



# BYLAWS

January 18, 2023

## Amendments

January 18, 2023 4.3.2 Procedures for Amending Practice Standards

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## PREAMBLE

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### **Agrology is a self-regulated profession**

In Alberta, agrology is a self-regulated profession. “Self-regulated” means that the provincial legislature has passed a law that delegates authority to a governing council to manage and conduct the activities of the Alberta Institute of Agrologists, established by law to superintend all practitioners of the profession.

The self-regulation of the agrology profession comes from a hierarchy of enactments: the *Agrology Profession Act*, the *Agrology Profession Regulation*, and these Bylaws. In addition, the *Interpretation Act of Alberta* plays a role in reading these enactments. Each is explained below.

### **The *Agrology Profession Act***

The *Agrology Profession Act* is the primary law that governs the Institute and the council. It delegates regulatory authority and enables the enactment of the Regulation and Bylaws. It must be complied with.

To provide for the self-regulation of the agrology profession, the *Agrology Profession Act* establishes the Alberta Institute of Agrologists (the “Institute”), with the following statutory mandate:

#### **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.

“The public interest” is protected and served when the Institute sets standards of education, registration, ethics, practice, and continuing competence, ensures that agrologists practice within the scope of their skills and knowledge, and reviews the registration, practice permit conditions, and conduct of those who fall below these standards.

The *Agrology Profession Act* provides for a governing board – the council – whose statutory mandate is to ensure that, in turn, the Institute fulfills its statutory mandate in accordance with the Act, Regulation, and Bylaws:

**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.

Section 6 establishes that the council acts according to the rules in the Act – which by operation of section 2(a) includes the Regulation – and the Bylaws. The council does not act according to policies or other types of documents.

To assist the council with ensuring that the Institute fulfills its regulatory role, the *Agrology Profession Act* authorizes the council to perform certain administrative activities, such as appoint or elect a Chair for the purposes of the Act; make Bylaws; adopt a Code of Ethics and standards of practice; and perform registration and practice permit reviews and disciplinary appeal hearings.

By fulfilling the requirements of the *Agrology Profession Act*, the council creates the conditions for members to be—and to be perceived to be—educated, registered, and regulated by standards of conduct, practice, and continuing competence, thus protecting and serving the public interest.

### **The *Agrology Profession Regulation***

The *Agrology Profession Act*, section 103, provides the council with the power to address certain matters by making the *Agrology Profession Regulation*, which comes into force when approved by the Lieutenant Governor in Council. The Regulation expands the Institute’s and council’s powers and duties in important ways. Matters to be addressed by the Regulation cannot be addressed by Bylaws or any other document. The Regulation is an enactment that must be complied with.

### **AIA Council Bylaws**

The *Agrology Profession Act*, section 104(1), provides the council with the power to address certain matters by making Bylaws. The Act provides that the council “may make bylaws” in certain areas. The council is not necessarily obligated to make those Bylaws (although it might be, depending on the circumstances), but if it chooses to act in any of the areas listed, it must act by making a Bylaw. All Bylaws must advance the public-interest objectives of the Act.

Matters to be addressed by Bylaws cannot be addressed by any other document, such as the Regulation or policies. Section 6 of the Act precludes policies by expressly directing the council to ensure that it “carries out the powers and duties

of the council under this Act and the Bylaws” (not “and policies”; by contrast, other professional legislation expressly authorizes the use of policies for specific purposes.)

The legislature signals thrice in the Act that the council controls the Bylaws: in section 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; in section 104(2), stating that the *Regulations Act* does not apply to Bylaws, meaning that there is no need for governmental approval either; and in providing the council with the power to make Bylaws, a distinct change from the former Act, which referred to “Institute bylaws”, which gave members some power over Bylaw approval.

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 the Act, Regulation, and Bylaws. Bylaws are enactments that must be complied with.

**Bylaw Appendices** are templates for council documents. They establish standards based on best practices, and maintain continuity and consistency. They are incorporated into the Bylaws by reference but are not Bylaws themselves, so they can be amended more easily for administrative purposes to respond to risks and trends in self-regulation.

### **The *Interpretation Act***

The Alberta *Interpretation Act* applies uniform definitions, methods for computing time, and direction about many other important matters to all other enactments unless a contrary intention appears in those enactments. In sections 1(1), 2, and 3, it defines “enactments” to include Acts, regulations, and bylaws. Thus, unless a contrary intention appears, it applies to the *Agrology Profession Act*, the *Agrology Profession Regulation* and these Bylaws.

### **How to Read these Bylaws**

These Bylaws are divided into the core areas laid out in the *Agrology Profession Act*:

- definitions,
- governance by the council,
- delegation of powers from the council to the *CEO*, and
- areas of Institute authority.

Each Bylaw begins by listing the section 104(1) provisions that authorize the Bylaw, and the sections in the *Agrology Profession Act* and *Regulation* that correlate to the Bylaw.

If these Bylaws are silent about an important point, such as a definition or the timing of events, see the *Agrology Profession Act*, *Agrology Profession Regulation*, and *Interpretation Act*.

The nomenclature for the numbering system is as follows:

3 Part

3.5. Section

3.5.2. Subsection

3.5.2.1. Article

3.5.2.1.(2) Sentence

3.5.2.1.(2)(a) Clause

3.5.2.1.(2)(a)(i) Subclause

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# PART 1: DEFINITIONS AND BYLAW MATTERS

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## 1.1 DEFINITIONS

- 1) Words defined in the *Agrology Profession Act* have the same meaning in these Bylaws but are not italicized.
- 2) Words defined in these Bylaws are italicized throughout.
- 3) In these Bylaws,
  - a. *CEO* means the Chief Executive Officer, the council's sole employee;
  - b. *clear days* has the meaning in the *Alberta Interpretation Act*, s.22(3) to the effect that, in calculating the number of days between 2 events, the days on which the events happen must be excluded;
  - c. *Council Candidate Selection Committee* means the committee constituted under these Bylaws to seek candidates qualified to obtain a seat on the council;
  - d. *Council Candidate Qualifications* means the criteria in **Appendix A** to these Bylaws, as revised from time to time, that candidates must meet to be qualified to obtain a seat on the council;
  - e. *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
    - i. holds a current practice permit that has not been suspended, cancelled, or had conditions imposed on it,
    - ii. has paid all fees and costs due under the *Agrology Profession Act* or *Regulation* or the Bylaws, and
    - iii. has met all reporting requirements;
  - f. *practice area* means an area of expertise that
    - i. identifies a functional area of practice within the profession of agrology,
    - ii. is derived from and consistent with the definition of "practice of agrology" in the *Agrology Profession Act*, section 1(1)(v), and
    - iii. requires specialized knowledge, skill sets, and experience.



- g. *practice review* means a formal review of a regulated member’s practice by the Registration Committee or a Practice Review Committee appointed by the Registrar in consultation with the Registration Committee Chair; a *practice review* examines
  - i. a regulated member’s continuing competence program, and
  - ii. whether the regulated member
    - 1. has performed a self-assessment against a detailed *Practice Standard*,
    - 2. is practicing with the appropriate knowledge, skill sets, and experience,
    - 3. understands the limitations of his or her expertise with respect to practicing in a *practice area*, and
    - 4. adheres to the professional Performance Requirements stated in the *Practice Standard*.
- h. *Practice Standard* means standards of practice referred to in the *Agrology Profession Act* that may be either general to all *practice areas* or specific to a *practice area*;
- i. *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;
- j. *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**

*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

### **Correcting errors**

- 1) From time to time, *the council* or a person or committee appointed by *the council* may correct clerical or administrative errors in these Bylaws that do not affect meaning, including numbering, spelling, punctuation, capitalization, and style, without completing the Bylaw amendment procedures.

### **Revising appendices**

- 2) Appendices are incorporated into these Bylaws by reference for administrative purposes but are not subject to the Bylaw amendment procedures.
- 3) From time to time, *the council* or a person or committee appointed by *the council* may add or revise Appendices without completing the Bylaw amendment procedures.

### **Preparing bylaw amendments**

- 4) Bylaws must serve and protect the public interest harmoniously with the *Agrology Profession Act* and *Regulation* and the overarching principles of administrative law.
- 5) Bylaw amendments
  - a. may be prepared by a person or committee appointed by *the council*, and
  - b. must be set out in a 3-column format that includes the current Bylaw, the proposed amendment, and a rationale that explains how each amendment enhances the administration of the *Agrology Profession Act* and *Regulation* consistently with the principles of administrative law.

### **Reviewing bylaw amendments**

- 6) *Whole council*
  - a. must have at least 30 *clear days* to review Bylaw amendments, and
  - b. may obtain and consider legal, regulatory, financial, or Human Resources advice before voting on the amendments.

### **Publishing bylaw amendments**

- 7) The *CEO* must publish amended Bylaws within 7 *clear days* after enactment.

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## PART 2: GOVERNING THE INSTITUTE – THE COUNCIL

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### **Statutory Authority**

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

### **Statutory References**

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

## 2.1 COUNCIL GOVERNANCE RESPONSIBILITIES

### 2.1.1 GOVERNANCE PRINCIPLES

#### **The council's role**

- 1) The council's role is to protect and serve the public interest by complying with the *Agrology Profession Act*, *Regulation*, *Interpretation Act*, and Bylaws to ensure that the Institute fulfills its statutory mandate to create the conditions for regulated members to be educated, registered, and regulated through standards of conduct, practice, ethics, and continuing competence.

