

Confidentiality and Conflict of Interest Guideline

The following Guidelines are additions to and do not restrict any requirements of applicable legislation.

CONFIDENTIALITY GUIDELINES

GENERAL

CCAT handles material that must be treated as confidential. Material may be circulated in printed or electronic form. Material that is to be treated as confidential must be marked as "CONFIDENTIAL".

Material and information entrusted to the Board of Directors, Executive Director, and Committees must be used only for the purpose for which it was originally distributed, and for no other purpose.

Storage and handling of confidential information must be responsible and done in a secure manner at all times to prevent unauthorized access. Material that is no longer required must be destroyed through electronic file deletion, shredding or returning it to CCAT.

USE

Information that is to be treated as confidential must be marked "CONFIDENTIAL". The following notice is included in electronic circulation:

The attached information is CONFIDENTIAL and must not be circulated for any purpose without CCAT's permission.

REMEDY

Breaches of confidentiality are subject to investigation and the imposition of sanctions by CCAT. Civil remedy for breach of confidentiality is also an option.

CONFLICT OF INTEREST RESTRICTIONS

CCAT employees, contractors, volunteers, and governing members are subject to the following:

- ❑ Cannot use their positions for purposes that are, or give the appearance of being, motivated by a desire for private financial gain for themselves, members of their family, or other related parties.
- ❑ Cannot accept material of financial benefit from a non-CCAT organization for favouring or promoting that organization by virtue of their position.
- ❑ Cannot accept an executive appointment, employment or shares in any non-CCAT organization that might reasonably conflict with their responsibilities to CCAT.
- ❑ Cannot disclose confidential CCAT information to which they have access other than to persons or organizations approved by CCAT.

DISCLOSURE

The onus is on the CCAT employee, contractor, or member of the governing body to disclose all actual and potential conflicts of interest in outside activities, relationships or financial interests. The disclosure should be in writing and directed to the official to whom the member usually reports.

RESOLUTION

If, after disclosure, a conflict of interest is identified, the member in consultation with the official to whom he or she usually reports should try to resolve or mitigate the conflict. Violations of the conflict of interest guidelines may be subject to immediate termination for cause or such other remedies as the law may provide.

BY-LAWS of
THE CALGARY COUNCIL FOR ADVANCED TECHNOLOGY

2001

ORGANIZATION

1. The name of this society shall be “The Calgary Council for Advanced Technology” (“CCAT”).
2. The purpose of CCAT is to provide a forum to enhance technology awareness, business development and networking for the advanced technology community.
3. The registered office of CCAT shall be in Calgary, Alberta.

MEMBERSHIP

4. Members of CCAT must be the full age of eighteen (18) years.
5. Members of CCAT shall remain “in good standing” and receive all of the privileges of membership so long as their membership fees remain paid.
6. Members shall be either individual members, corporate members or student members, where:
 - a. “individual members” means persons who have registered as members of CCAT in their own name;
 - b. “corporate members” means members other than individuals (i.e. corporations, partnerships, associations etc.) who have registered as members of CCAT on behalf of their employees or members; and

- c. “student members” means individuals who at the time of registration are able to produce proof of their full-time enrollment in a post-secondary educational institution.

FEES

7. CCAT may collect fees from the Members for the purpose of annual expenses and CCAT sponsored events.
8. The fees shall be determined by the Board of Directors from time to time.

MEETINGS

9. CCAT shall hold an Annual General Meeting in the month of May each year.
10. Special Meetings of CCAT may be called from time to time by the President or the Board of Directors of CCAT, at their discretion.
11. A Special Meeting shall be called by the President upon receipt by the President of a petition signed by one-third (1/3) of the Members in good standing, which petition shall set forth the reason for calling the Special Meeting.
12. Members of CCAT shall be given at least thirty (30) days notice of the date and location of the Annual General Meeting and at least seven (7) days notice of the date and location of a Special Meeting.
13. The Annual General Meeting and any Special Meetings shall be conducted in accordance with *Roberts Rules of Order*.
14. DIRECTORS
15. Any Member in good standing is eligible to serve as a Director.
16. Not more than 12 of the Directors shall be "voting directors", which Directors shall form the Board of Directors of CCAT.
17. The remaining Directors, or "non-voting directors", shall be referred to as Directors at Large.
18. A Director's term shall terminate at the Annual General Meeting held during his or her eighth year as a Director, or upon written notification to the Board of Directors of his or her resignation, whichever comes first.

COMMITTEES

19. Each Director shall serve on at least one of the following Committees of CCAT:
 - a. Executive Committee
 - b. Nominating Committee
 - c. Program Committee
 - d. Sponsorship Committee
 - e. Marketing and Communications Committee
 - f. Web site Committee
 - g. Membership and Volunteer Committee
 - h. External Liaison Committee
20. The Executive Committee shall be comprised of the President, immediate Past President, Vice President and Treasurer of CCAT, and shall be chaired by the President.
21. The Nominating Committee shall be comprised of the Past President and two Directors appointed by the Past President, and shall be chaired by the Past President.
22. The members of all remaining Committees shall be selected by nominations from the Directors, which nominees shall be reviewed and either approved or rejected by the Nominating Committee.
23. The members of each Committee (other than the Executive and Nominating) shall nominate a Committee Chairperson. The nominees for Committee Chairpersons shall then either be approved or rejected by way of an Intermediate Motion put to the Directors (both voting and non-voting) by the Chairperson of the Nominating Committee.

