

2024 AGM VOTING and ELECTION PROCEDURES

IMPORTANT

ACP will be using the *Simply Voting* software program to conduct voting at the 2024 AGM
ALL producers attending in-person or virtually must have access to a smart phone or electronic device (tablet, laptop) to cast votes.

Overview

The following process and procedures have been developed to provide guidance on voting at ACP's AGM and work in accordance and coordination with ACP's Plan Regulation and existing policies.

Pre-Meeting Instructions

- After a producer registers for the meeting, they will be sent an email from Data on the Spot email address: credentials@dataonthespot.com with instructions on how to use the software *Simply Voting*.
- Producers will have the opportunity to test casting a vote via *Simply Voting*.

It is strongly encouraged that all producers take advantage of the pre-meeting test opportunity to ensure no technical difficulties during the AGM.

General Meeting Procedures – February 27, 2024 AGM

See Meeting Rules of Order (attached)

- **General Orders of Business for Virtual Attendees:**
 - The 'raise hand' function in Zoom will be used to move and second nominations.
 - Producers speaking during the meeting will be asked to first state their name for the meeting Minutes.
 - ACP staff will unmute the microphone of the person making a motion/nomination and will repeat the name of the individual and the motion to ensure all meeting attendees hear motions made throughout the meeting.
 - ACP staff will type up the motion to be displayed on the screen for all participants to see. In the event audio is not functioning properly, the person making the motion will be asked to type their motion into the Zoom meeting 'chat'.
 - The 'raise hand' function in Zoom will also be used by attendees to express support for or against non-controversial matters which include: approval of the meeting agenda, approval of 2023 AGM minutes, approval of Annual Report, approval of Audited Financial Statement, appointment of Auditor, motions to cease nominations to Board of Director and Producer Representative positions, and motion to Adjourn the meeting.
 - To ask a question during the meeting attendees can submit their questions via the "Q&A" function.

Nominations to Board of Directors

- **Overview of ACP's Plan Regulation:**
 - Section 29(1) of ACP's Plan Regulation provides for nominations to be submitted up until the start of the meeting at which the election is held.
 - Nominations made must be signed by two authorized producers and the Nominee.
 - Section 29(2) of the Plan also provides for nominations to be made from the floor at the meeting, provided the mover and seconder are authorized producers and the nominee is present at the meeting and accepts the nomination.
- **Nominations During the Meeting: From the Floor:**
 - As per ACP's Plan Regulation and following past practices, ACP will accept nominations from the floor at the meeting. The mover, seconder and nominee must be authorized producers and must be in attendance at the meeting, either virtually or in-person. The nominee must also accept the nomination.
 - The mover, if attending in-person, must make the nomination by raising their hand to speak. If joining virtually, the mover must use the '*raise hand*' function on Zoom and will be "unmuted" and will make their nomination.
 - The Returning Officer will state the name of the mover and restate the nomination for all to hear.
 - The Returning Office will ensure the nominee is present at the meeting (virtually or in-person).
 - The Returning Officer will ask for a seconder.
 - The seconder must raise his/her hand or use the '*raise hand*' function on Zoom and will be asked to state their name.
 - The Returning Officer will ask the nominee if he / she accepts the nomination.
 - If so, the nomination will be accepted and the individual's name will be added to the screen and to the voting software. This process will be repeated three times followed by a call for a motion to cease nominations.
 - **Nominees' Address to Fellow Producers:** Nominees will each be provided an opportunity to briefly speak to the voters prior to the election; or after in the case of acclamation.
 - Voting is required for the elections to the Board of Directors and Producer Representative positions if more than one producer is nominated for the position

Voters List and Producers' Eligibility to Vote

- **Voters' List:** ACP maintains a list of authorized producers, or representatives of authorized producers, who are eligible to vote. Our office will be validating all voter information in advance of the 2024 AGM through the meeting registration process. All producers who are registered to attend the meeting will be asked to confirm their information, and those who choose to have an appointed representative vote on their behalf will be contacted by ACP staff to complete the required form. It is important for producers to work with our office to ensure your information is up to date.

- **Eligibility:**
 - An authorized producer is entitled to vote in an election of a member of the Board or on any matter put to a vote if the authorized producer is present at the meeting at which the election or vote is being held (Section 26 of ACP's Plan Regulation).
 - Sections 23 and 24 of ACP's Plan Regulation contain the full details regarding producers' eligibility to vote and are appended for your reference.
- **Designating an Appointed Representative:**
 - Producers who are an Authorized Officer of a Corporation, Partnership, or Unincorporated Organization, and wish to send an Appointed Representative to vote on their behalf must have a Certificate of Designation Form on file with the Board Office. This form is not to be completed where the licensed producer is an individual.
 - Alternately, a Statutory Declaration may be made and submitted to the Returning Officer prior to the start of the meeting.
 - **If you are needing to complete a Certificate of Designation and Statutory Declaration for the 2024 meeting, we ask that you submit to Geoff Brown, Returning Officer, care of Sheila Rai or Laurie Power: Srai@chicken.ab.ca or lpower@chicken.ab.ca no later than 9:00 a.m. MST on February 27, 2024 or by mail to the Board Office no later than 4:00 p.m. MST on February 23, 2024. Once received, a confirmation will be sent.**
 - *These forms are appended for your reference and use.*

