whether a person of ordinary prudence standing in the CEO’s shoes and aware of all of the particular circumstances could reasonably arrive at the same interpretation as the CEO, taking into account reasonably foreseeable factors such as risks, benefits, costs, and statutory and regulatory standards and trends.

3.4 Further Delegation by CEO

- 1) To fulfill and comply with the delegated powers and duties in Bylaw 3.1, and the conditions on delegation in Bylaw 3.2, the CEO may further delegate the powers and duties and conditions on delegation set out in these Bylaws.

3.5 Revocation of Delegation to CEO

- 1) The Council may modify or revoke any delegation from the Council to the CEO, in whole or in part, by a motion passed by 75% of *whole Council*, or by unanimous consent of *whole Council*.

3.6 Treatment of the CEO

3.6.1 CEO is the Council's Sole Employee

- 1) *Whole Council* employs the CEO as *whole Council's* sole employee.
- 2) To be a responsible employer and avoid or mitigate the risk of employment-law issues, the Council empowers the CEO to promptly draw *whole Council's* attention to potential problems with the employer-employee relationship.
- 3) *Whole Council* may discipline or remove the CEO
 - a) after obtaining legal advice,
 - b) in accordance with employment laws,
 - c) according to the terms of the CEO's contract,
 - d) by a motion passed by 75% of *whole Council*, or by unanimous consent of *whole Council*.

3.6.2 Instructing the CEO

- 1) *The Council* may not instruct the CEO's staff.
- 2) *The Council* may instruct the CEO through motions that bind the Council and the CEO
 - a) that are passed by a majority of *the Council*, and
 - b) that do not interfere with the delegation of authority to the CEO under these Bylaws.
- 3) If *the Council* deems that extraordinary circumstances require interference with the delegation of authority to the CEO under these bylaws, on the balance of probabilities, the Council may instruct the CEO in an area of delegated authority by a motion passed by 75% of *whole Council*, or by unanimous consent of *whole Council*.

3.6.3 Evaluating the CEO

- 1) The Council may evaluate the CEO but may not evaluate the CEO's staff.
- 2) The Council must evaluate the CEO by monitoring fulfillment of, and compliance with, the powers and duties delegated to the CEO by these Bylaws, subject to the scope and limitations of authority in the *Agrology Profession Act* and *Agrology Profession Regulation* and the conditions on delegation set out in these Bylaws.
- 3) The Council may evaluate the CEO in one or both of the following ways:



- a) *The Council* may appoint a qualified, impartial external party, or a Council committee made up of at least 25% public members chosen from the public members appointed to the Council
 - i) to inspect documents, activities, or other evidence that relates to a delegated power or duty or condition on delegation;
 - ii) to inquire into
 - (1) the CEO's interpretation of the delegated power or duty or condition on delegation,
 - (2) the reasonableness of the interpretation, and
 - (3) the justification for the way in which the power or duty was exercised; and
 - iii) to report all findings, results, and conclusions directly to *whole Council* for a decision about fulfillment and compliance.
- b) *The Council* may direct the CEO to provide *whole Council* with a report about a delegated power or duty or condition on delegation, in accordance with the Reporting Schedule in **Appendix C**, supported by
 - i) the CEO's interpretation of the delegated power or duty or condition on delegation,
 - ii) the reasonableness of the interpretation, and
 - iii) evidence relating to the way in which the delegated power or duty or condition on delegation was exercised.
- c) *The Council* may confirm that the CEO has complied with a delegated power or duty or condition on delegation, by a motion passed by a majority of *the Council*, or by unanimous consent of *the Council*.
- 4) Regardless of what method *the Council* uses to monitor the CEO, if *the Council* confirms that the CEO has fulfilled and complied with all powers and duties delegated to the CEO by these Bylaws, the CEO must receive a positive performance evaluation.

3.6.4 Addressing Complaints about the CEO

- 1) If an individual or group desires to lay a complaint against the CEO, the complaint must
 - a) be submitted in writing to the Council Chair, and

- b) include evidence that the complainant has complied with the CEO's policies and procedures for the resolution of individual or group complaints about operational matters.
- 2) The Council Chair must provide
 - a) *whole Council* with a copy of a written complaint within two clear days after receiving it, and
 - b) the CEO with ten clear days to respond in writing to *whole Council* about a complaint.

3.7 CEO Succession

- 1) CEO succession planning must commence no more than 18 months but at least one year before a CEO contract terminates.
- 2) *Whole Council* may renew a CEO's contract.
- 3) If *whole Council* does not renew a CEO's contract, *the Council* must employ the assistance of an executive search firm or a Chartered Professional in Human Resources to provide *whole Council* with at least two candidates who are competent to undertake the powers and duties of both CEO and Registrar, having
 - a) at least ten years' experience as an accredited member of a regulated profession,
 - b) a record clear of findings of unethical or unprofessional conduct,
 - c) demonstrated compliance with continuing competence requirements,
 - d) demonstrated compliance with practice standards,
 - e) significant experience in mediation, management, or human resources, and
 - f) an understanding of the *Agrology Profession Act, Agrology Profession Regulation,* and these Bylaws.
- 4) A CEO may be selected by a motion passed by 75% of *whole Council*, or by unanimous consent of *whole Council*.
- 5) Legal counsel must assist with writing a CEO contract.
- 6) A Chartered Professional in Human Resources may assist with writing a CEO contract, at *the Council's* discretion.
- 7) *Whole Council* must review and approve the contract to be used.
- 8) The Council Chair and the CEO must sign the contract to be used.

3.8 CEO Compensation

- 1) CEO compensation and benefits must be
 - a) consistent with a report about the most recent salary and benefit surveys for the Alberta executive labour market, provided by a qualified Chartered Professional in Human Resources, and
 - b) determined by a motion passed by 75% of *whole Council*, or by unanimous consent of *whole Council*.