BOARD OF DIRECTORS

24. The Board of Directors shall be comprised of no more than twelve (12) of the Directors, and shall include each of the following persons:
- a. Chairperson of the Executive Committee (the President)
 - b. Chairperson of the Nominating Committee (the Past President)
 - c. Chairperson of the Program Committee
 - d. Chairperson of the Sponsorship Committee
 - e. Chairperson of the Marketing and Communications Committee
 - f. Chairperson of the Web site Committee
 - g. Chairperson of the Membership and Volunteer Committee
 - h. Chairperson of the External Liaison Committee
 - i. Vice President
 - j. Treasurer
25. The Board of Directors may appoint additional members to the Board of Directors from time to time, however, if such an appointee is not a Member in good standing, than such appointee shall not be entitled to a vote.

Board Meetings

26. Meetings of the Board of Directors shall be called by the President and may be held as often as required, but shall be held at least once every three (3) months.
27. The Directors shall be given at least seven (7) days notice of the date and location of the Board Meetings.
28. A Special Meeting shall be called by the President upon receipt by the President of a written request of any two (2) members of the Board of Directors, which request shall set forth the reason for calling the Special Meeting.
29. A quorum at a Board Meeting shall be satisfied by the presence of any five (5) members of the Board of Directors (excluding non-voting members).
30. If a quorum is not satisfied at a Board Meeting, then any business transacted at such a Board Meeting shall either be ratified at the next Board Meeting, or shall be deemed null and void.

31. The Board Meetings and any Special Meetings shall be conducted in accordance with *Roberts Rules of Order*.

Powers of the Board

32. The Board of Directors shall have full control and management of CCAT, subject to these By-laws.
33. Motions made by the Board of Directors shall be either a significant, intermediate or simple motion, as defined below.

34. Significant Motion

- a. Defined as a motion:
- i. that would affect the fundamental direction of CCAT;
 - ii. to borrow, raise or secure the payment of money, including a debenture; or
 - iii. to rescind, alter or add to the by-laws of CCAT.
- b. The Board of Directors shall be provided a written “Notice of Motion” for any Significant Motion at least fifteen (15) days prior to the Board Meeting at which the vote shall occur, which notice shall provide sufficient details of the motion.
- c. The Members of CCAT shall be provided a written “Notice of Motion” for any Significant Motion at least twenty-one (21) days prior to the CCAT Meeting at which the vote shall occur, which notice shall provide sufficient details of the motion.
- d. Each corporate member shall be entitled to one vote, and shall designate in writing its voting representative to the Secretary, in advance of the vote.
- e. A Significant Motion shall be passed upon receiving:
- i. two-thirds (2/3) affirmative vote of the Board of Directors at a properly convened Board Meeting; and
 - ii. seventy-five percent (75%) affirmative vote of the Members of CCAT that cast a ballot at a properly convened CCAT meeting, either in person or by proxy.

35. Intermediate Motion

- a. Defined as a motion to:
- i. approve the annual budget;
 - ii. make, modify or repeal a policy;

- iii. appoint a member to the Board of Directors;
 - iv. modify the structure of the Board of Directors;
 - v. provide remuneration for any CCAT activities;
 - vi. create or dissolve any Committee; or
 - vii. approve a non-budgeted expenditure exceeding an amount to be set by the Board of Directors from time to time.
- b. The Board of Directors shall be provided a written “Notice of Motion” for any Intermediate Motion at least fifteen (15) days prior to the Board Meeting at which the vote shall occur, which notice shall provide sufficient details of the motion.
 - c. An Intermediate Motion shall be passed upon receiving two-thirds (2/3) affirmative vote of the Board of Directors at a properly convened Board Meeting.
36. A member of the Board of Directors may vote on an Intermediate Motion in absentia by providing his or her vote in writing to the Secretary on or before the Board Meeting at which the vote shall be held.
37. Simple Motion
- a. Defined as a motion that is neither a Significant nor an Intermediate Motion, as defined above.
 - b. A Notice of Motion is not required for a Simple Motion.
 - c. A Simple Motion shall be passed upon receiving an affirmative vote by a simple majority of the members of the Board of Directors that are present and vote at a properly convened Board Meeting.

OFFICERS AND SECRETARY

38. The Officers of CCAT shall be the:
- a. President;
 - b. Vice President;
 - c. Immediate Past President; and
 - d. Treasurer.

President

39. The President shall serve for a one (1) year term, which term may be extended upon receipt of a simple majority affirmative vote of the Directors (both voting and non-voting).
40. The President shall be an *ex officio* member of all Committees and shall chair the Executive Committee.
41. The President shall preside over all meetings of the Board of Directors and all other meetings of CCAT.

