

# WESTERN CROP INNOVATIONS BY-LAWS

2024-06-14 Board Approved

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## INTERPRETATION

1. In these By-laws, unless the context otherwise specifies or requires:
  - a) **“Act”** means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. C-23, including Regulations made pursuant to the Act and any statute or regulations that may be substituted, as amended from time to time;
  - b) **“Articles”** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
  - c) **“Board”** or **“Board of Directors”** means the Board of the Directors of the Corporation;
  - d) **“By-laws”** means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
  - e) **“Contribution”** means the annual financial support a Member pays the Corporation to help fund the Corporation’s operating and capital costs;
  - f) **“Corporation”** means Western Crop Innovation;
  - g) **“Director”** means a Director elected or appointed pursuant to the By-laws;
  - h) **“Fiscal Year”** means the Corporation’s Fiscal Year;
  - i) **“Member”** means a member of the Corporation;
  - j) **“Member Representative”** means the individual or individuals authorized by a Member to represent the Member at member meetings;
  - k) **“Officers”** means the Chair and Vice-Chair of the Corporation;
  - l) **“ordinary resolution”** means a resolution passed by a majority of votes cast on that resolution;
  - m) **“public accountant”** means the public accountant appointed for the Corporation under section 127(1)(e) or subsection 181(1) or 186(1) of the Act or who fills a vacancy under subsection 184(2) or 185(1) of the Act;
  - n) **“Regulations”** means the Canada Not-for-profit Corporations Regulations; and
  - o) **“special resolution”** means a resolution passed by a majority of not less than two thirds of the votes cast on that resolution.
2. Words not defined in the By-laws have the meanings prescribed in the Act and Regulations.

3. In each By-law and each resolution of the Board of Directors and the Members, the singular shall include the plural, the plural shall include the singular and the masculine shall include the feminine and the neuter. Wherever reference is made in this or any other by-law or any resolution of the Board of Directors and the Members to any statute or section thereof, such reference shall be deemed to extend and refer to any amendment to or re-enactment of such statute or section, as the case may be.

## **MEMBERS**

### **Act and Regulations**

4. Subject to paragraphs 5 to 65, the Membership provisions in Part 10 of the Act apply as written.

### **Membership**

5. The Corporation shall have one class of Members who shall:
  - a) be entitled to receive notice of and to attend all meetings of the Members;
  - b) elect or appoint one or more Member Representatives, based on their Contribution Tier, to attend and vote at member meetings; and
  - c) have each Member Representative exercise one (1) vote at member meetings.
6. The number of Members shall be determined from time to time by an ordinary resolution of the Board of Directors.

### **Members**

7. A Member must:
  - a) be directly or indirectly engaged in the crop and forage industry, and may be either a:
    - (i) for-profit corporation or co-operative; or
    - (ii) not-for-profit society, corporation, or co-operative.
  - b) pay an annual membership Contribution to help fund the operating and capital costs of the Corporation in such amount as may be determined by the Member;
  - c) support and advocate the mission and vision of the Corporation and demonstrate a commitment to working constructively and collaboratively toward improving and promoting the Corporation;
  - d) maintain itself in good standing under its governing legislation; and

- e) comply with the Act, Regulations, By-laws and policies of the Board of Directors.
- 8. Subject to paragraphs 25 and 38, the membership term is indefinite.
- 9. Membership Contributions are in addition to any allocation to overhead in any research grant a Member may provide to the Corporation.

**Application/Invitation for Membership**

- 10. Subject to paragraph 7, an eligible incorporated for-profit or not-for-profit society, corporation or cooperative may apply or be invited by the Board of Directors to be a Member of the Corporation.
- 11. Any application or invitation to become a member of the Corporation must be approved by an ordinary resolution of the Board of Directors.
- 12. The Board of Directors shall, at all times, have the power to:
  - a) reject or defer any application for membership;
  - b) revoke or defer any invitation for membership; andand the decision of the Board of Directors shall be final.

**Contribution Tiers**

- 13. There shall be five Contribution Tiers as follows:
  - a) Tier 1 – \$50,000.00 to less than \$150,000.00
  - b) Tier 2 – \$150,000.00 to less than \$250,000.00
  - c) Teir 3 – \$250,000.00 to less than \$350,000.00
  - d) Tier 4 – \$350,000.00 to less than \$450,000.00
  - e) Tier 5 – \$450,000.00 or more
- 14. On applying or being invited to be a Member, the applicant or invitee must advise the Corporation of its agreed-upon annual Contribution, which shall be binding on the Member until the effective date of:
  - a) a change under paragraphs 20 and 23;
  - b) the Member’s withdrawal from the Corporation under paragraph 25; or
  - c) the Member’s removal from the Corporation under paragraph 38 .
- 15. Membership Contributions for Members joining after the start of the Corporation’s 2025 Fiscal Year will be pro-rated.

