



# Bylaws

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# ALBERTA HATCHING EGG PRODUCERS

## Bylaws

A Bylaw relating to the conduct of the affairs of the **ALBERTA HATCHING EGG PRODUCERS** made pursuant to Section 26(2.1) of the *Marketing of Agricultural Products Act*, R.S.A. 2000, Chapter M-4 (hereinafter the “Act”) and amendments thereto.

IT IS HEREBY ENACTED as Bylaws of the **ALBERTA HATCHING EGG PRODUCERS** as follows:

### 1. Definitions

**1(1)** Words not defined in these Bylaws have the same meaning as they do in the Act, the Plan and Hatching Eggs Regulation (AR 280/1997).

**(2)** In these Bylaws,

- (a) “Act” means the *Marketing of Agricultural Products Act*;
- (b) “Assets” means economic resources controlled by the body as a result of past transactions and from which future economic benefits may be obtained;
- (c) “Auditor” means a professional accounting firm registered under the *Chartered Professional Accountants Act* and authorized to perform an audit engagement;
- (d) “Bylaws” means the bylaws made by the Alberta Hatching Egg Producers pursuant to section 26(2.1) of the Act;
- (e) “Investment” means a commitment of assets in order to gain a financial return but does not include an expenditure of assets for the purposes of research and development or current operations; and
- (f) “Plan” means the Alberta Hatching Egg Plan Regulation.

## Part 1 – Rights and Responsibilities

### 2. Functions of the Board

**2(1)** The Board

- (a) may appoint a General Manager and other officers and agents, prescribe their duties and fix and provide for their remuneration;
- (b) shall open one or more bank accounts and designate any officers, employees and other persons necessary to
  - (i) sign cheques and other negotiable instruments;
  - (ii) transact the Board’s business with its bank, trust corporation, credit union, treasury branch or other depository;
  - (iii) generally do all the things incidental to or in connection with the transaction of the Board’s business with its bank, trust corporation, credit union, treasury branch or other depository;
- (c) when investing its assets must make prudent investments in accordance with the requirements of section 33 of the *Trustee Act* and may delegate to an agent in accordance with sections 51(1) and (2) and 53 of that Act;
- (d) must establish policies respecting the management of its assets as required by the Operation of Boards and Commissions Regulation (AR 26/99);
- (e) shall maintain such books and records, including financial records,

- (i) as may from time to time be required under the Act, the regulations or by virtue of any order of the Council, and
- (ii) as may be determined by the Board;
- (f) shall maintain an office and notify the Council and each producer and hatchery who holds a licence under the regulations of the location of the office;
- (g) subject to the Act, may issue directions governing the Board's internal operations;
- (h) shall ensure compliance with all agreements into which the Board enters or has entered under a Canada Act;
- (i) may retain earnings and revenues from year to year to finance the purposes of the Plan.

**2(2)** Subject only to Council's authority under the Act to have access to accounting books and records, the Board may refuse to allow access or limit the extent of access to accounting books and records if the Board is of the opinion that access will reveal confidential information about a producer or other person, other than the producer requesting the information.

### 3. Producers who are individuals

**3(1)** Where a producer is an individual, that individual shall only vote in an election or on any matter under this Plan if

- (a) the individual's name appears on the current voters list, or
- (b) the individual makes a statutory declaration stating that the individual
  - (i) is a producer, and
  - (ii) has not previously voted in the election or on the matter in respect of which the individual wishes to cast a vote.

**(2)** An individual producer may appoint an individual who

- (a) is a member of the individual producer's family or a full time employee of the individual, and
- (b) is not a producer themselves or a representative of another producer as a representative to vote in an election or any other matter on which that producer may vote under this Plan.

**(3)** The appointment of a producer's representative must be in writing, be signed by the producer and witnessed and set out

- (a) the name of the producer;
- (b) the name of the individual appointed as the producer's representative;
- (c) the election or other matter in respect of which the producer's representative may vote;
- (d) the date on which the appointment terminates.

**(4)** The appointment of a producer's representative is not valid unless

- (a) the appointment complies with this section, and
- (b) the document setting out the appointment is provided to the returning officer before an election is held, in the case of an election, or to the chair of the Board, in the case of any other vote.

#### 4. Producers who are not individuals

**4(1)** A producer that is not an individual must appoint an individual to be the representative of the producer and the appointed individual may do the following on behalf of that producer:

- (a) make representations on any matter pertaining to the Plan, these bylaws, or the operation of the Board;
- (b) attend meetings held under the Plan and these bylaws;
- (c) vote on any matter under the Plan and these bylaws;
- (d) vote at any election under the Plan and these bylaws;
- (e) hold office under the Plan and these bylaws.

