WILDROSE PARTY CONSTITUTION

(AS APPROVED BY THE MEMBERS AT THE 2013 AGM)

1. NAME

1.1 The name of this Society shall be the Wildrose Alliance Political Association. It shall register a political party with Elections Alberta under the full name of Wildrose Alliance Party and the abbreviated name of Wildrose (hereinafter referred to as "the Party").

1.2 These bylaws will form our Constitution (hereinafter referred to as "this Constitution").

2. PRINCIPLES

2.1 The Party is founded on and will be guided in its policy formation by the following principles.

2.2 Citizens' Rights, Freedoms and Responsibilities

2.2.1 We believe in the inherent value and dignity of each individual citizen;

2.2.2 We believe that all citizens are equal before the law and entitled to fundamental justice;

2.2.3 We believe that all citizens have certain fundamental and immutable rights and freedoms, including:

- 2.2.3.1 the right to life, safety, liberty, and privacy;
- 2.2.3.2 the freedoms of speech and expression and the freedom to advocate, without fear of intimidation or suppression, public policies which reflect their deeply held values;
- 2.2.3.3 freedom of religious belief and practice;
- 2.2.3.4 freedom of peaceful assembly and choice of association;
- 2.2.3.5 freedom of mobility; and
- 2.2.3.6 freedom to own, enjoy, and exchange private property in a free market.

2.2.4 We believe in freedom of the press and other media.

2.3 The Role and Function of Government

2.3.1 Provincially, to reflect, strengthen and efficiently serve the common-sense values of Albertans:

- 2.3.1.1 civic responsibility;
- 2.3.1.2 the lowest possible taxation;
- 2.3.1.3 a strong and enterprising work ethic;
- 2.3.1.4 stable families and a growing population;
- 2.3.1.5 self-directed communities;
- 2.3.1.6 prudent provision for Alberta's future;
- 2.3.1.7 sensible assistance for the sick and disabled;
- 2.3.1.8 respect for the rule of law;
- 2.3.1.9 respect for traditional fundamental freedoms; and
- 2.3.1.10 secure ownership of and benefit from private property.

2.3.2 Federally, to encourage and support earned prosperity among all provinces, equal treatment of all provinces by the federal government, and the full exercise of Alberta's constitutional rights and responsibilities.

2.3.3 We believe that the government, elected officials and civil servants are to serve the people; and that all citizens should be treated equally without prejudice in receiving the services offered by government.

2.3.4 We believe that functions of government should be delegated to the level of government closest to the people and best able to fulfill the function; and that the division of powers among the levels of government must be respected.

2.3.5 We believe that the government should provide for the basic needs of those who are genuinely unable to do so themselves.

2.4 Democratic Process

2.4.1 We believe in democratic processes including:

2.4.1.1 free and fair elections;
2.4.1.2 fixed election dates;
2.4.1.3 free votes in the Legislature; and
2.4.1.4 the power of citizens to recall elected representatives and initiate binding referendums.

2.4.2 We believe that elected representatives are to serve honestly, ethically, and with concern for all; that their duty to their electors supersedes their obligations to any political party; and that government must be open and accountable to the people.

2.4.3 The Party and its representatives shall be guided by these principles and shall ensure that its policies conform to these principles.

2.5 Federal/Provincial/Municipal Relations

2.5.1 We believe Alberta should play a leadership role in a unified and democratic Canada.

2.6 Legislative and Judiciary Functions of Government

2.6.1 We believe the legislature is subject to judicial review as judges protect our constitutional rights; however, judges are to interpret laws, not make them.

2.7 Taxation and Financial Considerations

2.7.1 We believe that government must be fiscally prudent, namely:

2.7.1.1 balancing budgets;
2.7.1.2 limiting taxation;
2.7.1.3 minimizing the size and growth of the public sector; and
2.7.1.4 that it should treat public monies as funds held in trust.

2.8 Education

2.8.1 We believe in universal public access to education.

2.9 Health Care

2.9.1 We believe in universal public access to health care.

2.10 Environment

2.10.1 We believe in being environmentally responsible through conservation and renewal of the environment for present and future generations.

2.11 Family and Community

2.11.1 We believe the family is the building block of society and the means by which citizens pass on their values and beliefs; therefore, the family should be protected from unnecessary intrusions by government.