16. Members must pay their annual membership Contributions within fourteen (14) calendar days of receiving notice that they were approved as a Member and, thereafter, no later than the start of each Fiscal Year.
17. Being suspended as a Member under paragraph 36, removed as a Member under paragraph 38, or withdrawing as a Member under paragraph 25 does not relieve the Member of its obligation to pay any membership Contributions that are due or outstanding.
18. All membership Contributions paid by the Members are non-refundable.
19. Any membership Contributions not paid by the Member under these By-laws are a debt owing to the Corporation, and the Corporation may take legal action to recover the Member's agreed-upon annual Contributions.

#### **Increasing Membership Contributions**

20. Members may increase their membership Contribution at any time by giving written notice to the Corporation.
21. When Members increase their membership Contributions, the increase shall be:
  - a) effective on the date specified in the notice; and
  - b) payable within fourteen (14) calendar days of giving notice of the increase.
22. Subject to paragraphs 23 and 25, the Member's increased Contribution will remain in effect for all future Fiscal Years.

#### **Decreasing Membership Contributions**

23. Members may decrease their membership Contribution for any reason by giving notice to the Corporation, provided the notice:
  - a) is in writing;
  - b) is provided within the sixty (60) calendar days before the start of the Corporation's upcoming Fiscal Year;
  - c) states the change in the Contribution; and
  - d) states the effective date for the change, which shall be no earlier than the start of the Fiscal Year in the calendar year following the year written notice of the change was provided.
24. Subject to paragraphs 20 and 25, the Member's decreased Contribution will remain in effect for all future Fiscal Years.

### **Withdrawal by Member**

25. Members may withdraw from the Corporation for any reason by giving notice to the Corporation, provided the notice:
- a) is in writing;
  - b) is provided within the sixty (60) calendar days before the start of the Corporation's upcoming Fiscal Year; and
  - c) states the effective withdrawal date, which shall be no earlier than the start of the Fiscal Year in the calendar year following the year written notice of withdrawal was provided.

### **Role of the Members**

26. The Members shall:
- a) elect the Directors pursuant to paragraph 71;
  - b) receive the audited financial statements of the Corporation;
  - c) approve any amendments to the By-laws or Articles of Incorporation; and
  - d) appoint the public accountant (auditor) for the ensuing Fiscal Year.
27. The Members may:
- a) recommend crop and forage development and research priorities to the Board of Directors;
  - b) advise the Board of Directors on emerging industry issues;
  - c) provide feedback to the Board of Directors on the Corporation's policies, procedures and performance;
  - d) review the Corporation's performance metrics, and provide the Board of Directors with feedback on the perceived value of its crop and forage development and research initiatives;
  - e) submit a proposal, under section 163 of the Act, for any matter the Member wishes to raise at a member meeting; and
  - f) requisition the Board of Directors to call a member meeting for the purposes set out in the requisition under section 167 of the Act.

### **Appointment of Member Representatives**

28. Members are entitled to appoint Representatives to attend and vote at member meetings based on their Contribution Tier, as follows:
  - a) Tier 1 – One (1) Representative
  - b) Tier 2 – Two (2) Representatives
  - c) Tier 3 – Three (3) Representatives
  - d) Tier 4 – Four (4) Representatives
  - e) Tier 5 – Five (5) Representatives
29. To be eligible to be appointed as a Member Representative, a person shall:
  - a) be an individual 18 years of age or older;
  - b) be a Canadian resident;
  - c) be legally capable of holding office;
  - d) not be a Director of the Corporation; and
  - e) not have the status of a bankrupt or criminal record.
30. The procedure by which Members elect or appoint their Member Representatives shall be at the Member's discretion. Members may change their Member Representatives at any time.
31. On or before the start of each Fiscal Year, each Member shall provide the Corporation with written notice of the names, mailing addresses, phone numbers and e-mail addresses of each Member Representative elected or appointed by the Member.
32. Notwithstanding paragraph 31, where there is a change in the
  - a) Member Representatives of the Member; or
  - b) mailing address, phone number or e-mail address of a Member Representativethe Member shall, within 15 days from the date of the change, give written notice to the Corporation setting out the change.

### **Member Representative Term of Office**

33. A Member Representative holds office until the Member Representative resigns, dies, is removed by the Member that appointed the Representative or is elected as a Director of the Corporation.
34. The Member whose Member Representative resigns, dies, is removed or is elected as a Director may elect or appoint another Member Representative to fill the vacancy.



### **Membership Review**

35. The Membership of the Corporation may be reviewed by the Board of Directors at any time.

### **Member Suspension**

36. Subject to paragraphs 39 to 45, a Member may be suspended by the Corporation, by an ordinary resolution of the Board of Directors, for such time and on such conditions as the Board of Directors may determine.
37. While under suspension, a Member shall not be entitled to exercise any rights under the Act or these By-laws except the right of withdrawal but shall remain subject to all obligations.

