



The Pharmacy Technician Society of Alberta

Bylaws – Draft

**PHARMACY TECHNICIAN SOCIETY OF ALBERTA
BYLAWS
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**PHARMACY TECHNICIAN SOCIETY OF ALBERTA
BYLAWS**

I - INTERPRETATION

1.01 The Society

The name of the Society is the Pharmacy Technician Society of Alberta or PTSA or P.T.S.A.

1.02 Legislation

Reference is made to The Societies Act, and words and expressions used in these Bylaws have the same meaning as when used in that Act.

1.03 Definitions

In these Bylaws, the following words have these meanings:

- a) "Act" means The Societies Act;
- b) "Society" means the Pharmacy Technician Society of Alberta;
- c) "Audit" means a financial review of the Society's accounts that is acceptable to Corporate Registry under the Act but that may not necessarily meet the standards of an audit according to generally acceptable accounting practices;
- d) "Auditor" means the individual or individuals engaged by the Society to conduct the annual audit of the Society;
- e) "Board" means the Board of Directors of the Society;
- f) "Bylaws" means the Bylaws of the Society;
- g) "Director" means any Member serving on the Board of Directors of the Society;
- h) "Ex officio" means 'by virtue of office held' and in the case of the administrator, if any, also means non-voting;
- i) "Member" means a registered member of the Society;
- j) "Member in Good Standing" means any Member who has paid all dues, levies, and other assessments owing within a period of time established by the Board and is not otherwise suspended.
- k) "Membership Record" means the list of Members in all categories;

- l) "Notice" means the minimum advice period required for an Annual General, General, or Special meeting of the Society, being twenty-one (21) days or for the Board, being five (5) days.
- m) "Officers" means the President, Vice President, Secretary, and Treasurer of the Board;
- n) "Pharmacy Technician" means an individual who, under the supervision of a licensed pharmacist, performs technical duties associated with the provision of pharmacy services;
- o) "PTSA" means the Pharmacy Technician Society of Alberta;
- p) "Quorum" means the minimum number of Members in Good Standing who must be present to conduct the business of the Society at a meeting of Members, that being 5% of Full Members, and for the Board, a majority of Directors.
- q) "Resolution" means a motion passed by a majority of votes cast by the Full Members or the Board.
- r) "Special Resolution" means a motion passed by three-quarters (3/4 or 75 per cent) of members present and voting.

1.04 Policies

The Board may make, amend, or repeal policies relating to the management and operation of the Society as it deems expedient, provided they are not contrary to the Act or the Bylaws. Where the Act and these Bylaws are silent, Society policies apply.

1.05 Headings

Headings are for convenience only. They do not affect the interpretation of these Bylaws.

II – MEMBERS

2.01 Classes and Conditions of Membership

There shall be the following classes and conditions of membership. Classes and conditions of membership shall be set out in Board policy and amended from time to time. The Board may introduce other categories of membership and their admission criteria.

- a) "Full Member" means any Pharmacy Technician who has satisfied the requirements for admission. A Full Member must reside in Alberta and pay the dues established by the Board. A Full Member in good standing is entitled to one (1) vote on all matters at Member meetings and to seek election to the Board.
- b) "Associate Member" means:

- i. any Pharmacy Technician who is not a resident of Alberta; or
- ii. any industry representative of pharmacy

that has satisfied the requirements for admission and paid the dues established by the Board. An Associate Member is not entitled to vote at Member meetings or to seek election to the Board.

- c) "Student Member" means a student in a formal training program that has satisfied the requirements for admission and has paid the dues established by the Board. A Student Member is not entitled to vote at Member meetings or to seek election to the Board.
- d) "Pharmacy Assistant Member" means an individual working in a support capacity in a pharmacy who is not a Full or Associate member but who has satisfied the requirements for admission and has paid the dues established by the Board. A Pharmacy Assistant Member is not entitled to vote at Member meetings or to seek election to the Board.

In addition to the rights, duties, and responsibilities a Member has under the Act and Bylaws, a Member in any category is entitled to serve on committees and to receive benefits and services applicable to the membership category as determined by the Board.

2.02 Membership Records

Each Membership Record shall contain the personal and employer contact information as well as the name of the school from which the pharmacy technician education was completed and such other matters as determined by the Board. Every Member shall immediately notify the Society of any change to the contact information.