#### **Principles of the council**

- 2) Members of the council must abide by the following principles:
  - a. the council operates in accordance with the *Agrology Profession Act* and *Regulation*, these Bylaws, the *Interpretation Act*, and the principles of administrative law;
  - b. the *Agrology Profession Act* confers on each council member a fiduciary duty to the Institute and the public, which includes consumers of agrology services and society at large;
  - c. the Act intends that all council members are equal, including the Chair, a council member voluntarily filling an administrative role;
  - d. the Act does not intend the council to include such positions as a vice-chair or executive committee;
  - e. each council member is free to communicate with other council members and the *CEO* to contribute professional ability and seek sufficient information to fulfill the fiduciary duty to the Institute and the public; and
  - f. because the council acts only through administrative decisions, each council member must be fully informed.

### **The council Chair's role**

- 3) The council Chair's role is to
  - a. establish an agenda for each meeting in conjunction with the *CEO* that includes only decision items germane to the council's and Institute's statutory mandates and that involve a decision, such as a statutory decision, a decision to take action, or a decision to accept information;
  - b. ensure that *whole council* receives the agenda at least *7 clear days* before each meeting, and that items are not added to an agenda except in cases of genuine emergency;
  - c. ensure that *whole council* receives complete background information to become fully informed at least *7 clear days* before a decision is to be made;
  - d. conduct the council's meetings in an orderly, efficient manner, ensuring that time is spent only on making decisions germane to the council's and Institute's statutory mandates; and
  - e. for administrative ease, respectfully and punctually communicate the council's decisions to the public and regulated members.

### **Principles of the council Chair**

- 4) Incumbents filling the role of council Chair must abide by the principles that the council Chair
  - a. is an administrative position mandated by the *Agrology Profession Act* to assist the council in governing the Institute in a manner that serves and protects the public interest, not the interests of regulated members;
  - b. assists the council to conduct business efficiently and effectively in accordance with the Act, Regulation, these Bylaws, and the principles of administrative law;
  - c. is equal to all other council members, as the Act confers on each member a fiduciary duty to the Institute and the public; and
  - d. fosters the conditions for the council to communicate freely with each other and the *CEO* so that each council member may contribute professional ability and receive sufficient information to fulfill their obligations.

## 2.1.2 COUNCIL EDUCATION

- 1) To establish, maintain, and increase the council's capacity as the governing body of a professional regulatory organization, *whole council* will regularly receive education from experts in professional self-regulation, who may be council members, Institute employees, or contractors.
- 2) Education will occur during each meeting, and between meetings if practicable.
- 3) Educational materials will be available for *whole council's* later review.
- 4) Education will encompass:
  - a. the legislative history of the AIA and the results of repealing and replacing the *Agrologists Act*, including the introduction of the public interest and public members;
  - b. the *Agrology Profession Act*, the *Agrology Profession Regulation*, these Bylaws, and the *Interpretation Act*;
  - c. how to avert risks facing professional regulatory organizations, including how to maintain a distinction between the public interest and members' interests;
  - d. how to make administrative decisions, including how to properly exercise discretion and how to adopt Bylaws, the Code of Ethics, and *Practice Standards*;
  - e. best practices in employment law and employee management;
  - f. business meeting procedures, including how to chair a meeting;
  - g. the council's role in registration and practice permit reviews under Part 2 of the *Agrology Profession Act*;
  - h. the council's role in disciplinary appeals under Part 4 of the *Agrology Profession Act*; and
  - i. managing witnesses and their representatives; the form, content, and purpose of direct questioning and cross-examination; keeping records; reviewing evidence, findings, and decisions; making findings of fact and drawing conclusions for evidence-based decisions; writing reasons; and making use of resources, such as retaining and instructing independent legal counsel.

### 2.1.3 REQUIRED PLANNING

- 1) *The council* will develop the following plans every three years:
  - a. Strategic Foresight for the Institute, and
  - b. Performance Management for the council.
- 2) The plans will include
  - a. an annual requirement for review and adjustment,
  - b. annual performance objectives,
  - c. strategies for achieving the goals and performance objectives, and
  - d. the performance measurements that will be used to evaluate whether the goals and performance objectives are met.

### 2.1.4 CONDUCTING COUNCIL MEETINGS

#### **Council Secretary**

- 1) At the first council meeting after each council election, *the council* must appoint a non-council member as Secretary, with the *CEO's* assistance, but may not appoint the *CEO* as Secretary.
- 2) Appointing a non-council member as Secretary does not confer council membership or voting privileges upon the appointee.
- 3) If the appointed Secretary is absent for all or part of a council meeting, *the council* must select an interim Secretary until the appointed Secretary is present.
- 4) If the position of Secretary becomes vacant, *the council* must appoint a replacement at the first subsequent council meeting, in accordance with these Bylaws.
- 5) The council Secretary
  - a. assists the council Chair with meeting preparation and record retention,
  - b. records meeting minutes in accordance with these Bylaws, and
  - c. ensures the integrity of the council's documents.

#### **Scheduling council meetings**

- 6) In the last meeting of each year, *the council* may approve 3 meeting dates.
- 7) The council may approve additional or alternative meeting dates, passed by 75% of *whole council*, in which case the council Chair must provide

*whole council* with notice of each meeting date as soon as practicable, and no later than 1 month in advance of each meeting.

- 8) The *CEO* must post the date and location of each meeting in a publicly accessible place on the Institute's website.

### **Agendas**

- 9) Meeting agendas must
  - a. be prepared by the council Chair and *CEO*;
  - b. include only items that are germane to the council's and Institute's statutory mandates and that involve a decision, such as a statutory decision, a decision to take action, or a decision to accept information;
  - c. direct the reader to the location of information that substantiates each proposed decision;
  - d. be provided to *whole council* at least 7 *clear days* before the relevant meeting;
  - e. generally accord with **Appendix B** of these Bylaws; and
  - f. be posted in a publicly accessible place on the Institute website as soon as practicable.
- 10) At a meeting, *the council* may
  - a. adopt the agenda as presented,
  - b. add to the agenda a decision item of genuine urgency as long as it is substantiated by sufficient information, or
  - c. remove from the agenda any item not substantiated by sufficient information.

### **Attendance**

- 11) Council members may attend meetings in person or remotely, by telephone, electronic, or other means, owing to distance, weather, illness, or other reasonable explanation.
- 12) Council members are expected to attend all meetings and remain present throughout, regardless of mode of attendance, except for reasons of urgency.

### **Quorum**

- 13) The quorum for council meetings is 2/3 of the voting members of the council, rounded up, not including vacant seats.

- 14) If a quorum is not established within 30 minutes after a meeting's scheduled start time, the council Chair must adjourn the meeting to a specified date, time, and place.

### **Parliamentary Procedure**

- 15) As a guide to parliamentary procedure, the council will use the most recent edition of *Robert's Rules of Order: Informal Procedure for Small Boards*, abridged or unabridged.

### **Conflicts of interest**

- 16) During their tenure, council members must
  - a. promptly disclose conflicts of interest and recuse themselves from deliberations and decisions that involve themselves, their relatives, or any other person whose relationship with the council member could raise a perception of conflict;
  - b. refrain from using their council involvement to obtain employment in the Institute for family members or associates; and
  - c. represent the public interest, not the personal interests of external parties, including electors or other regulated members.

### ***In camera* sessions**

- 17) *In camera* sessions may be used only for deliberations about confidential human resource matters or deliberations related to a review under the *Agrology Profession Act*, Part 2, or an appeal under the *Agrology Profession Act*, Part 4.
- 18) *In camera* sessions must
  - a. be identified by topic of discussion on the agenda of the meeting at which the discussion will occur;
  - b. commence with a decision in the form of motion and vote to enter an *in camera* session; and
  - c. conclude with a decision in the form of motion and vote on the confidential matter, without disclosing the details of the confidential matter, along with a decision to exit the *in camera* session.
- 19) During an *in camera* session, the council must
  - a. exclude from the room any individual who is not a council member, including the secretary;
  - b. appoint a council member to record *in camera* minutes, and



- c. concentrate solely on the topic of discussion.
- 20) Publicly-available meeting minutes must record all *in camera* decisions in the form of final motions and results of votes, without disclosing the details of the confidential matter.
- 21) *In camera* minutes
- a. about confidential human resource matters must be kept in a secure location and made available for the council to review, such as at the office of the Institute's employment lawyer, and
  - b. about 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, such as at the office of the Institute's regulatory lawyer.

### **Decision-making**

- 22) Because the council acts only through administrative decisions, the council Chair and each council member must ensure that full information is available before a decision is made.
- 23) A council member may request more information and advice to become fully informed before making a decision, in which case the decision is postponed.

### **Voting**

- 24) Unless otherwise stated in these Bylaws, the council may make any decision
- a. during or between meetings,
  - b. in person or electronically, such as by telephone, videoconference, or email;
  - c. by unanimous consent or by a motion passed by a majority vote of quorum, which is 2/3 of the voting members of the council, rounded up, not counting vacant seats.
- 25) A council member may request to have his or her vote recorded in the minutes along with the member's reason for requesting a recorded vote and the reason for voting a certain way.

