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

Definitions

1. Words used in these Bylaws have the same meaning as in the *Marketing of Agricultural Products Act*, the Alberta Lamb Producers Plan Regulation and the Alberta Lamb Producers Regulation.
2. In these Bylaws,
 - a) “annual meeting” means an annual general meeting of eligible producers,
 - b) “assets” means economic resources controlled by the body as a result of past transactions and from which future economic benefits may be obtained,
 - c) “auditor” means a professional accounting firm registered under the *Chartered Professional Accountants Act* and authorized to perform an audit or review engagement,
 - d) “bylaws” means these bylaws made by the Commission pursuant to section 26(2.1) of the Act,
 - e) “electronic means,” in respect of attending or holding a meeting or voting, means a method of electronic or telephonic communication that enables all persons attending the meeting to hear and communicate with each other instantaneously and also to vote, without limitation, teleconferencing and computer network-based, telephone-based, or internet-based communication and/or voting platforms,
 - f) “eligible producer” means a producer who qualifies as an eligible producer under paragraph 8.a),
 - g) “fiscal year” of the Commission is September 1 to the following August 31.
 - h) “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,
 - i) “Plan” means the Alberta Lamb Producers Plan Regulation;
 - j) “special meeting” means a special general meeting of the eligible producers,
 - k) “special resolution” means is a resolution passed
 - (i) at a meeting, of which at least 21 days’ notice specifying the intention to propose the resolution has been duly given, and

- (ii) by the vote of at least 75% of those who, if entitled to do so, vote at the meeting.

Part 1 – THE COMMISSION

Functions of the Commission

- 3. The Commission must
 - a) open one or more accounts in a bank, trust company, treasury branch, credit union or other depository,
 - b) designate those officers, employees and other persons as are necessary to sign cheques and transact the Commission's business with its bank, trust company, treasury branch, credit union or other depository,
 - c) 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,
 - d) establish policies respecting the management of its assets as required by the Operation of Boards and Commissions Regulation (AR 26/99),
 - e) 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, and
 - (ii) as may be determined by the Commission, and
 - f) maintain an office, the location of which must at all times be made known to each eligible producer.
- 4. The Commission may
 - a) enter into an operating line of credit or other loan agreement with its bank, trust company, treasury branch, credit union or other lending institution,
 - b) designate those officers, employees and other persons as are necessary to transact the Commission's business,
 - c) appoint officers, employees and agents, prescribe their duties and fix their remuneration,
 - d) subject to the Act, the regulations and any orders of the Council, issue administrative orders and directives governing its internal operation as it may from time to time determine,
 - e) become a member of any agricultural organization or any organization that promotes the interest of Alberta sheep and wool producers, and

- f) contribute funds to any agricultural organization or any organization that promotes the interest of Alberta sheep and wool producers.
 - g) retain earnings and revenues from year to year to finance this Plan.
5. A request to inspect the books and records referred to in paragraph 3.e) must be made to the Commission at least 7 days in advance.
6. The Commission may authorize any person, entity or committee to exercise any of the powers of the Commission as set forth in the Plan or these bylaws or otherwise.
7. Where a person, entity or committee is authorized under paragraph 6 to exercise any power on behalf of the Commission,
- a) that person, entity or committee is to report back to the Commission with respect to the exercise of that power, and
 - b) the Commission retains a supervisory function to oversee the actions of that person, entity or committee in the exercise of that power.

Part 2 – ELIGIBLE PRODUCERS

Eligible Producers

8. For the purpose of the Plan and these bylaws,
- a) an eligible producer is any producer who has paid a service charge under the Plan in the current or the 2 immediately preceding fiscal years, whether or not the producer requested a service charge refund,
 - b) the Commission must maintain a list of eligible producers identified by the Commission,
 - c) any producer who is not listed on the Commission's list of eligible producers must be added to the list where the producer can provide proof to the Commission that the producer has paid a service charge under this Plan in the current year for which the application is made,

Eligible Producers who are individuals

9. In accordance with and subject to the Plan and these bylaws, an eligible producer is entitled, as a matter of right
- a) to attend annual meetings and special meetings, held under the Plan or these bylaws,
 - b) to make representations on any matter pertaining to the Plan, these bylaws and the Commission,
 - c) to vote on any matter under the Plan and these bylaws,
 - d) to vote at an election for directors,

