

**CONSTITUTIONAL BYLAW**

**OF THE**

**NORTHERN ALBERTA**

**INSTITUTE OF TECHNOLOGY**

**ACADEMIC STAFF ASSOCIATION**

**With Amendments to**

**May 2023**

## TABLE OF CONTENTS

<b>ARTICLE</b>	<b>HEADING</b>	<b>PAGE</b>
1	NAME OF THE ASSOCIATION	1
2	MISSION STATEMENT OF THE ASSOCIATION	1
3	MEMBERSHIP, FEES, DICIPLINE AND EXPULSION	2
4	MEETINGS, SPECIAL MEETINGS AND QUORUM	3
5	EXECUTIVE	4
6	MEETINGS OF THE EXECUTIVE	10
7	APPOINTMENTS, ELECTIONS AND TERM OF OFFICE	11
8	FINANCIAL MATTERS	13
9	DISSOLUTION AND DISPOSITION OF ASSETS	14
10	AMENDMENT OF CONSTITUTIONAL BYLAW	15
11	ARBITRATION	16

## **ARTICLE 1 NAME OF THE ASSOCIATION**

- 1.01 The name of the academic staff association established for the Northern Alberta Institute of Technology (NAIT), pursuant to the *Post-Secondary Learning Act*, is "The Northern Alberta Institute of Technology Academic Staff Association" (NASA and the Association).
- 1.02 The Executive of the Association is defined as all voting and non-voting members as set out in Article 5.13.
- 1.03 The Table Officers of the Executive are defined as the President, Communications Vice-President, Membership Engagement Vice-President, and Finance Vice- President.

## **ARTICLE 2 MISSION STATEMENT OF THE ASSOCIATION**

- 2.01 The mission of the Association is to serve its membership through contract negotiations and advocacy, while fostering academic identity through open communication, professional and personal development, and mutual respect.
- 2.02 To enable it to fulfil its mission, the Association will:
- (a) adhere to its bylaws;
  - (b) professionally manage its affairs;
  - (c) enter into negotiations for the purpose of concluding a collective agreement;
  - (d) attempt to resolve employment-related disputes with NAIT's Board of Governors or their designates, including (where appropriate) informally, through grievances, mediation and arbitration and, when the Association deems necessary, strike or other workplace action;
  - (e) advocate on behalf of its members;
  - (f) manage its resources;
  - (g) communicate with members;
  - (h) facilitate membership engagement;
  - (i) foster internal and external interactive communication; and
  - (j) establish and maintain a defence fund.

## **ARTICLE 3 MEMBERSHIP FEES, DISCIPLINE AND EXPULSION**

3.01 Membership is restricted to academic staff members who, as a category or individually, have been designated by the Board of Governors, Post-Secondary Learning Act, or the Alberta Labour Relations Board, as applicable.

3.02 Notwithstanding the above, Casual (contract) and Temporary (sessional) members will automatically continue their membership for a period of twelve (12) months from the start of their most recent Casual (contract) or Temporary (sessional) appointment unless the member notifies the Faculty Association by e-mail that they do not want to continue their membership beyond the term of their contract.

A between-contracts membership permits Casual (contract) and Temporary (sessional) academic staff to participate in the governance of NASA, including but not limited to:

- a) Ratifying of a collective agreement
- b) Voting in NASA elections
- c) Standing for election to NASA Executive
- d) Participating on NASA committees
- e) Attending NASA membership meetings or socials
- f) Receiving NASA communications
- g) Responding to NASA surveys
- h) Participating in strike/lockout activities

3.03 Membership fees are determined by majority vote at the Annual General Meeting and are calculated as a percentage of the members' gross salary. Members receiving long term disability benefits are not required to pay membership fees while in receipt of benefits. Between-contract members (as per 3.02) are not required to pay membership fees.

