

**ALBERTA SHORTHAND REPORTERS ASSOCIATION
BY-LAWS**

1(1) In these by-laws,

(a) "Act" means the Societies Act;

(b) "Association" means the Alberta Shorthand Reporters Association;

(c) "certified shorthand reporter", "shorthand reporter", "associate member" and "honourary member" mean respectively a member of the Association in the category of membership described;

(d) "Council" means the Council of the Association;

(e) "Council members" means those persons elected or appointed to the Council in accordance with these by-laws, and includes the President;

(f) "President", "First Vice President", "Second Vice President", "Secretary" and "Treasurer" mean respectively the Council member holding that office;

(g) "voting members" means certified shorthand reporters and participating shorthand reporters.

(h) "shorthand reporting" means the taking of a verbatim record of the spoken word by means of shorthand symbols either manually or by machine and the reading back and the transcribing of those shorthand notes upon request.

(i) "practicing reporter" means anyone who is actively engaged in the practice of shorthand reporting. A reporter ceasing to be actively engaged in the practice of shorthand reporting for a period exceeding two years shall be considered no longer practicing.

(2) Unless a contrary intention appears, the Interpretation Act applies to these by-laws.

(3) Words defined in the Act have the same meaning in these by-laws.

**PART I
COUNCIL OF THE ASSOCIATION**

Council

2(1) There shall be a Council of the Association composed of 8 certified shorthand reporters, including any honorary member.

(2) The following offices on Council are established:

(a) President;

(b) First Vice President;

(c) Second Vice President, who shall be chairman of the Discipline Committee;

(d) Secretary;

(e) Treasurer, and

(f) Chairman and Registrar of the Practice Review Committee;

(g) Chairman and Registrar of the Registration Committee.

3(1) Council members continue in office until their respective successors are duly elected, appointed, or designated with these by-laws.

(2) Subject to the Act and these by-laws, the Council shall manage the affairs of the Association and may exercise those powers and do those things that may be exercised or done by the Association in the name of and on behalf of the Association.

President

4 The person elected as President holds office as President until the close of the next annual general meeting.

5 The President shall, when present, preside at all meetings of the members of the Association and of the Council.

6 The President is responsible for the general management and supervision of the affairs and operation of the Association.

First Vice President and Second Vice President

7(1) The First Vice President shall, in the absence or inability to act of the President, assume all the functions, duties, powers, and responsibilities of the President.

(2) The Second Vice President shall, in the absence or inability to act of the President and the First Vice President, assume all the functions, duties, powers, and responsibilities of the President.

(3) In the absence or inability to act of the President, First Vice President, and the Second Vice President, the Council may appoint another council member to assume the functions, duties, powers, and responsibilities of the President.

Secretary

8(1) The Secretary is responsible for:

(a) attending all meetings and recording proceedings in the books kept for the purpose;

(b) giving any notices required to be given to members of the Association and members of the Council;

(c) the custody of the seal of the Association and of all books, papers, records, correspondence, contracts and other documents belonging to the Association which he shall deliver up to his successor as Secretary or to any other person when authorized to do so by a resolution of the Council;

(d) completing and filing any documents required by law to be completed and filed;

(e) such other duties as may be determined by the Council.

(2) The Secretary or another Council member specified by the Council shall maintain and have charge of the minute books of the Association.

Treasurer

9 The Treasurer is responsible for

(a) keeping full and accurate accounts of all receipts and disbursements of the Association proper books of account;

(b) depositing all moneys or valuables of the Association in the name and to the credit of the Association in such bank, treasury branch, or financial institution as may be designated by the Council;

(c) disbursing the funds of the Association in accordance with any direction made by the Council and providing to the Council a financial report whenever it is required;

(d) such other duties as may be determined by the Council.

Resignation or Vacancy

10 If a Council member

(a) resigns, or without reasonable excuse, absents himself from three or more Council meetings, or

(b) is suspended or expelled from the Association,

the Council shall declare his office vacant and shall appoint a successor to hold office until the next annual general meeting. At such annual general meeting, an election shall be held for the vacant position or for the unexpired term, as appropriate.

Quorum

11 Five or more Council members form a quorum for the transaction of business of the Council.

Remuneration and Expenses

12(1) The voting members of the Association may from time to time determine the remuneration to be paid to Council members.

(2) Except for expenses incurred at an annual general meeting, Council members are entitled to be reimbursed their reasonable travelling and living expenses while engaged in the business of the Association.