3.9 CEO Training

- 1) As soon as practicable after the appointment of a CEO, *the Council* must provide thorough training in the powers and duties of both the CEO and the Registrar, including:
 - a) available assistance and resources;
 - b) legislative powers and duties;
 - c) the statutory and administrative scheme in which the CEO and Registrar operates;
 - d) making administrative decisions;
 - e) the principles of procedural fairness;
 - f) keeping records and reviewing evidence;
 - g) making findings of fact and drawing conclusions for evidence-based decisions;
and
 - h) writing reasons.

Article 4 - Conducting the Institute's Affairs

Statutory Authority for this Bylaw

Agrology Profession Act, section 104(1)(a).

4.1 Head Office, Fiscal Year, and Membership Year

- 1) The Institute's Head Office is in the greater Edmonton area, Alberta.
- 2) The Institute's fiscal year is from January 1 to December 31.
- 3) A membership year is from January 1 to December 31.

4.2 Statutory Appointments

Statutory References

Agrology Profession Act, section 14.

4.2.1 Complaints Director

- 1) Each fiscal year, the Registrar must recommend to *the Council* up to 3 *eligible regulated members* who
 - a) are willing and able to undertake the powers and duties of Complaints Director, and
 - b) in the Registrar's opinion, are competent to undertake the powers and duties of Complaints Director, each having
 - i) at least ten years' experience as a registered Professional Agrologist,
 - ii) a record clear of findings of unethical or unprofessional conduct,
 - iii) demonstrated compliance with continuing competence requirements,
 - iv) demonstrated compliance with practice standards,
 - v) experience in mediation, management, or human resources, and
 - vi) an understanding of the *Agrology Profession Act*, *Agrology Profession Regulation*, and these Bylaws.
 - c) From the Registrar's recommendations, *the Council* must appoint a Complaints Director to serve a one-year term.
 - d) A Complaints Director may be reappointed for any number of consecutive terms.

4.2.2 Hearings Director

- 1) Each fiscal year, the Registrar must recommend to *the Council* up to 3 *eligible regulated members* who
 - a) are willing and able to undertake the powers and duties of Hearings Director, and
 - b) in the Registrar's opinion, are competent to undertake the powers and duties of Hearings Director, each having
 - i) at least ten years' experience as a registered Professional Agrologist,
 - ii) a record clear of findings of unethical or unprofessional conduct,
 - iii) demonstrated compliance with continuing competence requirements,
 - iv) demonstrated compliance with practice standards,
 - v) experience in mediation, management, or human resources, and
 - vi) an understanding of the *Agrology Profession Act, Agrology Profession Regulation*, and these Bylaws.
 - e) From the Registrar's recommendations, *the Council* must appoint a Hearings Director to serve a one-year term.
 - f) A Hearings Director may be reappointed for any number of consecutive terms.

4.2.3 Directors' Training

- 2) As soon as practicable after the appointment of each Complaints Director and Hearings Director, the Registrar must provide each of them with, at minimum, training in:
 - a) legal assistance available;
 - b) legislative powers and duties;
 - c) the statutory and administrative scheme in which each Director operates;
 - d) holding hearings and making administrative decisions;
 - e) the principles of procedural fairness;
 - f) witnesses and their representatives;
 - g) direct questioning and cross-examination;
 - h) keeping records and reviewing evidence;
 - i) making findings of fact and drawing conclusions for evidence-based decisions;
and
 - j) writing reasons.

4.3 Statutory Committees

4.3.1 Registration Committee

Statutory References

Agrology Profession Act, sections 1(1), 9, 36, 104(1)(a) and (e).

Agrology Profession Regulation, section 5, 6, 8, 14, 15, 24-28.

4.3.1.1 Registration Committee Established

- 1) The Registration Committee is established.

4.3.1.2 Registration Committee Composition

- 2) Each fiscal year, the Registrar must recommend to *the Council* at least ten *eligible regulated members* who
 - a) are willing and able to participate in the Registration Committee,
 - b) represent a cross-section of agrology practices, and
 - c) in the Registrar's opinion, are competent to review applications for registration under the *Agrology Profession Act* and *Agrology Profession Regulation*, each having
 - i) at least five years' experience as an *eligible regulated member*,
 - ii) demonstrated compliance with requirements of practice standards, and
 - iii) an appropriate combination of knowledge, skill, judgment, and expertise.
- 3) From the Registrar's recommendations, *the Council* must appoint at least ten *eligible regulated members* who are Professional Agrologists and Registered Technologists in Agrology,
 - a) proportionally representative of the number of *eligible regulated members* who are Professional Agrologists and Registered Technologists in Agrology, and
 - b) at least six of which are outside the employ of the Institute.

4.3.1.3 Registration Committee Member Term of Office

- 1) A Registration Committee member's term of office is one year.
- 2) A Registration Committee member may be reappointed for three successive terms.
- 3) After one year's hiatus, a Registration Committee member may be reappointed for three more successive terms.

4.3.1.4 Registration Committee Chair

- 1) At each Registration Committee meeting, the Registrar must appoint a Registration Committee member to act as Chair.

4.3.1.5 Frequency of Registration Committee Meetings

- 1) The Registration Committee will endeavour to meet ten times a year, once a month from September to June.
- 2) Additional meetings may be held as necessary to carry out the Registration Committee's powers and duties.
- 3) The Registration Committee Chair must provide at least two weeks' written notice of each meeting.

4.3.1.6 Registration Committee Meeting Quorum

- 1) Registration Committee meeting quorum is three Registration Committee members, at least two of which are outside the employ of the Institute.
- 2) If a quorum is not established 30 minutes after the meeting's scheduled start time, the Registrar must adjourn the meeting to a specified time and place.

4.3.1.7 Registration Committee Decision-making

- 1) The Registration Committee may make decisions by
 - a) a motion passed by a majority of Registration Committee members present at a meeting, or
 - b) unanimous consent of Registration Committee members present at a meeting.