3.04 The Executive may, by majority vote:

- (a) Expel a member for failing to pay any periodic dues, assessments and initiation fees that the Association uniformly requires to be paid by all members as a condition of acquiring or retaining membership in the Association.
- (b) Discipline or expel a member for a reason other than that set out in Article 3.04 (a) and in accordance with a Policy Bylaw, provided that Policy Bylaw complies with the provisions of the *Labour Relations Code* that govern the expulsion and discipline of trade union members.

3.05 The Executive may, by majority vote, remove a member who has been elected or appointed to Executive positions or Committees pursuant to this Constitutional Bylaw or a Policy Bylaw if that member has died or otherwise become medically incapacitated such that they can no longer fulfil their obligations. This removal is non-disciplinary.

## **ARTICLE 4 MEETINGS, SPECIAL MEETINGS AND QUORUM**

- 4.01 The Annual General Meeting shall normally be in May. The Executive shall provide the members at least fourteen (14) working days' written notice of the Annual General Meeting. Notice of any meeting required under Article 4 shall be sent through email, and posted on the NASA website. No minor errors or omissions shall invalidate the notice.
- 4.02 The Executive may call a Special Meeting on five (5) working days' written notice to the members. The Executive may also be required to call a Special Meeting within twenty-one (21) working days on receipt of a petition that is signed by at least ten percent of the members and that complies with the following requirements:
- (a) Written notice of a petition for a Special Meeting shall contain a detailed explanation of the purpose for the Special Meeting and shall contain any motions to be made at the meeting. Business at a Special Meeting shall be limited to the matters specified in the written notice or petition and not otherwise.
  - (b) The signed petition and the detailed explanation must be hand delivered to the NASA office during normal business hours.
  - (c) The Finance Vice-President shall rule on the completeness and accuracy of the petition. If the Finance Vice-President declares a conflict of interest the responsibility shall fall to the Communications Vice-President.
  - (d) If the Finance Vice-President rules that the petition is complete and accurate and the Executive refuses to call a Special Meeting, then any member who signed the petition may call a Special Meeting on seven (7) working days' written notice to the members.
  - (e) Motions made at the Special Meeting must be limited to those stated in the explanation of the purpose of the meeting. No other motions shall be made at the meeting with the exception of nomination of a parliamentarian.
- 4.03 The Executive may call a Job Action Meeting on two (2) calendar days' notice to the members only in the case of possible job action, sent through email and posted on the NASA website. No minor errors or omissions shall invalidate the notice.
- (a) No quorum is required for a Job Action meeting.
  - (b) No motions can be proposed or debated at a Job Action Meeting, as the meeting is for information and discussion only.
- 4.04 A quorum for any meeting held under this Article (excluding 4.03), shall be ten percent of the membership, as reasonably determined by the Finance Vice-President. If there is no quorum within ten minutes of the time scheduled for the meeting, the meeting shall adjourn and reconvene as soon as reasonably possible. The membership shall receive seven (7) working days' written notice of the reconvened meeting. However, many members attend the reconvened meeting shall constitute a quorum. However, a Special Meeting for which the members petitioned and for which there is no quorum shall not be reconvened. It shall be cancelled.

- 4.05 Motions are approved by majority vote except motions to make, amend or repeal provisions of the Policy Bylaws, which require a two-thirds majority as per Article 10.01 g), and must be sent out electronically. Notice thereof must be presented to the President and be in the hands of the Executive Officer responsible for the preparation of the agenda not less than twenty-one (21) working days prior to the meeting at which the motion will be discussed. Voting shall be by show of hands unless an electronic vote is required. An electronic vote will be sent out no later than three (3) working days following a Special Meeting. The Chairperson of a meeting shall not vote unless their vote is required to break a tie.
- 4.06 The conduct of meetings of the members shall be governed by the most current edition of Robert's Rules of Order and monitored by an appointed parliamentarian if deemed necessary.