2.03 Membership Application Procedure

All applications for membership in the Society shall be submitted in the form prescribed by the Board and the Board shall decide all applications. Notwithstanding that, the Board may designate a Membership Committee or an individual to review all membership applications, make further inquiries as appropriate, and recommend to the Board whether applicants should be admitted as Members. A decision to refuse admission to an applicant for Membership shall be communicated in writing to the applicant.

2.04 Obligations of Members

All Members shall support the objects of the Society and avoid actions that could be judged to be harmful to the Society. All Members shall comply with the Bylaws, policies, and code of ethics of the Society and pay the dues and fees assessed by the Board. Liability for debts owing to the Society by a Member remains even after membership is cancelled, no matter the cause of the cancellation.

2.05 Fees and Dues

On being admitted to the Society, Members shall pay fees applicable to their class of membership as determined by the Board. The Board may levy other fees or dues on Members for such purposes and in such amounts as it determines.

2.06 Resignation, Cancellation, and Readmission of Members

The membership interest of a Member is not transferable and automatically terminates on death, expiry, resignation, revocation, or otherwise in accordance with the Bylaws.

- a) Resignation: Members in Good Standing may resign from the Society by providing written notice and resignation is effective when accepted by the Board. If a Member has not paid the annual membership fees within three (3) months of the date the fees are due, the Member is deemed to have resigned.
- b) Cancellation: The Board may cancel the membership of any Member if the Member has not met the obligations in 2.04 or 2.05. The Board may designate a period of time after which the party whose membership was cancelled may reapply for Membership.
 - i) If, in the opinion of the Board, the member has displayed conduct that is detrimental to the profession or the Society, that Member will be given notice of the meeting at which cancellation will be addressed, and that Member has an opportunity to make a representation at that meeting.
 - ii) The Board shall deliver written notice of a cancellation to the Member or former Member, and that decision will be final and binding. No Member or former Member shall commence any legal proceedings to set aside or vary a decision of the Board in respect of these matters.
- c) Readmission: A former Member may apply for readmission by submitting a request in the form prescribed by the Board. An individual whose membership was cancelled for non-payment of dues or fees may not normally apply for readmission until all dues or fees payable are paid in full and any other conditions imposed are fulfilled to the satisfaction of the Board. The Board may levy a special fee and impose other conditions that must be fulfilled before membership is re-established. The Board shall deliver written notice of its decision to the former Member and that decision will be final and binding.

2.07 Affiliations

Membership in the Society does not preclude a Member from belonging to any other organization that advances pharmacy-related professions and occupations.

III – MEETINGS OF MEMBERS

3.01 Types of Meetings

There shall be Annual General, General, and Special Meetings of Members.

a) Annual General Meeting

The Annual General Meeting shall be held at any time or place in Alberta as the Board determines, but normally within ninety (90) days of the fiscal year end.

At the Annual General Meeting the Board and President shall report to Members and place before them for their adoption audited financial statements of the Society for the last completed financial year, a recommendation for auditor, a slate of nominees for election to the Board of Directors, and any other business as may properly be brought before the Meeting.

b) General Meeting

A General Meeting of Members may be convened by the Board at any time with proper notice stating the business to be brought before the Meeting.

c) Special Meeting

A Special Meeting of Members may be convened by the Board to transact the business specified by the Board. The Board shall convene a Special Meeting if a petition in writing signed by twenty (20) Full Members in good standing stating the purpose of the meeting is issued, and such meeting shall be held within sixty (60) days of receiving the petition.

3.02 Notice

Notice of every Annual General, General, or Special Meeting shall be given to each Member and notice of every Board of Directors Meeting shall be given to each Director in accordance with these bylaws. All notices shall contain the time, place within Alberta, and proposed business of the Meeting, including the text of any special resolution or Bylaw to be considered. All notices shall be delivered in accordance with the Bylaws.

3.03 Quorum

A quorum for the transaction of business at any Annual General, General, or Special Meeting or Board of Directors Meeting shall be in accordance with these bylaws.

