



# AMVIC

## Bylaw 1 - Governance

Version 1  
November 1, 2018

## Bylaw 1 Governance

### Amendment history

Version	Date	Summary of Update
1.	Nov. 1, 2018	Original. Approved by Board of Directors. Replace previous Bylaws from Society.
2.		
3.		
4.		
5.		

## ALBERTA MOTOR VEHICLE INDUSTRY COUNCIL – BYLAW 1

### SECTION 1 INTERPRETATION

#### 1.1 Definitions

- a. In these Bylaws, unless the context otherwise requires:
- i. "Automotive Business" means "Automotive Business" as defined in the Designation of Trades and Businesses Regulation, Alta. Reg. 178/1999, as amended;
  - ii. "Board of Directors" or "Board" means the Board of Directors of the Council;
  - iii. "CEO" means the individual selected by the Board as the CEO of the Council and includes an acting CEO;
  - iv. "Chair" means the Chair of the Board of Directors as appointed pursuant to the Regulation;
  - v. "Council" means the Alberta Motor Vehicle Industry Council;
  - vi. "CPA" means the *Consumer Protection Act*, R.S.A. 2000, Chapter C-26.3, as amended;
  - vii. "Director" means a member of the Board of Directors of the Council and includes the Chair, Secretary and the Treasurer;
  - viii. "Family" means, in respect of a person, the person's mother, father, spouse or adult interdependent partner, son or daughter, and any relative of the person who lives with the person;
  - ix. "Industry Association" means an entity given the power to appoint a Director to the Board of Directors of the Alberta Motor Vehicle Industry Council pursuant to the Regulation;
  - x. "Industry Director" means a Director appointed by an Industry Association;
  - xi. "Industry Director-at-Large" means a Director appointed by a majority vote of Industry Directors;
  - xii. "Licence" means a licence issued under the CPA and the Regulation;
  - xiii. "Minister" means the Minister charged with the administration of the *Consumer Protection Act*, or such successor legislation in the Province of Alberta under which the Minister or a government official has the authority to delegate to the Council the authority to licence and regulate the automotive business industry;
  - xiv. "Public Director" means a Director appointed by the Minister pursuant to the Regulation;

- xv. “Salesperson” means a person registered by AMVIC as a salesperson under section 16 of the Regulation; and
- xvi. “Regulation” means the Automotive Business Regulation, Alta Reg. 192/99 as amended.

## 1.2 Interpretation

- a. Unless the context otherwise requires, the *Interpretation Act*, R.S.A. 2000, Chapter I-8 as amended, applies to these Bylaws.
- b. Words importing the singular include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated associations.
- c. The headings used throughout these Bylaws are inserted for reference purposes only, and are neither to be considered or taken into account in construing the terms of provisions of any article nor to be deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

## **SECTION 2 BOARD OF DIRECTORS**

### 2.1 Board Membership and Appointments

- a. The Board shall consist of the Directors specified in the Regulation and appointed in accordance with the Regulation.

### 2.2 Nominations for Industry Director-at-Large

- a. Industry Director-at-Large shall be elected from individuals nominated for that position in accordance with these Bylaws.
- b. Nominations for an Industry Director-at-Large will close:
  - i. at least 60 days prior to the expiry of the term of an outgoing Industry Director-at-Large; or
  - ii. in the event of a vacancy occurring prior to the expiry of the term of an Industry Director-at-Large, at a time specified by the Board, no sooner than 60 days after the vacancy occurs; or
  - iii. in the event of the creation of a new position for an Industry Director-at-Large, at a time specified by the Board no sooner than 60 days after the new position is created.

### 2.3 Industry Directors will be provided with copies of the Nominations received by the Council in accordance with section 2.2.