- e) to be a candidate in an election for a director, and
 - f) to vote in any plebiscites of producers held under the Act.
10. Subject to paragraph 11, an individual who is a producer shall not cast a vote or be a candidate in an election for director under the Plan and these bylaws unless that person's name appears on the current list of eligible producers.
11. If an individual is not on the list of eligible producers on August 31 of the year in which an election for directors is to be held, that individual shall not cast a vote in an election unless the individual
- a) signs a declaration, in the form and manner prescribed by the Commission, stating that the individual is or qualifies as an eligible producer under the Plan and these bylaws, and
 - b) files the declaration signed under clause (a) with the returning or deputy returning officer by such time and in such manner as prescribed by the Commission.

Eligible Producers who are not individuals

12. Paragraphs 13 to 21 only apply in respect of an eligible producer that is not an individual.
13. If an eligible producer is not an individual and
- a) makes representations on any matter pertaining to the Plan and these bylaws,
 - b) attends meetings held under the Plan and these bylaws,
 - c) votes on any matter under the Plan and these bylaws,
 - d) votes at an election under the Plan and these bylaws, or
 - e) holds office under the Plan and these bylaws,
- it must do so in accordance with paragraphs 14 to 21.
14. An eligible producer must appoint an individual to be the representative of the eligible producer.
15. A representative appointed by an eligible producer must
- a) represent that eligible producer in any matter pertaining to the Plan and these bylaws,
 - b) attend meetings on behalf of the eligible producer, and
 - c) vote and hold office, as the case may be, on behalf of the eligible producer.

16. If an eligible 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 organization as its representative, or
 - c) an organization, other than a corporation or partnership, it must appoint an individual who is a member, officer or employee of the organization as its representative.
17. An appointment of a representative must be
 - a) in writing, in the form and manner prescribed by the Commission,
 - b) in the case where a vote is to be taken at a meeting, filed with the returning officer prior to the calling to order of the meeting at which a vote is to take place, and
 - c) in the case of an election, filed with the returning or deputy returning officer by such time and in such manner as prescribed by the Commission.
18. A representative of an eligible producer shall not cast a vote or be a candidate in an election for director under this Plan unless
 - a) the individual who is the representative presents a document signed by the eligible producer indicating the name of the individual who may vote for the eligible producer, or
 - b) the individual who is the representative makes a statutory declaration stating that
 - (i) the individual is a representative of the producer, and
 - (ii) the individual has not previously voted in the election or on the matter in respect of which the individual wishes to cast a vote.
19. A statutory declaration made under paragraph 18.b) must be made in writing and filed with the returning officer prior to the votes being cast.
20. An individual cannot be a representative under this section for more than one eligible producer.
21. A representative shall not vote or hold office before that representative's appointment is filed in accordance with paragraph 17.

Part 3 – DIRECTORS AND OFFICERS

Eligibility to be a director

22. To be eligible for election as a director, a person must be an eligible producer or the representative of an eligible producer appointed in accordance with these bylaws.

23. Subject to paragraph 24, an eligible producer is eligible to be re-elected as a director.
24. Where a director serves for 3 consecutive terms, that person is not eligible for re-election as a director unless at least one year has elapsed from the expiration of that director's 3rd consecutive term.

Ineligibility to be a director

25. A person is not eligible to be elected as a director or to continue to hold the office of a director if that person
 - a) as of the date of the election is under 18 years of age,
 - b) is a dependent adult as defined in the *Adult Guardianship and Trusteeship Act* or is the subject of a certificate of incapacity under that Act,
 - c) is a formal patient as defined in the *Mental Health Act*,
 - d) has been found to be a person of unsound mind by a court elsewhere than in Alberta, or
 - e) has the status of a bankrupt.

Directors nominations

26. Nominations for candidates to be elected as a director must be filed at the Commission's head office no later than August 31 of each year that an election is held.
27. A nomination for a candidate to be elected as a director
 - a) must be made by an eligible producer,
 - b) must be in writing or on a form that is provided by or is satisfactory to the Commission, and
 - c) must be accompanied by or have endorsed on the written nomination the consent of the person being nominated.