## Minutes

- 26) Meeting minutes must
  - a. record decisions only, not deliberations or discussions;
  - b. record final motions that clearly articulate the way in which *the council* properly exercised its discretion;
  - c. generally accord with **Appendix B**; and
  - d. be posted in a publicly accessible place on the Institute website as soon as practicable after the minutes have been finalized.

## Reporting

- 27) To maintain accountability and transparency, the council will report all decisions to the public and regulated members as soon as practicable after the decision is made.

### 2.1.5 COUNCIL COMMITTEES

- 1) The council may constitute and dissolve council committees as necessary to fulfill its governance role.
- 2) The Chair is an *ex officio* member of all council committees but is not counted in quorum to permit, not require, the Chair to be a member of a council committee.
- 3) A council committee is not constituted until the committee adopts Terms of Reference that include a mandate that advances the council's delegated authority in the *Agrology Profession Act* and a work plan, timeline, and budgetary needs, in general accordance with the "Council Committee Terms of Reference Template" at **Appendix C**.
- 4) A council committee is dissolved by vote of the committee.

## 2.2 COUNCIL COMPOSITION

### 2.2.1 VOTING MEMBERS OF THE COUNCIL

- 1) The council consists of 11 voting members, as follows:
  - a. At least 25% public members appointed by the Lieutenant Governor in Council under the *Agrology Profession Act*, which is currently 3, and
  - b. 8 *eligible regulated members*, consisting of 6 Professional Agrologists and 2 Registered Technologists in Agrology.

## 2.2.2 COUNCIL CHAIR

### **Appointing a council chair**

- 1) Each year at the first council meeting after the results of the most recent council election have been finalized, the council must appoint a council Chair by the following procedures:
  - a. any council member may volunteer to serve as council Chair if the member has served at least 1 year on the council and is able to comply with the Governance Responsibilities in these Bylaws,
  - b. if only one council member volunteers to serve as Chair, that member is automatically appointed as Chair, and
  - c. if more than one council member volunteers to serve as Chair,
    - i. if meeting in person, the council will hold a straw vote in which the *CEO* holds the straws and the member who draws the short straw is appointed as Chair, or
    - ii. if meeting electronically, the *CEO* will write on slips of paper the names of all members who have volunteered, jumble them in a container, then blindly draw a name, in which case the member whose name is drawn is appointed as Chair.

### **Chair's term**

- 2) A council Chair serves a 1-year term, and may serve one additional term, but must be appointed for the additional term.

### **Absent Chair**

- 3) If the council Chair is absent for all or part of a council meeting, *the council* must appoint an interim Chair, in accordance with these Bylaws.

### **Vacant Chair**

- 4) If the position of council Chair becomes vacant, *the council* must appoint a replacement at the subsequent council meeting, in accordance with these Bylaws.

## 2.2.3 REGULATED MEMBERS OF THE COUNCIL

### ***Council Candidate Selection Committee***

- 1) The *Council Candidate Selection Committee* is established.
- 2) **On or before June 1 of each year**, the *CEO* will constitute that year's *Council Candidate Selection Committee*, consisting of the following voting members:

- a. 3 *eligible regulated members* who have been regulated members for at least 10 years, who may be Institute employees but may not be current council members, and
  - b. 1 public member, who may be a current or former member of the council.
- 3) The *CEO* or delegate is a non-voting member of the *Council Candidate Selection Committee*.
- 4) The *Council Candidate Selection Committee* meeting quorum is 3 voting members.
- 5) The *Council Candidate Selection Committee* may meet
  - a. as often as is necessary,
  - b. in person or by telephone, electronic, or other means.
- 6) The *Council Candidate Selection Committee's* duties are to
  - a. select *eligible regulated members* whose personal qualities appear to correspond to the *Council Candidate Qualifications* for the one or more council seats that will become available the following year,
  - b. ask each selected *eligible regulated member* to submit a nomination **on or before October 1** of the year before the year in which one or more council seats will become available,
  - c. review all nominations received on or before October 1, however submitted, and accept those that fulfill the *Council Candidate Qualifications*, and
  - d. submit all accepted nominations to the *CEO* of the Alberta Institute of Agrologists by email, fax, mail, or direct delivery **on or before November 30** of the year before the year in which one or more council seats will become available.
- 7) Any *eligible regulated member* whose personal qualities correspond to the *Council Candidate Qualifications* may submit a nomination to the *Council Candidate Selection Committee* **on or before October 1** of the year before the year in which one or more council seats will become available.
- 8) **On or before December 10** of the year before the year in which one or more council seats will become available, the *CEO* must
  - a. email each *eligible regulated member* a list of council candidates and each candidate's nomination, except contact information, along with information about how and when to vote, and

- b. post the same information on the member home page of the Institute website.
- 9) **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.

### **Ballots**

- 10) Elections must be conducted by secret electronic ballot.
- 11) Each ballot must include:
- a. the term of office for each vacant council seat, and
  - b. an alphabetical list of the names of all candidates for each vacant council seat.
- 12) If, before the election, 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 with that candidate's name on the ballot, but any votes cast in favour of that candidate must not be counted.

### **Scrutineers**

- 13) Scrutineers are the *CEO*, who acts as chief scrutineer, and two Institute employees.
- 14) All scrutineers must be present at the same time at place, date, and time for counting ballots.

### **Counting ballots**

- 15) Votes must be counted within 10 *clear days* after the voting has concluded.
- 16) In case of a tied vote, the chief scrutineer, in the presence of the other scrutineers, must draw lots to determine which candidate wins.

### **Declaration of Candidates Elected to the Council**

- 17) Within 10 *clear days* after the votes are counted, 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.

### **Council election appeal procedures**

- 18) A candidate who is not elected may appeal to the council in writing for a review of the election within 10 *clear days* after the *CEO* informs the candidate of the election result, if the candidate's vote count is within 10 votes of the winning candidate.
- 19) *Whole council* or a panel of the council must review the election results within 10 *clear days* of receipt of the appeal, and either
  - 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.
- 20) The council's decision on appeal is final.
- 21) Within 10 *clear days* of the council's decision on appeal, the *CEO* must
  - a. notify the appellant of the result in writing and
  - b. inform each *eligible regulated member* of the election results.

### **Election document retention**

- 22) In a secure location, the *CEO* must keep a permanent record of the number of votes each candidate receives.
- 23) The record may not be made public but must be made available upon request to the council or an election candidate.
- 24) The *CEO* must keep all election documents, including valid and rejected ballots, until the exhaustion of all appeals of the election results, then destroy the documents.

### **Failure to comply with election procedures**

- 25) 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.
- 26) In the event of any failure to comply with election procedures, *the council* may take any action it deems necessary to validate the election.

### **Term of office**

- 27) The term of office of an *eligible regulated member* of the council is 3 years.
- 28) An *eligible regulated member* of the council may serve a total of 2 terms, either consecutively or non-consecutively, but must obtain a council seat for each term in accordance with these Bylaws.

29) An *eligible regulated member* of the council whose term of office has expired continues in office until midnight of the day on which the *eligible regulated member* is replaced in accordance with these Bylaws.

30) *The council*

- a. must establish a schedule of terms of office of *eligible regulated members* so that
  - i. the terms of no more than 3 *eligible regulated members* with Professional Agrolgist designation conclude in any given year, and
  - ii. the term of only 1 *eligible regulated member* with Registered Technologist in Agrolgy designation concludes in any given year; and
- b. may revise the schedule of terms of office of *eligible regulated members* from time to time.

#### **Removing a regulated member from the council**

31) The council must remove an elected council member from the council if the individual no longer meets the definition of *eligible regulated member* in these Bylaws.

32) The council Chair must provide the elected council member with an opportunity to address *whole council* before being removed.

#### **Deemed resignation of a regulated member from the council**

33) An elected council member who is absent from 2 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 *whole council* in writing for reinstatement, and
- c. may be reinstated by a motion passed by 75% of *the council* at the next meeting.

#### **Filling a regulated member's vacant council seat**

34) If an elected council member's seat becomes vacant with 1 year or less remaining in that 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.

35) If an elected council member's seat becomes vacant with more than 1 year remaining in that council member's term, *the council* may appoint a

regulated member of the appropriate designation to fill the vacancy until the results of the next election are declared, and must fill the vacant seat at the next election, in accordance with these Bylaws.

**Reimbursing a regulated member of the council**

- 36) The council Chair or *CEO* may approve the reimbursement of an elected council member's reasonable expenses incurred in the performance of council duties, including council meetings, committee meetings, and anything done at *the council's* direction.
- 37) Reimbursement will be provided at government rates, when supported by receipts, for travel, meals, accommodations, and communications.
- 38) Elected council members must submit expense claims with receipts as soon as practicable before the next council meeting.



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## PART 3: MANAGING THE INSTITUTE – THE CEO

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### **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 THE COUNCIL RETAINS THE CEO

### **The Council's employment obligations**

- 1) The *CEO* is the council's sole employee.
- 2) To be a responsible statutory employer and avoid or mitigate the risk of employment-law issues, the council empowers the *CEO* to promptly draw the council's attention to potential problems with the employer-employee relationship.