**(2)** For the purpose of subsection (1), if a producer is

- (a) a corporation, it must appoint an individual who is a director, shareholder, member, officer or full time employee of the corporation as its representative,
- (b) a partnership, it must appoint an individual who is a partner or full time employee of the partnership as its representative, or
- (c) an organization that is described in section 1(i)(i)(ii) or (iii) of the Plan, it must appoint a member as its representative.

**(3)** An appointment of a representative under this section must

- (a) be in writing and set forth at least the name of the representative of the producer, and
- (b) be filed with the Board.

**(4)** A representative of a producer shall not cast a vote under the Plan unless

- (a) the producer's name appears on the current voters list, and
- (b) that representative, before the vote is cast, provides in accordance with subsection (6), a copy of the document filed under subsection (3).

**(5)** Notwithstanding subsection (3) or (4)(b), an individual who is the representative of the producer may cast a vote under the Plan and these bylaws if the individual, before the vote is cast, makes a statutory declaration in writing stating that the individual

- (a) is the representative of the producer, and
- (b) has not previously voted in the election or on the matter in respect of which the vote is to be taken.

**(6)** The statutory declaration referred to in subsection (5) must,

- (a) in the case of an election, be provided to or made before the returning officer or deputy returning officer, or
- (b) in the case of a vote other than an election, be provided to or made before a director or officer of the Board.

**(7)** An individual must not be a representative under this section for more than one producer at any one time.

- (8) A representative is not eligible to hold office under the Plan and these bylaws on behalf of the producers until the representative's appointment is filed in accordance with subsection (3).
- (9) A representative who is an individual is also a producer shall only vote in their capacity as a representative and shall not vote in their capacity as an individual.

## 5. Eligibility re Board member

- 5(1)** An individual is not eligible to be elected to the Board unless the individual
- (a) is ordinarily resident in Alberta,
  - (b) is a producer or a representative of a producer under these bylaws that holds a valid licence under the Plan,
  - (c) has been allocated a quota by the Board or is the representative of a producer who has been allocated quota, and
  - (d) has been nominated in accordance with these bylaws.
- (2)** Notwithstanding subsection (1), an individual is not eligible to be elected to the Board if that individual
- (a) is a processor, designated representative of a processor or a member of its board of directors or is otherwise involved in the management or direction of a processor, or
  - (b) is a director of the Alberta Chicken Producers.
- (3)** When at any time a member of the Board ceases to be eligible for election to the Board under subsection (1) or (2) that member, effective at that time, ceases to be qualified to remain as a member of the Board and that person's position on the Board is vacant.

## Part 2 – Election of Board members

### 6. Terms of office

- 6(1)** Each member of the Board shall be elected for a term of 3 years.
- (2)** Subject to subsection (3) an individual shall not serve as a member of the Board for more than 9 consecutive years.
- (3)** If an individual serves for 9 consecutive years as a member of the Board, that individual is not eligible to serve again as a member of the Board under one year has expired following the expiry of that individual's last term.

### 7. Removal from office

- 7** The Board may, on a motion passed by at least 2/3 of the directors currently in office at a meeting of the Board, remove a director from office if the director:
- (a) fails to abide by any of the Board's policies;
  - (b) has breached any of the director's duties or failed to fulfill any of the director's responsibilities; or
  - (c) is absent from 2 meetings of the Board without reasons that the Board considers adequate.

## Part 3 – Board Organization

### 8. Chair, etc.

- 8(1)** At the first meeting of the Board after the annual producer meeting, the members of the Board shall elect from among themselves
- (a) a chair of the Board, and
  - (b) a vice-chair of the Board.
- (2)** The term of office of the chair and vice-chair commences at the conclusion of the meeting at which they were elected under subsection (1) and concludes at the conclusion of the first meeting of the Board held after the next annual meeting.
- (3)** Notwithstanding subsection (2), if at any time during the term of office of the chair or vice-chair a majority of the members of the Board vote to remove from office the person holding that office, that office becomes vacant at the conclusion of that vote.

### 9. Meetings of the Board

- 9(1)** The Board shall meet at the call of the chair or 3 other members of the Board.
- (2)** The quorum for a meeting of the Board is 3 members of the Board.
- (3)** Notice of a meeting of the Board shall be given in writing and may be delivered personally, by ordinary mail or transmitted by means of electronic communication as determined by the Board.

## Part 4 – Meetings

### 10. Annual producer meetings

- 10(1)** The Board shall hold an annual producer meeting at least once in each calendar year by means determined appropriate by the Board.
- (2)** Not more than 15 months may elapse between annual producer meetings.