### **Member Removal**

38. Subject to paragraphs 39 to 45, a Member may be removed from the Corporation by an ordinary resolution of the Board of Directors.

### **Grounds for suspension or removal**

39. A Member shall be automatically removed as a Member, without notice, if the Member has been struck out or dissolved under its governing legislation.
40. The Board of Directors may suspend or remove a Member if the Member:
  - a) no longer meets the Membership eligibility criteria;
  - b) has failed to pay its membership Contributions when due;
  - c) has failed to attend two consecutive Member meetings;
  - d) has failed to comply with the Act, Regulations, By-laws, or any written policy of the Board of Directors;
  - e) has carried out any conduct which may be detrimental to the Corporation as determined by the Board of Directors in its sole discretion; or
  - f) for any other reason that the Board of Directors, in its sole and absolute discretion, considers reasonable.

### **Procedure to suspend or remove a Member**

41. If the Board of Directors determines that a Member should be suspended or removed, the Chair, or such other officer as may be designated by the Board of Directors, shall provide twenty (20) days' notice of the decision to suspend or remove the Member with reasons.

42. The Member may make written submissions to the Chair or such other officer as may be designated by the Board of Directors in response to the notice received within such twenty (20) day period.
43. If no written submissions are received from the Member, the Chair or other officer designated by the Board of Directors may proceed to notify the Member that the Member is suspended or removed from membership in the Corporation.
44. If written submissions are received in accordance with paragraph 42, the Board of Directors will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.
45. The decision of the Board of Directors shall be final and binding on the Member, without any further right of appeal.

### **Member Reinstatement**

46. After the time or conditions of the suspension under paragraph 36 have been met, the suspended Member shall have its membership reinstated.
47. A Member who is removed from the Corporation pursuant to paragraph 38 after the expiration of ninety (90) calendar days, may apply or be invited to have its membership reinstated on such terms and conditions as may be determined by the Board of Directors.

### **Member Meetings**

48. Member meetings shall be held in Alberta.
49. Subject to section 160(1) and (2) of the Act, the annual member meetings shall be held at such place or by such method and at such date and time as the Board of Directors shall determine.
50. Special member meetings may be held at such place or by such method and at such date and time as the Board of Directors shall determine.
51. Notice of the date, time and place of a member meeting shall be given to each Member entitled to vote at the meeting by one of the following means:
  - a) by mail, courier or personal delivery during a period of 21 to 60 days before the day on which the meeting is to be held; or
  - b) by telephone, electronic, or other communication facility during a period of 21 to 35 days before the day on which the meeting is to be held.

52. Members are responsible for:
- a) notifying their Member Representatives of the date, time and place of the member meetings; and
  - b) paying the costs of their Member Representatives to attend member meetings.

### **Electronic Meetings**

53. Any person entitled to attend a meeting of members may participate in the meeting, in accordance with the Regulations, using a telephone, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting if the Corporation makes such a communication facility available. A person participating in a meeting is deemed to be present at the meeting for the purposes of this Act.
54. If the Board of Directors or Members call a meeting of the Members, the Board of Directors or Members, as the case may be, may determine that the meeting of the Members shall be held, in accordance with the Regulations, entirely by means of a telephone, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.

### **Adjourned member meetings**

55. Notwithstanding section 162(7) of the Act, notice of adjourned meetings shall be provided to the Members in accordance with the Act and Regulations.

### **Quorum at member meetings**

56. Pursuant to section 164(1) of the Act:
- a) the quorum for an annual meeting of the Members shall be twenty-five (25) percent of the Members; and
  - b) the quorum for a special meeting of the Members shall be fifty (50) percent of the Members.

### **Voting at member meetings**

57. Directors shall not have the right to vote.
58. Each Member Representative is entitled to one (1) vote at member meetings. Except as provided in paragraph 64, Member Representatives not present at a member meeting shall not have the right to vote.
59. A majority of votes cast by the Member Representatives shall determine the question except where the vote or consent of a greater number is required by the By-laws or the Act.

60. Subject to paragraphs 61 and 64, voting at a meeting of Members shall be by show of hands, except if a ballot is demanded by a Member Representative entitled to vote at the meeting.
61. Voting in elections of Directors shall be by secret ballot.
62. Any person participating in a meeting under paragraph 53 and entitled to vote at that meeting may vote, and that vote may be held, in accordance with the Regulations, by means of the telephonic, electronic or other communication facility that the Corporation has made available for that purpose.
63. Despite paragraph 60, any vote at a meeting of the Members held may be held, in accordance with the Regulations, entirely by means of a telephonic, an electronic or other communication facility, if the Corporation makes such a communication facility available.