## **ARTICLE 5 EXECUTIVE**

- 5.01 Executive roles shall be filled by members of NASA, including Casual staff and Temporary staff who have a between-contracts membership as per Article 3.02. If a member on the Executive ceases to be a NASA member in good standing, their position shall be vacated.
- 5.02 The business and affairs of the Association shall be managed by the Executive.
- 5.03 The Executive shall periodically review all legislation relating to the Association and make recommendations for Constitutional Bylaw amendments.
- 5.04 The Executive shall, by Policy Bylaw, establish the following standing committees composed of members in good standing:
- (a) Finance Committee
  - (b) Bargaining Committee
  - (c) Communications Committee
  - (d) Membership Engagement Committee
- 5.05 The Executive may, by Policy Bylaws, establish such other standing committees as are deemed necessary for the effective operation of the Association and which of NAIT's program units shall belong to each of the Schools.
- 5.06 Policy Bylaws established pursuant to Articles 5.04 and 5.05 shall contain at least the following articles:
- (a) composition, method of selection and terms of office;
  - (b) duties and responsibilities; and

(c) operational procedures.

- 5.07 The Executive may establish ad-hoc committees, and appoint representatives to joint committees of the Association, administration and Board of Governors as deemed necessary for the effective operation of the Association.
- 5.08 The Executive shall communicate to the membership issues and activities related to the Association.
- 5.09 Those items that require ratification by the membership shall be forwarded to them by the Executive.
- 5.10 The Executive shall provide direction and assistance to NASA committees.
- 5.11 The Executive shall facilitate communication and cooperate with members of other institutions and Associations.
- 5.12 The Executive shall maintain the NASA Business Plan, developing short and long-term plans for the Association.
- 5.13 The voting members of the Executive are the following; and no member shall hold more than one position as a voting member of the Executive:
- (i) President;
  - (ii) Communications Vice-President;
  - (iii) Membership Engagement Vice-President;
  - (iv) Finance Vice-President; and
  - (v) Fourteen (14) Area Representatives: Distribution of Member Representatives shall be outlined in Policy Bylaws Appendix A.

The non-voting members of the Executive are the following:

- (i) two Board of Governors Representatives;
  - (ii) Academic Council Representative;
  - (iii) Past President;
  - (iv) Labour Relations Director; and
  - (v) Executive Officer.
- 5.14 If an elected position on the Executive is vacant for any reason, the Executive may fill the vacancy by appointment or by-election, except in the case of the President in which case the vacancy shall be filled by the Communications Vice-President as set out in Article

5.15 (a). If the President-Elect or Vice-President Elect are unable to, or choose not to assume office, the Executive shall call a by-election to fill the position. The by-election shall be held within one month of the vacancy.

## 5.15 **The President**

The President shall:

- (a) preside over all meetings of the Executive and carry out their resolutions;
- (b) communicate with and make recommendations to the Executive. Exercise authority and perform duties as required;
- (c) liaise with the Table Officers;
- (d) manage the Association operations;
- (e) report on the activities of the Association to the Executive;
- (f) supervise Association Staff and administer employment contracts in collaboration with the Table Officers;
- (g) preside over all meetings of the membership and execute approved resolutions;
- (h) respond to breaches of the Constitutional Bylaw and Policy Bylaws;
- (i) perform responsibilities as required by the Collective Agreement;
- (j) chair the Bargaining Committee;
- (k) sit as a non-voting ex-officio member of all standing and ad hoc committees except where appointed as a voting member by the Executive;
- (l) solicit and evaluate applications and make recommendations to the Executive for the selection of legal counsel;
- (m) attend meetings of Academic Council;
- (n) submit a written report on the performance of their duties for each regular publication of the Association Newsletter and in the Annual General Meeting package;
- (o) communicate Association issues with the President of NAIT and the NASA Board of Governors representatives; and
- (p) advise the Communications Vice-President, in writing, before the end of their term of office, as to whether they wish to serve as Past President for the next two years. Failure to so advise the Communications Vice-President will be deemed to mean that the President has chosen not to serve as Past President.



