

EGG FARMERS OF ALBERTA
Bylaws
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EGG FARMERS OF ALBERTA

Bylaws

A Bylaw relating to the conduct of the affairs of the **EGG FARMERS OF ALBERTA** 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 **EGG FARMERS OF ALBERTA** (hereinafter called the “EFA”), as follows:

Division 1 Definitions and General

Definitions

- 1 Words used in these Bylaws have the same meaning as they do in the Plan and the Act.

- 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 EFA pursuant to section 26(2.1) of the Act;
 - (e) “member” means a member of the EFA Board as elected or appointed from time to time;
 - (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 or current operations;
 - (g) “Marketing Regulation” means the Egg Farmers of Alberta Marketing Regulation; and
 - (h) “Plan” means the Egg Farmers of Alberta Plan Regulation.

Division 2 Administration of the Plan by the Board

Functions of the Board

- 3 The Board
 - (a) shall
 - (i) open one or more accounts in a bank, trust company, treasury branch, credit union or other depository, and

 - (ii) designate those officers, employees and other persons necessary to sign cheques and transact the Board's business 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) shall cause books and records, including financial records, to be maintained:
 - (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;
- (e) subject to subsection (f), shall, on the written request of 5 registered producers or any member of the Council, open its books and records for inspection by the party or parties that made the request at all reasonable times at the office of the Board;
- (f) may refuse to allow access or may limit access by a registered producer to books and records under subsection (e) if the Board is of the opinion that access would reveal commercially sensitive information about a producer, processor or other person;
- (g) shall maintain an office and notify each registered producer, each processor and the Council of the location of the office;
- (h) may appoint officers and agents, prescribe their duties and fix and provide for their remuneration;
- (i) 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;
- (j) may, subject to the Act, the regulations and any orders of the Council, issue general orders governing the Board's internal operation as it may from time to time determine;
- (k) may become a member of any organization that promotes the interests of producers;
- (l) may contribute funds to any organization that promotes the interests of producers;
- (m) may retain earnings and revenues from year to year to finance the purposes of the Plan.

Division 3 Remuneration

Remuneration

- 4 Any change in the amount of 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 registered producers at an annual meeting or special meeting of the registered producers.

Division 4 Auditors

Auditors

- 5 The auditor for the Board shall be appointed at each annual meeting.

Division 5 The Board

Chairperson

- 6 The members of the Board shall, at their first meeting following each election of members to the Board, elect from the members of the Board, one member to serve as Chairperson of the Board and one member to serve as Vice-chairperson.

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 a majority of the members of the Board holding office at the time of the meeting.

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
- (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) A person 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 the next annual meeting following the expiry of that person's last term.
- (4) Where
- (a) A person is appointed or elected as provided for under section 17 of the Plan Regulation to fill a vacancy on the Board, and
 - (b) The term office served by the person who filled the vacancy if not greater

than 18 months.

the time served as a member in respect of that term of office is not taken into consideration for the purposes of the terms of office provision in these bylaws.

- (5) In the case of a vacancy under section 15(2) or 16(6) of the Plan, the term of office is deemed to have commenced on the day the election for the position was held.

Nominations and eligibility

- 10(1) A person may be nominated for election to the Board if that person
- (a) is a registered producer or a representative of a registered producer
 - (b) has consented to the nomination, and
 - (c) is a resident of Alberta.
- (2) Notwithstanding subsection (1), a person is not eligible to be elected to the Board if that person
- (a) is a processor, a designated representative of a processor or a member of the board of directors of a processor, or is otherwise involved directly or indirectly in the control, management or direction of a processor or an organization that processes eggs for other producers,
 - (b) is a family member of a person referred to in clause (a), or
 - (c) if a person is in breach of, the Act, Plan or Regulation as determined by the Board from time to time.
- (3) In subsection (2), “family member” means the spouse, adult interdependent partner, child, parent, sibling, son-in-law, daughter-in-law, father-in-law or mother-in-law of the person.
- (4) Nominations for the purposes of an election shall be conducted as follows:
- (a) the Board shall set a date for receiving nominations for election to the Board;
 - (b) at least 30 days before the date referred to in clause (a), the Board shall inform registered producers of that date and send nomination forms to registered producers;
 - (c) the nomination forms must be
 - (i) in the form provided by the Board under clause (b)
 - (ii) signed by at least 2 registered producers,
 - (iii) filed at the Board office on or before the date referred to in clause

(a), and

- (iv) accompanied by the written consent of the eligible producer being nominated.

Removal from Office

11(1) A member of the Board is disqualified from continuing to act as a member if:

- (a) the person ceases to be a registered producer;
- (b) in the case of a person who is a representative of a registered producer under section 17,
 - (i) the person ceases to be a representative of a registered producer,
 - (ii) the production facilities or all of the shares of the registered producer are sold or otherwise transferred to a person other than the representative;
- (c) the person is not a resident of Alberta;
- (d) the person has been found to be of unsound mind by a court in Canada or elsewhere;
- (e) the person is bankrupt;
- (f) the person 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;
- (g) the person is ineligible to become a member by virtue of section 10(2).

(2) A person who is disqualified under subsection (1)(a), (b) or (c) shall tender their resignation to the Board forthwith on the effective date of:

- (a) the person's ceasing to be a registered producer,
- (b) the person's ceasing to be a representative of a registered producer,
- (c) the person ceasing to be a resident of Alberta, or
- (d) the sale or other transfer,

as the case may be.

(3) In the event a member has failed to abide by any of the Board's policies, administrative directives or orders, or a member is in breach of the Act, Plan or Marketing Regulation, the Board may then, on a motion passed unanimously by the members in attendance at a Board meeting other than the impugned member, remove that member from office.

