



Progressive Tory Party of Alberta Bylaws 2026

ARTICLE 1. MEMBERSHIP

1.01 Eligibility

Membership in the Party is open to any natural person who:

- (a) is ordinarily resident in Alberta;
- (b) is at least fourteen (14) years of age;
- (c) supports the principles and values of the Party;
- (d) provides the Party with such contact information as the Party requires; and
- (e) pays any applicable membership fee.

A corporation, trade union, society or other organization is not eligible for membership.

1.02 Admission to Membership

An eligible person becomes a Member when the Party determines that they meet the requirements for membership and, at the earlier of:

- (a) their name being entered on the official Party membership list; or
- (b) a Party membership card being issued in their name.

1.03 Membership Rights

Subject to the Constitution, these Bylaws and the Governance Manual, a Member may:

- (a) attend and participate in Annual General Meetings and Special Meetings of the Party;
- (b) vote at a Party meeting or other Party vote where the Member meets the applicable eligibility requirements;
- (c) stand for election to, or be eligible for appointment to, the Provincial Board or any other Party position for which the Member meets the applicable eligibility requirements;
- (d) attend, participate in, vote and stand for election in the Constituency Association in which the Member meets the applicable eligibility requirements;
- (e) exercise any other rights provided to Members by the Constitution or Governance Manual; and
- (f) inspect the books and records of the Party in accordance with these Bylaws.

1.04 Membership Obligations

Each Member must:

- (a) comply with the Constitution, these Bylaws and the Governance Manual;

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- (b) pay any applicable membership fee;
- (c) continue to support the principles and values of the Party;
- (d) provide and maintain such contact information as the Party reasonably requires; and
- (e) keep any Party membership information made available to them confidential and use it only for authorized Party purposes and in accordance with the Governance Manual.

1.05 Suspension, Termination and Revocation of Membership

A Member's membership may be suspended, terminated or revoked:

- (a) if the Member fails to renew their membership when required;
- (b) if the Member resigns by providing written notice to the Party;
- (c) if the Member contravenes the Constitution, these Bylaws or the Governance Manual; or
- (d) if the Member engages in conduct that is contrary to the interests of the Party.

Any suspension, termination or revocation of membership under paragraphs (c) or (d) must be determined and administered in accordance with the Constitution and the Governance Manual.

1.06 Effect of Suspension, Termination or Revocation

A person whose membership is suspended, terminated or revoked is not entitled to exercise the rights of a Member for so long as the suspension, termination or revocation remains in effect.

ARTICLE 2. MEMBER MEETINGS

2.01 Annual General Meeting

The Party must hold an Annual General Meeting at the time and place required by the Constitution and applicable legislation.

The business of an Annual General Meeting includes:

- (a) electing Directors as required by the Constitution and these Bylaws;
- (b) receiving and considering the financial statements and reports required by the Constitution, these Bylaws or applicable legislation; and
- (c) considering any other business properly brought before the meeting.

2.02 Special Meetings

A Special Meeting may be called by the Secretary:

- (a) upon receipt of a written request from at least one-quarter (1/4) of the Constituency Associations registered with the Chief Electoral Officer; or
- (b) upon receipt of a resolution of the Provincial Board calling for a Special Meeting.

A Special Meeting must be held within the time required by the Constitution.

2.03 Notice of Member Meetings

Notice of an Annual General Meeting or Special Meeting must be given within the notice period specified by the Constitution, the Governance Manual or applicable legislation.

If no notice period is specified, notice must be given at least seven (7) days before the meeting.

Notice must be given to each person entitled to notice under the Constitution and may be given by mail, electronic transmission, personal delivery or any other method permitted by applicable legislation.

The notice must state the date, time and place of the meeting and include any additional information required by the Constitution, the Governance Manual or applicable legislation.

2.04 Waiver of Notice

A person entitled to notice of a meeting may waive that notice in writing, before or after the meeting, to the extent permitted by applicable legislation.

2.05 Quorum

Quorum for an Annual General Meeting or Special Meeting is one hundred and fifty (150) Members or one percent (1%) of the Members, whichever is less.