Indemnification

13 Every Council member shall be indemnified and saved harmless out of the funds of the Association from and against

(a) all costs, charges and expenses that he sustains or incurs in or as a result of any action proceeding that is brought, commenced, or prosecuted against him for or in respect of any act, matter, or thing made, done, or permitted by him in the course of the execution of his duties under this Act and by these by-laws, and

(b) all other costs, charges, and expenses that he sustains or incurs in or in relation to the business and affairs of the Association,

except any costs, charges, or expenses occasioned by his own willful neglect or default.

Borrowing

14(1) Subject to the Act, for the purpose of carrying out the duties and responsibilities of the Association, the Council may borrow or raise or secure the repayment of money in any manner that the Council determines.

(2) In accordance with the Act, no debentures shall be issued without the sanction of a special resolution of the voting members.

Fundraising

15 Council may, from time to time, apply for permission to the current governing agency for approval to participate in fundraising events such as bingos, casinos, raffles, or other events as determined by Council. Any excess funds not expended in accordance with the governing funding agency guidelines will be donated to a charity named by Council. (adopted September, 2005)

**PART 2
ELECTIONS**

Nominating Committee

16 At least 30 days before an annual general meeting, the Council shall appoint a certified shorthand reporter as Returning Officer.

17 The nominating committee is responsible for ensuring that there are at least as many candidates running for election to the Council as there are vacancies on Council.

Returning Officer

18(1) At least 30 days before an annual general meeting, the Council shall appoint a certified shorthand reporter as Returning Officer.

(2) If an appointed Returning Officer becomes incapable of acting as the Returning Officer, the Council may appoint a replacement Returning Officer.

(3) A Council member shall not be appointed as Returning Officer.

19 The appointment of a Returning Officer terminates on the destruction of the ballot papers following the election for which the Returning Officer is appointed.

Annual Elections

20 Each year, at the annual general meeting of the Association, an election shall be held, first for President and thereafter for other Council members, where there are vacancies.

21 Any certified shorthand reporter, including any honorary member of the Alberta Shorthand Reporters Association, is eligible to be nominated and stand as a candidate for council member, and thereby eligible to seek election as President.

Nominations

22 A candidate for election as a Council member may be nominated from the floor at the annual general meeting of the Association or by written nomination by certified shorthand reporters.

Written Nominations

23(1) The President or any other Council member is eligible to be nominated for re-election.

(2) Any Council member is eligible to seek election as the President.

Secret Ballot

24(1) Voting for election of Council members shall be by secret ballot.

(2) Only certified shorthand reporters and participating shorthand reporters are entitled to vote at an election for Council members.

Voting

(3) The decision of the Returning Officer is final.

Elected Persons

25(1) The person elected as President holds office as President for the first year and, unless re-elected as President, as a member of Council the second year.

(2) The persons elected as the Council members, other than the President, hold office until the conclusion of the annual general meeting in their second year of office.

**PART 3
MEMBERSHIP**

26 The members of the Association shall be the subscribers to the application for incorporation and such other persons as are admitted as members of the Association in accordance with these by-laws.

Certified Shorthand Reporter

27(1) A certified shorthand reporter

- (a) is entitled to vote at meetings of the Association;
- (b) is entitled to nominate or be nominated as President or other member of Council;
- (c) may participate in the activities of the Association and receive such other benefits as may be prescribed by the Council from time to time;
- (d) is eligible to write the examination approved by the Council in order to prepare for an examiner's licence.

(2) A certified shorthand reporter shall pay such fees, dues, or levies as the Council may from time to time determine.

Participating Shorthand Reporter

28(1) A participating shorthand reporter

- (a) is entitled to vote at meetings of the Association;
- (b) is entitled to apply for certified shorthand reporter status;
- (c) may participate in the activities of the Association and receive such other benefits may be prescribed by the Council from time to time.

(2) A participating shorthand reporter shall pay such fees, dues, or levies as the Council may from time to time determine.

Associate Member

29 An associate member

- (a) is entitled to be recognized as being associated with the Association;
- (b) is eligible to apply to the Registration Committee for participating shorthand reporter or certified shorthand reporter status;
- (c) is entitled to attend meetings of the Association;
- (d) may receive such other benefits as may be prescribed by the Council from time to time.