### ***CEO* support to the council**

- 3) The *CEO* must
  - a. ensure that the council is provided with reasonable administrative and technical support for meetings and activities related to the business of the Institute, and
  - b. act as the point of contact between the council and external advisors should the council request or require legal, regulatory, or financial advice, unless the advice sought relates to a confidential Human Resources matter involving the *CEO*.
- 4) The *CEO* must notify the council Chair as soon as possible, and provide *whole council* with a report within 5 *clear days*, should the *CEO* cause, permit, or become aware of any circumstances that
  - a. could jeopardize self-regulation or public trust in the Institute, including the council's conduct or practices,
  - b. violates principles of ethics or conflict of interest,
  - c. impedes the Institute's ability to achieve its legislated mandate,
  - d. 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,
  - e. risks fiscal jeopardy, or
  - f. exposes the Institute, the council, the *CEO*, or employees to liability or litigation.

### **Instructing the CEO**

- 5) *The council* may instruct the *CEO* but may not instruct the *CEO's* staff.
- 6) *The council* may instruct the *CEO* through motions that do not interfere with the delegation of authority to the *CEO* under these Bylaws.
- 7) If *the council* determines 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 *the council*.

### **Evaluating the CEO**

- 8) The council may evaluate the *CEO* but may not evaluate the *CEO's* staff.
- 9) 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.

### **Addressing complaints about the CEO**

- 10) 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 the *CEO* simultaneously, 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.
- 11) The council Chair must provide
  - a. *whole council* with a copy of a written complaint within 2 *clear days* after receiving it, and
  - b. the *CEO* with 10 *clear days* to respond in writing to *whole council* about a complaint.
- 12) The council must obtain advice from legal counsel or Human Resources professionals or both before making a decision about a complaint against the *CEO*.
- 13) Within 10 *clear days* after receiving the *CEO's* response and legal or Human Resources advice, if any, *whole council* may, by majority vote,
  - a. dismiss the complaint if it is frivolous, vexatious, or unsubstantiated; or

- b. accept the complaint and take steps to address it, in accordance with professional advice.
- 14) The council Chair must notify the *CEO* and the complainant of the council's decision within 2 *clear days*.

#### **Disciplining or removing the *CEO***

- 15) The council may discipline or remove the *CEO*
- a. after obtaining advice from legal counsel and Human Resources professionals,
  - b. in accordance with employment law,
  - c. according to the terms of the *CEO's* contract, and
  - d. by a motion passed by 75% of *whole council*.

#### ***CEO* succession**

- 16) *The council* may renew a *CEO's* contract.
- 17) Before undertaking to replace a *CEO*, the council must establish a *CEO* succession plan that details the personal and professional qualities a *CEO* needs to operate the Institute in the public interest.
- 18) No more than 6 months before the current *CEO's* contract terminates, if it will not be renewed, 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 2 candidates who are competent to undertake the powers and duties of both *CEO* and Registrar in accordance with the *CEO* succession plan.
- 19) The council may select a *CEO* by a motion passed by 75% of *whole council*.
- 20) The council must obtain a human resources lawyer's assistance with writing the *CEO's* contract, which must include
- a. a method for the council to evaluate the *CEO*,
  - b. a probationary period of one year, and
  - c. the power for *whole council* to evaluate the *CEO* at least one month before the end of the probationary period and, by a motion passed by 75% of *whole council*, either make the *CEO* a permanent employee or terminate the *CEO's* employment.
- 21) The council Chair and the *CEO* must sign the contract to be used.

### **CEO compensation**

- 22) *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 the council.

## 3.2 CEO APPOINTED AS REGISTRAR

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

## 3.3 TRAINING

### **CEO / Registrar training**

- 1) As soon as practicable after a *CEO* has been appointed, 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 operate;
  - 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.

### **Hearings Director and Complaints Director 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.

### 3.4 DELEGATION TO THE CEO

- 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, and 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*, these Bylaws, and the council's power and duty to supervise the exercise of delegated authority and to remain transparent and accountable for Council actions:
  - 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 financial information for reporting purposes, and
  - iii. provide the 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, and
  - iii. retain external advisors, including legal, regulatory, and financial advisors;
- 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 14, the council delegates to the *CEO* the power and duty to appoint a Complaints Director and a Hearings Director;
- h. under the *Agrology Profession Act*, section 21, the council delegates to the *CEO* the power and duty to establish and maintain an officials directory and provide the information within it to the public or the Minister;
- i. under the *Agrology Profession Regulation*, section 9, the council delegates to the *CEO* the power and duty to approve a supervision arrangement under which a regulated member on a provisional register must practise with a regulated member registered on the

general register until completion of the registration requirements under section 3 or 4, as the case may be; and

- j. under the *Agrology Profession Regulation*, section 30, the council delegates to the CEO the power and duty to approve a technologist to affix his or her practice permit number or signature or the title, abbreviations or initials that the technologist may use pursuant to section 29 to any project reports, compliance reports, plans, maps or other documents used in the practice of agrology.

## 3.5 CONDITIONS ON DELEGATION TO THE CEO

### 3.5.1 INSTITUTE OPERATIONS

#### **Strategic plan**

- 1) At the first meeting each fiscal year, the *CEO* must provide, for *whole council's* information, a written, multi-year strategic plan for achieving the objectives of the Institute's legislated mandate, including methods of achieving the objectives, time frames, and resource allocation.

#### **Employees**

- 2) The *CEO* must
  - a. adhere to all Albertan employment law legislation, and
  - b. maintain and apply clear 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 6 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) The *CEO* must implement procedures and hire and train staff to ensure that the *CEO's* powers and duties are maintained if the *CEO* is absent or replaced.

#### **Contractors**

- 4) 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.

#### **Volunteers**

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

#### **Complaints about Institute operations**

- 6) 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
  - c. meeting in person or electronically,
  - d. holding a telephone discussion, or
  - e. exchanging information by email; and
  - f. advise complainants of the procedures in these Bylaws to advance the complaint to the council.

#### **Insurance**

- 7) 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.



### **Information protection**

- 8) 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.

### **Privacy protection**

- 9) The *CEO* must
  - a. comply with all applicable privacy legislation, including privacy provisions in the *Agrology Profession Act*, *Agrology Profession Regulation*, and *Personal Information Protection Act*;
  - b. ensure that the Institute and the council comply with all applicable privacy legislation;
  - c. create and enforce a privacy policy for the Institute that complies with the requirements of all applicable privacy legislation;
  - d. establish procedures for exercising discretion conferred by legislation to make decisions about the collection, use, and disclosure of personal information; and
  - e. maintain safeguards against improper disclosure, including
    - i. forms and procedures that elicit only necessary information, consistent with legislation, and
    - ii. systems that protect the collection, review, transmission, and storage of personal information, and prevent improper access to, or use or disposal of, personal information.

### **Conflict of interest protection**

- 10) The *CEO* may not
  - a. change his or her own compensation and benefits,
  - b. establish pension benefits for any employee, or
  - c. use his or her position to obtain personal financial gain or employment in the Institute for family members.

## **3.5.2 INSTITUTE FINANCES – ACCOUNTING FINANCIAL REVIEW**

### **Two accounting financial reviews each year**

- 1) Twice each fiscal year, the *CEO* will retain a financial accounting professional for the Institute who is a Chartered Professional Accountant and a member in good standing with the Chartered Professional Accountants of Alberta, to

- a. complete an interim financial review halfway through the fiscal year for the *CEO* to submit to *whole council*, and
- b. complete a financial review at the end of the fiscal year for the Institute to submit to *whole council* and the Minister to comply with the requirements of the *Agrology Profession Act*.

### **Items for accounting financial reviews**

- 2) Each accounting financial review will include the following items:
  - a. **Accounting controls:** The *CEO* must receive, process, and disburse funds under controls sufficient to meet the Institute's financial accounting professional's standards, including
    - i. ensuring that fees paid through the website are collated through a serial numbering system and are reconciled to the general ledger and cash receipts;
    - ii. recording separate lists of all cheques and cash received, and providing the lists to the bookkeeper;
    - iii. reviewing outstanding deposits on period-end bank reconciliation statements, and noting action required;
    - iv. maintaining internal controls to detect and deter loss or fraud, such as changing passwords at least semi-annually, ensuring that corporate credit cards are issued only to authorized staff, prohibiting personal purchases using corporate credit cards, allowing only bonded or insured personnel to have access to funds, and ensuring that authorized personnel examine supporting documentation for expenses and approve expenses within their individual spending limits.
  - b. **Accounts receivable:** The *CEO* must collect accounts receivable in no more than 90 days, unless otherwise substantiated.
  - c. **Accounts payable:** The *CEO* must meet payment schedules in a timely manner for employee payments; payroll deductions, contributions, and taxes; and government charges, levies, vendor payments, and taxes.
  - d. **Signing cheques:** The *CEO* has administrative signing authority and must designate 3 additional qualified signing authorities, all cheques must be signed by 2 of the 4 signing authorities, and no cheque may be signed by an individual who is the recipient of the cheque.