3.04 Voting

All resolutions at an Annual General, General, or Special Meeting of Members may be passed by simple majority of the votes cast, unless otherwise required in the Bylaws. If no face-to-face meeting is held for a General or Special Meeting, the votes received by the Secretary by mail or electronic transmission twenty-four (24) hours in advance of the Meeting are eligible to be counted.

At a face-to-face Meeting of Members, every question shall be decided by a show of hands unless a poll is demanded by a majority of members. No Member shall be entitled to vote by proxy on any matter.

IV - BOARD OF DIRECTORS

4.01 Powers

The Board of Directors governs the affairs of the Society and supervises, controls, and directs all its activities. The Board actively pursues the mission and goals of the Society and may adopt policies for the conduct of its business, including:

- a) making contracts, exercising powers, and carrying out actions it is authorized by its objects to do;
- b) acquiring and disposing of securities, property, and other assets;
- c) regulating admission of members, requirements of membership, and termination of membership;
- d) governing and regulating the operations, management, and control of the Society and all its activities;
- e) appointing committees as required and as will benefit the Society;
- f) interpreting the intent of any Bylaw, regulation, policy, resolution, or report in connection with the Society and determining any dispute in that regard.

Without limiting its general responsibility, the Board may delegate certain powers and duties to an administrator.

4.02 Composition and Size

The number of Directors shall be no fewer than seven (7) and no more than thirteen (13) as determined by the Board from year to year. The Immediate Past President, if willing to serve, is an automatic position and is counted within the range. The Board may appoint as Directors individuals, who represent specific, strategic constituencies and such appointments, if made, shall be reviewed annually. The Board, at its discretion, may also appoint a public member to the Board and if so appointed, this public member is counted within the range. Public members on the Board are not eligible to serve as Officers.

4.03 Eligibility

In order to be an elected Director on the Board, a person shall be a Full Member in good standing.

4.04 Terms of Office

Directors may be elected to two (2) or one (1) year terms in a combination most advantageous to the Society as determined by the Board from year to year. Directors take office immediately following the Annual General Meeting at which they are elected. Normally a Director will not serve more than six (6) consecutive years without taking at least one (1) year off. A Director who does not complete a full term may not run for any Board position for four (4) years without Board approval.

4.05 Nominations

- a) Nominating Committee: A Past President shall normally Chair the Nominating Committee and the Board may appoint two (2) other Members in Good Standing to the Nominating Committee. The Nominating Committee shall oversee the nominations process by soliciting or making nominations of Full Members in Good Standing to be elected to the Board of Directors. The Nominating Committee may consider factors such as geographic location or size of pharmacy or any other factor deemed to be important to the Society. The Nominating Committee may also make recommendations to the Board regarding the appointment of Officers.
- b) Nominations: The Nominating Committee shall make a call for nominations at least sixty (60) days before the Annual General Meeting. In addition to the nominees identified by the Nominating Committee, individuals may nominate themselves or others in the form prescribed by the Nominating Committee. All nominations shall be filed with the Nominating Committee at least thirty (30) days before the Annual General Meeting.

4.06 Elections

All duly nominated candidates shall be included on the slate for election of Directors at the Annual General Meeting. In the event of an incomplete slate the Nominating Committee, at its discretion, may recommend election of a partial slate and direct the Board to appoint the remaining Directors within a reasonable period. In the event of a full slate, the Nominating Committee, at its discretion, may recommend that the Board be acclaimed.

In the event of more nominees than the number of positions designated by the Board as optimal in a given year, an election will be held. If an election is required at the Annual General Meeting, the Nominating Committee may appoint two (2) scrutineers who are not candidates for election to the Board. The scrutineers shall count the votes and report to the membership in accordance with procedures prescribed by the Board.

Notwithstanding the intention of holding elections at the Annual General Meeting, voting for the Board may be done by mail, electronically, or in any other manner determined by the Board provided that all members have the capacity of participating in the vote.

4.07 Removal or Resignation

- a) Resignation: A Director may resign in writing to the President and it is effective when accepted by the Board.
- b) Deemed Resignation: If a Director is absent from three (3) or more consecutive Board meetings without acceptable excuse, the Director is deemed to have resigned. The Board, at its discretion, may accept the resignation and establish the effective date.
- c) Removal: A Director may be removed from office before the expiration of the term by a special resolution of Full Members in good standing present and voting at a Special Meeting duly convened for that purpose. A Director whose membership has been cancelled shall be removed from office.