4.3.1.8 Registration Committee Attendance

- 1) A Registration Committee member must attend at least two scheduled meetings during each term of office.

4.3.1.9 Registration Committee Honoraria

- 1) *The Council* may provide a Registration Committee member an honorarium during the member's term of office, to a maximum of \$1000.00.

4.3.1.10 Registration Committee Expenses

- 1) The Council Chair may approve the reimbursement of a Registration Committee member's reasonable expenses incurred in the performance of Registration Committee duties.
- 2) Reimbursement will be provided at government rates, when supported by receipts, for
 - a) travel,
 - b) meals,
 - c) accommodations, and
 - d) communications.
- 3) Registration Committee members must submit expense claims with receipts as soon as practicable after the expenses arise.
- 4) The Council Chair may deny any expense claim that is unreasonable or fraudulent.

4.3.1.11 Registration Committee Powers and Duties

- 1) The Registration Committee must
 - a) review all registration applications and make recommendations to the Registrar for a decision;
 - b) review practice permit applications of regulated members whose practice the Competence Committee selected to review in the preceding year, and make recommendations to the Registrar for a decision;
 - c) make recommendations to the Registrar for a decision about
 - i) registration procedures and
 - ii) programs of study and education courses for the purposes of registration requirements; and
 - d) undertake any further power or duty given to it by the *Agrology Profession Act* or *Agrology Profession Regulation*.

4.3.2 Competence Committee

Statutory References

Agrology Profession Act, sections 1(1), 10, 11, 18, 24-26, 28, 29, 32, 34, 35, 36, 44, 45.

Agrology Profession Regulation, sections 15 and 18.

4.3.2.1 Competence Committee Established

- 1) The Competence Committee is established.

4.3.2.2 Competence Committee Composition

- 1) Each fiscal year, the Registrar must recommend to *the Council* at least ten *eligible regulated members* who
 - a) are willing and able to participate in the Competence Committee,
 - b) represent a cross-section of agrology practices,
 - c) each have at least ten years' experience as an *eligible regulated member*,
 - d) have demonstrated compliance with requirements of practice standards,
 - e) possess an appropriate combination of knowledge, skill, judgment, and expertise, and
 - f) in the opinion of the Registrar and the Competence Committee Chair, are competent to
 - i) review applications to designate individuals as regulated members,
 - ii) assess a regulated member's qualifications to practice within a *practice area*, and
 - iii) assess a regulated member's activities related to that member's Continuing Competence Program.
- 4) From the Registrar's recommendations, *the Council* must appoint at least ten *eligible regulated members*,
 - a) proportionally representative of the number of *eligible regulated members* who are Professional Agrologists and Registered Technologists in Agrology, and
 - b) at least six of which are outside the employ of the Institute.

4.3.2.3 Competence Committee Member Term of Office

- 1) A Competence Committee member's term of office is one year.
- 2) A Competence Committee member may be reappointed for three successive terms.

- 3) After one year's hiatus, a Competence Committee member may be reappointed for three more successive terms.

4.3.2.4 Competence Committee Chair

- 1) The Registrar must appoint a Competence Committee member to act as Chair of the Competence Committee, as soon as practicable after the Competence Committee has been constituted.

4.3.2.5 Frequency of Competence Committee Meetings

- 1) The Competence Committee Chair
 - a) may call meetings of the Competence Committee, and
 - b) must provide at least two weeks' written notice of a meeting.

4.3.2.6 Competence Committee Meeting Quorum

- 1) Competence Committee meeting quorum is
 - a) the Competence Committee Chair and
 - b) three Competence Committee members, at least two of which are outside the employ of the Institute.
- 2) If a quorum is not established 30 minutes after the meeting's scheduled start time, the Competence Committee Chair must adjourn the meeting to a specified time and place.

4.3.2.7 Competence Committee Decision-making

- 1) The Competence Committee may make decisions by
 - a) a motion passed by a majority of Competence Committee members present at a meeting, or
 - b) unanimous consent of Competence Committee members present at a meeting.

4.3.2.8 Competence Committee Attendance

- 1) A Competence Committee member must attend at least two scheduled meetings during each term of office.

4.3.2.9 Competence Committee Honoraria

- 1) *The Council* may provide a Competence Committee member an honorarium during the member's term of office, to a maximum of \$1000.00.

4.3.2.10 Competence Committee Expenses

- 1) The Council Chair may approve the reimbursement of a Competence Committee member's reasonable expenses incurred in the performance of Competence Committee duties.
- 2) Reimbursement will be provided at government rates, when supported by receipts, for
 - a) travel,
 - b) meals,
 - c) accommodations, and
 - d) communications.
- 3) Competence Committee members must submit expense claims with receipts as soon as practicable after the expenses arise.
- 4) The Council Chair may deny any expense claim that is unreasonable or fraudulent.

4.3.2.11 Competence Committee Powers and Duties

- 5) The Competence Committee must oversee and verify the competence of regulated members by
 - a) assessing the competence of regulated members who apply to be registered on the general register;
 - b) assessing the competence of regulated members who change, or desire to change, their practice areas;
 - c) conducting *practice reviews* to assess regulated members' compliance with
 - i) the Institute's Continuing Competence Program requirements,
 - ii) the Institute's Standards of Practice,
 - iii) the Institute's Code of Ethics, and
 - iv) the *Agrology Profession Act* and *Agrology Profession Regulation*;
 - d) making recommendations to *whole Council* about rules governing the Continuing Competence Program, including
 - i) continuing competence requirements,
 - ii) the assessment of continuing competence,
 - iii) practice standards, and

- e) undertaking any further power or duty given to it by the *Agrology Profession Act* or *Agrology Profession Regulation*.
- 6) The Competence Committee may
 - a) make recommendations to regulated members, including but not limited to
 - i) practice improvements,
 - ii) professional development plans, and
 - iii) courses, examinations, or other training; and
 - b) identify and oversee the development of a Continuing Competence Program to facilitate a regulated member's compliance with Standards of Practice.