- e. **Approval of electronic fund transfers (EFT):** All EFT payments must be electronically approved by 2 of the 4 signing authorities, and no EFT payment may be approved by an individual who is the recipient of the payment.
- f. **Transferring funds electronically:** All electronic funds transfers must be authorized by 2 qualified individuals who are not involved in any financial fund transfers, by the individuals' signatures affixed to a printed or electronic request form that describes the amount and purpose of the e-transfer, or an email from each individual describing the amount and purpose of the e-transfer and authorizing it, and the authorization must accompany the invoice or other record to which the e-transfer relates.
- g. **Contingency fund:** The *CEO* must maintain a contingency fund of \$250,000 for any item approved by *the council*, including extraordinary expenses and shortfalls in revenue, and must provide *whole council* with a plan to replenish the depleted fund within a reasonable time
- h. **Available funds and bank accounts:** The *CEO* must ensure that
  - i. sufficient funds are available to provide for the necessary operational cash flow, held only in non-interest-bearing bank accounts to facilitate operational transactions and insured interest-bearing bank accounts for future use;
  - ii. contingency funds are placed in CDIC-insured accounts; and
  - iii. funds are not placed in speculative ventures, such as mortgages, equities, real estate holdings, foreign investments, derivative securities, futures, or options.
- i. **Capital Assets:** The *CEO* must adequately maintain capital assets and provide the financial accounting professional with an annual review of assets before the financial review at the end of the fiscal year.
- j. **Financial reporting:** The *CEO* must provide
  - i. a statement of Budget versus Actual,
  - ii. a statement of Profit and Loss (an income statement),
  - iii. bank reconciliations, and
  - iv. cheques that are stale-dated, lack vendor names, or are otherwise out of the ordinary.

- k. **Spending:** The *CEO* must provide information to show that the *CEO* has not
  - i. expended more funds than have been received in the fiscal year to date unless approved by *the council*,
  - ii. made any capital expenditure greater than \$15,000.00 that was not included in the initial annual budget,
  - iii. exceeded the original budget cost for a capital purchase by more than 25%, or
  - iv. made any contract or operational purchase over \$35,000.00 without employing a formal tendering process, seeking at least 3 bids from qualified bidders, and documenting the reasons for the choice of contract awarded.
- l. **CEO expenses:** The *CEO* must provide the *CEO* expense report and credit card statements.

### 3.5.3 INSTITUTE FINANCES – COUNCIL REVIEWS

#### **Annual financial plan**

- 1) At the first meeting each fiscal year, the *CEO* must provide *whole council* with a financial plan for the fiscal year that discloses planning assumptions, budgets for all foreseeable expenditures, establishes a spending program that does not exceed revenues, and separates capital and operational items.

#### **Items for *CEO* reports for council meetings**

- 2) The *CEO* must provide a report about the following items for each council meeting at which an accounting financial review has not been prepared:
  - a. **Financial Plan Reporting** – The *CEO* must provide
    - i. a statement of Budget versus Actual,
    - ii. a statement of Profit and Loss (an income statement),
    - iii. bank reconciliations, and
    - iv. cheques that are stale-dated, lack vendor names, or are otherwise out of the ordinary.

- b. **Spending** – The *CEO* must provide information to show that the *CEO* has not
  - i. expended more funds than have been received in the fiscal year to date unless approved by *the council*,
  - ii. made any capital expenditure greater than \$15,000.00 that was not included in the initial annual budget,
  - iii. exceeded the original budget cost for a capital purchase by more than 25%, or
  - iv. made any contract or operational purchase over \$35,000.00 without employing a formal tendering process, seeking at least 3 bids from qualified bidders, and documenting the reasons for the choice of contract awarded.
- c. **CEO expenses** – Two qualified signatories must complete a quarterly review of the *CEO* expense report and credit card statements.

### 3.6 RESTRICTIONS ON SUBDELEGATION BY THE CEO

- 1) The CEO must not subdelegate the power and duty under the *Agrology Profession Act*, section 24 or section 34, or *Agrology Profession Regulation*, section 30.
- 2) With the exception of the power and duty under the *Agrology Profession Act*, section 24 and section 34, and *Agrology Profession Regulation*, section 30, the CEO may further delegate the remaining powers and duties and conditions on delegation set out in these Bylaws and impose further conditions on the use of delegated authority, to exercise delegated powers, fulfill delegated duties, and comply with the conditions on delegation in these Bylaws.

### 3.7 REVOCATION OF DELEGATION TO THE 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 *the council*.

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## PART 4: CONDUCTING THE INSTITUTE'S AFFAIRS

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### **Statutory Authority for this Bylaw**

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

### **Statutory References**

*Agrology Profession Act*, sections 1(1), 9, 10, 11, 18, 24-26, 28, 29, 32, 34, 35, 36, 44, 45, 104(1)(a) and (e)

*Agrology Profession Regulation*, section 1(d), 5, 6, 8, 14, 15, 18, 24-28

## 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 REGISTRATION AND COMPETENCE COMMITTEES

### **Registration Committee established**

- 1) The Registration Committee is established.

### **Registration Committee acts as Competence Committee**

- 2) The Registration Committee is directed to carry out the powers and duties of the Competence Committee.

### **Registration Committee composition**

- 3) Each fiscal year, the Registrar must recommend to *whole council* at least 5 *eligible regulated members*, including *eligible regulated members* employed by the Institute, who represent a cross-section of agrology practices, each of whom
  - a. is willing and able to participate in the Registration Committee;
  - b. has at least 10 years' experience as an *eligible regulated member*;
  - c. possesses an appropriate combination of knowledge, skill, judgment, and expertise;
  - d. has demonstrated compliance with *Practice Standard* requirements,
  - e. has current, complete professional development records; and
  - f. in the opinion of the Registrar, is competent to fulfill the legislated powers and duties of both the Registration Committee and the Competence Committee.

- 4) From the Registrar's recommendations, *the council* must appoint at least 5 *eligible regulated members* proportionally representative of the Professional Agrologists and Registered Technologists in Agrology among the *eligible regulated members* of the Institute.

#### **Registration Committee member term of office**

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

#### **Registration Committee chair**

- 8) The Registrar must annually appoint a Registration Committee member to act as chair.

#### **Frequency of Registration Committee meetings**

- 9) The Registration Committee will endeavour to meet at least 4 times a year or as required to carry out the Registration Committee's powers and duties.
- 10) The Registration Committee chair must provide at least 1 week's written notice of each meeting.

#### **Registration Committee meeting quorum**

- 11) Registration Committee meeting quorum is 3 Registration Committee members, at least 2 of whom are not Institute employees.
- 12) 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.

#### **Registration Committee decision-making**

- 13) 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.

#### **Registration Committee honoraria**

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

### **Registration Committee expenses**

- 15) The council Chair may approve the reimbursement of a Registration Committee member's reasonable expenses incurred in the performance of Registration Committee duties.
- 16) Reimbursement will be provided at government rates, when supported by receipts, for travel, meals, accommodations, and communications.
- 17) Registration Committee members must submit expense claims with receipts as soon as practicable after the expenses arise.

### **Registration Committee powers and duties**

- 18) In addition to any further power or duty given to it by the *Agrology Profession Act or Regulation*, the Registration Committee must oversee and verify the competence of regulated members by
  - a. reviewing an application for registration or for a practice permit provided to it by the Registrar and making a recommendation to the Registrar for a decision;
  - b. assessing an applicant's or regulated member's qualifications to practice within a *practice area*;
  - c. assessing a regulated member's activities related to that member's Continuing Competence Program;
  - d. conducting *practice reviews* to assess regulated members' compliance with
    - i. the Institute's Continuing Competence Program requirements,
    - ii. the Institute's *Practice Standards*,
    - iii. the Institute's Code of Ethics, and
    - iv. the *Agrology Profession Act* and *Agrology Profession Regulation*;
  - e. making recommendations to regulated members in relation to
    - i. practice improvements,
    - ii. professional development plans, and
    - iii. courses, examinations, or other training; and
  - f. identifying and overseeing the development of a Continuing Competence Program to facilitate a regulated member's compliance with the Continuing Competence Program and *Practice Standards*;



- g. making recommendations about the Continuing Competence Program, including rules, requirements, and the assessment of continuing competence; and
  - h. making recommendations about registration procedures and programs of study and education courses for the purposes of registration requirements.
- 19) Under section 36(4) of the *Agrology Profession Act*, if the registrar is satisfied that a regulated member has not complied with conditions imposed under section 34(2) within the time specified, the registrar may refer the matter to the Registration Committee which, on being satisfied that the conditions have not been complied with, may direct the registrar to cancel the member's registration and practice permit.

## 4.3 STATUTORY ADOPTIONS

### **Statutory Authority for this Bylaw**

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

### **Statutory References**

*Agrology Profession Act*, sections 1(1), 3(1)(c) and (d), 19(1), 106

### 4.3.1 PROCEDURES FOR ESTABLISHING PRACTICE STANDARDS

#### **Categories**

- 1) A *Practice Standard* may be either general or detailed, as follows:
  - a. A general *Practice Standard* is broadly defined, with measurable assessment criteria for professional conduct, to apply to all *practice areas*; and
  - b. A detailed *Practice Standard* applies to the *practice area* for which the *Practice Standard* is proposed, and includes a descriptive list of knowledge, experience, skills, and capabilities required for qualification to practice in that *practice area*.

#### ***Practice Area approval***

- 2) *The council* may approve *practice areas* for which *Practice Standards* may be developed.