2.12 Heritage

2.12.1 We believe in the preservation of Alberta's heritage.

3. MEMBERSHIP

3.1 Membership in the Party shall consist of all Albertans who:

3.1.1 are at least sixteen (16) years of age;

3.1.2 indicate their intention to join the Party by personally authorizing an application for membership in the Party;

3.1.3 actively support the principles of the Party; and

3.1.4 have paid the prescribed membership fee, personally or through an immediate family member.

3.2 To qualify for membership, an Albertan shall:

3.2.1 either hold an official current membership card of the Party issued in his or her name, or be on the official party membership list.

3.3 Subject to minimum periods of membership which may be set out in this Constitution or otherwise by Executive Committee**,** every member is exclusively entitled to:

3.3.1 attend and participate in any General or Special meeting of their Constituency Association and attend any Board of Directors meeting.

3.3.2 vote for the board of directors of their Constituency Association; and

3.3.3 attend and participate at any Party General Meeting upon payment of the prescribed fee.

3.4 A member may resign his or her membership by conveying a written resignation to the Party, and such resignation shall be effective upon receipt.

3.5 The Executive Committee may set out rules and procedures for the suspension, expulsion and reinstatement of membership, which shall require a two-thirds majority vote of the Executive Committee for the suspension, expulsion and reinstatement of membership.

4. CONSTITUENCY ASSOCIATIONS

4.1 The Constituency Association is the primary organization through which the rights of members are exercised. Members shall be organized into Constituency Associations according to their residence in Alberta constituencies as set out by the Election Act.

4.2 The Constituency Associations shall be placed into five regional zones as specified by the Executive Committee, each consisting of an approximately equal number of constituencies representing: Edmonton, Calgary, North, South and Central.

4.3 Recognition may be granted by Executive Committee to one Constituency Association in each constituency. Members may form a Constituency Association in a constituency in which at least fifteen (15) members of the Party reside. To obtain recognition as the Constituency Association of the Party, the Constituency Association shall:

4.3.1 actively support and promote the Principles and Member Approved Policies of the Party and abide by the articles of this Constitution;

4.3.2 adopt the Constituency Bylaws as specified by the Executive Committee; and

4.3.3 apply in writing to the Executive Committee for recognition, including a copy of the minutes of the meeting in which the Constituency Bylaws were approved and a list of the Officers and Directors of the Constituency Association.

4.4 Subject to 4.3 above and the other provisions of this Constitution, the affairs of each Constituency Association shall be under the control of its members, acting through the Constituency Association Board of Directors who shall be responsible to ensure that said affairs are conducted in a manner consistent with the Principles and Policies of the Party, this Constitution and the Bylaws of the Constituency Association, and not prejudicial to the interests or well-being of any other Party Constituency Association, or of the Party.

4.5 Constituency Associations shall comply with such requirements as to their governance, financial management and reporting, as may be implemented by Executive Committee. Recognition of a Constituency Association may be revoked pursuant to rules and procedures set out by Executive Committee, per the Election Act. Recognition may also be revoked, at the discretion of Executive Committee, if Association membership falls below fifteen (15) members.

4.5.1 Upon the revocation of recognition of a Constituency Association any funds or other assets of the Constituency Association shall be transferred to the Party, to be returned to the Constituency Association upon reactivation.

4.6 Lists of Constituency Association Presidents shall be made available to any President of a recognized Constituency Association who makes a request for such a list in writing to the Party.

4.7 Every Constituency Association shall provide organizational and financial support to the Party's candidate in their constituency.

4.8 The prescribed membership fee shall be split equally between recognized Constituency Associations and the Party.

5. GOVERNANCE

5.1 The governance of the Party shall reflect the following principles:

5.1.1 authority within the Party resides in its members.

5.1.2 The Leader and Executive Committee are accountable to members of the Party and the Caucus.

5.1.3 the Caucus is accountable to the Party and to their constituents.

5.2. To ensure accountability, there will be regular communication from the Leader and the Executive Committee to Constituency Associations and members.

5.3 The governance of the Party between General Meetings is vested in the Executive Committee and the Leader.

6. MEETINGS

6.1 The control and governance of the activities of the Party are vested in the members at General Meetings.

6.2 The General Meetings of the Party, either Annual or Special, shall be a meeting of members of the Party.

6.3 An Annual General Meeting shall be held each calendar year, at a time and place in Alberta to be fixed by the Executive Committee and at which financial statements are presented.