4.4 Statutory Adoptions

4.4.1 Standards of Practice

Statutory Authority for this Bylaw

Agrology Profession Act, section 104(1)(n).

Statutory References

Agrology Profession Act, sections 1(1), 3(1)(c), 19(1), 106.

4.4.1.1 Developing a Standard of Practice – Proposing Standards

- 1) The CEO must propose and develop Standards of Practice according to the following procedures:
 - a) The Competence Committee may propose a new Standard of Practice for a recognized area of practice of agrology.
 - b) The CEO and the Competence Committee Chair must appoint a Practice Area Expert Committee (PAEC),
 - i) to subsist until *the Council* has adopted or rejected the proposed Standard of Practice,
 - ii) consisting of at least four *eligible regulated members*,
 - (1) who have been *eligible regulated members* for at least ten years, and
 - (2) who have extensive and appropriate experience in the area of practice for which a Standard of Practice is proposed.
 - c) The CEO and the Competence Committee Chair must oversee and direct the PAEC to develop the proposed Standard of Practice, by

- i) defining the way in which qualifications to practice are to be assessed within the proposed Standard of Practice, and
 - ii) identifying and defining the knowledge, experience, skills, and professional performance requirements within the proposed Standard of Practice.
- d) Standards of practice consist of Common Practice Standards and Specific Practice Standards, defined as follows:
- i) Common Practice Standards are broadly defined, with measurable assessment criteria for professional conduct, to apply to all practice areas.
 - ii) Specific Practice Standards apply to the area of practice for which the Standard of Practice is proposed, and include a descriptive list of knowledge, experience, skills, and capabilities required for qualification to practice.

4.4.1.2 Developing a Standard of Practice - Revising Standards

- 1) The CEO and the Competence Committee Chair must review and revise proposed Standards of Practice according to the following procedures:
 - a) The CEO and the Competence Committee Chair must
 - i) establish a Senior Review Committee of at least three *eligible regulated members*,
 - (1) who have been *eligible regulated members* for at least ten years,
 - (2) with extensive and appropriate experience in the area of practice for which the Standard of Practice is proposed; and
 - ii) direct and supervise the Senior Review Committee in reviewing and commenting on the proposed Standard of Practice produced by the PAEC.
 - b) The PAEC
 - i) must consider the comments made by the Senior Review Committee, and
 - ii) may revise the proposed Standard of Practice to reflect those comments consistent with the objectives of the Practice Standard to contribute to identifying regulated member qualifications for practice within the practice area.
 - c) The CEO must provide the revised proposed Standard of Practice to all regulated members for 60 clear days for review and comment.
 - d) The PAEC
 - i) must consider the comments made by regulated members, and

- ii) may revise the proposed Standard of Practice to reflect those comments consistent with the objectives of the Practice Standard to contribute to identifying regulated member qualifications for practice within the practice area.
- e) The CEO must provide the revised proposed Standard of Practice to legal counsel for review and comment.
- f) The PAEC may revise the proposed Standard of Practice to reflect comments made by legal counsel.

4.4.1.3 Proposing Adoption of a Standard of Practice – Final Review

- 1) The CEO must propose the adoption of the Standard of Practice to, and solicit a final review and comments from,
 - a) all regulated members for 30 clear days,
 - b) the Competence Committee for 30 clear days, and
 - c) the Minister, in accordance with the *Agrology Profession Act*, section 106.
- 2) The PAEC
 - a) must consider the comments made by regulated members, the Competence Committee, and the Minister and
 - b) may revise the proposed Standard of Practice to reflect those comments consistent with the objectives of the Practice Standard to contribute to identifying regulated member qualifications for practice within the practice area.

4.4.1.4 Adopting a Standard of Practice

- 1) To adopt Standards of Practice for the agrology profession, the Council must comply with the following procedures:
 - a) The CEO must provide *whole Council*, for review and consideration,
 - i) the final version of the proposed Standard of Practice,
 - ii) evidence of compliance with the procedures in these Bylaws.
 - b) If the procedures set out in these Bylaws have been complied with, the Council may adopt a Standard of Practice by a motion passed by 75% of *the Council*, or by unanimous consent of *the Council*.

4.4.1.5 Publishing Standards of Practice

- 1) The CEO must ensure that copies of any adopted Standard of Practice are promptly posted on the Institute website in a manner that is readily available to
 - a) the public and
 - b) regulated members.

4.4.1.6 Reviewing Standards of Practice

- 1) Each adopted Standard of Practice must be reviewed
 - a) every 5 years or
 - b) if the Competence Committee determines that a review is necessary,
 - c) whichever occurs first.

4.4.2 Code of Ethics

Statutory Authority for this Bylaw

Agrology Profession Act, section 104(1)(n), 106.

Statutory References

Agrology Profession Act, sections 3(1)(d), 19(1).

4.4.2.1 Developing the Code of Ethics – Proposing Amendments

- 1) The Code of Ethics must be developed according to the following procedures:
 - a) Every five years, the CEO and the Council Chair must appoint a Code of Ethics Committee,
 - i) to subsist until the Council has adopted or rejected the amendment to the Code of Ethics,
 - ii) consisting of at least seven *eligible regulated members*,
 - iii) who have been *eligible regulated members* for at least ten years, and
 - iv) who have extensive and appropriate experience pertaining to the ethical practice of agrology.
 - b) The CEO must retain an expert in professional ethics to advise the Code of Ethics Committee.
 - c) With the guidance of the expert in professional ethics, the Code of Ethics Committee must document
 - i) proposed amendments to the Code of Ethics, and

- ii) the rationale for each amendment.