Honorary Members

30 An honorary member may receive such benefits as may be prescribed by the Council from time to time.

PART 4 MEETINGS

Notice

31(1) Notice of the date, time, and place of all annual, general, or special meetings, together with the proposed agenda shall be given to all certified shorthand reporters, participating shorthand reporters, and associate members personally, by facsimile, by e-mail, or prepaid mail postmarked at least 21 days before the time fixed for the holding of the meeting.

(2) Unless the Act otherwise provides, the notice referred to in subsection (1) may be waived by a vote to do so of voting members.

Quorum

32 A quorum at annual, general, or special meetings is 20 voting members.

Notices

33 A notice required to be sent to a member of the Association may be delivered personally, by facsimile, e-mail, telephoned, or sent by mail to the members recorded on the Register of members maintained by the Registration Committee.

PART 5 GENERAL

Amendments and Rules

34(1) No repeal, re-enactment, or amendment to these by-laws is effective unless a special resolution is passed by the voting members.

(2) The Council may from time to time adopt internal rules that do not conflict with and are not inconsistent with these by-laws.

Dissolution and Winding Up

35(1) The Association shall not be voluntarily wound up unless a special resolution is passed by the voting members.

(2) In the event that the Association is dissolved or wound up, certified shorthand reporters and participating shorthand reporters are entitled to participate in any distribution of the property of the Association.

Mail Vote

36(1) Notwithstanding anything else contained in these by-laws, the Council may direct that a mail or electronic vote be taken on any matter that requires the approval of the membership, including

changes to existing or proposed by-laws or Regulation. The Council shall determine the form and wording of the ballot and shall include, as part of the ballot, a clear explanation of the matter to be voted on. The ballot shall be mailed, faxed, e-mailed, or other such method as Council deems appropriate, to each voting member in good standing. In order to be counted for or against the matter, the ballot must be properly marked and returned to the Secretary within the time period specified by the Council and indicated plainly on the ballot. Upon the expiry of the specified time, the ballots shall be counted by the Secretary in the presence of not less than two certified or participating shorthand reporters in good standing who are not members of Council. Notice of the result of the ballot shall be sent forthwith to each member of the Association.

(2) In order for a mail or electronic vote to be valid, a minimum of twenty ballots properly marked must be returned to the Secretary.

(3) In all votes, a majority shall decide the question, except in the matter of a Special Resolution, when the majority of three-fourths shall be required. (amended September, 2005)

Payment of Dues

37(1) Annual fees are payable on or before October 1 each year.

(2) If a person fails to pay annual membership fees or any late payment levy within 3 months of the date it becomes due, that person shall be considered to have resigned from the Association.

Membership Resignation

38 A certified shorthand reporter, participating shorthand reporter, and an associate member may resign from membership in the Association by notice in writing to the Membership Committee.

Inspection of Books and Records

39(1) Subject to subsection (2), the Council shall determine whether and to what extent and at what times and places and under what conditions the accounts and books of the Association or any of them shall be open to the inspection of members, and no member of the Association has any right to inspecting any account or book or document of the Association except as conferred by law or authorized by the Council or by resolution of the voting members, whether previous notice thereof has been given or not.

(2) Council members may inspect accounts, book, and records of the Association at any time.

Auditing of Books

40 The books of the Association shall be audited by two Certified Shorthand Members in good standing at the conclusion of each fiscal year, in consultation with a qualified accounting professional who shall prepare a written financial report for presentation to the membership at the Annual General Meeting.

PART 6 CODE OF PROFESSIONAL RESPONSIBILITY

41 In this Part, "shorthand reporter" means a certified shorthand reporter and a participating shorthand reporter.

Impartiality

42(1) The shorthand reporter shall avoid any appearance of conflict of interest by conducting himself with impartiality toward all participants in every case.

(2) The shorthand reporter shall refrain from accepting or providing gifts or favours in connection with his work.

(3) The shorthand reporter shall disclose to the appropriate authority past financial, business, professional, family, or social relationships which might reasonably create an appearance of partiality.

Confidentiality

43(1) The shorthand reporter shall preserve the confidentiality of information entrusted to his possession which is so classified and shall take whatever steps are necessary to ensure its security and privacy.

(2) The shorthand reporter shall preserve and file all shorthand notes in an organized manner so that they may be retrieved, if needed, at a later date.

(3) Shorthand notes shall be retained for a period of not less than 5 years, unless otherwise specified by law or rule of court.

Contribution to Judicial Process

44 The shorthand reporter shall contribute to the integrity and impartiality of the judicial process or of any other proceeding by conducting himself in a manner that is fair and courteous to all participants.