6.3.1 At each General Meeting, the Secretary shall present and call for approval of the Minutes of the previous General Meeting or, if a Minute Approval Committee has been authorized to approve the Minutes, inform the members that the Minutes have been duly approved by that Committee.

6.4 General Meetings have the power and responsibility to:

6.4.1 amend this Constitution;

6.4.2 amend and adopt Party policy; and

6.4.3 elect the Executive Committee by secret ballot.

6.5 The date, location(s), business to be transacted, and the rules and procedures for any General Meeting of the Party will be as determined by Executive Committee. One or more of the matters set out in Article 6.4 need not be conducted at a General Meeting if less than eighteen months have passed since such a matter was conducted at a General Meeting.

6.6 Special General Meetings may be called by the Executive Committee and shall be called upon the written request of one-quarter of all recognized Constituency Associations, where said Associations have held a Special General Meeting of the Constituency Association for the stated purpose of debating this matter and the request has been approved by a majority vote. The said Special General Meeting shall be held not later than 120 days after the receipt by the Secretary of the written requests. The purpose of the special meeting shall be stated in the call of the meeting.

6.7 The quorum for all General Meetings shall be the lesser of a majority or one hundred (100) members in good standing of the Party. The Executive Committee may provide that members though not present at the place of the General Meeting, may communicate with those present through the use of appropriate satellite, telephonic and computer technology and shall be deemed present at the place of the General Meeting and shall be included in the quorum.

6.8 At least sixty (60) days written notice of the holding of any General Meeting shall be sent to all members of the Party who have been members in good standing of the Party for at least fourteen (14) days before the date of such notice. Notice may be given by post or it may consist of transmitting the information of such notice by using appropriate telephonic and or electronic mail to the member's appropriate information of record and simultaneously posting the information on the Party's website.

6.9 In preparation for an Annual General Meeting, the Executive Committee shall appoint the following Committees, the members of which must be members in good standing of the Party:

6.9.1 a General Meeting Arrangements Committee whose duties are to organize the General Meeting;

6.9.2 a Policy and Constitution Committee whose duties are to prepare a call for and accept policy resolutions and Constitution amendments and to review and comment on all policy resolutions and Constitution amendments submitted for consideration by the members at the General Meeting. The Policy and Constitution Committee will ensure that all resolutions submitted to it are made available to all members;

6.9.3 a Credentials Committee whose duties are to make final decisions as to voting status of all members and other persons attending the General Meeting; and

6.9.4 a Nominating Committee **(if necessary),** which must be created not less than ninety (90) days prior to the Annual General Meeting of the Party.

6.9.4.1[1] The Nominating Committee**, shall consist of** three (3) members**, none of whom may be a candidate for President. If the membership has not previously been notified as to the date of the Annual General Meeting, they must be notified ninety (90) days prior to the Annual General Meeting that the Meeting will include the election of the Executive Committee and that nominations for positions from the membership is now open.** It shall be the duty of this committee to nominate candidates for the officer positions to be filled at the Annual General Meeting. Candidates for officer positions and all officers must be members in good standing of the Party. The Nominating Committee shall report to the Executive Committee prior to the notice of the Annual General Meeting being sent to all members, and such report shall be included in the notice of the Annual General Meeting. Nominations may also be made by any member up to sixty-five (65) days prior to the date of the Annual General Meeting, and such nominations shall also be included in the notice of the Annual General Meeting.

[1] Changes to this clause involve combining the effect of two resolutions: #13 and #14 both from Calgary-Glenmore CA.

6.9.5 such other Committees as may be required to accomplish the purposes of a particular General Meeting.

6.10 Upon payment of the registration fee, any member in good standing of the Party shall have the right to attend and speak at all General Meetings and any member in good standing of the Party for at least fourteen (14) days before the date of such meeting shall have the right to vote on all matters properly brought before the membership for consideration.

7. OFFICERS AND EXECUTIVE COMMITTEE

7.1 The officers of the Party shall be a President, a Vice-President - Membership, a Vice-President - Policy, a Vice-President - Fundraising, Vice - President -Communications, a Secretary, a Treasurer, and ten (10) representatives to be referred to as Provincial Directors, two (2) from each of five (5) regional zones who are residents within one of the Constituency Associations within that regional zone. These officers shall perform the duties prescribed in this Constitution

7.1.1 The officers, the Past President (if appointed), the Leader of the Party, and two members of Caucus who are elected by Caucus and who shall be non-voting members, shall constitute the Executive Committee.