## 5.16 **The Communications Vice-President**

The Communications Vice-President shall:

- (a) exercise the powers, and perform the duties, of the President, in their absence;
- (b) attend meetings of the Executive;
- (c) chair the Communications Committee;
- (d) ensure that notice of all meetings is served;
- (e) secure and make available the seal of the Association and ensure the minutes of all meetings are kept, approved, and posted on the NASA website. Minutes shall also be made available for inspection by the members on reasonable notice;
- (f) ensure that when the Executive approves a motion to make, amend, or repeal a Policy Bylaw, then that bylaw is published in the next edition of the Association Newsletter and the Association website;
- (g) ensure accuracy and timeliness of circulation of Special Meeting minutes when required;
- (h) submit a written report on the performance of their duties for each regular publication of the Association Newsletter and in the Annual General Meeting package; and
- (i) exercise such other authorities and perform such other duties as assigned by the Executive or the President.

## 5.17 **The Finance Vice-President**

The Finance Vice-President shall:

- (a) attend meetings of the Executive;
- (b) chair the Finance Committee; and the Defence Fund Trustee Sub-Committee.
- (c) ensure current and accurate books of accounts and financial records which shall be available to the Executive at all times;
- (d) present a full financial report and budget for the upcoming year at the Annual General Meeting;
- (e) recommend an auditor to the Annual General Meeting. Negotiate and administer the audit agreement between the Association and auditor;
- (f) with the assistance of the Executive Officer, make the books of accounts, financial records, and audited financial statements available to the members on reasonable notice;

- (g) ensure that a copy of the audited financial statements is posted to the Association website;
- (h) direct the maintenance and management of the financial records and assets of the Association;
- (i) oversee the budget for the Association office;
- (j) authorize Executive travel, vacation leave, and professional development expenditures;
- (k) submit a written report on the performance of their duties for each regular publication of the Association Newsletter and the Annual General Meeting package; and
- (l) exercise such other authorities and perform such other duties as assigned by the Executive or the President.

#### **5.18 The Membership Engagement Vice-President**

The Membership Engagement Vice-President shall:

- (a) attend meetings of the Executive;
- (b) chair the Membership Engagement Committee;
- (c) represent the Association on the ACIFA Professional Affairs Committee;
- (d) submit a written report on the performance of their duties for each regular publication of the Association Newsletter and the Annual General Meeting package; and
- (e) exercise such other authorities and perform such other duties as assigned by the Executive or the President.

#### **5.19 The Area Representatives to Executive**

The Area Representatives shall:

- (a) advocate on behalf of their membership by reporting issues and concerns in a timely manner to the Executive, President and/or Labour Relations Director;
- (b) with the assistance of the NASA Office, help inform members of their rights and responsibilities, and the decisions and issues raised at Executive;
- (c) alert the Labour Relations Director and/or President to potential or actual violations in the application or interpretation of the Collective Agreement;
- (d) represent the members by attending meetings of the Executive;
- (e) establish a two-way communication with their represented membership;

- (f) when appropriate, select up to three (3) Associates within their Area to ensure the two-way communication is maintained. Selection will be with the assistance of the Table Officers and sanctioned by the Executive;
- (g) inform the Executive of health and safety issues for possible referral to the Joint Occupational Health & Safety (OH&S) Committee;
- (h) serve on standing, ad-hoc and joint committees; and
- (i) exercise such other authorities and perform such other duties as assigned by the Executive or the President.

#### **5.20 The Board of Governors (BOG) Representatives to Executive**

The BOG Representatives have the right to attend meetings of the Executive upon their appointment as BOG Representatives by the Minister, shall retain that right until the expiry of their appointment, and shall:

- (a) attend meetings of the Executive;
- (b) attend meetings of the BOG and report at the next meeting of the Executive;
- (c) communicate the Association's perspectives to the BOG Chair and/or the President of NAIT regarding issues, mandates and policies presented to the Board of Governors;
- (d) submit a written report on the performance of their duties for each regular publication of the Association Newsletter and the Annual General Meeting package.
- (e) The BOG Representatives may not negotiate the terms and conditions of service of members of the Association with the BOG, on behalf of the Association.