### 2.4 Industry Directors may request further information from nominees and may interview nominees.

- 2.5 The Industry Directors shall vote to elect an Industry Director-at-Large at a regularly scheduled Board meeting or at a Board Meeting called for that purpose within a reasonable time after the close of Nominations.
- 2.6 Term
- a. The term of office of a Director is as specified in the Regulation.
  - b. A Director ceases to hold office in the circumstances specified in the Regulation.
  - c. The term of an Industry Director is the term specified by the Industry Association appointing that Director, unless the appointment is to fill a vacancy.
- 2.7 Vacancies
- a. A vacancy occurring among the Directors shall be filled in the manner specified in the Regulation.
- 2.8 Eligibility Requirements
- a. An individual is eligible to be or remain a Director only if he or she complies with the requirements set forth in the Regulation.
- 2.9 Termination, Resignation, Suspension and Removal from the Board
- a. A Director's position on the Board automatically terminates when the Director ceases to be eligible under the Regulation.
  - b. A Director may resign by providing the notice required by the Regulation.
  - c. Notices of resignation become effective at the times specified in the Regulation.
  - d. As specified in the Regulation the Board may, by resolution,
    - i. recommend the suspension, termination or revocation of the appointment of a Public Director for cause, or
    - ii. suspend, terminate or revoke the appointment of an Industry Director or an Industry Director-at-Large for cause.
  - e. The Board may, by resolution, recommend the suspension, termination or revocation of the appointment of a Public Director or may suspend, terminate or revoke the appointment of an Industry Director or an Industry Director-at-Large on the following grounds:
    - i. the Director takes part in a decision of the Board that could monetarily affect the Director or an individual who is part of the Director's Family;
    - ii. the Director makes representations as a Director or representative of the Council respecting a decision of or a matter before the Council that could monetarily affect the Director or an individual who is part of the Director's Family;

- iii. the Director uses confidential or non-public information gained through the Director's position for pecuniary benefit in a business transaction or private arrangement;
- iv. the Director acts in a manner, whether or not prohibited by the CPA and the Regulation, the *Alberta Public Agencies Governance Act* RSA 2000 c.A-31.5, or any AMVIC Bylaw that may result in, or create the appearance of:
  - A. using the Director's position for private gain;
  - B. giving preferential treatment to any person;
  - C. impeding the Council from carrying out its purposes;
  - D. foregoing independence or impartiality, or
  - E. adversely affecting the integrity of the Council;
- v. the Director contracts with or otherwise accepts the services of a Licensee or a person who has applied to become a Licensee on terms that are more favourable to the Director than those generally available to the public;
- vi. unless previously approved by the Board, the Director accepts a fee or a benefit that is not a token benefit from another person on account of an occasion at which the Director appears or provides a speech, lecture, or publication, if the occasion is part of the official duties of the Director for which compensation is being paid by the Council;
- vii. the Director contravenes the CPA and the Regulation, AMVIC's Code of Conduct, or any AMVIC Bylaw;
- viii. the Director is absent without chair authorization from three consecutive regular Board meetings; or
- ix. any other conduct of the Director which, in the opinion of the Board brings the reputation of the Council or the Board into disrepute.
- f. Before recommending a suspension, termination or revocation of a Public Director or before suspending, terminating an Industry Director or an Industry Director-at-Large under the Regulation, the Board must give the Director:
  - i. written notice of the proposed suspension or termination with reasons; and
  - ii. an opportunity to make representations to the Board.

### **SECTION 3 DUTIES OF THE BOARD**

#### **3.1 Management of the Council by the Board of Directors**

- a. The Board's responsibilities are as set out in the Regulation.

- b. Except when the CPA, Regulation or these Bylaws otherwise require, the duties and powers of the Board are to be exercised by resolution of the Board.
- c. The Board may enact and enforce policies regarding the direction and management and operation of the Council, and such policies shall be consistent with the CPA, the Regulation and these Bylaws.
- d. The Board may make rules:
  - i. respecting the carrying out of its duties and powers;
  - ii. respecting the calling of meetings pertaining to carrying out its duties and powers and the conduct of business at those meetings;
  - iii. respecting the appointment, removal, functions, powers, duties, remuneration and benefits of employees and agents of the Council and members of a committee;
  - iv. delegating to the Directors, officers, employees or agents or a committee of the Council, the carrying out of its powers, duties and functions, except as specified in the Regulation; and
  - v. respecting the establishment, membership, duties and functions of special, standing and other committees.

### 3.2 Committees

- a. Standing or special committees may be appointed by the Board for any purpose considered necessary or desirable.