Election of Directors

28. The election of directors under the Plan will be staggered and, to permit for the staggered election of directors
 - a) 4 directors will be elected in one year, and
 - b) 3 directors will be elected in the following year.

29. Notwithstanding paragraph 24, if the time served by a director is adjusted for the sole purpose of maintaining the staggered elections, a director may hold office for more than 6 consecutive years provided the total number of years served does not exceed 9 consecutive years.

Term of office

30. The directors hold office for two (2) years.
31. The term of office of a director
- a) commences on the conclusion of the annual meeting at which the results of the election of directors are announced, and
 - b) expires on the conclusion of the annual meeting that takes place in the year the director's term of office is set to expire and at which the results of the most recent election of directors are announced.
32. For the purposes of determining the number of terms that an individual has served as a director, a portion of a term served by a director shall be considered to be a term served only if the time served exceeds 12 months.

Director Vacancy

33. The office of a director shall be automatically vacated if the director
- a) resigns from office by delivering a written resignation to the Commission,
 - b) ceases to be eligible to be a Director,
 - c) is removed from office pursuant to paragraphs 34 or 36, or
 - d) dies while in office.

Removal from office by eligible producers

34. The eligible producers may, by ordinary resolution at a special meeting, remove any director from office.
35. A vacancy recreated by the removal of a director under paragraph 34 may be filled at the meeting of eligible producers at which the director is removed, or it not so filled, may be filled under paragraph 37.

Removal from office by the Commission

36. The Commission may by special resolution remove a director from office if the director
- a) is absent from two (2) meetings of the Commission without reasons that the Commission considers adequate,

- b) has breached any of the director's duties or failed to fulfill any of the director's responsibilities, or
- c) has failed to comply with any of the Commission's policies or procedures.

Filling vacancies

- 37. In accordance with the Plan, where a vacancy occurs on the Commission under paragraphs 33, 34, 36 or 66, the Commission may, subject to the approval of Council, appoint an individual to fill the position from among the eligible producers who are eligible to be elected to that position.
- 38. Where a director is appointed under paragraph 37, that person serves until the next annual election, at which time the eligible producers shall elect another director to serve for the unexpired portion of the vacated term of office, if any.
- 39. Notwithstanding paragraph 37, in the event of a vacancy, the directors may exercise all the powers of the Commission provided there are four (4) directors remaining in office.

Director meetings

- 40. The Commission shall hold a director meeting at least three (3) times per year.
- 41. The Commission shall hold a director meeting on the written request of
 - a) the chair,
 - b) at least 3 directors, or
 - c) the Council.

Quorum re meetings of directors

- 42. The quorum necessary for the conduct of business at a meeting of the directors is a majority of the directors holding office.

Form of meeting

- 43. A director meeting may be held by such method as may be determined by the directors and may be held
 - a) in person,
 - b) by electronic means, or
 - c) a combination thereof.
- 44. A director attending a meeting by electronic means shall be deemed to be present at the meeting.

Officers

45. Following the annual meeting in each year, the Commission shall elect from among the directors
 - a) a chair of the Commission,
 - b) a vice-chair of the Commission, and
 - c) a finance chair of the Commission.
46. During their term of office, the chair, vice-chair, and finance chair of the Commission serve at the pleasure of the directors.

Part 4 – ANNUAL AND SPECIAL MEETING

Annual meetings

47. The Commission shall hold an annual meeting at least once each calendar year and not later than 15 months after the previous annual meeting.
48. The purpose of an annual meeting is
 - a) to receive a report from the directors concerning the Commission's operations and activities,
 - b) to receive a copy of the auditor's report concerning the Commission's activities for the preceding year and a copy of the budget for the current year,
 - c) to consider such other matters as the Commission or the eligible producers attending the annual meeting may consider advisable, and
 - d) when required, to elect directors.

Special meetings

49. The Commission may direct that a special meeting be held
 - a) when requested in writing to do so by the Council,
 - b) when required in writing to do so by not fewer than 10% of the eligible producers,
or
 - c) when the Commission determines that a special meeting should be held.

Notice of meetings

50. The Commission shall set the time and date of any annual general meeting or special meeting and whether the meeting will be held in person, by electronic means or by a combination thereof.