No business may be conducted at a Member meeting unless quorum is present.

2.06 Voting Rights

A Member may vote at an Annual General Meeting, Special Meeting or other vote of Members if they meet the applicable eligibility requirements under the Constitution, these Bylaws and the Governance Manual.

Voting by proxy is not permitted.

2.07 Voting

Unless the Constitution, these Bylaws, the Governance Manual or applicable legislation requires a greater threshold, a motion or resolution is approved by a majority of the votes cast.

The method of voting will be determined in accordance with the Constitution, these Bylaws and the Governance Manual.

2.08 One Member, One Vote

Except where otherwise expressly provided by these Bylaws or applicable legislation, each Member entitled to vote has one vote on each matter submitted to the Members.

2.09 Powers Reserved to Members

A power expressly assigned to the Members by these Bylaws may not be delegated to the Provincial Board, Provincial Executive Committee, a Committee or any other person or body.

ARTICLE 3. DIRECTORS AND OFFICERS

3.01 Provincial Board

The affairs of the Party and the Association will be managed and controlled by the Provincial Board, subject to the Constitution, these Bylaws and applicable legislation.

The composition of the Provincial Board, the qualifications and terms of Directors, and the manner in which Directors are nominated, elected or appointed will be determined in accordance with the Constitution.

3.02 Powers and Duties of the Provincial Board

The Provincial Board has all powers necessary to manage and conduct the affairs of the Party and the Association, subject to the Constitution, these Bylaws and applicable legislation.

Without limiting the foregoing, the Provincial Board may:

- (a) exercise the powers and perform the duties assigned to it by the Constitution, these Bylaws and the Governance Manual;
- (b) manage and protect the property, finances and other resources of the Party;
- (c) employ an Executive Director and other employees as required;
- (d) establish Committees and delegate powers and duties to them;
- (e) delegate powers and duties to the Executive Director, Officers or other persons where permitted by the Constitution, these Bylaws or applicable legislation; and
- (f) take any other action reasonably necessary to conduct the affairs of the Party and advance its objects.

3.03 Appointment and Election of Directors

Directors will be elected or appointed in the manner provided by the Constitution.

The voting Directors of the Provincial Board will be elected principally by the Members at an Annual General Meeting.

A vacancy in an elected Director position may be filled by the Provincial Board in accordance with the Constitution. A Director appointed to fill an elected position will hold that position only until the next Annual General Meeting, when the position will be filled by election in accordance with the Constitution.

Every voting Director must be a Member.

3.04 Officers

The Officers of the Party will include:

- (a) the President;
- (b) the Vice-President;

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- (c) the Secretary;
- (d) the CFO; and
- (e) any additional Officers authorized by the Constitution.

Officers will be elected or appointed by the Provincial Board in accordance with the Constitution.

3.05 Powers and Duties of Directors and Officers

Every Director and Officer must:

- (a) exercise their powers and perform their duties honestly, in good faith and in the best interests of the Party;
- (b) act with integrity and avoid actual, potential or perceived conflicts of interest;
- (c) comply with these Bylaws, the Constitution and the Governance Manual; and
- (d) exercise the powers and perform the duties assigned to their position by these Bylaws, the Constitution, the Governance Manual or the Provincial Board.

The specific powers and duties of the President, Vice-President, Secretary, CFO and other Officers will be as set out in the Constitution and Governance Manual.

3.06 Removal of Directors and Officers

A Director or Officer, other than the Leader, may be removed from their Director or Officer position only by a Super Majority Vote of the Provincial Board in accordance with the Constitution.

Before a vote on removal:

- (a) notice of the proposed removal must be given within the period required by the Constitution;
- (b) the Director or Officer must be given a reasonable opportunity to be heard; and
- (c) any additional requirements established by the Constitution or Governance Manual must be followed.

Removal of a person from an Officer position does not, by itself, remove that person as a Director unless the Provincial Board also removes them from their Director position in accordance with this section.