#### **5.21 The Academic Council Representative to Executive**

Each year, NASA members on Academic Council shall select a representative from amongst themselves to serve as a non-voting officer of the Executive and this representative shall:

- (a) attend meetings of the Executive;
- (b) attend meetings of the Academic Council and report at the next meeting of the Executive;
- (c) submit a written report on the business arising from Academic Council for each regular publication of the Association Newsletter and the Annual General Meeting package; and
- (d) exercise such other powers and perform such other duties as assigned by the Executive or President.

## 5.22 **The Past President**

The Past President shall:

- (a) attend the meetings of the Executive; and
- (b) exercise such other authorities and perform such other duties as assigned by the Executive or President.

## 5.23 **Table Officers**

The Table Officers of the Association (as defined in 1.03) shall:

- (a) attend meetings of the Table Officers;
- (b) assist the President with negotiating employment contracts and the annual performance reviews of Association staff; and
- (c) exercise such other authorities and perform such other duties as assigned by the Executive or President.

## 5.24 **Indemnification of Officers**

Every Officer shall be indemnified out of the funds of the Association from all costs, charges and expenses sustained in any action or suit in the execution of their office except as occasioned by their own willful neglect or default.

# **ARTICLE 6 MEETINGS OF THE EXECUTIVE**

- 6.01 The Executive shall meet as often as necessary, and a quorum shall be a majority of the voting officers excluding vacant positions.
- 6.02 The Executive shall, by Policy Bylaw, stipulate notice of and attendance requirement at meetings. The conduct of Executive meetings shall be governed by the most current edition of Robert's Rules of Order.
- 6.03 Executive meetings are open to the members, who may attend with voice but no vote. Only officers and such other persons as approved by the Executive may attend a meeting declared closed by resolution of the Executive.

#### 6.04 Policy Bylaw Amendment by Executive

- (a) Bylaws to make, amend or repeal Policy Bylaws must receive three readings, and no more than two readings may take place at any one meeting unless the Executive officers present vote unanimously to permit third reading. Otherwise, the Executive shall receive seven days' notice of third reading.
- (b) Bylaws to make, amend or repeal Policy Bylaws unapproved within one year of first reading are rescinded.
- (c) After second reading the Executive may at its discretion publish the same in the next Association Newsletter prior to third reading.
- (d) A bylaw to make, amend or repeal a Policy Bylaw once approved shall be published in the next edition of the Association Newsletter.

### **ARTICLE 7 APPOINTMENTS, ELECTIONS AND TERM OF OFFICE**

- 7.01
  - (a) The two BOG Representatives are nominated by secret ballot and thereafter appointed to the Board of Governors by ministerial order.
  - (b) The Academic Council Representatives are elected by secret ballot and appointed to the Executive as described in Article 5.20.
  - (c) Past President serves on Executive by virtue their position.
- 7.02 Any member elected to a NASA position shall be elected by secret ballot as determined by the Election Procedures Policy Bylaw.
- 7.03 The terms of office shall be as follows:
  - (a) The President and Finance Vice-President shall be elected for two-year terms commencing August 15 in the odd-numbered years;
  - (b) The Communications Vice-President and the Membership Engagement Vice-President shall be elected for two-year terms commencing August 15 in even-numbered years;
  - (c) No member shall hold the position of President, Finance Vice-President, Communications Vice-President, Membership Engagement Vice-President or Area Representative for more than three consecutive terms;
  - (d) Area Representatives shall be elected for two-year terms commencing August 15. In Areas where there are two (2) representatives, one (1) representative from each Area shall be elected in even-numbered years and one (1) representative from each Area shall be elected in odd-numbered years. In Areas where there are four (4) representatives, two (2) representatives from each Area shall be elected in even-numbered years and two (2) representatives from each Area shall be elected in odd-numbered years. Nominations will not be accepted where a standing Area representative is already from the same program.

- (e) The members of Academic Council shall be:
  - (i) The President;
  - (ii) Three members elected for two-year terms commencing August 15 in the even-numbered years; and
  - (iii) Three members shall be elected for two-year terms commencing August 15 in the odd-numbered years.
- (f) Nominees for Association Representatives to the Board of Governors shall be elected for three-year terms.