4.08 Vacancies

So long as a quorum of Directors remains in office, vacancies on the Board may be filled by the Directors if they see fit to do so. Such appointments expire at the next Annual General Meeting at which Directors for the ensuing year are elected.

4.09 Meetings of the Board

- a) Number of Meetings: The Board meets following the Annual General Meeting to name its Officers. The Board shall meet at least four (4) times per year, at such times and places and using whatever communication methods as the President designates, providing the methods are acceptable to a majority of Directors and provided that all Directors have the capability of participating.
- b) Notice: If the Board sets specific days and times in any months for regular meetings, no notice is required.
- c) Quorum: Quorum for the Board of Directors shall be in accordance with these bylaws.
- d) Voting: Each Director, including the President and Past President, has one (1) vote. Proxies are not accepted at Board meetings. In the event of a tie, the motion is lost and may not be reintroduced until the next Board meeting.
- e) Remote Voting: Directors may sign a resolution that is as valid as one addressed at a meeting. It is not necessary to give notice or to call a meeting in this case. The date on the resolution is the date the resolution is decided.
- f) Calling the Meeting: The President calls the meetings. The President shall also call a meeting if any two (2) Directors make a request in writing and state the business for the meeting.

4.10 Officers

- a) Officers: The Board shall elect from among its Directors the following Officers: President, Vice President, Secretary, and Treasurer. Except for the President,

the same person may hold more than one office. The Board shall elect its Officers on considering the recommendation, if any, of the Nominating Committee.

- b) Terms: All Officers shall serve a one (1) year term or until their successors are elected. The President may be re-elected to the same office for one (1) additional consecutive term and other Officers may be re-elected to the same office for additional terms at the discretion of the Board.

4.11 Duties of Officers

- a) President: The President presides over Meetings of the Board and Membership, implements the policies governing the Board, and is an ex officio member of all Committees except the Nominating Committee.
- b) Vice President: The Vice President normally assumes the role of the President in the President's absence, disability, or refusal to act and normally assumes the role of President upon completion of the President's term.
- c) Secretary: The Secretary ensures that minutes of meetings of Members and Directors are entered in the books and ensures notice is served to all members, Directors, and auditors, and is the custodian of the Corporate Seal if any.
- d) Treasurer: The Treasurer ensures that proper accounting records as required by the Act are kept and that appropriate financial controls and processes are in place, and may report to the Board and Members on the financial position of the Society.

4.12 Vacancies of Officers

The Board may fill vacancies of Officers from among the Board or membership to serve until immediately after the next Annual General Meeting at which Directors are elected.

4.13 Removal of Officers

The Board by resolution may remove an Officer before the expiration of the term.

4.14 Committees and Task Groups

- a) General: The Board may appoint Committees and task groups to carry out the work of the Society. All Committee and task group members serve at the pleasure of the Board and may be removed for any reason by a resolution of the Board.
- b) Terms: Terms of Committee membership are normally one (1) year, but may be renewed at the pleasure of the Board. Terms of task group members expire when the task is completed.

- c) Procedures: Subject to any regulations imposed by the Board, Committees and task groups have the power to fix their quorum at not less than a majority of their members and may fix their own rules of procedure.
- d) Meetings: Meetings of Committees and task groups may be held at any place and in any manner that suits the agenda, subject to approval by a majority of members affected. Committees and task groups shall keep a record of their meetings and shall report the results of their work to the Board in the form and frequency requested by the Board.
- e) Budget: The Board shall not strike a Committee that it cannot resource. Committees and task groups requiring financial and support resources shall submit a budget to the Board and the Board shall allocate the resources as soon as possible.

V - INDEMNIFICATION

5.01 Indemnification

- a) Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any action done as a Director or Officer for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- b) No Director or Officer is liable for the acts of any other Director, Officer, or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an action when acting as a Director or Officer of the Society, unless the act is fraud, dishonesty, or bad faith.
- c) Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor and are not liable for any loss or damage as a result of acting on that statement or report.

5.02 Insurance

The Society may purchase and maintain liability insurance for the benefit of its Directors and Officers.