### 3.3 Board Directors

- a. In addition to the responsibilities specified in the Regulation, Directors shall:
  - i. bring their knowledge and skills to the Board for the betterment of the Council;
  - ii. serve on Board committees as required;
  - iii. review the Board agendas and information prior to attending Board meetings; and
  - iv. attend Board meetings.

### 3.4 Director Honorariums and Expenses

- a. Directors shall be paid honorariums by the Council in the course of their duties as Directors as authorized by the Board in accordance with the rates set in the current Government of Alberta Committee Remuneration Order.
- b. Subject to any policies established by the Board from time to time, Directors shall be reimbursed by the Council for their travelling and living expenses incurred while

on the business of the Council, and any other disbursements expended in the course of performing their duties as Directors.

### 3.5 Agreements, Contracts and Commitments

An agreement, contract, or other commitment entered into by the Council shall be entered into in accordance with the rules established by the Board and any applicable requirements for Government of Alberta public agencies.

## **SECTION 4 BOARD MEETINGS**

### 4.1 Board Meetings

- a. Meetings of the Board are to be called by the Chair and held as often as the affairs of the Council require.
- b. Meetings of the Board shall be called by giving to each Director at least seven days' notice verbally or in writing and by means of telephone, facsimile, e-mail or any other means of communication. Provided, however, that a Director may in any manner waive notice of a meeting, and attendance of a Director at a meeting of Directors shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- c. Meetings of the Board may be held anywhere authorized by the Board.
- d. Meetings of the Board may be conducted in person or by means of electronic or other communication facilities as permits all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.

### 4.2 Board Meetings Requested

- a. A meeting of the Board may be called at the written request of any two Directors sent to the Chair stating the business to be discussed at the meeting.
- b. On receipt of the request, the Chair shall call a meeting of the Board.

### 4.3 Quorum at Board Meetings

- a. The quorum for a meeting of the Board is as specified in the Regulation.

### 4.4 Decision-making

- a. Each Director, including the Chair, has one vote on matters considered by the Board.
- b. If there is a tied vote, the motion is lost.



- c. Each Director present during or participating in voting shall, subject to the requirements of the CPA, Governance Regulations and Bylaws, vote on all motions unless the Director must abstain from voting on a motion due to a conflict of interest or if the Director is present at the meeting solely for the purpose of objecting to the meeting.
- d. All resolutions made by the Board of Directors must be passed by a majority of Directors who vote on the resolution.
- e. Notwithstanding anything to the contrary in these Bylaws, a resolution in writing signed by all of the Directors entitled to vote on that resolution shall be valid as if it had been passed at a meeting duly called and constituted.

## **SECTION 5 OFFICERS**

### **5.1 Officers of the Board**

- a. The Chair shall be designated by the Minister in accordance with the Regulation.
- b. The Board shall elect a Secretary and Treasurer, and may establish other offices, and prescribe the powers, duties and functions of each officer by Bylaw.

### **5.2 Chair**

- a. The Chair of the Board is responsible for:
  - i. the duties and functions as outlined in the Mandate and Roles Document;
  - ii. participating as a non-voting member of all committees of the Board, but may be a voting member of any committee as determined by the Board; and
  - iii. such other matters as the Board determines.
- b. The Chair may, with the approval of the Board, delegate the responsibilities of the office as required.

### **5.3 Secretary**

- a. The Secretary is responsible for:
  - i. ensuring proceedings of all meetings of the Board are recorded, and for the preparation and custody of the minutes of those meetings;
  - ii. the custody of the seal of the Council and the books and records of the Council, except financial records; and
  - iii. such other matters as the Board determines.

- b. The Secretary may, with the approval of the Board, delegate the responsibilities of the office as required.

#### 5.4 Treasurer

- a. The Treasurer is responsible for:
  - i. the duties and functions as outlined in the policies of the Council with respect to financial management;
  - ii. presenting a financial statement to the Board as required; and
  - iii. such other matters as the Board determines.
- b. The Treasurer may, with approval of the Board, delegate the responsibilities of the office as required.