7.1.2 The Executive Committee shall be subject to the Bylaws of the Constitution, and none of its acts shall conflict with action taken by the Party. No officer, employee or member shall have any authority to act for or on behalf of the Party except as specifically provided by the Executive Committee through adoption of a motion or a standing rule of order.

7.2 Subject to this article, the officers shall be elected by ballot at the Annual General Meeting of the Party for a two year term. Their term of office shall commence at the close of the Annual General Meeting at which they were elected and shall conclude at the close of the Annual General Meeting where their successors are elected.

7.2.1 The President, the Vice-President-Fundraising, the Secretary, and one Provincial Director from each of the five (5) regional zones, shall be elected in odd numbered years.

7.2.2 The Vice-President-Membership, the Vice-President-Policy, the Vice-President-Communications, the Treasurer and one Provincial Director from each regional zone, shall be elected in even numbered years.

7.2.3 Provincial Directors shall be elected by members in good standing of the Party from the regional zone in which the Director resides.

7.2.4 The Executive Committee may, with the approval of two-thirds of its members present and voting, appoint members to fill the term of office of any vacancy on the Executive Committee between Annual General Meetings, provided that the person is a member in good standing and, in the case of a vacancy in a Provincial Directors position, that the person appointed shall reside in the regional zone that has the vacancy. Nominees for vacant Provincial Director positions shall be sought from the regional zone that has the vacancy.

7.2.99 This clause is a transitional clause and it shall be treated as spent after the conclusion of the 2014 Annual General Meeting, and need not appear in a

subsequent consolidation of the Constitution prepared after that Annual General Meeting. For further clarity, at the 2013 Annual General Meeting:

7.2.99.1 The President, the Vice-President-Fundraising, the Secretary, and the top vote getting Provincial Director from each of the five (5) regional zones shall be elected to serve until the end of the 2015 Annual General Meeting.

7.2.99.2 The Vice-President-Membership, the Vice-President-Policy, the Vice-President- Communications, the Treasurer and remaining Provincial Director from each regional zone (if any) shall be elected to serve until the end of the 2014 Annual General Meeting.

7.3 The President shall have general responsibility as the Chief Executive Officer of the Party, and shall preside over all provincial meetings of the Party at which the President is in attendance.

7.4 The Vice-President – Membership shall be the first vice-president, and shall be first to act for the President in the President's absence or the President's inability or refusal to act. The Vice-President – Membership shall be responsible for the growth of the Party, and in co-operation with the Party Office shall be involved with the maintenance of the membership lists and renewals, and for Constituency development and organization. The Vice-President Membership shall chair the Provincial Directors' Committee.

7.5 The Vice-President – Policy shall be the second vice-president, and shall act for the President and the Vice-President – Membership in the President's and the Vice-President – Membership's absence or the President's and the Vice-President – Membership's inability or refusal to act. The Vice-President – Policy shall be appointed to and serve as the Chair of the Policy and Constitution Committee, and shall have primary responsibility to organize and manage all meetings and processes related to the consideration and adoption of the Constitution and Policies of the Party.

7.6 The Vice-President – Fundraising shall be primarily responsible for raising funds for the Party.

7.7 The Vice – President Communications shall be responsible for all communications, advertising and promotional programs relating to general membership matters in co-operation with the Party Office.

7.8 The Secretary shall:

7.8.1 Have custody and maintain or cause to be maintained all records of the Party except financial records, including the taking of the minutes at the society meetings. These records shall be kept at the Party Office premises in accordance with standard corporate practice;

7.8.2 Have custody of the seal of the Party and, whenever used, it shall be authenticated by the signatures of the Secretary and the President or other officer as designated by the Executive Committee; and

7.8.3 Register all approved Special Resolutions to amend this Constitution with the Societies Registrar and comply with all enactments respecting the corporate affairs of the Party.

7.9 The Treasurer shall:

7.9.1 Be responsible for all accounting and budgeting activities including the preparation of financial statements and reports, and shall have custody and maintain or cause to be maintained all financial records and documents of the Party. These records shall be kept at the Party Office premises in accordance with standard corporate practice;

7.9.2 Shall be the Chief Financial Officer of the Party, and work with the Auditor in the verification and presentation of the Party's financial statements; and

7.9.3 Comply with all enactments respecting the financial affairs of the Party.

7.10 During the first three meetings of the Executive Committee after an Annual General Meeting, the Executive Committee may, with the approval of two-thirds of its members present and voting, appoint the immediate Past President of the Party as a full voting member of the Executive Committee. The absence of the Past President at an Executive Committee Meeting shall not count in determining a quorum, but if the Past President is present, the presence shall count in fulfilling quorum requirements.