#### **Voting other than at a Member meeting**

64. Subject to section 74 of the Regulations, at the discretion of the Corporation:
  - a) the Members may vote on any matter or in an election of Directors, other than at a Member meeting, by means of a telephone, electronic or other communication facility; and
  - b) the procedures for collecting, counting and reporting the results of a vote by means of a telephone, electronic or other communication facility are set out in Schedule "A".
65. Any vote in accordance with paragraph 64 shall be deemed for the purposes of the Act and these By-laws to have been held at a meeting of the Members.

### **BOARD OF DIRECTORS**

#### **Act and Regulations**

66. Subject to paragraphs 67 to 100, the Director provisions in Part 9 of the Act apply as written.

#### **Number of Directors**

67. Five (5) Directors will be elected from candidates nominated by the Members.

#### **Eligibility**

68. To be eligible to be nominated to hold office as a Director, the nominee must:
  - a) be an individual 18 years of age or older;
  - b) must not be incapable or bankrupt;

- c) have experience as a director and a demonstrated understanding of governance principles;
- d) not be a government employee; and
- e) meet such other eligibility criteria as may be established by the Corporation from time to time.

### **Nominations**

- 69. Each Member may nominate one candidate for election as a Director at each election for Directors provided a previous nominee by that Member is not a sitting Director whose term does not expire at the close of the election.
- 70. All nominations for Directors shall be in writing in the form prescribed by the Corporation and shall contain:
  - a) the name, address and contact information of the Member submitting the nomination;
  - b) the name, address, contact information, experience and qualifications of the individual being nominated; and
  - c) the written or electronic consent of the nominated individual agreeing to act as a Director if elected.

### **Election of Directors**

- 71. Subject to paragraph 72, the Members shall elect Directors to hold office in accordance with these By-laws by ordinary resolution at each annual member meeting at which an election of Directors is required.
- 72. Except for the first election of the Board of Directors, the election of Directors will be staggered and, to permit the staggered election of Directors:
  - a) two (2) Directors will be elected in one year;
  - b) two (2) Directors will be elected the following year; and
  - c) one (1) Director will be elected in the next following year.
- 73. The candidates receiving the most votes shall be elected to the Board until all the required number of positions are filled.
- 74. In the event of a tie between two or more candidates, the ballots shall be recounted. If the tie is confirmed, there will be another election between those candidates. The candidate who receives the most votes on the second ballot shall be elected as a Director. If a tie remains after the second election, the names of those candidates will be placed in

a receptacle, and a scrutineer will draw one or more candidates' names. The person whose name is drawn shall be declared elected.

75. Where less than or only a sufficient number of individuals are nominated to fill the required number of positions of Director, the Directors so nominated shall be elected by acclamation.

### **Directors' Term of Office**

76. For the purposes of paragraphs 77 to 80, the term "year" means the time between two consecutive annual member meetings.
77. The term of office of a Director shall be for a period of three (3) years which shall:
- a) commence at the close of the annual member meeting at which the results of the election are announced; and
  - b) expire at the close of the annual member meeting at which the election results are announced in the third year following the year the term commenced.
78. An individual shall not hold office for over six (6) consecutive years as a Director.
79. If an individual serves for six (6) consecutive years as a Director, that individual is not eligible to serve again as a Director until one (1) year has expired from the expiry of that individual's last year in office as a Director.
80. To determine the number of years that an individual has served as a Director, a portion of a year served by a Director shall be considered a year served if the time served exceeds six (6) months.

### **Vacancy and Removal of Directors**

81. A Director ceases to hold office when the Director:
- a) resigns from office by delivering a written resignation to the Corporation;
  - b) is no longer eligible to be a Director;
  - c) dies; or
  - d) is removed from office pursuant to paragraph 82.
82. The Members may, by ordinary resolution at a special meeting, remove any Director or Directors from office.
83. A vacancy created by the removal of a Director may be filled at the meeting of the Members at which the Director is removed, or if not so filled, may be filled under paragraph 84.

84. A quorum of Directors may fill a vacancy among the Directors, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles or a failure to elect the number or minimum number of Directors provided for in the Articles.

#### **Duties of the Board of Directors**

85. The Board of Directors shall oversee the management and administration of the affairs, property and business of the Corporation and exercise all the powers, acts and things that the Corporation may exercise and do, and which are not by these By-laws, the Articles, the Act or the Regulations or otherwise lawfully directed or required to be exercised by the Members.

#### **Remuneration**

86. Subject to the funding agreements between the Corporation and the Minister of Alberta Agriculture and Irrigation, the Board of Directors may fix:
- a) the reasonable remuneration of the Directors, Officers and committee members for preparation and attendance at meetings of the Corporation or any committee thereof;
  - b) the travel and living expenses to be paid to the Directors, Officers and committee members; and
  - c) the indemnification the Directors, Officers and committee members may receive for any expenses incurred on behalf of the corporation as a director, officer or committee member.

