



# **Alberta Turkey Producers**

## **Bylaws**

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## ALBERTA TURKEY PRODUCERS

### Bylaws

A Bylaw relating to the conduct of the affairs of the **ALBERTA TURKEY 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 TURKEY PRODUCERS** as follows:

#### **1. Definitions**

**1(1)** Words not defined in these Bylaws have the same meaning as they do in the Act, the Plan and Turkey Marketing Regulation (AR 113/1998).

**(2)** In these Bylaws,

- (a) "Act" means the *Marketing of Agricultural Products Act*;
- (b) "Assets" means economic resources controlled by the body as a result of past transactions and from which future economic benefits may be obtained;
- (c) "Auditor" means a professional accounting firm registered under the *Chartered Professional Accountants Act* and authorized to perform an audit engagement;
- (d) "Bylaws" means the bylaws made by the Alberta Turkey Producers pursuant to section 26(2.1) of the Act;
- (e) "Director-in-training" means a non-voting member of the Board as appointed pursuant to section 1;
- (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) "Plan" means the Turkey Producers Plan Regulation;
- (h) "Producer" means a person who
  - (i) Holds a licence authorizing that person to produce turkeys,
  - (ii) Has been allocated a quota or a permit, or both or alternatively is a lessee pursuant to the provisions of the regulations, during a quota year or a period, and
  - (iii) Owns and operates a production facility in Alberta or leases and operates a production facility in Alberta on a basis whereby that person receives the revenue from the production facilities.

#### **Section 1 – Rights and Responsibilities**

#### **2. Responsibilities of Alberta Turkey Producers**

**2(1)** The Board shall

- (a) maintain an office and notify each licensed producer, licensed processor, licensed hatchery and the Council of the location of the office, and
  - (i) open one or more bank accounts,
  - (ii) designate those officers, employees and other persons as necessary to sign cheques and transact the Board's business with its bank or trust company or at Alberta Treasury Branches or another depository, and

- (iii) generally do all things incidental to or in connection with the transaction of the Board's business with its bank or trust company or at Alberta Treasury Branches or another depository.
- (b) when investing its assets shall 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) establish policies respecting the management of its assets as required by the Operation of Boards and Commissions Regulation (AR 26/99);
- (d) cause the books and records to be maintained that may from time to time be required under the Act or by virtue of any order of the Council or as may be determined by the Board; and
- (e) open the books and records for inspection by any licensed producer at the offices of the Board on 5 business days' notice, unless disclosure is determined by the Board to reveal commercially sensitive information.

**(2) The Board may**

- (a) issue any general orders governing its internal operations as it may from time to time determine, subject to compliance with the Act, the regulations and any order of the Council;
- (b) refuse access or may limit access by any licensed producer to books and records, if the Board is of the opinion that access would reveal commercially sensitive information about a licensed producer, processor, or other person;
- (c) enter into an operating line of credit or other loan agreement with its bank, trust company, treasury branch, credit union or other lending institution;
- (d) appoint officers and agents, prescribe their duties and fix and provide for their remuneration;
- (e) retain earnings and revenues from year to year to finance the purposes of the Plan; and
- (f) designate such officers, employees and other persons as are necessary to transact the Commission's business.

### **3. General rights of licensed producers**

**3(1) A producer who is an individual may, subject to these bylaws,**

- (a) make representations on any matter pertaining to the Plan, 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, and
- (e) hold office under the Plan and these bylaws.

**(2) An agent acting on behalf of a producer is not eligible under the Plan or these bylaws to do the following on behalf of that producer:**

- (a) vote on any matter under the Plan and these bylaws;
- (b) vote at an election under the Plan and these bylaws;

(c) hold office under the Plan and these bylaws.

**(3)** An individual who is a producer shall not in that individual's capacity as a producer vote in an election or on any matter under the Plan and these bylaws unless

- (a) the individual's name appears on the current voters list, or
- (b) the individual makes a statutory declaration stating that the individual
  - (i) is a 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.

**(4)** Notwithstanding subsection (1), if an individual is both

- (a) a producer in that individual's own capacity, and
- (b) appointed under part 4 of this section as a representative of a producer that is not an individual,

that individual, during the time that the individual is a representative of a producer under part 4 of this section, shall not

- (c) vote on any matter under the Plan or these bylaws,
- (d) vote at an election under the Plan and these bylaws, or
- (e) hold office under the Plan and these bylaws,

in that individual's own capacity as a producer and may only carry out those functions as the representative of the producer appointed under part 4 of this section.

#### **4. Producers that are not individuals**

**4(1)** A producer that is not an individual must appoint an individual to be the representative of the producer, and the appointed individual may do the following on behalf of that producer;

- (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, and
- (e) hold office under the Plan and these bylaws.