7.11 The following individuals shall not be eligible to be elected or appointed to be voting members of the Executive Committee:

7.11.1 Members of or employees of Members of the Legislative Assembly of Alberta, except the Leader;

7.11.2 Members of, or employees of Members of the Parliament of Canada; and

7.11.3 Employees and contractors of the Party or any other political party.

7.12 Any member of the Executive Committee may be removed, suspended or reinstated from the Executive Committee by a two-thirds vote of the whole Executive Committee. Any such change to the Executive Committee must be communicated to the constituency associations or posted to the party website in a timely manner.

7.12.1 A member who holds any elected Party position or designation may be censured by, or suspended from the Party by a two-thirds vote of the Executive Committee for conduct that is in substantial contradiction to this Constitution.

7.13 No officer shall serve more than six (6) consecutive years in any combination of executive committee positions.

7.14 Special meetings of the Executive Committee may be called by the President and shall be called upon the written request of two (2) members of the Executive Committee.

7.15 The Executive Committee shall meet at the call of the President, or at the call of the Leader. Notice of such a meeting shall be given, with not less than seven (7) days and not more than thirty-one (31) days notice of the meeting. In the event of the neglect, refusal or

inability of the President or Leader to call a meeting of the Executive Committee, the Secretary shall call a meeting upon written request to the Secretary of at least two (2) members of the Executive Committee. Notice of such a meeting shall be given, within three days of receipt of the written request by the Secretary, with not less than seven (7) days and not more than thirty-one (31) days notice of the meeting.

7.16 A majority of the Executive Committee shall constitute a quorum.

7.17 Minutes of the Executive Committee meetings shall be provided to Executive Committee members and be made available to Presidents of recognized Constituency Associations upon written request. Upon giving reasonable written notice to the Executive Committee, Members shall be allowed to review the audited financial statements and public filings of the Party at Party Headquarters during regular business hours.

7.18 A member of the Executive Committee may participate in a meeting of the Executive Committee by means of telephone conference that permits all persons participating in the meeting to hear each other, and the member so participating in a meeting shall be deemed to be present at the meeting and shall be included in the quorum. This provision relating to meetings by telephone conference shall apply to each committee established by the Executive Committee.

7.19 The Executive Committee may:

7.19.1 appoint an Executive Director who shall report to and be accountable to the Executive Committee and who shall approve any staff positions as required for the organization and administration of the business of the Party;

7.19.2 set salaries for the Executive Director and staff;

7.19.3 set terms of reference and powers for the Executive Director; and

7.19.4 by a two-thirds vote approve policies regarding the remuneration of officers, and the reimbursement of officers' expenses.

7.20 The Executive Committee may approve the borrowing, raising or securing the payment of money pursuant to legislation. In the event that debentures are to be issued, notice of the proposed issuance shall be sent by mail to all Party members no less than sixty (60) days prior to the date of the next scheduled General Meeting at which the issue is be considered, and shall require a seventy-five percent (75%) vote of participants at the general meeting to approve.

7.21 The Executive Committee may authorize the drawing, making, accepting, endorsing, discounting, executing and issuing of promissory notes, bills of exchange and other negotiable or transferable instruments.

7.22 The Executive Committee shall appoint an auditor for the Party. The Executive Committee shall have authority to enter into the engagement with the auditor and approve the auditor's fees. At each Annual General Meeting, the Treasurer shall present the audited financial statements of the Party as signed by the auditor, for the preceding year(s).

7.23 The Executive Committee shall have the authority to file all such notices, returns or resolutions as may be required by law, and may delegate from time to time the signing and verification of such notices, returns or resolutions as may be required and appropriate.

7.24 The Executive Committee shall appoint from time to time such special committees as deemed necessary to carry on the work of the Party. The President shall be ex-officio a member of all committees except the Nominating Committee.

8. LEADER

8.1 The Leader is the chief public official of the Party, whose authority includes that specified for the leader of a party pursuant to law.