#### **Board of Directors Meetings**

87. Subject to paragraphs 88 and 89, meetings of the Board of Directors shall be held in Alberta at such place and time as the Board of Directors shall determine.
88. A meeting of the Board of Directors may be convened at any time by the Chair, the Vice-Chair, or not less than three (3) of the Directors.
89. The Board of Directors shall meet at least two (2) times each year and at such additional times as may be required for the proper management of the Corporation, provided that one of the meetings of the Corporation shall be held in accordance with paragraph 102.
90. Notwithstanding section 136(7) of the Act, the consent of all the Directors is not required for a Director to participate in a meeting of the Board Directors or a committee of Directors by electronic means.
91. All decisions of the Board of Directors shall be determined by a vote of the Directors.

### **Notice of Meetings**

92. Notice of a meeting of the Board of Directors stating the day, hour and place of the meeting shall be sent to each Director no less than
- a) twenty-four (24) hours before a meeting by electronic means is to take place; and
  - b) seven (7) days before a meeting in person is to take place

and may be sent by e-mail to the last known e-mail address provided by the Director to the Corporation.

93. Any abridgement of the notice period or an error or inadvertent omission in a notice of a meeting, or any adjourned meeting shall not invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may ratify, approve and confirm all proceedings taken or had thereat.

### **Adjourned Director Meetings**

94. Notwithstanding section 136(5) of the Act, notice of adjourned meetings shall be provided to the Directors in accordance with the By-laws.

### **Quorum**

95. A majority of the elected number of directors constitutes a quorum at any meeting of the Board of Directors, and despite any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors.

### **Voting at Director Meetings**

96. Every question submitted to a meeting shall be decided by a show of hands or, if Directors are participating by electronic means, by verbal or electronic response, either positive or negative.
97. A majority of votes cast by those eligible to vote shall determine the questions in meetings except where the vote or consent of a greater number is required.
98. Each individual entitled to vote, including the Chair, shall have one (1) vote on each matter put to the question at any meeting.
99. In the case of an equality of votes, the Chair shall not have a casting vote, and an equal vote will defeat the question.
100. All elections of Officers shall be by secret ballot.



## **OFFICERS**

### **Act and Regulations**

101. Subject to paragraphs 102 to 118, the Officer provisions in Part 9 of the Act apply as written.

### **Election of Officers**

102. After the Directors have been declared elected at the annual meeting of members, the Corporation shall hold a meeting of the Board of Directors, which must be held immediately or no later than 24 hours after the close of the annual meeting of Members.

103. At the Board of Directors meeting held under paragraph 102, the Directors shall elect from among themselves:

- a) a Chair of the Corporation; and
- b) a Vice Chair of the Corporation.

104. In the event of a tie between two or more candidates, the ballots shall be recounted. If the tie is confirmed, there will be another election between those candidates. The candidate who receives the most votes on the second ballot shall be elected as the officer. If a tie remains after the second election, the names of those candidates will be placed in a receptacle and a scrutineer shall draw one or more candidate's name. The person whose name is drawn shall be declared elected.

105. Where less than or only a sufficient number of individuals are nominated to fill the officer positions, the Directors so nominated shall be elected by acclamation.

### **Term of Office**

106. The term of office of the Chair and Vice Chair elected pursuant to paragraph 103:

- a) commences immediately on the Officer being elected at the Board of Directors meeting held pursuant to paragraph 102; and
- b) expires immediately on the Directors being declared elected at the next annual meeting of members.

107. A Director shall not serve as Chair of the Corporation for more than four (4) consecutive terms.

108. To determine the number of terms that a Director has served as Chair, an unexpired term of office served by the Chair who is appointed pursuant to paragraph 111 shall be considered a term of office only if the time served exceeds 6 months.

### **Vacancy and Removal of Officers**

109. The Chair and Vice Chair cease to hold office when the individual:
  - a) resigns from office by delivering a written resignation to the Corporation;
  - b) is no longer eligible to be a Director;
  - c) dies;
  - d) is no longer eligible to hold that Officer position; or
  - e) is removed from office pursuant to paragraph 110.
110. The Corporation may, by special resolution, remove the Chair or Vice Chair from office, without removing them as a Director.
111. Where the Chair or Vice Chair, ceases to hold office or where a vacancy is created by the removal of the Chair or Vice Chair before the expiry of that officer's term of office:
  - a) in the case of the Chair, the Vice-Chair will serve as Chair for the unexpired portion of the term; and
  - b) in the case of the Vice-Chair, the Board of Directors shall elect another Director to fill the position for the unexpired portion of the term.
112. A Chair or Vice Chair removed from office pursuant to paragraph 110 is not eligible to be elected or appointed to fill the vacancy created by the removal of the Chair or Vice Chair.