### **SECTION 6 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

#### 6.1 Indemnification

- a. The Council may make indemnification resolutions in accordance with the Regulation.
- b. No Director, officer or member of a committee of the Council shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or member of a committee or employee of the Council, or for joining in any receipt or other act of conformity, or for any loss, damage or expense happening to the Council through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Council, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Council shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Council shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their office or in relation thereto unless the same shall happen through their own willful neglect or willful default, dishonesty or bad faith.
- c. The Council shall indemnify a present or former Director or officer of the Council and their respective heirs and legal representatives against costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by that person with respect to a civil, criminal or administrative action or proceeding to which that person is made a party by reason of holding such a position if that person acted honestly, in good faith and with a view to the best interests of the Council, and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, if that person had reasonable grounds for believing that the conduct was lawful.

- d. In accordance with the Regulation, the Council may, by resolution indemnify an employee or former employee of the Council, and their respective heirs and legal representatives against costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by that person with respect to a civil, criminal or administrative action or proceeding to which that person is made a party by reason of holding such a position if that person acted honestly, in good faith and with a view to the best interests of the Council, and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, if that person had reasonable grounds for believing that the conduct was lawful.

## 6.2 Insurance

- a. The Council may purchase and maintain insurance for the benefit of any person referred to in the preceding section against any liability incurred by him in his capacity as a Director or Officer of the Council.

## **SECTION 7 ASSESSMENTS POWERS**

### 7.1 Assessments

- a. Under CPA section 136, with the approval of the Minister, the Council may levy assessments on Licensees and Salespersons as defined in the CPA for the purpose of enabling the Council to carry out the powers, duties and functions delegated to it under the CPA.
- b. All funds received by the Council from assessments shall:
  - i. be deposited into an account maintained in the name of the Council, to be used or invested as required, and
  - ii. be properly recorded and accounted for, and receipts are to be provided on request.

## **SECTION 8 BUSINESS AND FINANCIAL PLANS AND REPORTS**

### 8.1 Fiscal Year

- a. The fiscal year of the Council is as specified in the Regulation.

### 8.2 Business and Financial Plans

- a. The Council must, on an annual basis prepare a business and financial plan and provide a copy to the Minister as specified in the Regulation.

8.3 Financial Accountability and Reporting

- a. The Council shall provide an annual report and audited financial statements as specified in the Regulation.

**SECTION 9  
AMENDMENT TO BYLAWS**

- 9.1 In accordance with the CPA, these Bylaws may be amended by a majority vote of Directors and approval by the Minister.

**SECTION 10  
MISCELLANEOUS**

10.1 Head Office

- a. The Council shall maintain its head office and principal place of business at place in Alberta as the Board determines.

10.2 Seal

- a. The seal of the Council shall be kept in the custody of the Secretary. The seal shall not be affixed to any instrument except by authority of the Board of Directors and in the presence of such officers as the Board may prescribe.

10.3 Register

- a. The Council shall maintain at its head office a record containing:
  - i. the names, alphabetically arranged, and the latest known address, email address and telephone number of each Director and officer;
  - ii. the position held by each such Director and Officer;
  - iii. the date and particulars of the appointment as Director and Officer.

10.4 Notice

- a. A notice required to be given under the Act or these Bylaws:
  - i. to a Director or officer, shall be given in writing and may be delivered personally, by mail or by electronic communication at the address shown in the register maintained pursuant to section 10.3, by email to the address recorded in the register; and
  - ii. to the Chair, shall be given in writing to the head office of the Council.
  - iii. to the Council, shall be given in writing to the head office of the Council.

- b. Any notice personally delivered before 4:30 p.m. local time at the place of delivery on a day ("Business Day") that is not a Saturday, Sunday or statutory holiday at the place of delivery shall be deemed to have been received and given on the day of delivery and any notice personally delivered after 4:30 p.m. local time at the place of delivery shall be deemed to have been received and given on the next following Business Day. Any notice mailed shall be deemed to have been received and given five clear days after the day it is mailed, unless there is a postal strike or other disruption affecting mail delivery, in which event the notice shall be deemed to have been received and given when it is actually received. Any notice transmitted by email, facsimile or other electronic communication before 4:30 p.m. local time on a Business Day at the place to which it is sent shall be deemed to have been received and given on the day of transmission and any notice transmitted by email, facsimile or other electronic communication after 4:30 p.m. local time at the place to which it is sent shall be deemed to have been received and given on the next following Business Day.
- c. The accidental omission to give any notice to any Director or the non-receipt of any notice by any Director or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise based thereon.