



## ALBERTA OAT GROWERS COMMISSION (AOGC)

### Bylaws

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## **ALBERTA OAT GROWERS COMMISSION**

### **BYLAWS**

A Bylaw relating to the conduct of the affairs of the **ALBERTA OAT GROWERS COMMISSION** 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 OAT GROWERS COMMISSION** as follows:

#### **1. DEFINITIONS**

- (1) Words not defined in these Bylaws have the same meaning as they do in the Act, the Plan and Alberta Oat Growers Commission Regulation (AR 138/2012).
- (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 Oat Growers Commission 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;
  - (f) “Plan” means the Alberta Oat Growers Commission Plan Regulation;
  - (g) “Directors” means a member of the board of directors of the Commission;
  - (h) “Eligible producer” means a producer who has paid a service charge under the Plan in a crop year is an eligible producer for that crop year; and
  - (i) “Fiscal year” means a year commencing on August 1 and concluding on July 31.

### **Section 1 – RIGHTS AND RESPONSIBILITIES**

#### **2. REONSIBILITIES OF ALBERTA OAT GROWERS COMMISSION**

(1) The Commission

- (a) must
  - (i) open one or more accounts in a bank, trust company, treasury branch, credit union or other depository,
  - (ii) designate such officers, employees and other persons as are necessary to transact the Commission’s business, and

- (iii) generally do anything that is incidental to or in connection with the transaction of the business of the Commission with its bank, trust company, treasury branch, credit union or other depository;
  - (b) when investing its assets must make prudent investments in accordance with the requirements of section 3 of the *Trustee Act* respecting the investment of assets and may delegate to an agent in accordance with section 5(1) to (3) of that Act;
  - (c) must establish policies respecting the management of its assets as required by the Operation of Boards and Commissions Regulation (AR 26/99);
  - (d) may enter into an operating line of credit or other loan agreement with its bank, trust company, treasury branch, credit union or other lending institution;
  - (e) must maintain such books and records, including financial records,
    - (i) as from time to time may be required under the Act, the regulations or by virtue of any order of the Council, or
    - (ii) as may be determined by the Commission;
  - (f) must maintain a head office, the location of which, at all times, is to be made known to each eligible producer;
  - (g) may appoint or contract with officers, employees and agents, prescribe their duties and fix their remuneration;
  - (h) subject to the Act, the regulations and any orders of the Council, may issue such general orders governing the Commission's internal operation as it may from time to time determine;
  - (i) may become a member of any agricultural organization;
  - (j) may contribute funds to any agricultural organization that has objectives similar to the objectives of the Commission;
  - (k) may, in accordance with section 50 of the Act, be authorized to perform any function or duty and exercise any power imposed or conferred on the Commission by or under the Agricultural Marketing Programs Act (Canada);
  - (l) subject to the Plan, to finance the purposes of the Plan, may retain earnings and revenues from year to year.
- (2) The books and records referred to in subsection (1)(e) are to be open for inspection at the office of the Commission at all reasonable times on the written request of a member of the Council.

### **3. APPOINTMENT OF AN AUDITOR**

The auditor for the Commission is to be appointed from time to time at an annual Commission meeting or a special Commission meeting.

#### **4. HONORARY MEMBERSHIPS, ETC.**

The Commission may establish non-voting associate, industry, affiliate or honorary memberships under the Plan to provide interested individuals or organizations with the opportunity to contribute to the efforts of the Commission.

#### **5. LIST OF ELIGIBLE PRODUCERS**

For the purposes of these Bylaws,

- (a) the Commission must maintain a list of eligible producers;
- (b) all producers who can be identified by the Commission as having paid a service charge under the Plan during a crop year are to be included on the list of eligible producers for that crop year;
- (c) any producer who is not listed on the Commission's list of eligible producers must be added to the list where the producer can provide proof to the Commission that the producer has paid a service charge under the Plan in the crop year for which the application is made;
- (d) once a producer is listed with the Commission as an eligible producer, the producer continues to be recognized as an eligible producer from crop year to crop year, unless the eligible producer ceases to pay a service charge under the Plan in two subsequent crop years, in which case the producer ceases to be an eligible producer;
- (e) where a producer ceases to be an eligible producer under clause (d), the producer is entitled to again become an eligible producer for any crop year in which the producer pays a service charge under the Plan.

#### **6. GENERAL RIGHTS OF ELIGIBLE PRODUCERS**

In accordance with and subject to the Plan, an eligible producer is entitled, as a matter of right,

- (a) to attend annual Commission meetings and special Commission meetings;
- (b) to make representations on any matter pertaining to the Plan, the Commission and the board;
- (c) to vote on any matter under the Plan and these bylaws;
- (d) to vote in any election for directors;
- (e) to hold office as a director;
- (f) to vote in any plebiscites of producers held under the Act.

#### **7. ELIGIBLE PRODUCERS WHO ARE INDIVIDUALS**

Where an eligible producer is an individual, that individual may, subject to the Plan, exercise the rights of an eligible producer referred to in section 1(6).