#### **7.04 Voting for President and Vice-Presidents Positions**

- (a) In the case of a single candidate for President or a Vice-President-position the candidate is elected by acclamation. In the case of two candidates the winner shall be decided by majority vote.
- (b) Where there are more than two candidates and no candidate receives fifty percent plus one of the votes, all candidates except the top two are excluded and voters are asked to revote one (1) working day later (within the same week). The candidate receiving the majority of votes in the second round is then declared elected as per Election Procedure ADMIN.001 1.7.
- (c) In the event of a tie between the final two candidates, the candidate with the highest number of ballots in the first round shall be declared elected.

#### **7.05 Voting for Area Representatives**

One Area Representative shall be elected from each Area by majority vote. A candidate may only represent the Area to which he or she belongs, and members may only vote for representatives from their own Area. In the event of a tie the Returning Officer shall draw lots to decide the winner.

#### **7.06 Voting for BOG Representative Nominee**

BOG Representative nominees shall be elected by majority vote. In the event of a tie the Returning Officer shall conduct a random draw to decide the winner. A member may not stand as a BOG Representative nominee if there is a serving BOG Representative from the same School.

#### **7.07 Voting for Academic Council Representatives**

Members of Academic Council shall be elected by majority vote. In the event of a tie the Returning Officer shall draw lots to decide the winner.

## ARTICLE 8 FINANCIAL MATTERS

- 8.01 All cheques and other financial instruments to be executed on behalf of the Association shall, in the normal course of business, be executed by the President and Finance Vice-President. Alternatively, cheques and other financial instruments may be executed by any two of the President, Finance Vice President, Communications Vice-President, or Membership Engagement Vice-President.
- 8.02 The Association may borrow money, acquire and dispose of real and personal property except that the purchase of real property must be approved by two thirds of the members at the Annual General Meeting, or a Special Meeting called for that purpose. The Association shall, as a Corporation, have all the powers of a natural person.
- 8.03 The Executive may incur indebtedness in the name of the Association, and the giving of security in respect thereof, provided that the loans are to be repaid within one year from the date of the loan except for debts related to job action.
- 8.04 Debts of the Association that will be repaid more than one year from the date of the loan, and the giving of security in respect thereof; may not be applied for until a motion outlining the details of the loan and the giving of security is approved by two-thirds of the members in attendance at a Meeting of the members except for debts related to job action. The written notice of the Meeting of the members shall provide a detailed explanation of the loan.
- 8.05 Expenditures cannot exceed the total budgeted amount as approved at the Annual General Meeting unless an additional sum of money to cover the expenditures in excess of the budgeted amount is approved at a Special Meeting.
- 8.06 The financial year shall be from July 1 of one year to June 30 of the next year.
- 8.07 At the Annual General Meeting, when the auditor term is up, the members shall appoint the auditor for the Association for a multi-year term.
- 8.08 The funds held by the Association shall be invested only in the following types of securities:
- (a) Deposits insured by the Canada Deposit Insurance Corporation;
  - (b) Deposits fully guaranteed by the federal government; or
  - (c) Deposits fully guaranteed by the provincial government.
- 8.09 No committee or its members shall spend Association monies, enter into contractual agreements, or incur debts in the name of the Association without the prior approval of the Executive.
- 8.10 The Executive shall, by Policy Bylaw, establish regulations, procedures, and controls with respect to the management of the Association's finances and the Defence fund. Such

Policy Bylaw shall be developed in accordance with recommendations from the Finance Committee.

Approval of the Financial Policy Bylaw shall be in accordance with the procedures outlined in Article 6.04 “Policy Bylaw Amendment by Executive” except that third and final reading shall be by majority vote of the membership.