### 11. Special producer meetings

- 11(1)** A special producer meeting
- (a) may be called by the Board at any time, or
  - (b) shall be called by the Board on the written request of the Council or not less than 33% of the producers
- (2)** The Board shall hold a meeting under subsection (1)(b) within 30 days from the day that the Board received the request to hold a meeting.

### 12. Time and place of general meeting

- 12** Subject to section 10 and 11 of these bylaws, the time, date, and location of an annual producer meeting or a special producer meeting called by the Board shall be fixed by the Board.

### 13. Quorum

**13** A quorum at an annual producer meeting or special producer meeting is 33% of the producers.

### 14. Notification of general meetings

**14(1)** Where an annual producer meeting or a special producer meeting is to be held, the Board shall in writing notify each producer who is entitled to vote under the Plan of the meeting by forwarding the notice by ordinary mail or transmitted by means of electronic communication approved by the Board by resolution to the producer at the latest address for the producer that is on the records of the Board.

**(2)** A notice given under this section

- (a) must be mailed to the producer or otherwise forwarded under subsection (1) at least 14 days before the day on which the meeting is to take place, and
- (b) must set out
  - (i) the time, place or method, date and purpose of the meeting, and
  - (ii) any other information as determined by the Board.

## Part 5 – Voting

### 15. Voting

**15** A producer or producer's representative who is eligible to vote may

- (a) vote once on each matter, and
- (b) in the case of an election of a member of the Board, vote for any number of candidates not exceeding the number of members to be elected to the Board at that meeting,

notwithstanding that the producer may manage or operate or own, lease or hold equity in 2 or more operations that are registered separately with the Board.

### 16. Voting to take place at meetings

**16** Subject to section 17, a producer or a producer's representative is entitled to vote

- (a) in an election of a person to be a member of the Board, or
- (b) on any question put to a vote,

if the producer or producer's representative is present at the meeting at which the election or vote is being held.

### 17. Mail-in vote

**17(1)** The Board, or the majority of the producers present at an annual producer meeting or special producer meeting, may direct that a mail-in vote be held in respect of any matter referred to in the Plan or these bylaws.

**(2)** Where a mail-in vote has been directed under subsection (1), the returning officer shall, not less than 30 days before the day on which the vote is to take place, mail the following to each producer at the producer's current address shown on the records of the Board:

- (a) a copy of the ballot setting out the matter to be voted on;

- (b) an envelope marked "Ballot";
  - (c) a return envelope addressed to the returning officer.
- (3)** Where, in respect of a mail-in vote, a producer or producer's representative wishes to cast a vote, that person must
- (a) mark the ballot with an "X",
  - (b) enclose the ballot in the envelope marked "Ballot",
  - (c) enclose the "BALLOT" envelope in the return envelope, initial the return envelope and endorse it with the producer's licence number, and
  - (d) send it to the returning officer.
- (4)** In order to be counted, a ballot must be received in the Board's office no later than 4:30 p.m. on the day specified by the Board.
- (5)** A ballot is spoiled if it has been
- (a) altered, added to, falsified or incorrectly filled in, or
  - (b) filled in in any way by any person other than the producer to whom it was sent or that person's representative appointed under these bylaws.
- (6)** With respect to a mail-in vote, the returning officer shall
- (a) keep a record of all producers who have submitted a ballot,
  - (b) open the ballots in the presence of at least one scrutineer on the first business day following the final date for receiving completed ballots,
  - (c) scrutinize and reject any ballot that the returning officer determines to be spoiled, and
  - (d) count the valid ballots in the presence of the scrutineer(s) and keep a record of the count.
- (7)** After the votes are counted, the returning officer shall
- (a) immediately notify the members of the Board of the results of the vote, and
  - (b) notify the producers of the results by publication in the Board's regular circular.

## 18. Nominations

- 18** Nominations for candidates for election as members of the Board must be
- (a) signed by at least 2 producers or producer's representatives and by the nominee, and
  - (b) be delivered to the returning officer by the date set by the Board.

## 19. Voters list

- 19(1)** When an election to the Board is to be conducted, the returning officer shall prepare a list of the producers eligible to vote in the election
- (a) In the case of a vote conducted by mail-in ballot under section 17 of these bylaws, not less than 30 days before the day on which the election is to be conducted; or
  - (b) In the case of a vote conducted in-person at the annual producer meeting, within 7 days prior to the meeting.

- (2) The returning officer may amend the voters list up to and including the day on which the vote is to take place, but no later than the time at which the ballots are to be counted, to

  - (a) add to the voters list a producer who has been issued a licence and allocated quota after the voters list had been prepared under subsection (1) but before the ballots are to be counted, or
  - (b) remove from the voters list a producer who has surrendered the producer's licence or whose licence has been suspended or cancelled after the voters list has been prepared under subsection (1).
- (3) The voters list shall be available to any producer or producer's representative for inspection before, during and after an election.