4.4.2.2 Developing the Code of Ethics – Revising Amendments

- 1) The CEO must provide the proposed amendments to the Code of Ethics to all regulated members for 60 clear days for review and comment.
- 2) With the guidance of the expert in professional ethics, the Code of Ethics Committee
 - a) must consider the comments made by regulated members, and
 - b) may revise the proposed amendments to the Code of Ethics to reflect those comments consistent with the objective of achieving ethical conduct.
- 3) The CEO must provide the revised proposed amendments to the Code of Ethics for review and comment to legal counsel who is experienced in matters of professional ethics.
- 4) With the guidance of the expert in professional ethics and legal counsel, the Code of Ethics Committee may revise the revised proposed amendments to the Code of Ethics to reflect comments made by legal counsel.

4.4.2.3 Proposing Adoption of the Code of Ethics – Final Review

- 1) The CEO must propose the adoption of the Code of Ethics to, and solicit a final review and comments from,
 - i) all regulated members for 30 clear days, and
 - ii) the Minister, in accordance with the *Agrology Profession Act*, section 106.
- 2) With the guidance of the expert in professional ethics, the Code of Ethics Committee
 - a) may consider the comments made by regulated members and the Minister, and
 - b) may revise the proposed amendments to the Code of Ethics to reflect comments consistent with the objective of achieving ethical conduct.

4.4.2.4 Adopting a Code of Ethics

- 1) To adopt a Code of Ethics for the agrology profession, the Council must comply with the following procedures:
 - a) The CEO must provide *whole Council*, for review and consideration,
 - i) the final version of the proposed Code of Ethics,
 - ii) evidence of compliance with the procedures in these Bylaws.

- b) If the procedures set out in these Bylaws have been complied with, the Council may adopt a Code of Ethics by a motion passed by 75% of *the Council*, or by unanimous consent of *the Council*.

4.4.2.5 Publishing the Code of Ethics

- 1) The CEO must ensure that copies of any adopted Code of Ethics are promptly posted on the Institute website in a manner that is readily available to
 - a) the public and
 - b) regulated members.

4.4.2.6 Reviewing the Code of Ethics

- 1) The Code of Ethics must be reviewed
 - a) every 5 years or
 - b) if the CEO determines that a review is necessary,
 - c) whichever occurs first.

4.5 Statutory Enactments

4.5.1 Enacting Rules for In-Training Programs

Statutory Authority for this Bylaw

Agrology Profession Act, section 104(1)(a).

Agrology Profession Regulation, section 15.

Statutory References

Agrology Profession Act, section 1(1).

- 1) To enact rules governing the agrologist-in-training program and the agrology technologist-in-training program, the Council must comply with the following procedures:
 - a) The CEO must consult with the Competence Committee to recommend rules about any matter directly related to the agrologist-in-training program or the agrology technologist-in-training program, including rules relating to
 - i) the competencies to be acquired,
 - ii) the structure, duration and organization of the training programs, and

- iii) evaluation mechanisms, processes and requirements for successful completion of the training programs.
- b) The CEO may provide the recommended rules to legal counsel for review and comment.
- c) The CEO and the Competence Committee may revise the recommended rules to reflect comments by legal counsel.
- d) The CEO must provide *whole Council*, for review and consideration,
 - i) the final revision of the recommended rules about any matter directly related to the agrologist-in-training program or the agrology technologist-in-training program, and
 - ii) evidence of compliance with the procedures in these Bylaws.
- b) If the procedures set out in these Bylaws have been complied with, the Council may enact recommended rules by a motion passed by 75% of *the Council*, or by unanimous consent of *the Council*.

4.5.2 Enacting Rules for Continuing Competence Programs

Statutory Authority for this Bylaw

Agrology Profession Act, section 104(1)(a).

Agrology Profession Regulation, section 18.

Statutory References

Agrology Profession Act, section 1(1).

4.5.2.1 Recommending Continuing Competence Program Rules

- 1) Rules governing the Continuing Competence Program must be recommended to *whole Council* according to the following procedures:
 - a) The CEO must consult with the Competence Committee to recommend rules, as required, governing the Continuing Competence Program, including rules governing
 - i) the number of continuing competence program credits that must be obtained in a membership year,
 - ii) the program credits that may be earned for each continuing competence activity,

- iii) the type and category of continuing competence activities that a regulated member must undertake in a membership year,
 - iv) the number of continuing competence activities within a specific category for which a regulated member may earn credits, and
 - v) additional continuing competence activities for which program credits may be earned.
- 2) The CEO must provide the recommended rules for governing the Continuing Competence Program to all regulated members for 30 clear days for review and comment.
 - 3) The CEO and the Competence Committee
 - a) may consider the comments made by the regulated members and
 - b) may revise the recommended rules for governing the Continuing Competence Program to reflect comments consistent with the objective of achieving the competent practice of agrolology.
 - 4) The CEO may provide the revised recommended rules for governing the Continuing Competence Program to legal counsel for review and comment.
 - 5) The CEO and the Competence Committee may revise the recommended rules for governing the Continuing Competence Program to reflect comments by legal counsel.
 - 6) The CEO must provide the revised recommended rules for governing the Continuing Competence Program to all regulated members for 30 clear days for review and comment.

4.5.2.2 Enacting Continuing Competence Program Rules

- 1) To enact recommended rules governing the Continuing Competence Program, the Council must comply with the following procedures:
 - a) The CEO must provide *whole Council*, for review and consideration,
 - i) the final version of the recommended rules governing the Continuing Competence Program, and
 - ii) evidence of compliance with the procedures in these Bylaws.
 - b) If the procedures set out in these Bylaws have been complied with, *the Council* may enact recommended rules governing the Continuing Competence Program by a motion passed by 75% of *the Council*, or by unanimous consent of *the Council*.

4.5.2.3 Distributing Continuing Competence Program Rules

- 1) The CEO must
 - a) post Continuing Competence Program rules on the Institute website in a manner that is readily available to the public, and
 - b) on request, provide copies of the amended rules governing the Continuing Competence Program to
 - i) a member of the public,
 - ii) the Minister, or
 - iii) any other person.