8.2 The Leader shall promote the Party.

8.3 The Leader shall be elected by the members of the Party using a preferential ballot, and must receive a majority. To be entitled to vote in a Leadership Vote a member must have been a member in good standing of the Party for the fourteen (14) days immediately prior to the date of the vote.

8.4 The Leader shall provide a report to the members at every General Meeting.

8.5 The Executive Committee shall, at least once in every three General Meetings, ask each attending member, "Do you want a Leadership Vote to be called?" Voting shall be by secret ballot. The number of votes cast for and against the question, and the total valid votes cast, shall be announced to the General Meeting before the end of that day's session.

8.6 If the membership votes in favour of a leadership vote as provided in Article 8.6, or a written declaration demanding a Leadership vote is signed by three-quarters of the Caucus and by three-quarters of the Executive Committee, the office of Leader will be deemed vacant.

8.7 In the case of a vacancy in the office of Leader, the Executive Committee shall, within fifteen (15) days announce when a Leadership Vote will be held. Notice shall be given to all members of the Party by the Executive Committee within a further twenty-one (21) days of the announcement. The Leadership Vote must be held not sooner than three (3) months and not later than nine (9) months from the date of the event giving rise to the Leadership vote. An Interim Leader shall be appointed by the Executive Committee in consultation with Caucus. Such interim leader shall not be eligible to be a candidate in the Leadership Vote.

8.8 In the event the Leader announces his or her intention to resign the position of Leader of the Party, a Leadership Vote must be called by the Executive Committee within fifteen (15) days from the date of the announcement, and notice shall be given to all members of the Party within thirty-six (36) days of the announcement. The Leadership Vote shall be held not less than three (3) months and not more than nine (9) months from the date of the announcement.

8.9 The Executive Committee shall establish the procedures and mechanisms, including appropriate telephonic and computer technology, not inconsistent with the provisions of this Constitution, whereby the Leadership Vote shall be conducted. The Executive Committee is the final authority on any dispute related to the Leadership Vote.

8.10 In order for a person to be considered as a candidate for the leadership of the Party, they must:

8.10.1 be a member in good standing of the Party;

8.10.2 complete and submit an application form as specified by the Executive Committee, and agree that some or all of the contents of the application form as completed and submitted can be disclosed to all members of the Party and the public at large;

8.10.3 provide at least one hundred (100) signatures of eligible Leadership voters;

8.10.4 meet any requirements of qualification under applicable laws;

8.10.5 pay all application fees as specified by the Executive Committee; and

8.10.6 agree to abide by the rules and procedures for the conduct of the Leadership Vote as specified by the Executive Committee.

9. CAUCUS

9.1 If the government is formed by the elected members of the party, all government legislation and resolutions must have majority caucus approval before going into the Legislature or being proclaimed.

9.2 Caucus members may, by a majority vote of Caucus, order a secret vote by ballot, on any issue.

9.3 Members of Caucus may only be ordered expelled from Caucus on the initiative of the Leader and supported by a majority vote of Caucus, held by secret vote by ballot.

9.4 Caucus, through a majority secret ballot vote may recommend that the Leader dismiss a member of the Leader's staff.

9.5 Caucus will elect two of its members as non-voting members of the Executive Committee, with the right to speak for Caucus.

9.6 Caucus may request the Executive Committee to call the Leader to account on any matter by a majority vote of Caucus, held by secret vote by ballot.

10. POLICY

10.1 The formulation of the Party's Policies belongs to the members.

10.2 Any five (5) members in good standing of the Party may propose Policies for consideration by the members.

10.2.1 Any revision or comment by Policy Committee must be approved by the original proposers before that resolution is presented to the membership. In the absence of agreement, Constituency Associations at ranking stage will choose whether the submitted version or the amended version should go to the Annual General Meeting, and equal room for explanation and comment will be granted to both sides.

10.3 Notice of the call for proposed Policies or amendments to existing Policies shall be sent to all Party members no less than one hundred and twenty (120) days prior to the date of the next scheduled General Meeting. All proposed Policies or amendments to existing Policies shall be submitted to the Chairman of the Policy and Constitution Committee in writing as a Notice of Motion at least ninety (90) days prior to the date of the next scheduled General Meeting. All duly proposed Policies or amendments to existing Policies shall be made available to Party members no less than sixty (60) days prior to the date of the next scheduled General Meeting.