#### ***Practice Standard development***

- 3) The Registration Committee or *CEO* may propose a new *Practice Standard* for a recognized *practice area*.
- 4) Proposed *Practice Standards* accepted for development must be developed according to the following procedures.

### **Practice Area Expert Committee**

- 5) To develop a *Practice Standard*, the *CEO* and the Registration Committee chair must appoint a Practice Area Expert Committee (PAEC),
  - a. to subsist until *the council* has held a final vote about the proposed *Practice Standard*,
  - b. consisting of at least 4 people who have extensive and appropriate experience in the area of practice for which the *Practice Standard* is proposed, who may include employees from agricultural or environmental industries or Government of Alberta departments concerned with agriculture, the environment, or other areas pertinent to agrology or the proposed *Practice Standard*.
- 6) Under the supervision of the *CEO* and the Registration Committee chair, the PAEC must
  - a. define the way in which qualifications to practice are to be assessed within the proposed *Practice Standard*,
  - b. identify and define the knowledge, experience, skills, and professional performance requirements within the proposed *Practice Standard*, and
  - c. draft the proposed *Practice Standard*.

### **Senior Review Committee**

- 7) The *CEO* and the Registration Committee chair must establish a Senior Review Committee of at least 3 *eligible regulated members* with extensive and appropriate experience in the *practice area* for which a *Practice Standard* is proposed.
- 8) Under the supervision of the *CEO* and the Registration Committee chair, the Senior Review Committee must review and comment on the proposed *Practice Standard* produced by the PAEC.
- 9) The PAEC
  - a. must consider the comments made by the Senior Review Committee, and
  - b. may revise the *Practice Standard* to reflect comments consistent with the objective of identifying regulated member qualifications for practice within the *practice area*.

### **60-day regulated member review**

- 10) The *CEO* must provide the revised proposed *Practice Standard* to all regulated members for 60 *clear days* for review and comment.
- 11) The PAEC
  - a. must consider the comments made by regulated members, and
  - b. may revise the *Practice Standard* to reflect comments consistent with the objective of identifying regulated member qualifications for practice within the *practice area*.

### **30-day regulated member review**

- 12) The *CEO* must provide the revised proposed *Practice Standard* to all regulated members for 30 *clear days* for review and comment.
- 13) The PAEC
  - a. must consider the comments made by regulated members, and
  - b. may revise the *Practice Standard* to reflect comments consistent with the objective of identifying regulated member qualifications for practice within the *practice area*.

### **15-day Registration Committee review**

- 14) The *CEO* must provide the revised proposed *Practice Standard* to the Registration Committee for 15 *clear days* for review and comment.
  - a. The PAEC must consider the comments made by regulated members, and
  - b. may revise the *Practice Standard* to reflect comments consistent with the objective of identifying regulated member qualifications for practice within the *practice area*.

### **Legal counsel review**

- 15) The *CEO* must provide the revised proposed *Practice Standard* to legal counsel for review and comment.
- 16) The PAEC may revise the proposed *Practice Standard* to reflect comments made by legal counsel.

### **Ministerial review (statutory)**

- 17) In accordance with the *Agrology Profession Act*, section 106, the *CEO* must solicit a final review and comments about the proposed *Practice Standard* from the Minister.
- 18) The PAEC
  - a. must consider the comments made by the Minister and

- b. may revise the *Practice Standard* to reflect comments consistent with the objective of identifying regulated member qualifications for practice within the *practice area*.

#### **Adopting *Practice Standards***

- 19) To adopt a *Practice Standard* 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 *Practice Standard*, and
    - ii. evidence of compliance with the procedures in these Bylaws in general accordance with **Appendix D – Adopting a *Practice Standard***.
  - b. If the procedures set out in these Bylaws have been complied with, the council may adopt a *Practice Standard* by a motion passed by 75% of *the council*.

#### **Publishing *Practice Standards***

- 20) As soon as practicable, the *CEO* must ensure that adopted *Practice Standards* are posted on the Institute website in a manner that is readily available to
  - a. the public and
  - b. regulated members.

### 4.3.2 PROCEDURES FOR AMENDING PRACTICE STANDARDS

- 1) *Practice Standards* must be evaluated every 5 years after adoption, or more frequently if the Registration Committee determines that an evaluation is necessary.
- 2) Amendments to *Practice Standards* must accord with the following procedures.

#### **Practice Area Expert Committee**

- 3) To amend a *Practice Standard*, the *CEO* and the Registration Committee Chair must appoint a Practice Area Expert Committee (PAEC),
  - a. to subsist until the council has held a final vote about the proposed amendments to the *Practice Standard*,
  - b. consisting of at least 4 people, who may include those appointed to the original PAEC and those with experience using the *Practice Standard*.

- 4) Under the supervision of the *CEO* and the Registration Committee chair, the PAEC must
  - a. hold at least two meetings,
  - b. obtain and review evidence to inform amendments from those members of the Registration Committee who have been most active in reviewing applications for registration in relation to the *Practice Standard*, and
  - c. draft a proposed amended *Practice Standard*, having regard to the evidence obtained.

### **30-day regulated member review**

- 5) The *CEO* must provide the proposed amended *Practice Standard* to all regulated members for 30 *clear days* for review and comment.
- 6) The PAEC
  - a. must consider the comments made by regulated members, and
  - b. may further amend the *Practice Standard* to reflect comments consistent with the objective of identifying regulated member qualifications for practice within the *practice area*.

### **Legal counsel review**

- 7) After the PAEC has considered the comments made by regulated members and the Registration Committee, the *CEO* must provide the proposed amended *Practice Standard* to legal counsel for review and comment.
- 8) The PAEC
  - a. must consider the comments made by legal counsel, and
  - b. may further amend the *Practice Standard* to reflect comments consistent with the objective of identifying regulated member qualifications for practice within the *practice area*.

### **Ministerial review**

- 9) After the PAEC has considered the comments made by legal counsel, the *CEO* must provide the proposed amended *Practice Standard* to the Minister for review and comment.
- 10) The PAEC
  - a. must consider the comments made by the Minister and
  - b. may further amend the *Practice Standard* to reflect comments consistent with the objective of identifying regulated member qualifications for practice within the *practice area*.

### **Adopting a proposed amended *Practice Standard***

- 11) To adopt a proposed amended *Practice Standard*, 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 amended *Practice Standard*, and
    - ii. evidence of compliance with bylaw procedures for amending practice standards.
  - b. If the procedures set out in these Bylaws have been complied with, the council may adopt a proposed amended *Practice Standard* by a motion passed by a majority of *the council*.

### **Publishing *Practice Standards***

- 12) As soon as practicable, the *CEO* must ensure that adopted *Practice Standards* are posted on the Institute website in a manner that is readily available to
  - a. the public and
  - b. regulated members.

## 4.3.3 CODE OF ETHICS

### **Code of Ethics Committee**

- 1) Every 5 years, or more frequently if necessary, *the council* must appoint a Code of Ethics Committee,
  - a. to subsist until *the council* has held a final vote about the Code of Ethics,
  - b. consisting of at least 4 *eligible regulated members* who have been *eligible regulated members* for at least 10 years and have extensive and appropriate experience pertaining to the ethical practice of agrology.
- 2) The *CEO* must retain an expert in professional regulatory ethics to advise the Code of Ethics Committee.
- 3) With the guidance of the expert in professional ethics, the Code of Ethics Committee must document proposed amendments to the Code of Ethics, and the rationale for each amendment.

### **Legal counsel review**

- 4) The *CEO* must provide the revised proposed Code of Ethics amendments for review and comment to legal counsel who is experienced in matters of professional ethics.
- 5) 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.

### **Statutory review**

- 6) In accordance with the *Agrology Profession Act*, section 106, the *CEO* must propose the adoption of the Code of Ethics to, and solicit a final review and comments from,
  - a. all regulated members for 30 *clear days*, and
  - b. the Minister.
- 7) With the guidance of the expert in professional ethics, the Code of Ethics Committee
  - a. must 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.

### **Adopting a Code of Ethics**

- 8) 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, 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 adopt a Code of Ethics by a motion passed by 75% of *the council*.

### **Publishing a Code of Ethics**

- 9) As soon as practicable, the *CEO* must ensure that an adopted Code of Ethics is posted on the Institute website in a manner that is readily available to

- a. the public and
- b. regulated members.

## 4.4 ENACTING STATUTORY RULES

### **Statutory Authority for this Bylaw**

*Agrology Profession Act*, section 104(1)

*Agrology Profession Regulation*, sections 15, 18

*Interpretation Act*, section 1(1)(c)

### **Statutory References**

*Agrology Profession Act*, section 1(1)

### 4.4.1 IN-TRAINING PROGRAM RULES

#### **Recommending In-training Program rules**

- 1) The *CEO* may recommend to the council rules about the agrologist-in-training program or the agrology technologist-in-training program, including rules governing
  - a. the competencies to be acquired,
  - b. the structure, duration, organization, and delivery of the training programs, and
  - c. evaluation mechanisms, processes and requirements for successful completion of the training programs.

#### **Enacting In-training Program rules**

- 2) The council may provide the recommended rules to legal counsel for review and comment.
- 3) If the procedures set out in these Bylaws have been complied with, the council may enact in-training program rules.