## 8. ELIGIBLE PRODUCERS THAT ARE NOT INDIVIDUALS

- (1) Where an eligible producer is not an individual, that eligible producer may, only in accordance with this section, exercise the rights of an eligible producer referred to in section 1(6).
- (2) An eligible producer to which this section applies must appoint an individual to be the representative of the producer.
- (3) A representative appointed by an eligible producer under this section shall, subject to the Plan and these bylaws, exercise on behalf of the eligible producer the rights referred to in section 1(6).
- (4) If an eligible producer is
  - (a) a corporation, it must appoint an individual who is a director, shareholder, member, officer or employee of the corporation as its representative,
  - (b) a partnership, it must appoint an individual who is a partner or employee of the partnership as its representative, or
  - (c) an organization other than a corporation or a partnership, it must appoint an individual who is a member, officer or employee of the organization as its representative.
- (5) An appointment of a representative under this section must be
  - (a) in writing, and
  - (b) in the case where a vote is to be taken at a meeting, filed with the returning officer prior to the calling to order of the meeting at which a vote is to take place.
- (6) An individual who is the representative of an eligible producer shall not cast a vote under the Plan unless
  - (a) the individual presents a document signed by the eligible producer indicating the name of the person who may vote for the eligible producer, or
  - (b) the individual makes a statutory declaration in writing stating that
    - (i) the individual is a representative of the eligible producer, and
    - (ii) the individual has not previously voted in the election or on the matter in respect of which the individual wishes to cast a vote.
- (7) A statutory declaration made under subsection (6)(b) must be made in writing before the returning officer or the deputy returning officer prior to the vote being cast.
- (8) An individual cannot at any one time be a representative under this section for more than one eligible producer.
- (9) A representative shall not vote or hold office before the representative's appointment is filed in accordance with subsection (5).

## **Section 2 - ELECTION OF DIRECTORS**

### **9. ELIGIBILITY TO SERVE AS A DIRECTOR**

To be eligible as a director a person must be an eligible producer.

### **10. NOMINATION OF A DIRECTOR**

(1) The Commission is to solicit nominations for the position of director

- (a) by publishing a notice in the Commission's newsletter, or
- (b) by any other means of notice that the board determines.

(2) A nomination referred to in subsection (1) must be

- (a) in writing and filed at the Commission's office by a date fixed by the Commission,
- (b) signed by at least three eligible producers, and
- (c) accompanied by the written consent of the eligible producer who is being nominated as a director.

### **11. ELECTION OF DIRECTOR BY MAIL BALLOT**

(1) Where an election is to be carried out by means of a mail ballot,

- (a) section 10 applies to the election;
- (b) the mail ballot must be designed for a secret vote;
- (c) the election must be conducted in such a manner so as to ensure a secret vote;
- (d) a mail ballot must be made available to each eligible producer by being mailed to each eligible producer at least 30 days prior to the ballot closing date;
- (e) the ballot closing date
  - (i) Is to be fixed by the Commission, and
  - (ii) Must be a date that is within 42 days immediately preceding the annual Commission meeting.

(2) If the eligible producers fail to elect a director by means of a mail ballot, the election of the director is to be held at the next annual general Commission meeting that is held after the time at which election by means of a mail ballot was to have been held.

## **Section 3 – BOARD MEMBERS**

### **12. TERM OF OFFICE**

(1) Each director may

(a) hold office for a term of up to three years, and

(b) only hold office for a maximum of three consecutive terms.

(2) Notwithstanding subsection (1)(b), an eligible producer who was a director is once again eligible to be elected as a director if at least one year has elapsed since that eligible producer's last term as a director concluded.

(3) The term of office of a director

(a) commences on the conclusion of the annual Commission meeting at which the director was declared elected, and

(b) expires on the conclusion of the annual Commission meeting that takes place in the year that the director's term of office is to expire.

### **13. REMOVAL FROM OFFICE**

(1) The board may, on a motion passed by two-thirds of the directors currently in office at a special or regular meeting of the board, remove a director from office if the director fails to abide by any of the Commission's policies.

(2) If a vacancy becomes available the Board may fill the vacancy in accordance with the Plan.

(3) Where a majority of the directors vote in favour of a motion to remove the chair or vice-chair of the Commission, that person's position as chair or vice-chair of the Commission on the passing of the motion becomes vacant.

### **14. FILLING VACANCIES BY APPOINTMENT**

Where in accordance with this section a person is appointed to fill a vacancy, and the term of office served by that person pursuant to that appointment is not greater than 18 months, the time served by that person as a director pursuant to that appointment is not to be taken into consideration for the purposes of the Plan and these Bylaws.

### **15. RESPONSIBILITIES OF BOARD OF DIRECTORS**

(1) The responsibilities of the Commission, the authority delegated to the Commission by the Council and the direction, administration and management of the Commission's work, business and affairs, including the control and management of all the assets owned, held or acquired by the Commission are vested in the board.



(2) The board has the power to do all things that are necessary to carry out the purpose of the Plan and the responsibilities and authority of the Commission.

(3) The board may authorize any person, entity or committee to exercise any of the powers of the board as set forth in the Plan, regulations, bylaws or otherwise.