### **General Responsibilities of the Chair and Vice Chair**

113. The Chair and Vice Chair must carry out only those responsibilities of the Corporation that are delegated to the Chair and Vice chair by the Corporation.
114. The Chair and Vice Chair shall report to the Board of Directors on their activities as required by the Board of Directors.
115. The Chair and Vice Chair shall be responsible for:
  - a) delegating the execution of the decisions of the Corporation and oversight of such execution by management;
  - b) providing leadership to the Corporation and management;
  - c) acting as the official signatories for the Corporation for which signing authority has not been delegated to management; and
  - d) ensuring that accurate and comprehensive records of all meetings and resolutions of the Corporation, and/or any committee are maintained.

### **Duties of the Chair**

116. The Chair shall:

- a) when present, chair all meetings of the Members and the Board of Directors;
- b) act as the chief liaison with the committee chairs between meetings of the Corporation;
- c) act as the chief liaison with the individual hired pursuant to paragraph 125;
- d) be an ex officio member of all committees but shall not be a chair of any committee;
- e) encourage consensus at meetings of the Corporation and monitor relationships between members of the Corporation; and
- f) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Chair from time to time by the Corporation.

### **Duties of the Vice-Chair**

117. The Vice-Chair shall:

- a) in the absence of the Chair, chair all the meetings of the Members and the Board of Directors;
- b) be vested with all the powers and shall perform all the duties and exercise the powers of the Chair in the absence or inability or refusal of the Chair to act; and
- c) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Vice-Chair from time to time by the Corporation.

### **Delegation of Duties of Officers**

118. In case of the absence or inability to act of an Officer or committee chair, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of such Officer or committee chair to any other Officer or committee chair or any Director for the time being.

### **AD HOC COMMITTEES**

#### **Establishment of Ad Hoc Committees**

119. The Board of Directors may establish such ad hoc committees as it deems necessary to assist it in the fulfillment of its duties and responsibilities, and the Board of Directors may delegate to such ad hoc committees any of the Board of Directors' responsibilities that may be lawfully delegated.

120. All ad hoc committees shall serve in an advisory capacity, report to the Board of Directors and carry out their delegated responsibilities in accordance with their respective committee Terms of Reference approved, from time to time, by the Board of Directors.
121. The Board of Directors may from time to time dissolve, suspend or re-establish any ad hoc committee.
122. The Board of Directors may provide for the appointment and removal of ad hoc committee chairs and members and provide for the terms of reference, governance, operation, duties and functions of the ad hoc committees.

#### **Ad Hoc Committee Meetings**

123. Committees may hold their meetings at such time and place as may be determined from time to time by the chair of the committee.
124. Committee meetings may be called by the committee chair or by majority of the members of the committee.

#### **MANAGEMENT**

125. To carry out the management duties of the Corporation and the management duties and responsibilities of the Officers and committee chairs, the Corporation shall hire one individual to be responsible for the day-to-day business, affairs and management of the Corporation.
126. The title of the individual hired pursuant to paragraph 125 shall be determined by the Corporation by ordinary resolution.
127. The individual referred to in paragraph 125 hired to manage the Corporation shall, under the direction and oversight of the Board of Directors:
  - a) manage and administer the property, business and affairs of the Corporation by, among other things:
    - (i) providing quality, comprehensive policy advice to the Board of Directors and committees;
    - (ii) ensuring proper oversight of all administrative actions and behaviour;
    - (iii) acting as the conduit of the decisions of the Board of Directors to administration;
    - (iv) ensuring that all the decisions of the Board of Directors are implemented in a timely manner;
    - (v) reporting to the Chair and the Board of Directors; and

- (vi) in conjunction with the Chair and Vice Chair, be a spokesperson for the Corporation;
- b) conduct the affairs of the Corporation in accordance with the Act, Regulations and By-laws and within the agreements, policies and resolutions approved by the Board of Directors;
- c) organize and attend meetings of the Board of Directors, committees, the annual meeting of the Members and act as Returning Officer for the election of Directors, Officers, and committee chairs;
- d) act as secretary and keep accurate minutes of all meetings of the Members, the Board of Directors and the committees;
- e) maintain all records required by the Act, Regulations and the Board of Directors;
- f) have charge of the preparation and custody of all the correspondence and books of account and accounting records of the Corporation;
- g) hire and manage such employees and contractors as may be necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by management from time to time;
- h) have charge of the Minute Book and corporate seal, if any, of the Corporation;
- i) subject to any resolution of the Board of Directors, have the care and custody of the funds and securities of the Corporation, keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust Company, or, in the case of securities, in such registered dealer in securities as may be designated by the Corporation from time to time;
- j) collect and receive all monies paid to the Corporation in relation to same and deposit same in whatever institution the Board of Directors may by resolution determine;
- k) disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Board of Directors a full and detailed account of the receipts and disbursements and a statement of the financial position of the Corporation;
- l) prepare for submission to the Board of Directors a statement duly audited of the financial position of the Corporation and submit a copy of same to the Board of Directors and the Members;
- m) properly account for the funds of the Corporation and keep such books as may be directed; and

- n) be accountable for the proper discharge of all duties of the Corporation not retained by the Board of Directors and perform all duties incidental to the office or that are properly required by the Corporation.
128. In carrying out the management duties and responsibilities the individual referred to in paragraph 125 may delegate duties to employees and contractors of the Corporation provided the individual referred to in paragraph 125 remains responsible for the performance of those duties.

