



Alberta Chicken Producers

BYLAWS



ALBERTA CHICKEN PRODUCERS BYLAWS
Table of Contents

Division 1 - Definitions and General	2
General.....	2
Definitions.....	2
Division 2 - Administration of the Plan by the Board	2
Responsibilities of the Board	2
Division 3 - Remuneration	3
Remuneration	3
Division 4 - Auditors	4
Auditors.....	4
Division 5 - The Board	4
Chairperson.....	4
Board meetings.....	4
Quorum.....	4
Term of office.....	4
Nominations and eligibility	4
Removal from Office	5
Division 6 - Meeting of Producers	5
Annual meetings	5
Special meetings	5
Time, place and date of meeting	5
Notification of meeting.....	5
Quorum.....	6
Division 7 - Eligibility Voting and Election	6
Authorized producers who are individuals.....	6
Authorized producers that are not individuals.....	6
Eligibility to vote	8
Voting.....	8
Election results.....	8
Voters list	9
Nominations.....	9
Returning Officer	9
Duties of Returning Officer	9
Division 8 - Bylaw Amendments, Conflicts and Review	10
Bylaw amendment, repeal, or replacement.....	10
Inconsistency	10
Review.....	10



ALBERTA CHICKEN PRODUCERS BYLAWS

A Bylaw relating to the conduct of the affairs of the **ALBERTA CHICKEN 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 CHICKEN PRODUCERS** (hereinafter called the "ACP"), as follows:

Division 1 Definitions and General

General

- 1 All terms contained in these Bylaws and which are defined in the Act, the Alberta Chicken Producers Plan Regulation (A/R 110/2023), and the Alberta Chicken Producers Marketing Regulation (AR 3/2000) shall have the same meaning defined in the Act or Regulations.

Definitions

- 2(a) "Annual meeting" means an annual general meeting of the members of the Board and of the authorized producers;
- (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 Chicken Producers pursuant to section 26(2.1) of the Act;
- (e) "Directors", "Board" and "Board of Directors" means the Directors of the ACP as elected or appointed from time to time; and
- (f) "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 of current operations.

Division 2 Administration of the Plan by the Board

Responsibilities of the Board

- 3(a) The Board shall appoint an Executive Director, Chief Executive Officer, or General Manager, as the case may be, and may prescribe their duties and fix and provide for their remuneration.
- (b) The Board 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; and
 - (iii) generally do all 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* respecting the investment of assets and may delegate to an agent in accordance with Section 51(1) and (2) and Section 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) Must maintain such books and records, including financial records:
- (i) from time-to-time as may be required under the Act, the Regulations or by Order of the Council, or
 - (ii) as may be determined by the Board.
- (f) Shall maintain an office and notify each authorized producer, licensed processor, licensed hatchery, and the Council of the location of the office;
- (g) May appoint officers and agents, prescribe their duties and fix and provide for their remuneration;
- (h) May:
- (i) enter into an operating line of credit or other loan agreement with its bank, trust company, treasury branch, credit union or other lending institution, and
 - (ii) designate those officers, employees and other persons as are necessary to transact the Board's business;
- (i) May, subject to the Act, the Regulations and any orders of the Council, issue administrative orders and directives respecting the carrying out of its powers and duties and may issue policies and procedures governing the Board's operation; and
- (j) May retain earnings and revenues from year-to-year to finance the purposes of the Plan.

Division 3 Remuneration

Remuneration

- 4 The remuneration to be paid to the Chairperson of the Board and to the other members of the Board shall be fixed by a vote of the authorized producers at an annual meeting or special meeting.

Division 4 Auditors

Auditors

- 5(1) The authorized producers shall from time-to-time appoint an Auditor for the Board.
- (2) The appointment of an Auditor shall be made at an annual meeting or a special meeting.

Division 5 The Board

Chairperson

- 6 Within 30 days from the day that the members of the Board are elected to the Board, the Board shall elect from among themselves,
 - i. an authorized producer to be the Chairperson of the Board, and
 - ii. an authorized producer to be the Vice-Chairperson of the Board

Board meetings

- 7 The Board may, at the call of the Chairperson or 3 other members of the Board, conduct meetings of the members of the Board.

Quorum

- 8 The quorum for a meeting of the Board is three members of the Board.

Term of office

- 9(1) Each member of the Board shall be elected for a term of 3 years.
- (2) The term of office of a member of the Board
 - (a) commences on the conclusion of the annual meeting during which the member was elected, and
 - (b) expires on the conclusion of the annual meeting that takes place in the year that the member's term of office is to expire.
- (3) An authorized producer shall not serve as a member of the Board for more than 9 consecutive years, and if the person serves for 9 consecutive years, that person is not eligible to serve again as a member of the Board until one year has expired following the expiry of that person's last term.
- (4) If a position is vacant under Section 16 or Section 17(5)(b) of the Plan, the term of office is deemed to have commenced as if an individual had been elected to the position.