### 4.4.2 CONTINUING COMPETENCE PROGRAM RULES

#### **Recommending Continuing Competence Program rules**

- 4) The Registration Committee may recommend to the *CEO* rules about the Continuing Competence Program, including rules governing
  - a. the number of continuing competence program credits that must be obtained in a membership year,
  - b. the program credits that may be earned for each continuing competence activity,



- c. the type and category of continuing competence activities that a regulated member must undertake in a membership year,
- d. the number of continuing competence activities within a specific category for which a regulated member may earn credits, and
- e. additional continuing competence activities for which program credits may be earned.

#### **Regulated member review**

- 5) If the rules introduce substantive change, 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.
- 6) The Registration Committee
  - a. must 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 agrology.

#### **Legal counsel review**

- 7) The *CEO* may provide the revised recommended rules for governing the Continuing Competence Program to legal counsel for review and comment.
- 8) The Registration Committee
  - a. must consider the comments made by legal counsel 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 agrology.

#### **Statutory review**

- 9) If the rules introduce substantive change, 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.
- 10) The Registration Committee
  - a. must 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 agrology.

### **Enacting Continuing Competence Program rules**

- 11) To enact 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.
- 12) If the procedures set out in these Bylaws have been complied with, *the council* may enact recommended rules governing the Continuing Competence Program.

### **Publishing Continuing Competence Program rules**

- 13) As soon as practicable, the *CEO* must
  - a. post Continuing Competence Program rules on the Institute website in a manner that is readily available to the public, the regulated members, and the Minister, and
  - b. on request, provide copies of the Continuing Competence Program rules to the public, the Minister, or any other person.

### **Evaluation Continuing Competence Program rules**

- 14) The rules governing the Continuing Competence Program must be evaluated every 5 years, or more frequently if the Registration Committee determines that an evaluation is necessary.

## 4.5 STATUTORY PUBLICATION OF INFORMATION

- 1) In accordance with 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) In accordance with 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.

## 4.6 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*

### 4.6.1 REGISTRAR DECIDES

- 1) Under the *Agrology Profession Act*, section 24, the Registrar must consider and make a decision about all complete applications for registration as a regulated member.

### 4.6.2 REGISTRATION FEES

- 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) *The council* may establish fees, with the guidance of a cost-benefit analysis provided by the *CEO*, to ensure the Institute has sufficient funds to fulfill regulatory requirements.
- 4) Before implementing a fee increase, the *CEO* must provide 60 *clear days'* notice of a fee increase to all regulated members.

### 4.6.3 REGISTRATION REINSTATEMENT

- 1) An individual previously registered with the Institute who has not registered for less than 2 years for reasons other than disciplinary proceedings under the *Agrology Profession Act*, Part 4, may be reinstated as follows:
  - a. the individual must provide a written request to the Registrar,
  - b. the request may be approved or denied,
  - c. if the request is approved, the individual must
    - i. successfully complete all requirements prescribed by the Registrar, Registration Committee, or Registration Committee, and

- ii. pay the current year's fees, all past unpaid fees, and all late payment and administrative fees.
- 2) An individual previously registered with the Institute who has not registered for more than 2 years for reasons other than disciplinary proceedings under the *Agrology Profession Act*, Part 4, must submit a new application to the Institute, which will be reviewed according to current Institute entrance standards and *Practice Standards*.

## 4.7 PRACTICE PERMITS

### **Statutory Authority**

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

### **Statutory References**

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

#### 4.7.1 REGISTRAR DECIDES

- 1) Under the *Agrology Profession Act*, section 34, the Registrar must consider and make a decision about all applications for a practice permit.

#### 4.7.2 PRACTICE PERMIT RENEWAL AND USE

- 1) A regulated member must submit a completed practice permit renewal application on or before December 31 of the year before the year for which a renewed practice permit is sought, or the regulated member's practice permit will be suspended.
- 2) 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.
- 3) A practice permit remains the property of the Institute and must be returned to the Registrar promptly upon the Registrar's demand or when an individual ceases to be a regulated member.

#### 4.7.3 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,

- a. the Registrar may submit the request to the Registration Committee to assess the regulated member's qualifications to practice within a requested practice area,
  - b. the regulated member's practice permit may be amended based upon the recommendations of the Registration Committee,
  - c. if the request is approved, the regulated member must
    - i. successfully complete all requirements prescribed by the Registrar, Registration Committee, or Registration Committee, and
    - ii. pay the current year's fees, all past unpaid fees, and all late payment and administrative fees.
- 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 ELECTRONIC STAMPS

### 4.8.1 ELECTRONIC STAMP ISSUANCE AND USE

- 1) The Registrar may issue the Institute's electronic stamp, upon written practice permit renewal, to
  - a. Professional Agrologists,
  - b. Registered Technologists in Agrology, and
  - c. visiting members.
- 3) An individual is prohibited from using an Institute electronic stamp if
  - d. the individual has resigned as a regulated member, either temporarily or permanently, or
  - e. the individual's practice permit has been suspended or cancelled.

- 4) The Institute’s electronic stamp remains the property of the Institute and must be removed from the member’s profile and returned to the Registrar promptly, upon the Registrar’s demand, or when an individual ceases to be a regulated member.

#### 4.8.2 ELECTRONIC STAMP DESIGN

- 1) An Institute electronic stamp must show the words “Alberta Institute of Agrologists” and the name and registration number of the Registered Professional Agrologist or the Registered Technologist in Agrology to whom the electronic stamp is issued.

## 4.9 REGISTERS

### **Statutory Authority**

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

### **Statutory References**

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

*Agrology Profession Regulation*, sections 3-10

#### 4.9.1 INSPECTION OF THE MEMBERSHIP REGISTERS

- 2) 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.
- 3) 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*.

#### 4.9.2 NON-REGULATED MEMBERS REGISTER

- 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. *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.

### **Applications for non-regulated member registration**

- 3) The Registrar

- a. must consider each application for registration as a non-regulated member, and
- b. may accept as a non-regulated member an applicant who fulfills the requirements of these Bylaws and sections 11 and 12 of the *Agrology Profession Regulation*.

#### **Registration fees for non-regulated members**

- 4) A non-regulated member must pay registration fees on or before December 31 of the year before the year for which registration is sought.
- 5) The Institute must issue fee invoices at least 60 *clear days* before the fees are due.
- 6) *The council* may establish fees, with the guidance of a cost-benefit analysis provided by the *CEO*, to ensure the Institute has sufficient funds to fulfill regulatory requirements.
- 7) Before implementing a fee increase, the *CEO* must provide 60 *clear days'* notice of a fee increase to all non-regulated members.

#### **Information in non-regulated member register**

- 8) 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.

## 4.10 PAYMENT OF FEES AND COSTS

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

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## PART 5: APPENDICES

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### APPENDIX A - COUNCIL CANDIDATE QUALIFICATIONS

Nominations must be submitted by email, fax, mail, or direct delivery to the *Council Candidate Selection Committee* **on or before October 1** of the year before the year in which one or more council seats will become available, and include:

- the candidate's name, phone numbers, and mailing and email addresses;
- the candidate's *practice area(s)*, accompanied by the Institute's online self-assessment for each *practice area* that has detailed *Practice Standards*;
- a completed "*Council Candidate Qualifications and Declaration Form*";
- a biography (maximum 250 words), and
- a high-quality photograph.

#### ***Council Candidate Qualifications and Declaration Form***

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##### **Personal Qualities**

- There have been no conduct complaints against me, either professionally or personally.
- I do not have a criminal record.
- I am computer-literate, with regular access to phone, email, internet, and online meeting platforms such as Zoom and Teams.

##### **Time Commitment**

- I will commit the time necessary to fulfill Council duties, including, at minimum,
  - attending four regularly-scheduled 2-day business meetings that will entail travel to and from Edmonton or teleconference or online meetings, and hours of preparation to become familiar with agenda items, supporting documents, and how to make decisions;
  - working evenings or weekends on Council business to become fully informed about all issues and meet all deadlines; and
  - serving on committees or participating in training or strategic planning sessions.

##### **Background reading**

- I have read and understand the ***Agrology Profession Act*** and ***Regulation***.



- I have read and understand the ***AIA Council Bylaws***.
- I have read and understand Risks and Trends in Self-Regulation (R.Dixon, RASAC, 2019).
- I have completed and understand the *AIA Council Candidate Training Session*.

### **Governance Assurances**

- I recognize that
  - governing a self-regulating profession in the public interest is more about law than agrology,
  - the AIA Council is a Professional Regulatory Organization with a unique set of legislative rules and responsibilities, and
  - even if I have board experience, AIA Council regulatory governance is unique given the Act, Regulations, and Bylaws that are the sole source of authority for all Council action.
- I understand that
  - the Council speaks with one voice,
  - “speaking with one voice” means acting only through properly-passed decisions, and
  - each Council member must honour all decisions, once made.
- I agree and understand that
  - all Council decisions are made to “protect and serve the public interest” (section 3 of the *Agrology Profession Act*),
  - the regulated members are not part of the public, and
  - regulated members’ interests must not influence Council decisions.
- I am aware that I could be asked to adjudicate about a whether a regulated member should have a practice permit or be disciplined for misconduct. If so, I am prepared to
  - objectively apply the law to serve and protect the public interest, not the regulated member’s interests,
  - draw connections between the facts and the law, and
  - explain the decision and decision-making process in written reasons.
- I will

- undergo regular training to learn about the laws and legal principles that bind the Council;
  - routinely practice making administrative decisions on objective legal criteria, not on personal preferences; and
  - consciously shift my perspective from being a regulated member to being a regulator of members by setting aside preconceptions about what the Council should do, including preconceptions that the Council should benefit the membership.
- I understand that
- It is an honour and a privilege to serve on the AIA Council, and I must act with honesty, integrity, and sincere consideration of facts, law, and policy in all deliberations.