**(2)** For the purpose of subsection (1), if a producer is

- (a) a corporation, it must appoint an individual who is a director, shareholder, member, officer or employee of the corporation as its representative,
- (b) a partnership, it must appoint an individual who is a partner or employee of the partnership as its representative, or
- (c) an organization that is not a corporation or partnership, it must appoint a member, officer or employee of the organization as its representative.

**(3)** 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 producer, and
- (b) be filed with the Board.

**(4)** A representative of a producer is eligible to cast a vote under the Plan or these bylaws if

- (a) the producer's name appears on the current voters list, and
- (b) that representative, before the vote is cast, provides a copy of the document filed under subsection (3) or the statutory declaration under subsection (6).

**(5)** If the requirements of subsection (3) or (4)(a) have not been met, an individual who is the representative of the producer may nevertheless cast a vote under the Plan and these bylaws if that individual, before the vote is cast, makes a statutory declaration in writing stating that the individual

- (a) is a representative of the producer, and
- (b) has not previously voted in the election or on the matter in respect of which the vote is to be taken.

**(6)** The statutory declaration referred to in subsection (5) must,

- (a) in the case of an election, be provided to the returning officer or deputy returning officer, or
- (b) in the case of a vote other than an election, be provided to a director or officer of the Board.

**(7)** An individual may not be a representative under this section for more than one producer at any one time.

**(8)** A representative is not eligible to hold office under the Plan or these bylaws on behalf of the producer until the representative's appointment is filed in accordance with subsection (3).

**(9)** A producer that is a person other than an individual shall not carry out the functions referred to in subsection (1) except in accordance with this section.

## **5. Eligibility to serve as Board member and Director-in-Training**

**5(1)** A person is eligible to be elected as a member to the Board or appointed as Director-in-Training to the Board if that person

- (a) is a producer,
- (b) has been nominated in accordance with section 5, part 17, or appointed by the Board in accordance with the Plan and/or Board policy, and
- (c) is not a processor of turkeys, a designated representative of a processor of turkeys or a member of the board of directors of an organization that processes turkeys.

(2) A member of the Board is disqualified from continuing to act as a member if that person

- (a) ceases to be a producer,
- (b) has been found to be of unsound mind by a court in Canada,
- (c) is a bankrupt, or
- (d) is absent for 3 consecutive meetings of the Board, without the approval of the Board.

(3) For the purposes of subsection (2)(d), the Board's approval may be given before or after the absence occurs.

(4) A person who is ineligible to serve as a member of the Board under section 2 becomes eligible to again serve on the Board as if that person had never been a member of the Board one year after the date on which that person's last term expired.

(5) Notwithstanding subsection (4), a person serving an additional term under section 2 becomes eligible to again serve on the Board as if that person had never been a member of the Board one year after the date on which that person's last term expired.

## **Section 2 – Election of Board members and Appointment of Director-in-Training**

### **6. Terms of office**

(1) The term of office of a person who has been elected to the Board is 3 years.

(2) The term of office of a person who has been appointed as a director-in-training shall align with Board policy.

(3) Notwithstanding subsection (1), a member of the Board holds office until that member's successor is elected or appointed as per the Plan and these bylaws.

(4) Subject to subsection (1), a member of the Board, excluding the director-in-training, may serve not more than 3 consecutive terms (up to 9 years consecutively).

(5) Service on the Board for elected members pursuant to Plan and these bylaws is not considered part of a term for the purposes of this section.

(6) Notwithstanding subsection (4), an eligible producer who was a member is once again eligible to be a member if one year has elapsed from the conclusion of that eligible producer's last term of office as a member.

## **Section 3 – Board Organization**

### **7. Board executive**

7 The members of the Board shall, at the first Board meeting following an election of members to the Board, elect from the members to the Board

- (a) one person to serve as chair of the Board, and
- (b) one person to serve as vice-chair of the Board.

## **8. Quorum at Board meetings**

**8** A quorum at any meeting of the Board is 3 members of the Board.

## **Section 4 – Meetings**

### **9. Annual general meetings**

**9(1)** The Board shall hold an annual general meeting once in each calendar year, by means determined appropriate by the Board.

**(2)** Not more than 15 months may elapse between annual general meetings.

### **10. Special general meetings**

**10** Special general meetings

- (a) may be called by the Board at any time, or
- (b) must be called by the Board on the written request of the Council or of 8 or more producers.

### **11. Time, date and place of general meetings**

**11** Subject to **9** and **10** of this section, the time, date, and location of an annual general meeting or a special general meeting of producers must be fixed by the Board.

### **12. Quorum at Annual general meetings**

**12** A quorum at any annual or special general meeting is 14 producers.

### **13. Notification of general meetings**

**13(1)** Where an annual general meeting or a special general meeting is to be held, the Board shall give 14 days' notice of the meeting to each producer who is entitled to vote under the Plan and these bylaws

- (a) by ordinary mail to the last known address of the producer as shown on the records of the Board,
- (b) by facsimile, e-mail or other electronic means to be received by the producer at the last fax number, e-mail address or other electronic receiving number of the producer shown on the records of the Board, or
- (c) in the newsletter published by the Board.