## **ARTICLE 9 DISSOLUTION AND DISPOSITION OF ASSETS**

- 9.01 If the Association is dissolved, wound up or otherwise ceases to exist, all of the assets owned by the Association shall be disposed of in the following manner:
- (a) If the members become members of a successor bargaining unit or organization upon the dissolution, winding up or cessation of existence of the Association, all of the assets owned by the Association shall be transferred to that bargaining unit or organization, as the case may be.
  - (b) If the members do not become members of a bargaining unit or organization upon the dissolution, winding up or cessation of existence of the Association, all of the assets owned by the Association shall be liquidated and distributed as follows:
    - (i) A trustee shall be appointed by the Executive to carry out the liquidation and distribution of the assets.
    - (ii) Each member as at the date of the Annual General Meeting prior to the date of the dissolution, winding up or cessation of existence of the Association shall be entitled to a pro-rata share of the value of the assets owned by the Association.
    - (iii) The Trustee must comply with the terms and conditions of any contracts entered into by the Association, including, without limiting the generality of the foregoing, the maturity dates of any of the investment contracts of the Association.
    - (iv) If a member dies prior to the distribution of funds by the Trustee, then any amount payable to that member shall be paid to their estate.
    - (v) If the Trustee is unable to locate a member and is unable to determine whether the member has died, then the Trustee shall place that member’s share of a distribution of funds in an interest-bearing savings account in trust for that member. Upon the final distribution of funds, if the Trustee is still unable to locate the member or determine whether he has died, then the balance in the savings account shall be donated to the United Way of the Alberta Capital Region, or its successor, or, if that charity has not been named, then the balance in the savings account shall be donated to a charity of the Trustee’s choice.



## **ARTICLE 10 AMENDMENT OF CONSTITUTIONAL BYLAW**

10.01 This Constitutional Bylaw may only be amended or repealed as follows:

- (a) The Constitutional Bylaw may be amended or repealed at the Annual General Meeting or at an Amendment Meeting called for that purpose.
- (b) In the case of a proposed amendment or motion to repeal to be presented at the Annual General Meeting, a petition (described more fully below) or resolution of Executive must be presented to the President and be in the hands of the Executive Officer responsible for the preparation of the Annual General Meeting agenda not less than twenty-one (21) calendar days prior to the Annual General Meeting.
- (c) In the case of a proposed amendment or motion to repeal to be presented at an Amendment Meeting at least twenty members must sign a petition setting out the terms of the proposed amendment and submit it to the President. Alternatively, the Executive may submit an amending resolution to the President. The President shall call an Amendment Meeting with at least fourteen (14) calendar days' written notice to the members. Business to be conducted at an Amendment Meeting shall be restricted to the proposed amendment and not otherwise.
- (d) If the President fails to call an Amendment Meeting within twenty-one (21) calendar days of receipt of a petition or resolution, then any member who signed the petition or in the case of an Executive resolution any voting officer of the Executive may call an Amendment Meeting with at least fourteen (14) calendar days written notice to the members.
- (e) Notices required under this Article shall be sent through the NAIT email system and shall not be invalidated for minor errors or omissions.
- (f) There shall be no quorum for an Amendment Meeting.
- (g) Voting on a proposed amendment or motion to repeal shall be by electronic vote, provided the following conditions are met:
  - (i) The proposed amendment shall be emailed to the members along with the Annual General Meeting or Amendment Meeting notice and shall include a brief summation of the issues.
  - (ii) Written input from members shall be collected until two (2) business days prior to the Annual General Meeting or Amendment Meeting.
  - (iii) The written input and a summary of the discussion at the Annual General Meeting or Amendment meeting shall be circulated within two (2) business days of the meeting.
  - (iv) Two (2) business days following the circulation of the summary a secured electronic ballot shall be emailed to eligible members.
  - (v) Voting shall run for two (2) business days.
  - (vi) Twenty-five percent of the eligible members must vote for it to be considered valid.

- (vii) Approval of amendments shall be by two-thirds vote of those members voting.
- (viii) The results of any amendment put to the membership for a vote will be circulated via email and posted on the Association's website.

## **ARTICLE 11 ARBITRATION**

11.01 If a dispute arises as to the interpretation or application of the Constitutional Bylaw the dispute shall be referred to arbitration under the *Arbitration Act*, Province of Alberta.