4.5.2.4 Reviewing Continuing Competence Program Rules

- 1) The rules governing the Continuing Competence Program must be reviewed
 - a) every 5 years or
 - b) if the Competence Committee determines that a review is necessary,
 - c) whichever occurs first.

4.6 Statutory Publication of Information

Statutory Authority for this Bylaw

Agrology Profession Act, sections 52(6), 92(1), and 104(1)(l).

- 1) Under the *Agrology Profession Act*, section 52(6), the Registrar may publish
 - a) information respecting a complaint and a ratified settlement, and
 - b) the identity of the investigated person or the complainant, or both, if authorized by the ratified settlement to reveal one or both identities.
- 2) Under the *Agrology Profession Act*, section 92(1), the Registrar may publish or distribute
 - a) the information referred to in the *Agrology Profession Act*, section 92(1), and
 - b) information respecting the imposition of a reprimand or fine under the *Agrology Profession Act*, Part 4.

4.7 Registration of Regulated Members

Statutory Authority for this Bylaw

Agrology Profession Act, sections 104(1)(h) and (k).

Statutory References

Agrology Profession Act, sections 1(1), Part 2.

Agrology Profession Regulation.

4.7.1 Registration Fees for Regulated Members

- 1) A regulated member must pay registration fees on or before December 31 of the year before the year for which registration is sought.
- 2) The Institute must issue fee invoices at least 60 clear days before the fees are due.
- 3) *Whole Council* must establish fees with the guidance of a cost-benefit analysis provided by the CEO.
- 4) Before increasing fees, the CEO must provide 60 clear days' notice of a fee increase to all regulated members.

4.7.2 Registration Reinstatement for Regulated Members

- 1) A regulated member whose registration is suspended or cancelled other than as a result of disciplinary proceedings under the *Agrology Profession Act*, Part 4, may be reinstated as follows:
 - a) the regulated member must provide a written request to the Registrar,
 - b) the Registration Committee may approve the request,
 - c) the regulated member must successfully complete examinations or other requirements as prescribed by the Registrar or Registration Committee, and
 - d) the regulated member must pay
 - i) the current year's fees,
 - ii) past unpaid fees, and
 - iii) late payment fees, administrative fees, and costs associated with the suspension or cancellation and reinstatement.
- 2) A regulated member whose registration is suspended or cancelled for non-payment of fees may be reinstated as follows:
 - a) the regulated member must provide a written request to the Registrar, and
 - b) the regulated member must pay

- i) the current year's fees,
- ii) past unpaid fees, and
- iii) late payment fees, administrative fees, and costs associated with the suspension or cancellation and reinstatement.

4.8 Practice Permits

Statutory Authority for this Bylaw

Agrology Profession Act, sections 104(1)(h) and (k).

Statutory References

Agrology Profession Act, sections 1(1), 32-39.

4.8.1 Date to Renew Practice Permits

- 1) For the Registrar's consideration, a regulated member must complete and submit a practice permit renewal application on or before December 31 of the year before the year for which a renewed practice permit is sought.

4.8.2 Practice Permit Reinstatement

- 1) A regulated member whose practice permit is suspended or cancelled other than as a result of non-payment of fees or disciplinary proceedings under the *Agrology Profession Act*, Part 4, may be reinstated as follows:
 - a) the regulated member must provide a written request to the Registrar to reissue a practice permit to the regulated member,
 - b) the Registration Committee may approve the request,
 - c) the regulated member must successfully complete examinations or other requirements as prescribed by the Registrar or Registration Committee, and
 - d) the regulated member must pay
 - i) the current year's fees,
 - ii) past unpaid fees, and
 - iii) late payment fees, administrative fees, and costs associated with the suspension or cancellation and reissuance.
- 2) A regulated member whose practice permit is suspended or cancelled for non-payment of fees may be reinstated as follows:
 - a) the regulated member must provide a written request to the Registrar, and

- b) the regulated member must pay
 - i) the current year's fees,
 - ii) past unpaid fees, and
 - iii) late payment fees, administrative fees, and costs associated with the suspension or cancellation and reissuance.

4.8.3 Practice Permit is Institute Property

- 1) A practice permit remains the property of the Institute and must be returned to the Registrar promptly
 - a) upon demand, or
 - b) when an individual ceases to be a regulated member.

4.8.4 Prohibited Use of Practice Permits

- 1) An individual is prohibited from using a practice permit if
 - a) the individual has resigned as a regulated member, either temporarily or permanently, or
 - b) the individual's practice permit has been suspended or cancelled.

4.9 Seals and Stamps

4.9.1 Property of the Institute

- 2) The Institute's seal and stamp remains the property of the Institute and must be returned to the Registrar
 - a) upon demand, or
 - b) when an individual ceases to be a regulated member.

4.9.2 Issuance

- 1) The Registrar may issue the Institute's seal and stamp, upon written request, to
 - a) Professional Agrologists,
 - b) Registered Technologists in Agrology, and
 - c) visiting members.

4.9.3 Design

- 1) An Institute seal or stamp may be
 - a) electronic or
 - b) manufactured of metal, rubber, or another suitable material in a form and style prescribed by *the Council*, and must show
 - i) the words “Alberta Institute of Agrologists”, and
 - ii) the name and registration number of the Registered Professional Agrologist or the Registered Technologist in Agrology to whom the seal is issued.
- 2) The cost of an Institute seal and stamp is the responsibility of the person who requested it.

4.9.3 Prohibited Use of Seals, Stamps

- 1) An individual is prohibited from using an Institute seal or stamp if
 - a) the individual has resigned as a regulated member, either temporarily or permanently, or
 - b) the individual’s practice permit has been suspended or cancelled.

4.10 Registers

Statutory Authority for this Bylaw

Agrology Profession Act, sections 104(1)(f).