3.07 Vacancies

A vacancy in a Director or Officer position may be filled by the Provincial Board in the manner and for the term provided by the Constitution.

3.08 Remuneration

A Director or Officer will not receive remuneration for serving as a Director or Officer.

Nothing in this section prevents:

- (a) reimbursement of reasonable expenses properly incurred on behalf of the Party; or
- (b) a Director or Officer from receiving compensation for services provided to the Party in another capacity, where the compensation has been properly authorized and complies with the Constitution, these Bylaws and the Governance Manual.

ARTICLE 4. BORROWING

4.01 Borrowing Powers

For the purpose of carrying out the objects of the Party, the Provincial Board may, by Super Majority Vote and subject to applicable legislation:

- (a) borrow or raise money, including by issuing debentures;
- (b) secure the payment or repayment of money in any manner it considers appropriate; and
- (c) grant a mortgage, charge, security interest or other security over the property or assets of the Party.

ARTICLE 5. AUDIT OF ACCOUNTS

5.01 Annual Audit

The books, accounts and financial records of the Party must be audited at least once each year by:

- (a) a duly qualified accountant; or
- (b) two Members selected for that purpose in accordance with one of the following alternatives:

Alternative 1 - Election by Members

two Members elected for that purpose at an Annual General Meeting.

Alternative 2 - Appointment by Provincial Board

two Members appointed for that purpose by the Provincial Board.

5.02 Financial Reporting

The results of the annual audit, including any audited financial statements or reports, must be prepared, provided and presented as required by the Constitution and applicable legislation.

5.03 Annual Financial Statement

An audited financial statement setting out the Party's income, expenditures, assets and liabilities must be presented to the Members at every Annual General Meeting.

ARTICLE 6. CORPORATE SEAL

6.01 Corporate Seal

The Provincial Board may adopt a corporate seal for the Association.

6.02 Custody

The Secretary will have custody of the corporate seal.

6.03 Use

The corporate seal may only be affixed to a document when authorized by the Provincial Board or by a person to whom the Provincial Board has delegated that authority.

The Secretary, or another person authorized by the Provincial Board, will affix the corporate seal to an authorized document.

ARTICLE 7. AMENDMENT OF BYLAWS

7.01 Amendment of Bylaws

These Bylaws may be made, amended or rescinded only by a special resolution of the Party in accordance with the Societies Act.

7.02 Notice

Notice of a meeting at which a special resolution to make, amend or rescind these Bylaws will be considered must:

- (a) be given at least twenty-one (21) days before the meeting, or within any longer notice period required by the Constitution or applicable legislation; and
- (b) specify the intention to propose the resolution as a special resolution and include the proposed amendment or sufficient particulars of it as required by applicable legislation.

7.03 Coming into Force

An amendment to these Bylaws takes effect when it is registered or otherwise becomes effective in accordance with the Societies Act.

ARTICLE 8. MINUTES, BOOKS AND RECORDS

8.01 Records of the Party

The Party must prepare and maintain complete and accurate books and records as required by the Constitution, these Bylaws and applicable legislation.

8.02 Minutes

Minutes must be prepared and maintained for:

- (a) Annual General Meetings and Special Meetings of the Party;

- (b) meetings of the Provincial Board;
- (c) meetings of the Provincial Executive Committee; and
- (d) any Committee meeting for which minutes are required by the Constitution or Governance Manual.

8.03 Custody of Records

The Secretary will have custody of and maintain:

- (a) the minutes of meetings of the Party, Provincial Board and Provincial Executive Committee; and
- (b) all other official books, records and documents of the Party, other than financial books and records.

The CFO will have custody of and maintain the Party's financial books and records.

8.04 Responsibility of Provincial Board

The Provincial Board is responsible for ensuring that the Party's books, records and minutes are properly prepared, maintained and preserved in accordance with the Constitution, these Bylaws and applicable legislation.

ARTICLE 9. INSPECTION OF BOOKS AND RECORDS

9.01 Right of Inspection

A Member may inspect the books and records of the Party that the Member is entitled to inspect under applicable legislation, the Constitution, these Bylaws or the Governance Manual.