51. The Commission shall give notice of a meeting referred to in paragraph 50 by publishing a notice in any manner that the Commission determines will provide notice to all persons entitled to the notice.
52. Notice given under paragraph 51 shall
 - a) be published at least 14 days prior to the day on which the meeting is to be held, and
 - b) set out the time, date and purpose of the meeting and location at which the meeting will be held, or the information required for attendees to access the meeting by electronic means, or both, as the case may be.
53. A meeting referred to in paragraph 50 shall not be convened unless notice is given in accordance with paragraph 52.

Quorum

54. The quorum necessary for the conduct of business at an annual meeting or special meeting is 20 eligible producers.

Form of meeting

55. An annual meeting or special meeting may be held by such method as may be determined by the Commission and may be held
 - a) in person,
 - b) by electronic means, or
 - c) a combination thereof.
56. A person attending a meeting by electronic means shall be deemed to be present at the meeting.

Voting on motions

57. A person is eligible to vote on any question put to a vote at an annual meeting or special meeting if the person
 - a) is an eligible producer, and
 - b) is present at the meeting at which the vote is held.
58. In the case of an annual meeting or special meeting held in whole or in part by electronic means, a person attending the meeting by electronic means who is entitled to vote at the meeting may vote by electronic, telephonic or other method that the Commission has made available for that purpose.
59. A person may vote only once on each matter, notwithstanding that the person may manage or operate or own, lease or hold equity in 2 or more operations.

60. If requested by 3 persons in attendance at a meeting, a vote carried out under the Plan and these bylaws at that meeting must be carried out by means of a secret ballot.
61. In the case of an equality of votes, the chair shall not have a casting vote and an equal vote shall defeat the question.

Voting in election of directors

62. A person is eligible to vote in an election for a director if the person
 - a) is an eligible producer, and
 - b) is present at the meeting at which the vote is held.
63. Paragraph 62.b) does not apply if a person votes by advance mail-in ballot, electronic ballot or telephonic ballot.
64. The Commission shall determine for each election which one or more of the following voting methods may be used
 - a) mail-in ballot,
 - b) electronic ballot,
 - c) telephonic ballot,
 - d) in person ballot.
65. The election must be conducted in such a manner as to ensure that each person eligible to vote may vote by secret ballot.
66. An election held under this Plan is void and the position for which the election is held is vacant if
 - a) the election is held at an annual meeting, and there is not in attendance at the meeting a quorum of persons who are eligible to vote at the election, or
 - b) the election is held in advance of an annual meeting by mail-in ballot, electronic ballot or telephonic ballot and less than 20 ballots are cast in that election.
67. Notwithstanding that a position is vacant by virtue of paragraph 66, the term of office of the vacant position is nevertheless deemed to have commenced as if the individual had been elected to the position.
68. If an election will be conducted by mail-in ballot, electronic ballot or telephonic ballot,
 - a) the election information must be made available to each eligible producer at least 30 days before the ballot closing date, and
 - b) the ballot closing date must be at least 10 days immediately preceding the annual meeting.

69. Subject to paragraph 70, the candidate receiving the largest number of votes in the election is the person who is elected to the position of director.
70. Where after the ballots are counted it is determined
- a) that there is a tie for the largest number of votes among 3 or more candidates, the returning officer must conduct further votes in respect of those candidates until such time as
 - (i) one of those candidates receives the largest number of votes and is therefore elected to the position of director, or
 - (ii) there is a tie for the largest number of votes between 2 of those candidates, in which case clause (b) applies to determine the person elected to the position of director,
 - b) that there is a tie for the largest number of votes between 2 candidates, the returning officer must draw from the names of those 2 candidates the name of one of them, and the person whose name is drawn is elected to the position of director.
71. If only one person is nominated for the position of director that is to be filled, that person is deemed to have been elected to the position.

Returning officer

72. The Commission must appoint a returning officer for the purpose of and in connection with any election or vote taken at an annual meeting or special meeting.
73. 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.
74. The returning officer must
- a) compile and maintain a voters list of persons who are entitled to vote under the Plan and these bylaws,
 - b) ensure that a person does not cast a vote, except in accordance with the Plan and these bylaws, and
 - c) permit scrutiny of that person's actions and those of that person's deputy returning officers by a scrutineer in respect of the conduct of an election or vote taken under the Plan or these bylaws.
75. Unless otherwise directed by the Council, no person shall destroy any records or ballots in respect of a vote or election held under the Plan or bylaws until 90 days have elapsed from the day on which the vote was taken.