Voting Process

- **Quorum:** As per Section 22 of ACPs Plan Regulation, quorum is the greater of 25 producers or 10% of our membership. This includes producers attending the meeting in-person and virtually.
- **Voting Platform:**
 - ACP will be using the Simply Voting software program provided by DOTS to conduct voting on the elections to the Board of Directors
- **Voter Registration:**
 - All voters will be registered prior to the AGM, if a producer has not pre-registered to vote, they must contact DOTS at 1-833-368-7123 or email credentials@dataonthespot.com
 - DOTS and the Returning Officer will validate that all persons logged into the voting software are eligible to vote as per ACP's Plan Regulation.
- **Returning Officer & Scrutineer**
 - The Board has appointed Geoff Brown, Executive Director, to serve as ACP's Returning Officer.

- The Returning Officer:
 - Shall verify against a master voter list that only those eligible to vote have voted on matters put to vote;
 - Shall declare the outcomes of the Elections to the Board of Directors and vote on any policy-related matters at the meeting;
 - Shall hold the ballots/voting records in a secure location for 90 days from the date of the vote, after which time the ballots will be destroyed in accordance with ACP's Plan Regulation.
- Marketing Council staff shall Scrutinize the voting process, including:
 - Reviewing communication to membership in advance of and during the meeting;
 - Reviewing the voter registration process;
 - Reviewing the integrity of the voting process;
 - Overseeing the electronic ballot count; in a virtual environment this includes Marketing Council staff having visibility of the voting system as votes are cast and tallied; and
 - Emailing authorization of results to Returning Officer before Returning Officer announces outcomes of the election and policy matters that have gone to vote.

Contesting an Election

Section 34 of ACP's Plan Regulation provides high level requirements for contesting an election. The process for a producer to contest an election is as follows:

1. Producer applies in writing to Marketing Council within 15 days of the election occurring by email (preferable and most timely) to: janet.dietrich@gov.ab.ca, or via original mail to:
 - Agricultural Products Marketing Council
 - Janet Dietrich, Policy & Regulatory Advisor
 - 3rd Floor, 7000 113 Street
 - Edmonton, AB T6H 5T6
 - a. Application to include date of the election, location, name of person elected (if applicable), reason why the election is being contested as per section 34 of the *Alberta Chicken Producers Plan Regulation* (e.g., why the producer elected should not have been elected, election irregularity such as inaccurate ballot counting or invalid voters list, issue with nomination process, etc.), and the name of the producer making the application.
 - b. Marketing Council confirms receipt of the application with the producer and notifies Alberta Chicken Producers accordingly.
2. Marketing Council reviews the application (at a regularly scheduled meeting or special meeting). There is no regulated timeline for doing this; however, Marketing Council aims to resolve disputes in a timely manner.
3. Marketing Council renders decision and notifies:
 - a. The producer who made the application
 - b. The Board
4. Any person affected by Marketing Council's decision can request that it reviews that decision (as per section 36 of the *Marketing of Agricultural Products Act*).

Appendix 1 ACP Plan Regulation – Eligibility, Voting & Elections

Part 3 Eligibility, Voting and Elections

Authorized producers who are individuals

23 Where an authorized producer is an individual, the following applies:

- (a) that individual may vote in an election or on any matter under this Plan or hold office under this Plan but an agent of that individual shall not, on behalf of that individual, vote in an election or on any matter under this Plan or hold office under this Plan;
- (b) that individual shall not on that individual's own behalf, vote in an election or on any matter under this Plan 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) is 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 24, 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 under this Plan or hold office under this Plan in that individual's capacity as a representative of an authorized producer, and
 - (ii) shall not vote in an election or on any matter under this Plan or hold office under this Plan in the individual's own capacity as an authorized producer.

Authorized producers that are not individuals

24(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 this Plan or the operation of the Board,
- (b) attend meetings held under this Plan,
- (c) vote on any matter under this Plan,
- (d) vote at an election under this Plan, or (e) hold office under this Plan, 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 this Plan or the operation of the Board; (b) attend meetings held under this Plan;
- (c) vote on any matter under this Plan;
- (d) vote at an election under this Plan;
- (e) hold office under this Plan.

(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 this Plan 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 this Plan 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.

(8.1) 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 this Plan in the individual's own capacity as an authorized producer.

(9) A representative may not hold office under this Plan on behalf of the authorized producer before the representative's appointment is filed in accordance with subsection (4).

AR 70/93 s24;162/2012;57/2018

Appendix 2 Certificate of Appointed Representative

Appendix 3 Statutory Declaration for Voting