(4) Where a person, entity or committee is authorized under subsection (3) to exercise any power of the board,

(a) that person, entity or committee is to report back to the board with respect to the exercise of that power, and

(b) the board retains a supervisory function to oversee the actions of that person, entity or committee in the exercise of that power.

## **Section 4 – BOARD ORGANIZATION**

### **16. BOARD EXECUTIVE - CHAIR AND OTHER OFFICERS**

Following the annual Commission meeting in each year, the directors shall elect from among the members of the board the officers of the Commission, including the chair and vice-chair of the Commission.

### **17. REMUNERATION**

The remuneration to be paid to the directors and officers of the Commission may, from time to time, be prescribed by the board.

### **18. QUORUM AT BOARD MEETINGS**

(a) At a meeting of the board, the quorum necessary for the conduct of business is a majority of the directors holding office at the time.

(b) In determining a quorum under subsection (a), vacant positions on the board shall not be considered.

## **SECTION 5 – MEETINGS**

### **19. ANNUAL COMMISSION MEETING**

(1) An annual Commission meeting must be held by means determined appropriate by the Board for the purposes of providing the following to the eligible producers:

(a) information with respect to the Commission;

(b) an opportunity to provide suggestions and recommendations to the board.

- (2) An annual Commission meeting must be held
- (a) once in each crop year, and
  - (b) within 15 months following the date of the commencement of the last annual Commission meeting.

## **20. SPECIAL COMMISSION MEETINGS**

The Commission must hold a special Commission meeting

- (a) when requested to do so by the Council, or
- (b) on the written request of not less than 30% of the eligible producers.

## **21. TIME, DATE, PLACE AND NOTICE OF COMMISSION MEETINGS**

- (1) The Commission shall set the time, place, date and method of any annual Commission meeting or special Commission meeting.
- (2) The Commission must
- (a) in the case of an annual Commission meeting, notify the eligible producers of the annual Commission meeting at least 21 days before that meeting is to be held, and
  - (b) in the case of a special Commission meeting, notify the eligible producers of the special Commission meeting at least 21 days before that meeting is to be held.
- (3) The notice under subsection (2) must state the time, place, date, purpose and method of the meeting.
- (4) The Commission may provide notice under this section in any form or in any manner the Commission considers appropriate.

## **22. QUORUM AT ANNUAL COMMISSION MEETING OR SPECIAL COMMISSION MEETING**

The quorum necessary for the conduct of business at an annual Commission meeting or a special Commission meeting is not fewer than 15 eligible producers.

## **Section 6 - VOTING**

### **23. ELIGIBILITY TO VOTE**

- (1) An eligible producer is eligible to vote
- (a) on any question put to a vote at an annual Commission meeting or a special Commission meeting by any means set by the Board,

(b) in any election for a director that is conducted at an annual Commission meeting by any means set by the board and if eligible to vote in such an election, and

(c) in an election for a director that is conducted by means of a mail ballot.

(2) An eligible producer, irrespective as to whether the eligible producer is or is not an individual, may vote once only on each matter put to a vote.

(3) An eligible producer may vote once on each matter, notwithstanding that the eligible producer may manage or operate or own, lease or hold equity in two or more operations.

#### **24. MUST BE ON THE LIST OF ELIGIBLE PRODUCERS**

An eligible producer shall only cast a vote under the Plan if the eligible producer's name appears on the current list of eligible producers.

#### **25. RETURNING OFFICER**

(1) The Commission is to appoint a returning officer for the purposes of and in connection with any election or vote taken under the Plan and these bylaws.

(2) The returning officer may appoint individuals as deputy returning officers to assist in the conduct of elections and votes under the Plan and these bylaws.

#### **26. DUTIES OF RETURNING OFFICER**

(1) The Returning Officer

(a) must compile and maintain a voters list of eligible producers who are entitled to vote under the Plan and these bylaws,

(b) is to ensure that a person does not cast a vote, except in accordance with the Plan and these bylaws, and

(c) must 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 the Council, no 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 on which the vote was taken.

#### **27. TIE VOTES**

If there occurs a tie vote for the position of director, the returning officer or deputy returning officer must immediately select by a draw, drawn from the names of all the tied candidates, the name of the

candidate to fill the position and the person whose name is drawn is deemed to have been elected to that position.

## **28. ELECTION BY ACCLAMATION**

If at the time that an election is to be conducted the number of nominations received by the returning officer is equal to or is less than the number of positions on the Board that are to be filled by that election, those persons nominated must be declared to be elected by acclamation.

## **Section 7 – BYLAW AMENDMENTS**

### **29. BYLAW AMENDMENT, REPEAL OR REPLACEMENT**

(1) The repeal or amendment or a new by-law 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.

### 30. CONFLICTS

These bylaws form a part of the Plan to the extent that they do not conflict with the Act, the Plan and the Commission regulation. If there is a conflict between these bylaws, the Act, or a regulation made under the Act, the Act and the regulations prevail.

### 31. REVIEW

In compliance with the ongoing review cycle of regulations, these bylaws must be reviewed annually.

ENACTED by the Board this 30 day of June, 2022



Chair of the Alberta Oat Growers Commission