Nominations and eligibility

- 10(1) A person may be elected to the Board if that person
 - (a) is an authorized producer;
 - (b) has been allocated a quota by the Board;
 - (c) has been nominated in accordance with the Plan and these Bylaws; and
 - (d) is not a Processor, a designated representative of a Processor or a member of the

Board of Directors or otherwise involved in the management or direction of an organization that processes chicken.

Removal from Office

- 11(1) A member of the Board is disqualified from continuing to act as a member if that person
- (a) ceases to be an authorized producer;
 - (b) has been found to be of unsound mind by a court in Canada or elsewhere,
 - (c) is bankrupt; or
 - (d) is, without the approval of the Board, which can be given before or after the absence occurs, absent for 3 consecutive meetings of the Board.

Division 6 Meeting of Producers

Annual meetings

- 12 The Board shall hold an annual meeting at least once in each calendar year and not more than 16 months may elapse between annual meetings.

Special meetings

- 13 Special meetings of the authorized producers
- (a) a special meeting 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 of 25 or more authorized producers.

Time, place and date of meeting

- 14 The Board shall set the time, place, date and means of any annual meeting and of any special meeting.

Notification of meeting

- 15(1) The Board shall, not less than 14 days prior to an annual meeting or a special meeting, send to all the authorized producers written notice of the meeting setting out
- (a) the time, date, location and purpose of the meeting, and
 - (b) any other information as determined by the Board.
- (2) Any notice given under Subsection (1) may be conveyed to an authorized producer
- (a) by ordinary mail mailed to the last known address of the authorized producer as shown on the records of the Board, or
 - (b) by e-mail or other electronic means to be received at the last e-mail address or other electronic receiving number of the authorized producer as shown on the records of the Board.

Quorum

- 16 The quorum for an annual meeting or special meeting is the greater of
- (a) 25 authorized producers, or
 - (b) 10% of the authorized producers.

Division 7 Eligibility Voting and Election

Authorized producers who are individuals

- 17(1) Where an authorized producer is an individual, the following applies:
- (a) that individual may vote in an election or on any matter or hold office under the Plan and these Bylaws, but an agent of that individual shall not, on behalf of that individual, vote in an election or on any matter or hold office under the Plan and these Bylaws;
 - (b) that individual shall not on that individual's own behalf, vote in an election or on any matter under the Plan and these Bylaws unless:
 - (i) the individual's name appears on the current voters list, or
 - (ii) the individual makes a Statutory Declaration stating that the individual:
 - (A) as an authorized producer, and
 - (B) has not previously voted in the election or on the matter in respect of which the individual wishes to cast a vote.
 - (c) Notwithstanding Clause (a), if that individual is appointed as a representative of an authorized producer under Section 18, that individual, during the time that the individual is a representative of an authorized producer:
 - (i) may only vote in an election or on any matter or hold office under the Plan and these Bylaws in that individual's capacity as a representative of an authorized producer, and
 - (ii) shall not vote in an election or on any matter or hold office under the Plan and these Bylaws in the individual's own capacity as an authorized producer.

Authorized producers that are not individuals

- 18(1) Where an authorized producer is a person other than an individual, that authorized producer shall not
- (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 an election under the Plan and these Bylaws; or
 - (e) hold office under the Plan and these Bylaws, except in accordance with this section.
- (2) An authorized producer that is a person other than an individual shall appoint an individual to be the representative of the authorized producer and that individual shall on behalf of that authorized producer do the following:

- (a) make representations on any matter pertaining to the Plan and these Bylaws or the operations 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 an election under the Plan and these Bylaws; or
 - (e) hold office under the Plan and these Bylaws.
- (3) If an authorized producer is
- (a) a corporation, it shall appoint an individual who is a Director, shareholder, member, officer or employee of the corporation as its representative;
 - (b) a partnership, it shall appoint an individual who is a partner or employee of the partnership as its representative; or
 - (c) an organization, other than a corporation or partnership, it shall appoint an individual who is a member, officer or employee of the organization as its representative.
- (4) 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 authorized producer; and
 - (b) be filed with the Board.
- (5) A representative of an authorized producer shall not cast a vote under the Plan and these Bylaws unless
- (a) the authorized producer's name appears on the current voters list; and
 - (b) that representative, prior to the vote being cast, provides in accordance with Subsection (7), a copy of the document filed under Subsection (4).
- (6) Notwithstanding Subsection (4) or (5), if an authorized producer or a representative of an authorized producer has failed to meet the requirements of Subsection (4) or (5)(a), or is unable to produce a copy of the document filed under Subsection (4), an individual who is the representative of the authorized producer may cast a vote under the Plan and these Bylaws if the individual, prior to the vote being cast, makes a Statutory Declaration, in writing, stating that the individual
- (a) is the representative of the authorized producer, and
 - (b) has not previously voted in the election or on the matter in respect of which the vote is to be taken.
- (7) The document or statutory declaration referred to in Subsection (5) or (6) 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.
- (8) An individual may not at any one time be a representative under this section for more than one authorized producer.
- (9) An individual who is appointed as a representative of an authorized producer must not vote in an election or on any other matter or hold office under the Plan and these Bylaws in the individual's own capacity as an authorized producer.
- (10) A representative may not hold office under the Plan and these Bylaws on behalf of the authorized producer before the representative's appointment is filed in accordance with Subsection (4).

Eligibility to vote

- 19 An authorized producer is entitled to vote in an election of a member of the Board or on any question put to a vote if the authorized producer is present at the meeting at which the election or vote is being held.

Voting

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

Election results

- 21 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, a 2nd election for the position shall be immediately held among the tied candidates; or
 - (d) if there are only 2 nominations for the position and a tie vote occurs, the Returning Officer appointed in accordance with these Bylaws shall immediately select, by draw, the candidate for the position and that person is deemed to have been elected to the position.

Voters list

- 22(1) When an election to the Board is to be conducted, the Returning Officer shall prepare, not less than 30 days before the election is to be held, a list of the authorized producers who are eligible to vote in the election.
- (2) The voters list shall be available to any person for inspection before, during and after an election.

Nominations

- 23(1) Nominations for candidates for election as members of the Board must
- (a) be signed by at least 2 authorized producers and by the nominee, and
- (b) be delivered to the Returning Officer before the beginning of the meeting at which the election is to be held.
- (2) Notwithstanding Subsection (1), nominations from the floor shall be accepted if
- (a) made and seconded by authorized producers attending the meeting at which the election is to be held, and
- (b) the nominee
- (i) is in attendance, and
- (ii) consents to the nomination.

Returning Officer

- 24(1) Subject to Subsection (2), the Executive Director of the Board shall be the Returning Officer for the purposes of an election or vote taken under the Plan and these Bylaws.
- (2) The Board may appoint a person other than the Executive Director to act as Returning Officer for the purposes of an election or vote taken under this Plan.
- (3) The Returning Officer may appoint persons as Deputy Returning Officers to assist in the conduct of elections and votes under this Plan.

Duties of Returning Officer

- 25(1) The Returning Officer shall:
- (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, no Returning Officer or 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 date the vote was taken.

Division 8 Bylaw Amendments, Conflicts and Review

Bylaw amendment, repeal, or replacement

- 26(1) The amendment or repeal, or a new bylaw relating to the requirements of the Act, may be initiated by
- (a) a motion of the Board of Directors, 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 of Directors upon a 2/3 majority vote of eligible producers during an annual meeting or special meeting or through whatever means determined appropriate by the Board of Directors.
- (3) A bylaw, including an amendment or repeal, is not effective until it is approved by Council.
- (4) Notwithstanding Subsections (2) and (3), a Bylaw can be changed by the Board of Directors, without materially affecting the Bylaw in principle or substance, under the following conditions:
- (a) to correct clerical, technical, grammatical or typographical errors in a bylaw;
 - (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 eligible 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 of Directors must provide a copy of these Bylaws, including any amendments to these Bylaws, to eligible producers in any manner the Board of Directors considers appropriate.

Inconsistency

- 27 These Bylaws form a part of the Plan to the extent that they do not conflict with the Act, the Plan and the Alberta Chicken Producers Marketing Regulation. In the event there is any conflict or inconsistency between these Bylaws and the Act, the Plan Regulation and the Marketing Regulation, then the terms of the Act and the Regulations shall prevail.

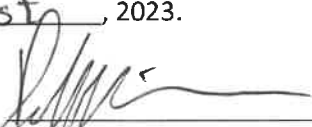
Review

- 28 In compliance with the ongoing review cycle of Regulations, these Bylaws must be reviewed by May 30, 2030.

ENACTED by the Board this 8TH day of August, 2023.



David Hyink, Chair



Rob van Diemen, Vice Chair




Wes Nanninga, Director



Ross Bezovie, Director



Tara deVries, Director



Geoff Brown, Executive Director