Division 6 Meetings of Producers

Annual meetings

- 12 Annual meetings of the registered producers shall be held once in each calendar year and not more than 15 months may elapse between annual meetings.

Special meetings

- 13 Special meetings of the registered producers:
- (a) may be called by the Board at any time, and
 - (b) shall be called by the Board on the written request of the Council or of 25 or more registered producers.

Time, place and date of meeting

- 14(1) The Board shall set the time, place and date of any annual meeting and of any special meeting.
- (2) The Board may conduct annual and special meetings by electronic means when the circumstances deem it necessary.

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 registered producers written notice of the meeting setting out
- (a) the time, date, location and purpose of the meeting, and
 - (b) if special business is to be transacted at the meeting, the nature of the business.
- (2) Any notice given under subsection (1) may be conveyed to a registered producer
- (a) by ordinary mail mailed to the last known address of the registered producer as shown on the records of the Board, or
 - (b) by facsimile, e-mail or other electronic means to be received at the last fax number, e-mail address or other electronic receiving number of the registered producer as shown on the records of the Board.

Quorum

- 16 The quorum for an annual meeting or special meeting is 25 registered producers.

Division 7 Producer Rights, Voting Eligibility and Elections

General rights of registered producers

- 17(1) A registered producer may, subject to the Plan and these Bylaws,
- (a) make representations on any matter pertaining to the Plan and these Bylaws,

- (b) attend meetings held under these Bylaws,
 - (c) vote on any matter under these Bylaws,
 - (d) vote at an election under the Plan and these Bylaws, and
 - (e) hold office under the Plan and these Bylaws.
- (2) An individual who is a producer shall not cast a vote under the Plan and these Bylaws unless that individual's name appears on the current list of registered producers.
- (3) If a registered producer is not an individual, that registered producer shall appoint an individual to be its representative to exercise its rights under this section, and
- (a) if the registered producer is a corporation, the corporation must appoint an individual who is a director, shareholder, member, officer or employee of the corporation or a family member of a shareholder as its representative,
 - (b) if the registered producer is a partnership, the partnership must appoint an individual who is a partner or an employee of the partnership or a family member of a partner as its representative, or
 - (c) if the registered producer is an organization other than a corporation or a partnership, the organization must appoint an individual who is a member, officer or employee of the organization as its representative.
- (4) A representative appointed by a registered producer under this section shall
- (a) represent the registered producer in any matter pertaining to the Plan or these Bylaws,
 - (b) attend meetings on behalf of the registered producer, and
 - (c) vote and hold office, as the case may be, on behalf of the registered producer.
- (5) An appointment of a representative of a registered producer under this section shall
- (a) be in writing, and
 - (b) in the case where a vote is to be taken at a meeting, be filed with the returning officer prior to when a vote is to take place.
- (6) An individual who is a representative of a registered producer shall not cast a vote under the Plan or these Bylaws unless that individual
- (a) presents a document signed by the registered producer indicating the name of the individual who may vote for the registered producer, or

- (b) makes a statutory declaration in writing stating that the individual
 - (i) is a representative of the registered 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.
- (7) A statutory declaration made under subsection (6)(b) shall be made in writing and provided to the returning officer or the deputy returning officer prior to the vote being cast.
- (8) An individual may not be a representative under this section for more than one registered producer,
- (9) An individual who is a representative shall not vote or hold office before the individual's appointment is filed in accordance with subsection (5).

Eligibility re: voting

- 18(1) A person is entitled to vote
 - (a) on any question put to a vote at an annual meeting or special meeting, or
 - (b) in an election for a member,
 if the person is a registered producer or representative of a registered producer, and is present at the annual meeting or special meeting.
- (2) A registered producer who is eligible to vote may vote once on each matter notwithstanding that the registered producer may manage or operate or own, lease or hold equity in 2 or more operations that are registered separately with the Board.
- (3) A person attending a meeting conducted through electronic means shall be considered to be present at such meeting.

Returning officer

- 19(1) Subject to subsection (2), the General Manager of the EFA 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 an individual 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 individuals as deputy returning officers to assist in the conduct of elections and votes under the Plan or these Bylaws.
- (4) The returning officer shall
 - (a) ensure that a person does not cast a vote except in accordance with these Bylaws, and

- (b) permit scrutiny of the actions of the returning officer and of the deputy returning officers by a scrutineer in respect of the conduct of a vote taken under the Plan or these Bylaws.
- (5) Unless otherwise directed by the Council, no returning officer or other person shall destroy any records or ballots in respect of a vote or election held under the Plan or these Bylaws until 90 days have elapsed from the date the vote was taken.

Election results

20 In the case of an election under this Plan,

- (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;
- (d) if there are only 2 nominations for the position and a tie vote occurs, the returning officer appointed in accordance with the bylaws shall immediately select, by draw, the candidate for the position and that person is deemed to have been elected to the position.

Division 8 Administration of Bylaws by the Board

Inconsistency

21 In the event there is any conflict or inconsistency between these Bylaws and the Act, the Plan Regulation or the Marketing Regulation, then the terms of the Act and the regulations shall prevail.

Bylaws amendment, repeal or replacement

- 22(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 in attendance at an annual meeting or special meeting.
- (3) A bylaw, including an amendment or repeal, is not effective until it is approved by Council.

- (4) The Board may change the Bylaws without the approval of Council or the producers, provided that such change does not materially affect 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.
- (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 manner the Board considers appropriate.

Conflicts

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

Review

- 24 In compliance with the ongoing review cycle of regulations, these bylaws must be reviewed on or before September 30, 2024.

ENACTED by the Board this 22 day of October, 2021.