## **GENERAL MATTERS**

### **Registered office**

129. The registered office of the Corporation shall be in such location in Alberta as may be determined by resolution of the Board of Directors from time to time.

### **Records**

130. In addition to the records required to be maintained by the Board of Directors, the record provisions in Part 4 of the Act apply as written.

### **Fiscal Year and Financial Statement**

131. The Fiscal Year shall be determined by resolution of the Board of Directors from time to time.
132. The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

### **Act and Regulations – Financial**

133. The financial disclosure and financial statement provisions in Part 5 of the Act apply as written.
134. The provisions in the Act and Regulations governing the Corporation's public accountant as set out in Part 12 of the Act apply as written.

### **Seal**

135. The Board of Directors may provide a corporate seal for the Corporation. If the Corporation has a corporate seal, it shall be of such form and device as may be adopted by the Corporation. The Corporation may make such provision as they see fit with respect to affixing the said seal and the persons to attest by their signatures that such seal was duly affixed.

136. The Board of Directors shall have the power from time to time to destroy the seal and substitute a new seal in place of the seal destroyed.

### **Cheques, Drafts, Notes and Legal Documents**

137. All cheques, drafts, electronic bank transfers or orders for the payment of money or any contracts, documents or instruments in writing requiring the signature of the Corporation shall be signed by such officer or officers or person or persons, whether officers of the Corporation and in such manner as the Corporation may from time to time designate by resolution. All such writings so signed shall be binding upon the Corporation without any further authorization or formality.
138. The Corporation may, by special resolution, give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Corporation and to management for carrying out his duties and responsibilities.

### **Communication of Notices**

139. Subject to paragraphs 140 to 142, the notice and communication provisions in Part 17 of the Act apply as written.
140. In calculating the number of days' notice to be given for a meeting the day of sending the notice and the day of the meeting shall be included.
141. The Members, Directors, Officers or committee members may change their address, telephone number or e-mail address by written notice to the Chair of the Corporation or his designate.
142. A declaration of any duly authorized management employee or Officer of the Corporation in office at the time of the making of the declaration as to the facts in relation to the giving of any notice to any Member, Director, Officer or committee member shall be conclusive evidence thereof and shall be binding on every Member, Director Officer or committee member, as the case may be.

## **AMENDMENT OF THE BY-LAWS AND FUNDAMENTAL CHANGES**

### **Act and Regulations**

143. Subject to paragraph 144, the provisions governing by-law amendments and fundamental changes in Parts 10 and 13 of the Act apply as written.
144. The By-laws shall be reviewed every three years to assess their provisions and effectiveness and determine whether any modifications are required to facilitate the conduct and management of the corporation's affairs.

## TRANSITION

145. The first member meeting shall be held no later than March 31, 2025.
146. The first annual member meeting under section 160 of the Act shall be held on or before December 15, 2025.
147. At the first member meeting, the Members shall elect five (5) Directors from the candidates nominated by the Members.
148. The Directors elected at the first member meeting will hold office until the first annual member meeting, at which time they shall continue in office as if elected at the first annual member meeting.
149. Of the Directors elected at the first member meeting and continuing in office at the first annual member meeting:
  - a) the two (2) Directors receiving the highest number of votes will hold office for three (3) years - until the annual member meeting in 2028;
  - b) the two (2) Directors receiving the next highest number of votes will hold office for two (2) years - until the annual member meeting in 2027; and
  - c) the one (1) Director receiving the next highest number of votes will hold office for one (1) year – until the annual member meeting in 2026.
150. In the event of a tie between two more of the five candidates receiving the most votes, the ballots shall be recounted. If the tie is confirmed, the names of those candidates will be placed in a receptacle, and a scrutineer shall draw one or more candidate's names. In the order their names are drawn, the tied candidates can choose their respective term of office until the required number of positions are filled.
151. For the purposes of paragraphs 77 to 80, in determining the number of years a Director has held office, the following will not count as a year served:
  - a) the time between a Director's appointment to the first Board of Directors at the time of incorporation and the election at the first member meeting; and
  - b) the time between the election at the first member meeting and the first annual member meeting.