## 20. Election results

- 20(1)** In the case of an election under the Plan and these bylaws,
- (a) the candidate receiving the largest number of votes in the election is the person who is elected to the position for which the election is held;
  - (b) if only one person is nominated for the position that is to be filled, that person is deemed to have been elected to the position;
  - (c) if there are more than 2 nominations for the position and a tie vote occurs between 2 or more of the candidates that received the largest number of votes, the candidates with the smaller number of votes shall be eliminated and a 2<sup>nd</sup> election for the position shall be immediately held among the tied candidates;
  - (d) if there are only 2 nominations for the position and a tie vote occurs, the returning officer shall immediately select, by draw, the candidate for the position and that person is deemed to have been elected to the position.
- (2) If there are more than 2 nominations and a tie vote occurs after a mail-in vote held under these bylaws, the Board shall direct the returning officer under subsection (1) to either hold a mail-in vote for the tied candidates or hold an election for the tied candidates at the next annual meeting.

## 21. Returning officer

- 21(1)** Subject to subsection (2), the General Manager of the Board shall be the returning officer for the purposes of an election or vote taken under the Plan or these bylaws.
- (2) The Board may appoint a person other than the General Manager to act as returning officer for the purposes of an election or vote taken under the Plan or these bylaws.
- (3) The returning officer may appoint persons as deputy returning officers to assist in the conduct of elections and votes under the Plan and these bylaws.

## 22. Duties of returning officer

- 22(1)** The returning officer must
- (a) ensure that a person does not cast a vote except in accordance with the Plan and these bylaws, and

- (b) permit scrutiny of the actions of the returning officer and the deputy returning officers by a scrutineer in respect of the conduct of a vote taken under the Plan and these bylaws.
- (2)** Unless otherwise directed by Council, neither the returning officer nor any other person shall destroy any records or ballots in respect of a vote or election held under the Plan and these bylaws until 90 days have elapsed from the day the vote was taken.

### 23. Licences required

- 23** Only a producer who holds a licence under the Plan and these bylaws
- (a) may vote in an election or on any other matter under the Plan and these bylaws, and
  - (b) is entitled to notice of an annual producer meeting or special producer meeting.

## Part 6 – Administrative Matters

### 24. Remuneration

- 24** The remuneration to be paid to the chair of the Board and to the other members of the Board shall be fixed by a vote of the producers at an annual producer meeting or special producer meeting.

### 25. Appointment of an auditor

- 25(1)** The producers shall from time to time appoint an auditor for the Board.
- (2)** The appointment of an auditor shall be made at an annual producer meeting or special producer meeting.

## Part 7 – Bylaw Amendments

### 26. Bylaw amendment, repeal or replacement

- 26(1)** The repeal or amendment or a new bylaw relating to the requirements of the Act may be initiated by:
- (a) a motion of the Board, or
  - (b) upon the request of Council.
- (2)** Subject to the requirements of the Act, these bylaws may be amended or repealed by the Board upon a 2/3 majority vote of producers during an annual general meeting or special general meeting or through whatever means determined appropriate by the Board.
- (3)** A bylaw, including an amendment or repeal, is not effective until it is approved by Council.
- (4)** Notwithstanding subsection (2), a bylaw can be changed by the Board, without materially affecting the bylaw in principle or substance, under the following conditions:

- (a) to correct clerical, technical, grammatical or typographical errors in a bylaws,
- (b) to bring out more clearly what is considered to be the meaning of a bylaw, or
- (c) improve the expressing of the law under the Act or associated regulations,

without requiring approval from producers or Council.

**(5)** The *Regulations Act* does not apply to these bylaws.

**(6)** As soon as the bylaws have been approved by Council, the Board must provide a copy of these bylaws, including any amendments to these bylaws, to producers, processors, and any person regulated by the Board, in any matter the Board considers appropriate.

## 27. Conflicts

**27** These bylaws form a part of the Plan to the extent that they do not conflict with the Act, the Plan and the Hatching Eggs Regulation (AR 280/1997). If there is a conflict between these bylaws, the Act, or a regulation made under the Act, the Act and the regulations prevail.

## 28. Review

**28** In compliance with the ongoing review cycle of regulations, these bylaws must be reviewed on or before September 30, 2025.

ENACTED by the Board this \_\_\_\_\_ day of \_\_\_\_\_, 2023.

\_\_\_\_\_, Chair of the Alberta Hatching Egg Board