9.02 Request for Inspection

A Member requesting an inspection must submit the request to the Secretary and identify the books or records they wish to inspect.

The Party may require reasonable advance notice and may make reasonable arrangements for the inspection.

9.03 Time and Place of Inspection

An inspection will take place at a reasonable time:

- (a) at the registered office or another place designated by the Party; or
- (b) by electronic means, where the Party determines that electronic inspection is appropriate.

9.04 Protection of Confidential Information

Nothing in this Article requires the Party to provide access to information that:

- (a) is confidential or privileged;
- (b) contains personal information that the Party is required or permitted to protect;

- (c) relates to a complaint, investigation, disciplinary matter, personnel matter or other confidential governance process;
- (d) could reasonably prejudice the interests of the Party or another person if disclosed; or
- (e) the Party is prohibited from disclosing by applicable legislation, the Constitution or the Governance Manual.

Where reasonably practicable, the Party may provide access to a record after redacting information that is not subject to inspection.

ARTICLE 10. GOVERNANCE AND DOCUMENT HIERARCHY

10.01 Governing Documents

The affairs of the Party will be governed in accordance with applicable legislation, these Bylaws, the Constitution and the Governance Manual.

10.02 Priority

If there is an inconsistency between the governing documents, they will prevail in the following order:

- (a) applicable legislation;
- (b) these Bylaws;
- (c) the Constitution; and
- (d) the Governance Manual.

10.03 Subordinate Documents

The Constitution and Governance Manual must not amend, override or materially restrict a right, power or obligation established by these Bylaws.

10.04 Anti-Circumvention

No provision of the Constitution or Governance Manual may be interpreted or amended in a manner that defeats or circumvents a right expressly protected by these Bylaws.

ARTICLE 11. CONSTITUENCY ASSOCIATIONS

11.01 Constituency Associations

Members may organize into Constituency Associations in accordance with the Constitution and applicable legislation.

11.02 Local Governance

Subject to these Bylaws and the Constitution, the affairs of each Constituency Association will be governed by its members.

11.03 Authority

A Constituency Association may not bind the Party to a contract, debt or other obligation unless expressly authorized by the Provincial Board.

ARTICLE 12. CANDIDATE NOMINATION

12.01 Right to Nominate

Except where otherwise provided by these Bylaws or the Constitution in exceptional circumstances, the Constituency Association for an Electoral Division has the right to nominate the Party's candidate for that Electoral Division.

12.02 Nullification

A nomination may be nullified by the Provincial Board only by a Super Majority Vote and only after the candidate and the Constituency Association have received notice of the proposed nullification, the reasons for it, and a reasonable opportunity to be heard.

12.03 Appointment in Exceptional Circumstances

The Party may appoint a candidate where the Constitution permits appointment because a nomination cannot reasonably be completed or maintained before the applicable election deadline.

ARTICLE 13. LEADER AND LEADERSHIP ACCOUNTABILITY

13.01 Election of Leader

The Leader will be elected by the Members by secret ballot. Where more than two candidates contest the Leadership Election, voting will use a preferential ballot or another preferential voting method provided by the Constitution.

13.02 Leadership Accountability

These Bylaws, the Constitution or the Governance Manual must provide Members with a process to determine whether a Leadership Election should be held.

13.03 Leadership Review

A Leadership Review may be initiated by the Provincial Board or by the Constituency Associations in the manner established by the Constitution. A majority vote in favour of holding a Leadership Election will require a Leadership Election to be called.

13.04 Interim Leader

Nothing in this Article prevents the temporary appointment of an Interim Leader where the office of Leader is vacant or the Leader is unable to act.

ARTICLE 14. GOVERNANCE MANUAL

14.01 Governance Manual

The Provincial Board must establish and maintain a Governance Manual.

14.02 Consistency

The Governance Manual must be consistent with these Bylaws and the Constitution and may not amend, override or materially restrict a right, power or obligation established by either document.