## **SCHEDULE "A"**

### **ELECTRONIC BALLOT - ONLINE VOTING PROCEDURE**

#### **Electronic Voting**

#### **ELECTION OF DIRECTORS**

The Members may elect Directors to fill the required number of Director positions, in accordance with these By-laws, by secret electronic ballot (e-ballot) submission conducted as follows:

1. The e-ballots will be prepared in an online platform, as chosen by the Board of Directors, following the restrictions and settings as defined in these By-laws and by the *Canada Not-For-Profit Corporations Act (SC 2009, c. 23)*. Specifically, the online platform will:
  - a) enable the votes to be gathered in a manner that permits their subsequent verification, and
  - b) permit the tallied votes to be presented to the Corporation without allowing the corporation to identify how each member voted.
2. Each Member Representative will be registered to vote in the election.
3. Candidates will be allowed to furnish a photograph of themselves and a statement of a reasonable length outlining their interest and qualifications for election as directors for enclosure in the election package.
4. The names of the candidates shall be listed on the e-ballots in alphabetical order by surname, followed by first name if more than one candidate has the same surname.
5. Before the vote opens, the Member Representatives will receive an information package from the Corporation, via email, which will include voting Instructions and candidate information (photo, resume and biographies).
6. Once voting opens, Member Representatives will receive an email from the platform with:
  - a) Voting Instructions;
  - b) an e-ballot;
  - c) An affidavit within the e-ballot that each Member Representative must check to ensure that the person voting is an authorized Member Representative.
7. The e-ballot will be emailed to the Member Representative's email address by the required deadline to ensure that the election process is completed before the annual member meeting.

8. A Member Representative whose e-ballot has not been received or whose e-ballot has been accidentally deleted may request a replacement e-ballot from the Corporation no later than the deadline in the Voting Instructions. The Corporation will make every effort to issue that Member Representative a replacement e-ballot if it is satisfied that doing so will not affect the integrity of the voting process.
9. The failure of any Member Representative to receive an e-ballot, or a replacement e-ballot does not in any way affect the counting of the votes or the outcome of the election.
10. Member Representatives must submit their vote by e-ballot by the deadline in the Voting Instructions. The online voting will automatically close on the stated deadline and no additional votes will be accepted.
11. After voting, the platform will generate a confirmation receipt that the vote has been received and will not allow a Member Representative to vote again. Members may choose to print off this receipt. Because of the platform's design, all votes are considered valid and cannot be spoiled.
12. The votes will be automatically tallied by the online platform.
13. Provided there is a quorum as required by paragraph 33(a) of the By-laws, the candidates receiving the most votes shall be elected to the Board until all the required number of positions are filled.
14. Ties between candidates that do not affect who will be elected will be ignored. If there is a tie in the number of votes for the last vacancy or vacancies to be filled, a run-off election by a second e-ballot will be held in accordance with the above procedure.
15. If there is still a tie after a run-off election, the names of those candidates will be placed in a receptacle, and a scrutineer shall draw one or more candidate's name. The candidate whose name is drawn shall be elected as a Director.
16. Upon the completion of the election, the Returning Officer shall announce the results in such a manner as may be determined by the Board of Directors. The official announcement of the election results shall be made at the annual member meeting.
17. The vote results and voter record shall be retained by the Corporation for 45 days following the close of the annual member meeting then shall be archived (destroyed).

### **VOTING ON RESOLUTIONS**

The Members may vote on resolutions, in accordance with these By-laws, by secret e-ballot conducted as follows:

1. Each Member Representative will be registered to vote on the Resolution.
2. Before the vote opens, the Member Representatives will receive an information package from the Corporation via email, which includes:

- a) Voting Instructions;
  - b) Notice of the Special Resolution containing sufficient information about the Special Resolution to enable the Member Representatives to make an informed decision.
3. Once voting opens, Member Representatives will receive an email from the platform with:
- a) Voting Instructions;
  - b) An e-ballot with the wording of the Special Resolution;
  - c) An affidavit within the e-ballot that each Member Representative must check, which will ensure that the person voting is an authorized Member Representative.
4. A Member Representative whose e-ballot has not been received or has been accidentally deleted may request a replacement e-ballot from the Corporation no later than the deadline in the Voting Instructions. The Corporation will make every effort to issue that Member Representative a replacement e-ballot if it is satisfied that doing so will not affect the integrity of the voting process.
5. The failure of any Member Representative to receive an e-ballot, or a replacement e-ballot does not in any way affect the counting of the votes or the outcome of the election.
6. Member Representatives must submit their vote by e-ballot by the deadline set out in the Voting Instructions. The online voting will automatically close on the stated deadline and no additional votes will be accepted.
7. After voting, the platform will generate a confirmation receipt that the vote has been received and will not allow a Member Representative to vote again. Members may choose to print off this receipt. Because of the platform's design, all votes are considered valid and cannot be spoiled.
8. The votes will be automatically tallied by the online platform.
9. The Board of Directors shall announce the results of the vote on the Special Resolution in such manner as may be determined by the Board of Directors.
10. The vote results and voter record shall be retained by the Corporation for 45 days following the date the ballots were counted, after which the e-ballots shall be archived (destroyed).