Statutory References

Agrology Profession Act, sections 1(1), 27-31.

Agrology Profession Regulation, sections 3-10.

4.10.1 Inspection of the Membership Registers

- 1) During regular office hours, the Registrar must permit any member of the Institute to inspect that member’s own register and records to review the information recorded.
- 2) The Registrar must regularly publicize a list of regulated members in accordance with the *Personal Information Protection Act* and section 28 of the *Agrology Profession Act*.

4.10.2 Categories of Members

4.10.2.1 Non-regulated members (“Other” members)

- 1) A non-regulated members register is established.
- 2) The non-regulated members register has the following categories:
 - a) *Student*, applicable to applicants who are enrolled in an agrology-related program at a CEO-approved post-secondary educational institution;
 - b) *Associate Member*, applicable to applicants who
 - i) are Agrologists, agronomists, or related professionals outside of Canada, and
 - ii) who desire to affiliate with the Institute to share information and to exchange ideas about professional practice and engage in Institute learning opportunities;
 - c) *Executive Member*, applicable to applicants who
 - i) have at least 20 years of agrology-related experience,
 - ii) hold a senior management position in government, industry or an educational institution,
 - iii) are determined by the Registrar to meet requirements to be a regulated member of the Institute, and
 - iv) are not providing professional services to the public or supervising regulated members who provide professional services to the public;
 - d) *Deferred*, applicable to applicants who are former regulated members who intend to return to practice in the foreseeable future;
 - e) *Retired*, applicable to applicants who have practiced as Professional Agrologists or Registered Technologists in Agrology but who do not intend to practice again in the foreseeable future; and
 - f) *Lifetime Member*, applicable at *the Council’s* discretion to applicants who
 - i) were regulated members for at least 25 years,
 - ii) are not practicing agrology,
 - iii) have demonstrated significant and documented achievement that has assisted the Institute in its capacity as a professional organization, or significant and recognized achievement in the “practice of agrology”,
 - iv) have provided at least three nomination letters from Institute members providing reasons and support for the nomination, and

- v) have no finding of unethical or unprofessional conduct.

4.10.2.2 Applications for Non-Regulated Member Registration

- 1) The Registrar
 - a) must consider each application for registration as a non-regulated member, and
 - b) may accept, as non-regulated members, applicants who fulfill the requirements of these Bylaws and sections 11 and 12 of the *Agrology Profession Regulation*.

4.10.2.3 Registration Fees for Non-Regulated Members

- 1) A non-regulated member must pay registration fees on or before December 31 of the year before the year for which registration is sought.
- 2) The Institute must issue fee invoices at least 60 clear days before the fees are due.
- 3) *Whole Council* must establish fees with the guidance of a cost-benefit analysis provided by the CEO.
- 4) Before increasing fees, the CEO must provide 60 clear days' notice of a fee increase to all non-regulated members.

4.10.2.4 Information in Non-Regulated Member Register

- 5) The Registrar must enter the following information for each non-regulated member in the appropriate category of the non-regulated members register:
 - a) Full name,
 - b) Date of birth,
 - c) Date of registration,
 - d) Home address,
 - e) Phone number,
 - f) Email address, and
 - g) Business address, phone number, fax number, and email address.

4.11 Payment of Fees and Costs

- 1) Each member must pay to the Institute all costs, fees, levies and assessments, together with any penalties or interest for late payment, established by the Institute.

Appendix A – Council Meeting Agenda Template

AIA Council Meeting Agenda *Template*

Type of meeting	Quarterly
Date	September 16-17, 2019
Time	Day 1: 9:00 a.m. – 5 p.m. Day 2: 9:00 a.m. – noon
Location	AIA Office, Weber Center, Edmonton
Preparation	Attachments to Items X, Y, Z

Day 1 – September 16, 2019, 9:00 a.m. – 5 p.m.

Item	Time	Description	Type	Attachments
1	9:00 a.m.	Call to Order; Introductions	Administrative	
2	9:05 a.m.	Establish quorum	Administrative	
3	9:10 a.m.	Conflict of Interest Declarations	Administrative	
4	9:15 a.m.	Agenda Adoption	Administrative	
5	9:20 a.m.	Approve Previous Minutes	Administrative	June 2019 Minutes
Old Business				
6	9:30 a.m.	Old Business Item	Administrative	Attachments



New Business				
7	X a.m.	Information about (Topic)	Information	Information Package
8	X a.m.	Council Education about (Topic)	Administrative	Education Package
Break				
9	X a.m.	Taking Action about (Topic)	Decision for Action	Decision for Action Package with Legal and Factual Rationale
10	X a.m.	Approving for Adoption: Standards of Practice or Code of Ethics	Decision for Statutory Approval for Adoption	Standards of Practice or Code of Ethics Package with Legal and Factual Rationale
11	X a.m.	Making Rules for In-Training Programs	Decision for Statutory Enactment	In-Training Program Rules Package with Legal and Factual Rationale
12	X a.m.	Making Rules for Continuing Competence	Decision for Statutory Enactment	Continuing Competence Rules Package with Legal and Factual Rationale
13	X a.m.	Decision about Delegating a Power or Duty	Decision for Statutory Delegation	Statutory Delegation Package with Legal and Factual Rationale
Lunch				
14	1:00 p.m.	In camera about (topic)	Confidential matter	
15	5:00 p.m.	Adjournment	Administrative	

Day 2 – September 17, 2019, 9:00 a.m. – noon

Item	Time	Description	Type	Attachments
16	9:00 a.m.	Call to Order	Administrative	
17	9:05 a.m.	Decision about Appointing a Registrar	Statutory Appointment	Statutory Appointment Package with Legal and Factual Rationale
18	9:30 a.m.	Decision about Appointing a Hearings Director	Statutory Appointment	Statutory Appointment Package with Legal and Factual Rationale
19	9:45 a.m.	Decision about Appointing a Complaints Director	Statutory Appointment	Statutory Appointment Package with Legal and Factual Rationale
20	12:00 p.m.	Adjournment	Administrative	

Appendix B – Council Meeting Minutes Template

AIA Council Meeting Minutes *Template*

Type of meeting	Quarterly
Date	September 16-17, 2019
Time	Day 1: 9:00 a.m. – 5 p.m. Day 2: 9:00 a.m. – noon
Location	AIA Office, Weber Center, Edmonton
In attendance	Elected Members Public Members CEO Secretary

Item 1 Call to Order; Introductions

Item type:	Administrative
Result:	Meeting called to order at 9:00 a.m.