**(2)** For the purposes of subsection (1), the 14-day period for giving notice is exclusive of the day on which the notice is mailed and exclusive of the day for which the notice is given.

**(3)** A notice given under this section must set out

- (a) the time, place, date and the purpose of the meeting, and
- (b) where special or extraordinary business is to be considered at the meeting, the general description of that business.

## Section 5 – Voting

### 14. Voting

**14(1)** A person shall not vote under the Plan or these bylaws except in accordance with these bylaws.

**(2)** A producer who is eligible to vote may

- (a) vote once on each matter by any means set by the Board, 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 producer may manage or operate or own, lease or hold equity in 2 or more operations that are registered separately with the Board.

### 15. Voting to take place at meetings

**15** Where a producer meets the requirements of these bylaws in respect of voting, that producer may cast a vote

- (a) in an election of a member of the Board, or
- (b) on any question put to a vote,

if the producer is present at the meeting at which the election or vote is being held.

### 16. Voters list

**18(1)** When an election to the Board is to be conducted, the returning officer shall, not less than 30 days before the day on which the election is to be conducted, prepare a list of the producers eligible to vote in the election.

**(2)** At the discretion of the returning officer, the voters list will be made available to any producer or producer's representative for inspection before, during and after an election.

### 17. Nominations

**17** Nominations for candidates for election as members of the Board must be

- (a) in writing (signed, printed or initialled) by at least 2 producers or producers' representatives and by the nominee, and
- (b) delivered to the returning officer before the beginning of the meeting at which the election is to be held, or as per the direction of the returning officer.

## **18. Tie votes**

**18(1)** If there are more than 2 nominations for the position and a tie vote occurs between 2 or more candidates who received the largest number of votes, the candidates with the smallest number of votes are eliminated and another election for the position must be immediately held among the tied candidates.

**(2)** If there are only 2 nominations for the position and a tie vote occurs, the returning officer must immediately select, by draw, the candidate for the position and that person is deemed to have been elected to the position.

## **19. Election by Acclamation**

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

## **20. Returning officer**

**20(1)** The Board shall appoint a returning officer for elections and votes taken under the Plan and these bylaws.

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

## **21. Duties of returning officer**

**21(1)** The returning officer is responsible for all administrative procedures relating to the conduct of an election of vote taken under the Plan and these bylaws, and shall

- (a) prepare the voters list,
- (b) ensure that each person who votes in an election is on the voters list or has signed a declaration pursuant to section 1, and
- (c) permit scrutiny by any scrutineers appointed by candidates of all the actions of the returning officer and deputy returning officers.

**(2)** Unless otherwise directed by Council, neither the returning officer nor any other person shall destroy any records or ballots in respect of a vote or election held under the Plan and these bylaws until 60 days have elapsed from the day the vote was taken.

## Section 6 – Administrative Matters

### 22. Remuneration

**22** The remuneration to be paid to be chair of the Board and to the other members of the Board, including the director-in-training, must be fixed by the licensed producers at an annual general meeting or at any special general meeting of the licensed producers.

### 23. Appointment of an auditor

**23** The auditor for the Board must be appointed by the licensed producers at the annual general meeting or at any special general meeting of the licensed producers.

## Section 7 – Bylaw Amendments

### 24. Bylaw amendment, repeal or replacement

**24(1)** The repeal or amendment or a new by-law relating to the requirements of the Act may be initiated by:

- (a) a motion of the Board, or
- (b) upon the request of Council.

**(2)** Subject to the requirements of the Act, these bylaws may be amended or repealed by the Board upon a 2/3 majority vote of producers during an annual general meeting or special general meeting or through whatever means determined appropriate by the Board.

**(3)** A bylaw, including an amendment or repeal, is not effective until it is approved by Council.

**(4)** Notwithstanding subsection (2), a bylaw can be changed by the Board, without materially affecting the bylaw in principle or substance, under the following conditions:

- (a) to correct clerical, technical, grammatical or typographical errors in a bylaws,
- (b) to bring out more clearly what is considered to be the meaning of a bylaw, or
- (c) improve the expressing of the law under the Act or associated regulations,

without requiring approval from producers or Council.

**(5)** *The Regulations Act* does not apply to these bylaws.

**(6)** As soon as the bylaws have been approved by Council, the Board must provide a copy of these bylaws, including any amendments to these bylaws, to producers, processors, and any person regulated by the Board, in any matter the Board considers appropriate.

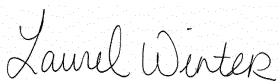
## **25. Conflicts**

**25** 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.

## **26. Review**

**26** In compliance with the ongoing review cycle of regulations, these bylaws must be reviewed on or before September 30, 2026.

ENACTED by the Board this 20 day of October, 2021.



\_\_\_\_\_, Chair of the Alberta Turkey Producers Board