Vice President

42. In the absence of the President, the Vice President shall preside over all meetings of the Board of Directors and all other meetings of CCAT.
43. The Vice President shall chair the annual Strategic Planning Session, which shall be held at least four (4) months in advance of the Annual General Meeting.

Past President

44. The Past President shall be the Chairperson of the Nominating Committee, and shall have any duties referred to in these By-laws.

Treasurer

45. The Treasurer shall serve for a one (1) year term.
46. The Treasurer shall:
 - a. receive all monies collected by CCAT;
 - b. deposit all monies collected by CCAT into an account at a financial institution approved by the Executive Committee;
 - c. keep proper accounting and bookkeeping records of CCAT, as directed by the Board of Directors;
 - d. present a full detailed account of receipts and disbursements of CCAT to the Board of Directors, upon its request;
 - e. prepare an annual financial statement for submission to the Board of Directors setting out CCAT's income, disbursements, assets and liabilities, audited and signed by CCAT's auditor, and shall provide a copy of same to the Secretary.

Secretary

47. The Secretary shall serve a one (1) year term.
48. The Secretary shall:
 - a. attend all Board Meetings and Meetings of CCAT and shall keep accurate minutes of same;
 - b. have charge of all correspondence of CCAT;
 - c. keep a record of all the Members and their addresses; and
 - d. fulfill such other duties as may be directed by the Board of Directors from time to time.
49. In the absence of the Secretary, his/her duties shall be discharged by such person as may be appointed by the Board of Directors.

ELECTION OF THE DIRECTORS

50. The Chairperson of the Nominating Committee shall present a list of nominees for directorship to the Board of Directors for approval, at least forty-five (45) days prior to the Annual General Meeting.
51. Those nominees that are approved by a simple majority of the Board of Directors shall comprise the Slate of Nominees, which the Chairperson of the Nominating Committee shall provide to the Members, along with a Notice of Election, at least thirty (30) days prior to the Annual General Meeting.
52. Chairperson of the Nominating Committee shall accept nominations for directorship from the floor at the Annual General Meeting, which nominees shall be in addition to those in the Slate of Nominees.
53. The Members in attendance at the Annual General Meeting may each cast a ballot indicating an affirmative or negative vote for each nominee for directorship. No votes may be cast by proxy or otherwise.
54. Each nominee that receives an affirmative vote by a simple majority of those Members that cast ballots shall be named as a Director.

SELECTION OF THE OFFICERS AND SECRETARY

President

55. At the Annual General Meeting, the Vice President shall automatically become the President.
56. The President ideally should:

- a. have served for two (2) years as a member of the Board of Directors;
 - and
 - b. be either a Director at Large or member of the Board of Directors;
- and must be a Member in good standing.

Vice President

- 57. At least six (6) months prior to the Annual General Meeting, the Chairperson of the Nominating Committee shall present a “Slate of Vice President Nominees” to the Directors (both voting and non-voting).
- 58. At least four (4) months prior to the Annual General Meeting, the President shall call a meeting of the Directors, which shall be chaired by the Chairperson of the Nominating Committee, for the purpose of electing a Vice President.
- 59. The Vice President nominee obtaining the most number of affirmative votes of the Directors that cast ballots shall be named the Vice President.
- 60. The Vice President should ideally:
 - a. have served at least one (1) year as a member of the Board of Directors; and
 - b. be an active member of the Board of Directors;and must be a Member in good standing.

Past President

- 61. At the Annual General Meeting, if a new President is appointed, the outgoing president shall thereafter be referred to as the Past President.

Treasurer

Annually, the President shall put forward a Simple Motion to appoint a Treasurer.

- 62. The Treasurer must be a Member in good standing.

Secretary

- 63. Annually, the President shall put forward a Simple Motion to appoint a Secretary.
- 64. The Secretary must be a Member in good standing.

BOOKKEEPING AND REPORTING

65. The books, accounts and records of CCAT, as maintained by the Treasurer, shall be audited at least once every year by a duly qualified accountant, or by two (2) Members of CCAT, appointed by the Board of Directors.
66. The books, records and Auditor's Report shall be available for inspection by any Member of CCAT at any time, upon reasonable notice to the Officer(s) having charge of same.
67. The fiscal year of CCAT shall be July 1st through June 30th.
68. The President shall prepare and present the Annual Report to the Members of CCAT at the Annual General Meeting.

COMING INTO FORCE AND ALTERATION OF THESE BY-LAWS

69. These By-laws shall only be rescinded, altered or added to upon CCAT fulfilling the requirements for doing so as set forth in the *Societies Act*, R.S.A. 1980, c.S-18, as amended from time to time.
70. These By-laws come into force upon CCAT fulfilling the requirements for rescinding, altering or adding to its by-laws as set forth in the *Societies Act*, as amended from time to time.

Upon coming into force of these By-laws, all previous by-laws of CCAT shall be repealed and of no further force or effect.