VI - FINANCIAL AND CONTRACTUAL MATTERS

6.01 Fiscal and Membership Year

The fiscal and membership year of the Society shall conclude on the 30th day of June in each year.

6.02 Audit

The Society shall conduct an audit annually and ensure that at each Annual General Meeting, Full Members appoint an auditor to audit the accounts of the Society. The auditor will hold office until the next Annual General Meeting provided that Directors may fill any casual vacancy in that office. The Board will set the remuneration of the auditor.

6.03 Reserves and Funds

The Board may establish any operating, capital, reserve trust, and other funds for such purposes as the Board considers appropriate for the Society.

6.04 Cheques

Designated signing authorities of the Board may sign cheques drawn on the monies of the Society. Two signatures are required on all cheques except when Board policy states otherwise. Any authorized person may endorse and deposit collections on the Society's account for credit of the Society.

6.05 Deposit of Securities for Safekeeping

The securities of the Society shall be deposited for safekeeping with one (1) or more Canadian Chartered Banks, Trust Companies, or other financial institutions as determined by the Board. Securities so deposited may be withdrawn upon the written order to the Society signed by authorized persons and in a manner determined by the Board.

6.06 Borrowing Powers

The Society may borrow, raise, or secure money to carry out its objects. The Board will decide the amounts and ways to raise money, including giving or granting security. The Society may issue debentures to borrow by resolution of the Board.

6.07 Property

The Society may acquire and own all kinds of real or personal property and may sell, exchange, mortgage, lease, let, improve, or develop such property.

6.08 Remuneration

Directors, Officers, and volunteers may not receive remuneration for acting in that capacity on behalf of the Society. Directors, Officers, and volunteers may be reimbursed for out of pocket expenses incurred in the discharge of their duties as determined by the Board. Directors, Officers, and volunteers are not prevented from serving the Society in other capacities and receiving compensation.

6.09 Execution of Other Documents

Significant contracts, agreements, and instruments in writing, beyond those covered by Board policies for reasonable day-to-day operations of the Society, shall be

approved by the Board and signed by a Director. The Board may by resolution give a Power of Attorney to a registered dealer in securities for the purpose of transferring and dealing with any stock, bonds, or other securities of the Society.

6.10 Seal

The Directors shall determine the use of the Corporate Seal, if any.

VII - MISCELLANEOUS MATTERS

7.01 Registered Office

The registered office of the Society shall be in the Province of Alberta.

7.02 Books and Records

The Board shall ensure that all books and records of the Society required by the Act or Bylaws are regularly and properly maintained.

The following Society records may be inspected by a Member who has given reasonable notice and has arranged a satisfactory time with the person having charge of them: Objects, Bylaws, Minutes of Member Meetings, Register of Members at place of business, Register of Directors and Officers, Policies adopted by the Society, and Audited Financial Statements.

7.03 Notice

To send notice to any Member or Director for any meeting, the address is the last known physical or electronic address in the Society's register. Notice may be delivered personally, by electronic transmission, by prepaid mail, or by any other method. A notice sent by prepaid mail has been sent when deposited in the public letterbox. A notice sent by electronic transmission has been sent at the time of sending.

No error or omission in giving notice of an Annual General, General, Special, Directors, or any other meeting invalidates that meeting or makes void its proceedings, and any Member or Director may waive or abridge notice of a meeting and may ratify proceedings from that meeting.

7.04 General Procedure at Meetings

At all Annual General, General, or Special Meetings of Members, and Directors' meetings Robert's Rules of Order shall govern procedural matters not specifically addressed here.

7.05 Amendment of Bylaws

The Bylaws of the Society may be repealed or amended by resolution enacted by a majority of Directors at a meeting of the Board and sanctioned by a special resolution of the Members voting at a meeting duly convened for that purpose.

7.06 Repeal of Previous Bylaws

These Bylaws repeal and supersede any previous Bylaws of the Pharmacy Technician Society of Alberta.

7.07 Dissolution

If the Society is dissolved by the Board, any funds or assets remaining after paying all debts shall be paid to one or more not-for-profit organizations or to a municipal, provincial, and/or federal organization as determined by the Board. In no event may any Members or Directors receive any assets of the Society.