Item 2 Establish Quorum

Item type:	Administrative
Result:	Quorum established.

Item 3 Conflict of Interest Declarations

Item type:	Administrative
Result:	No conflicts of interest declared.



Item 4 **Agenda Adoption**

Item type: Administrative

Main Motion: AA moved to change...

Result: **Agenda (as amended) adopted by unanimous consent.**

Item 5 **Approve Previous Minutes**

Item type: Administrative

Attachments: June 2019 Minutes

Main Motion: AA moved to change...

Result: **June 2019 Minutes (as amended) approved by unanimous consent.**

Item 6 **Old Business Item**

Item type: Information or Administrative or Decision

Attachments: Package

Item 7 **Information About (Topic)**

Item type: Information

Attachments: Information Package

Item 8 **Council Education about (Topic)**

Item type: Administrative

Attachments: Education Package

Item 9 **Decision to Take Action about (Topic)**

Item type: Action

Attachments: Decision Package with Legal and Factual Rationale

Main Motion: AA moved ...

Result: Carried.

Action: AA will ...

Item 10 Decision to Adopt Standards of Practice or Code of Ethics

Item type: Statutory Approval for Adoption

Attachments: Practice Standards or Code of Ethics Package with Legal and Factual Rationale

Main Motion: AA moved to adopt the Code of Ethics or Practice Standard for YY because it was proposed and developed in accordance with the procedures set out in the AIA Bylaws, and the Council has reviewed and considered the comments received in reviews in accordance with the *Agrology Profession Act*, section 106.

Result: Adopted by unanimous consent.

Item 11 Decision to Make In-Training Program Rules

Item type: Statutory Enactment

Attachments: In-Training Program Rules Package with Legal and Factual Rationale

Main Motion: AA moved to enact the Rules governing the agrologist in training program and the agrology technologist in training program because they were proposed and developed in accordance with the procedures set out in the AIA Bylaws and the *Agrology Profession Regulation*, section 15.

Result: Adopted by unanimous consent.

Item 12 Decision to Make Continuing Competence Rules

Item type: Statutory Enactment

Attachments: Continuing Competence Rules Package with Legal and Factual Rationale

Main Motion: AA moved to enact the Rules for Continuing Competence because they were proposed and developed in accordance with the procedures set out in the AIA Bylaws and the *Agrology Profession Regulation*, section 18.

Result: **Adopted by unanimous consent.**

Item 13 Decision to Delegate a Power or Duty

Item type: Statutory Delegation

Attachments: Statutory Delegation Package with Legal and Factual Rationale

Main Motion: AA moved ...

Result: **Carried, BB dissenting for the following reason:**

BB objects to ...

Item 14 In Camera Item

Item type: Confidential

Attachments: None

Main Motion: AA moved that the Council move in camera.

Result:

In Camera Decision: AA moved that...

Result:

Main Motion: AA moved ...

Result: **Carried, BB dissenting for the following reason:**

BB objects to ...

Item 15 Adjournment to Date, Time

Item type: Administrative

Result: Meeting adjourned at

Item 16 Call to Order

Item type: Administrative



Result: Meeting called to order at

Item 17 Decision about Appointing a Registrar

Item type: Statutory Appointment

Attachments: Statutory Appointment Package with Legal and Factual Rationale

Main Motion: AA moved to appoint as Registrar ZZ.

Result: **Carried.**

Item 18 Decision about Appointing a Hearings Director

Item type: Statutory Appointment

Attachments: Statutory Appointment Package with Legal and Factual Rationale

Main Motion: AA moved to appoint as Hearings Director ZZ.

Result: **Carried.**

Item 19 Decision about Appointing a Complaints Director

Item type: Statutory Appointment

Attachments: Statutory Appointment Package with Legal and Factual Rationale

Main Motion: AA moved to appoint as Complaints Director ZZ.

Result: **Carried.**

Item 20 Adjournment

Item type: Administrative

Result: Meeting adjourned at

Example Decision Item with Recorded Vote

Item type: Decision

Attachments: XX



Main Motion: AA moved ...

Result: Carried, BB dissenting for the following reason:

BB objects to ...

Appendix C – Reporting Schedule

Quarterly Reports

- 1) Financial reporting
- 2) Spending
- 3) Collecting
- 4) Making Required Payments
- 5) Credit Cards
- 6) CEO Expenses
- 7) Signatories on cheques
- 8) Treatment of Complaints about Institute Operations

Meeting 1 – Fiscal year begins - 9 reports

- 1) Strategic Plan
- 2) Financial Plan
- 3) Council Budget
- 4) Auditor
- 5) Quarterly reports

Meeting 2 – Staffing – 9 reports

- 1) Continuity
- 2) Treatment of employees
- 3) Treatment of contractors
- 4) Treatment of volunteers
- 5) Quarterly reports

Meeting 3 – Money Matters – 11 reports

- 1) Banking
- 2) Signing Authority
- 3) E-transfers
- 4) Maintaining Funds
- 5) Assets
- 6) Insurance
- 7) Quarterly reports

Meeting 4 – Protections – 9 reports

- 1) Financial
- 2) Information
- 3) Privacy
- 4) Conflict of Interest
- 5) Quarterly reports
- 6) Audit committee to submit direct inspection report