Part 5 – ADMINISTRATIVE MATTERS

Auditor

76. The auditor for the Commission must be appointed from time to time by the Commission.

Remuneration

77. The Commission may, from time to time fix

- a) the reasonable per diem remuneration of the directors, officers and committee members for preparation and attendances at meetings of the Commission or any committee thereof,
- b) the travel-related expenses to be paid to the directors and 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.

78. The Commission shall post on its website a schedule of the per diem remuneration and travel-related expenses as fixed by the Commission under section 77.

Indemnities to Directors and Officers

79. Except in respect of an action by or on behalf of the Commission to procure a judgment in its favour, the Commission shall indemnify a director or officer or a former director or officer of the Commission and the director's or officer's heirs and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by the director or officer in respect of any civil, criminal or administrative action or proceeding to which the director or officer is made a party by reason of being or having been a director or officer of the Commission, if

- a) the director or officer acted honestly and in good faith with a view to the best interests of the Commission, and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the director or officer had reasonable grounds for believing that the director's or officer's conduct was lawful.

80. The Commission may with the approval of the Court indemnify a person referred to in paragraph 79 in respect of an action by or on behalf of the Commission to procure a judgment in its favour, to which the person is made a party by reason of being or having been a director or officer of the Commission against all costs, charges and expenses reasonably incurred by the person in connection with the action if the person fulfils the conditions set out in clauses (a) and (b) of paragraph 79.

81. The Commission may advance funds to a person in order to defray the costs, charges and expenses of a proceeding referred to in paragraphs 79 or 80, but if the person does not meet the conditions of paragraph 79, he shall repay the funds advanced.
82. The Commission may purchase and maintain insurance for the benefit of any person referred to in paragraph 79 against any liability incurred by the person in the person's capacity as a director or officer of the Commission, except when the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Commission.
83. The Commission may enter into an agreement with its directors and officers with respect to the indemnification provided for in paragraphs 79 to 82.

Part 6 – BYLAWS

Bylaw amendment, repeal or replacement

84. The repeal or amendment or a new bylaw relating to the requirements of the Act and Plan may be initiated by
 - a) a motion of the Commission,
 - b) a petition of eligible producers in accordance with paragraph 85, or
 - c) upon the request of Council.
85. A petition under paragraph 84.b) must
 - a) clearly state the proposed amendment or repeal of the bylaws or the new bylaw and the reasons for the proposed amendment, repeal or new bylaw,
 - b) be signed by at least 20 eligible producers,
 - c) set forth in a legible manner the name, address, phone number, e-mail address and signature of the eligible producers,
 - d) be presented to the Commission
 - (i) within 3 months from the date the first petitioner signed the petition, and
 - (ii) at least 90 days prior to the annual meeting or special meeting.
86. Subject paragraph 87, these bylaws may be amended or repealed by special resolution of the eligible producers at an annual meeting or special meeting.
87. A bylaw, including an amendment or repeal, is not effective until it is approved by Council.
88. Notwithstanding paragraph 87, a bylaw can be changed by the Commission, without materially affecting the bylaw in principle or substance, under the following conditions
 - a) to correct clerical, technical, grammatical or typographical errors in a bylaw,

- b) to bring out more clearly what is considered to be the meaning of a bylaw, or
- c) improve the expressing of the law under the Act or associated regulations, without requiring approval from producers or Council.

89. The *Regulations Act* does not apply to these bylaws.

90. As soon as the bylaws have been approved by Council, the Commission must provide a copy of these bylaws, including any amendments to these bylaws, to producers, processors, and any person regulated by the Commission, in any manner the Commission considers appropriate.

Conflicts

91. 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

92. In compliance with the ongoing review cycle of regulations, these bylaws must be reviewed on or before April 30, 2027.

ENACTED by the Commission this _____ day of _____, 2021.

_____, Chair of the Alberta Lamb Producers