**Strengths**

I am an excellent candidate for the AIA Council for the following reasons:

If elected, I will do the following:

**Declaration**

I have read and understand the Council Candidate Nomination Requirements and the *Council Candidate Qualifications*.

I am willing to run for a Council seat.

I will commit the time and work a Council seat demands.

I understand 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.

Signature \_\_\_\_\_

Date \_\_\_\_\_

APPENDIX B - MEETING AGENDA, MINUTES, AND MOTIONS

**Agenda**

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<b>Date</b>	March 5, 2021
<b>Time</b>	8:30 a.m. – 4:30 p.m.
<b>Meeting Number</b>	Meeting 1
<b>Location</b>	Video Conference Call with Zoom
<b>Supporting Documents</b>	Sharepoint
<b>In attendance</b>	List

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- 1 Call to Order            8:30 a.m.**
  
- 2 Quorum**
  
- 3 Conflicts**
  
- 4 Adopt Agenda**
  
- 5 Adopt Previous Minutes**
  
- 7 Council Education**
  
- 8 Decision Items**

## Minutes

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<b>Date</b>	March 5, 2021
<b>Time</b>	8:30 a.m. – 4:30 p.m.
<b>Meeting Number</b>	Meeting 1
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<b>In attendance</b>	List

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### **1 Call to Order            8:30 a.m.**

Meeting called to order at 8:30 a.m.

### **2 Quorum**

Established.

### **3 Conflicts**

None declared

### **4 Adopt Agenda**

Agenda adopted by unanimous consent.

### **5 Adopt Previous Minutes**

Previous minutes adopted as amended.

### **8 Decision Items**

See Forms of Motion below and in the Statutory Adoption or Enactment Protocols.

## **Forms of Motion**

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### **Recorded Vote**

BB dissents for the following reason:

### ***In Camera* Item – Employment Matters**

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

Result:

**Motion:** AA moved that the council move out of camera.

Result:

**Decision:** Confidential decision taken.

## APPENDIX C – COUNCIL COMMITTEE TERMS OF REFERENCE

### Introduction

Committees help regulatory boards do their work. [The Government of Alberta Public Agency Secretariat](#) advises that boards establish committees that strengthen the “systems in place to ensure that key governing responsibilities are executed in a consistent, diligent and timely manner.”

In keeping with good governance practices, the Secretariat recommends developing a Committee Charter to inaugurate a committee and guide its work in a direction relevant to the board’s regulatory oversight duties.

Consistent with the Secretariat’s advice and the AIA Council’s commitment to transparency, accountability, and resource stewardship, the AIA **Bylaws** require Terms of Reference for each committee that link the scope of the committee’s work to the Council’s regulatory purposes:

### 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.

These are the Terms of Reference for the **AIA Council** \_\_\_ **Committee**.

### Committee Name

### Type (Standing or Ad Hoc)

### Goals

To assist the Council in ensuring that the \_\_\_ align with the Council’s and Institute’s mandate in the **Agrology Profession Act** and **Regulation**, support the Council’s response to risks and trends in self-regulation, and implement principles of excellent regulatory governance.

### Document scope

### *In scope – Deliverables*

The Committee will...

### *Out of scope*

The Committee will not...

**Work scope**

The Committee will...

**Timelines****Resources**

AIA office

**Budget**

Legal advice

**Membership*****Number of members******How chosen******Choosing a Chair******Current members*****Meeting arrangements*****Frequency***

At least every two months starting July 9, 2020, or more frequently as determined by the Committee.

***Location***

Online or in person.

***Quorum***

Three; if the Chair is present, he or she counts in quorum.

***Procedures***

Meeting procedures will be taken from the Bylaws.

***Agendas***

An agenda will be circulated at least one week before each meeting.

***Minutes***

*Minutes will be circulated* no later than one week after each meeting.

**Communication between meetings**

Freely, by email or phone calls.

**Information storage**

Information will be stored in the Bylaw Committee folder on Sharepoint.

**Attendance**

A Committee member who, without reasonable forewarning or by reason of emergency, is either absent from two consecutive regular meetings or misses two consecutive deadlines will be deemed to have resigned from the Committee effective as of the date of the second missed meeting or deadline.

The Committee will seek a replacement from the Council but may continue to operate if quorum can be met.

**Review of these Terms of Reference**

These Terms of Reference will be reviewed at the same time as the Strategic Plan.



## APPENDIX D – ADOPTING A PRACTICE STANDARD

### Background

To adopt standards of practice for the agrology profession (*Practice Standards* in these Bylaws), section 106 of the *Agrology Profession Act* directs

- **the Institute** to provide a copy of proposed *Practice Standards* to the regulated members and the Minister, and
- **the council** to review and consider comments made by the members and Minister and adopt *Practice Standards* in accordance with the procedures in these Bylaws.

Therefore, the Council needs to see

1. evidence of compliance with the procedures in the Bylaws, and
2. the comments made on statutory by members and the Minister, and the PAEC's response to them.

The following Checklist covers the necessary information.

If the Checklist is completed, the Council can use the Pre-Written Agenda Item and Motion that follows.

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# Checklist for Compliance with Act and Bylaws

## *Practice Standard Title*

<b>1. Standard of practice Identified</b>		
<b>Bylaw requirement:</b> Standard of practice proposed.	<b>Provide evidence of:</b> Origins of the proposal.	<b>Evidence:</b> Practice Standard proposed for Practice Area.

<b>2. Practice Area Expert Committee (PAEC) Work</b>		
<b>Bylaw requirement:</b> <i>CEO</i> and Registration Committee Chair appoint at least 4 people who have extensive and appropriate experience in the area of practice for which the <i>Practice Standard</i> is proposed, who may include employees from agricultural or environmental industries or Government of Alberta departments concerned with agriculture, the environment, or other areas pertinent to agrology or the proposed <i>Practice Standard</i> .	<b>Provide evidence of:</b> Member names, affiliation, and qualifications.	<b>Evidence:</b> List names, affiliations, and qualifications.

<p><b>Bylaw requirement:</b></p> <p>The <i>CEO</i> and the Registration Committee Chair oversee the PAEC to draft the proposed <i>Practice Standard</i>.</p> <p>Subsequent drafts go to the Senior Review Committee, the members, the Registration Committee, legal counsel, and finally the Minister. The <i>Practice Standard</i> may not be adopted until these steps have occurred, including receipt of the Minister’s comments.</p>	<p><b>Provide evidence of:</b></p> <p><b><i>Senior Review Committee</i></b></p> <p><b><i>60-day member review</i></b></p> <p><b><i>30-day member review</i></b></p> <p><b><i>15-day Registration Committee review</i></b></p> <p><b><i>Legal review</i></b></p> <p><b><i>Ministerial review (statutory)</i></b></p>	<p><b>Evidence:</b></p> <p><b><i>Senior Review Committee</i></b></p> <ul style="list-style-type: none"> <li>• Date review completed:</li> </ul> <p><b><i>60-day member review</i></b></p> <ul style="list-style-type: none"> <li>• Initiated DATE</li> <li>• Completed DATE</li> </ul> <p><b><i>30-day member review</i></b></p> <ul style="list-style-type: none"> <li>• Initiated DATE</li> <li>• Completed DATE</li> </ul> <p><b><i>15-day Registration Committee review</i></b></p> <ul style="list-style-type: none"> <li>• Initiated DATE</li> <li>• Completed DATE</li> </ul> <p><b><i>Legal review</i></b></p> <ul style="list-style-type: none"> <li>• Initiated DATE</li> <li>• Completed DATE</li> </ul> <p><b><i>Ministerial review (statutory)</i></b></p> <ul style="list-style-type: none"> <li>• Initiated DATE</li> <li>• Completed DATE</li> <li>• Minister response DATE</li> </ul>
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# Pre-written Agenda Item and Motion for Adopting Practice Standards

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<b>Item</b>	<b>Statutory Adoption: <i>Practice Standard Title</i></b>	<b><i>Practice Standard Package:</i></b>
		<ol style="list-style-type: none"><li>1. Checklist</li><li>2. Senior member comments</li><li>3. Registered member comments</li><li>4. Registration Committee Comments</li><li>5. Legal counsel comments</li><li>6. Minister comments</li><li>7. <i>Practice Standard</i></li></ol>

## Motion for Minutes

AB moves that the Council adopt the *Practice Standard* “Name” because it was developed in accordance with the procedures set out in the AIA Bylaws and *Agrology Profession Act*, and the Council has reviewed and considered the comments received in reviews in accordance with the *Agrology Profession Act*, section 106.

**Carried by 75% of the Council OR Adopted by unanimous consent.**