10.4 Any proposed Policies shall require previous notice and a majority vote at a General Meeting to adopt and/or amend.

11. NOMINATION OF CANDIDATES

11.1 Executive Committee shall create rules and procedures for the selection of candidates ("Candidate Selection Rules and Procedures") and these shall be provided to all Constituency Associations. The Executive Committee shall establish the Candidate Selection Committee that shall have the right to disallow the candidacy of any person before or after nomination by the Constituency Association, subject to the appeal of such a decision to Executive Committee whose decision shall be final.

11.2 The rules shall provide for a Constituency Nomination Committee in each constituency that shall, subject to the rules, be responsible for the administration of the candidate selection process in the constituency.

12. AMENDMENT

12.1 Amendments to this Constitution may be proposed by any Constituency Association or the Executive Committee.

12.2 Notice of the call for proposed Special Resolutions to rescind, alter, add or otherwise amend this Constitution shall be sent to all Party members no less than one hundred and twenty (120) days prior to the date of the next scheduled General Meeting. All said proposed Special Resolutions shall be submitted to the Chairman of the Policy and

Constitution Committee of the Party in writing as a Notice of Motion at least ninety (90) days prior to the date of the next scheduled General Meeting. All duly proposed Special Resolutions shall be made available to Party members no less than sixty (60) days prior to the date of the next scheduled General Meeting.

12.3 Any amendment to this Constitution shall require a seventy-five percent (75%) vote of members present at the General Meeting, pursuant to Article 1(d)(i)(b) of the Societies Act.

13. INTERPRETATION AND RULES OF ORDER

13.1 This Constitution is to be interpreted and read subject to the provisions of the Election Act. Unless the context otherwise requires, words and phrases used in this Constitution have the same meaning as in the Election Act. To the extent that there is any conflict between any provision of this Constitution and the Election Act or other applicable law, the law shall prevail.

13.2 This Constitution shall govern the affairs of the Party and in the event of any conflict between this Constitution and any other Party document, this Constitution shall prevail.

13.3 The Executive Committee may adopt rules of order or create special rules of order for any meeting of the Party. Absent the adoption of any rules of order or to the extent not provided by such rules or by this Constitution, all meetings of the Party shall follow Roberts Rules of Order, Newly Revised.

14. INDEMNITY AND DISPUTE RESOLUTION

14.1 When acting within the scope of their authority, no employee, volunteer, officer, director, or member of any committee established by the Party shall be liable for any debts, actions, claims, demands, liabilities or commitments of any kind of the Party. The Party shall indemnify and hold harmless each such person against any debt, action, claim, demand, liability or commitment whatsoever.

14.2 Executive Committee shall appoint from the Party membership, the chair and seven members of the Party Arbitration Committee. None of them shall be on Executive Committee in any capacity and at least half of them shall have legal training. They shall be appointed for terms of office of at least two years.

14.3 Except for any dispute related to a Leadership Vote, any ten (10) members from five (5) Constituency Associations may give notice in writing to Executive Committee of a dispute as to whether the requirements of this Constitution or any rules and procedures are being met by the Executive Committee or its committees.

> 14.3.1 Except for any dispute related to a Leadership Vote, any ten (10) members of a Constituency Association may give notice in writing to Executive Committee of a dispute as to whether the requirements of this Constitution or any rules and procedures are being met by a Constituency Association or its committees.

14.3.2 Executive Committee shall appoint one or more members to investigate the merits of the dispute, which member(s) shall be authorized to intervene to attempt to resolve the dispute.
14.3.3 If the members appointed pursuant to Article 14.3.2 decide not to intervene or are unsuccessful in resolving the dispute, Executive Committee shall, in writing, refer the matter to the Party Arbitration Committee.

14.4 Executive Committee may also refer any other matter or class of matter, other than a matter related to the leadership selection process, to the Party Arbitration Committee for adjudication by a panel.

14.5 On receipt of a referral from the Executive Committee, the Party Arbitration Committee shall select a panel of three (3) of its members to arbitrate and decide on the dispute.

14.6 The decision of a Party Arbitration Committee panel is final and binding and there shall be no appeal or review on any ground whatsoever.

14.7 Subject to any specific directions from any Party Arbitration Committee panel, Executive Committee is empowered to implement the decisions of that Party Arbitration Committee panel.

14.8 The general rules and procedures for the Party Arbitration Committee and its panels shall be determined by the Party Arbitration Committee, subject to ratification by the Executive Committee.

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