Diligence

45(1) The shorthand reporter shall act with diligence to complete and deliver transcripts in accordance with the provisions of court rules, if applicable, or within a reasonable time after they have been ordered.

(2) A determination of what constitutes "reasonable time" shall take into consideration such factors as the length of the transcript to be delivered, the transcript backlog experienced by the reporter at the time of placement of the particular order, and the time available for transcript preparation.

(3) The shorthand reporter shall refrain from promising transcript delivery dates he cannot reasonably expect to fulfill.

Accurate Transcripts

46 The shorthand reporter shall prepare a true and accurate transcript that is neat in appearance and shall provide a fair value to the user.

Public Statements

47 The shorthand reporter, whenever making public statements, announcements, or advertisements, shall provide truthful, accurate, and adequate information that does not deceive or mislead the public about qualifications and the services he provides.

Objectives

48(1) In his professional practice, the shorthand reporter will strive to meet the following objectives:

- (a) to observe the law and maintain a high standard of personal conduct;
- (b) to recognize his responsibility to the public interest and to his profession, to contribute to the development and understanding of better ways to serve the interest of justice and to make a record of the proceedings that is true and accurate;
- (c) to apply his knowledge and experience working in cooperation with the Bench and the Bar toward the improvement of the administration of justice;
- (d) to perfect and enlarge his professional knowledge in addition to improving his skills;
- (e) to recognize his responsibility and accountability to his employer;
- (f) to associate with organizations having as their objectives the betterment of the shorthand reporting profession in the public interest and contribute his time in carrying on the work of these organizations;
- (g) to give just recognition to the work of his peers without distortion or discrimination;
- (h) not to engage in commercial activities that conflict with his responsibilities to the person he serves professionally.

(2) The shorthand reporter will seek the freest professional discussion of all theoretical and practical issues, but avoid personal invective directed towards others.

Code of Ethics *Part I - Business Practice*

(3) The shorthand reporter shall

- (a) be fair and impartial toward each participant in all aspects of reported proceedings;
- (b) be alert to situations that are conflicts of interest or that may give the appearance of a conflict of interest. If a conflict or a potential conflict arises, the reporter shall disclose that conflict or potential conflict;
- (c) guard against not only the fact but the appearance of impropriety;

- (d) preserve the confidentiality and ensure the security of information, oral or written, entrusted to the reporter by any of the parties in a proceeding;
- (e) be truthful and accurate when making public statements or when advertising the reporter's qualifications or the services provided;
- (f) refrain, as an official reporter, from freelance reporting activities that interfere with official duties and obligations;
- (g) determine fees independently, except when established by statute or court order, entering into no agreement with other reporters on the fees to any user;
- (h) maintain the integrity of the reporting profession;
- (i) refrain from giving, directly or indirectly, any gift, incentive, reward, or anything of value to attorneys, clients, or their representatives or agents, except for nominal items that do not exceed \$100 per transaction and \$200 in the aggregate per recipient each year.

Part 2 - Professional Standards of Business Practice

The shorthand reporter should

- (j) accept only those assignments when the reporter's level of competence will result in the preparation of an accurate transcript. The reporter should remove himself from an assignment when he believes his abilities are inadequate, recommending or assigning another reporter only if such reporter has the competence required for such assignment;
- (k) prepare the transcripts in accordance with the regulations established by the Alberta Rules of Court for official court reporters, whether or not the court reporter is an official court reporter;
- (l) notify the parties engaging the reporter if a substitute reporter will be assigned to report the proceedings;
- (m) preserve the shorthand notes in accordance with statute or court order, or for a period of not less than 2 years from the date of delivery of a transcript and not less than 5 years from the date of the assignment where no transcript has been ordered;
- (n) meet promised delivery dates, or make timely delivery of transcripts when no date is specified;
- (o) strive to become and remain proficient in his professional skills;
- (p) keep abreast of current literature and developments, and participate in continuing education programmes;
- (q) assist in improving the reporting profession by participating in national, provincial, and local association activities that advance the quality and standards of the reporting profession;
- (r) cooperate with the Bench and Bar for the improvement of the administration of justice.

Part 3 - Business Practices

(s) Any form of promotions, rewards, or kickbacks to clients for booking the court reporting services of any particular firm not be allowed.

(t) Advertising literature promoting only court reporting services be utilized.

Repeal

49 The by-laws of the Association filed on _____ are repealed.

(Revised September, 2005)