ARTICLE 15. PROVINCIAL STATUS

15.01 Party Position

The Party believes that Alberta belongs in Canada and that separating Alberta from Canada is not in the best interests of Albertans.

ARTICLE 16 - DEFINITIONS AND INTERPRETATION

16.01 Application

Unless the context requires otherwise, the following definitions and rules of interpretation apply to these Bylaws.

16.02 Definitions

“AGM” means an Annual General Meeting of the Party held in accordance with these Bylaws and the Constitution.

“Association” means the Progressive Tory Party of Alberta Political Association.

“Bylaws” means these bylaws of the Association, filed in accordance with the *Societies Act*, as amended from time to time.

“CFO” means the Director elected to the office of chief financial officer of the Party in accordance with the Constitution.

“Committee” means a Standing Committee or Special Committee established in accordance with the Constitution.

“Constitution” means the constitution of the Party, as amended from time to time.

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“Constituency Association” means a constituency association of the Party formed in accordance with the Constitution and these Bylaws and registered in accordance with applicable legislation.

“Director” means a member of the Provincial Board.

“Electoral Division” means an electoral division established under the laws of Alberta for the election of a Member of the Legislative Assembly.

“Governance Manual” means the collection of governance documents established and maintained by the Provincial Board in accordance with the Constitution and these Bylaws.

“Leader” means the leader of the Party determined in accordance with the Constitution and these Bylaws.

“Leadership Election” means a vote to elect the Leader held in accordance with the Constitution, these Bylaws and the Governance Manual.

“Leadership Review” means a vote to determine whether a Leadership Election will be called in accordance with the Constitution, these Bylaws and the Governance Manual.

“Member” means a person admitted to membership in the Party in accordance with these Bylaws and the Constitution.

“Officer” means the President, Vice-President, Secretary, CFO and any other Officer elected or appointed in accordance with the Constitution.

“Party” means the Progressive Tory Party of Alberta together with the Association.

“President” means the Director elected to the office of president in accordance with the Constitution.

“Provincial Board” means the Provincial Board of Directors of the Party established in accordance with the Constitution and these Bylaws.

“Provincial Executive Committee” means the President, Vice-President, Secretary and CFO together with any other Officers who form part of the Provincial Executive Committee under the Constitution.

“Secretary” means the Director elected to the office of secretary in accordance with the Constitution.

“SGM” means a Special General Meeting of the Members held in accordance with these Bylaws and the Constitution.

“Societies Act” means the *Societies Act*, RSA 2000, c S-14, as amended or replaced from time to time.

“special resolution” has the meaning given to that term in the *Societies Act*.

“Super Majority Vote” means a vote where at least two-thirds (2/3) of the Members, Officers or Directors, as applicable, present and entitled to vote on the matter vote in favour.

16.03 Interpretation

In these Bylaws:

- (a) words in the singular include the plural and words in the plural include the singular where the context requires;
- (b) a reference to a person includes an individual and, where the context permits, an organization or other legal entity;
- (c) a reference to legislation includes that legislation as amended or replaced from time to time and any regulations made under it;
- (d) a reference to an Article, section or Schedule is a reference to an Article, section or Schedule of these Bylaws unless otherwise stated;
- (e) headings are included for convenience and do not affect interpretation;
- (f) “including” and similar words mean “including, but not limited to”;
- (g) a reference to “days” means calendar days; and
- (h) an obligation to provide something in writing may be satisfied by electronic means unless these Bylaws, the Constitution or applicable legislation requires another form.

16.04 Governing Hierarchy

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These Bylaws must be interpreted in accordance with the hierarchy established in Article 10.

If a provision of the Constitution, Governance Manual or another Party document is inconsistent with these Bylaws, these Bylaws prevail to the extent of the inconsistency.

16.05 Compliance with Law and Severability

These Bylaws must be interpreted in a manner consistent with applicable legislation.

If a provision of these Bylaws cannot be interpreted in a manner consistent with applicable legislation, that provision will be severed to the extent necessary, and the remainder of these Bylaws will continue in effect