

**NEERLANDIA CO-OP ASSOCIATION LTD.**  
**PROPOSED BYLAW CHANGES**  
**January 14, 2023**



**Existing Bylaw:**

7.02 Qualifications

- a. No person shall become or continue as a director if that person:
- (i) is not an individual;
  - (ii) is under 18 years of age;
  - (iii) is an individual who:
    - A. is a dependent adult as defined in the Dependent Adults Act or is the subject of a certificate of incapacity under that act;
    - B. is a formal patient as defined in the Mental Health Act;
    - C. is the subject of an order under the Mentally Incapacitated Persons Act (RSA 1970 c232) appointing a committee of the individual's person or estate or both; or
    - D. has been found to be a person of unsound mind by a court elsewhere than in Alberta.
  - (iv) has the status of bankrupt;
  - (v) is an officer or employee of the Cooperative or a commission operator under contract with the Cooperative;
  - (vi) is an individual who is related to an employee of the Cooperative in any of the following ways:
    - A. spouse;
    - B. person living with the employee in an arrangement equivalent to spouse;
  - (vii) has an account with the Cooperative that is more than 60 days in arrears.

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**Proposed change:**

- ➔ Upon review it was noticed that the Dependent Adults Act has been replaced by the Adult Guardianship and Trusteeship Act.

**7.02 Qualifications**

b. No person shall become or continue as a director if that person:

- (i) is not an individual;
- (ii) is under 18 years of age;
- (iii) is an individual who:
- (iii) is an individual who:

A. is a dependent adult as defined in the Adult Guardianship and Trusteeship Act, is a formal patient as defined in the Mental Health Act, is the subject of an order under the Mentally Incapacitated Persons Act (RSA 1970 c232) appointing a committee of the individual's person or estate or both; and any amendments or successor legislation thereto; or

B. has been found to be a person of unsound mind by a court elsewhere than in Alberta.

- (iv) has the status of bankrupt;
- (v) is an officer or employee of the Cooperative or a commission operator under contract with the Cooperative;
- (vi) is an individual who is related to an employee of the Cooperative in any of the following ways:
  - A. spouse;
  - B. person living with the employee in an arrangement equivalent to spouse;
- (vii) has an account with the Cooperative that is more than 60 days in arrears.

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**Existing Bylaw:**

7.04 Nominating Procedure

At each annual meeting of members when a director's term of office expires:

- a. Any member present is entitled to nominate one or more candidates for the position of director, in addition to those that the nominating committee has nominated.

**Proposed change:**

7.04 Nominating Procedure

Each year, by November 15<sup>th</sup>, the nomination committee will publicly call for nominees to fill vacant board of director positions.

- a. Any member who meets the qualifications as described in Section 7.02 may be nominated;
- b. Members wishing to nominate someone must complete and submit a nomination package to the Administration of the Neerlandia Co-op before November 30<sup>th</sup> of that same year. The Nomination Package will include:
  - (i) An introduction letter and a detailed description of the role of director;
  - (ii) An application form including personal information and signatures of support from a minimum of three (3) unrelated members of the Neerlandia Co-op;
  - (iii) Qualification questions including information used to ensure nominee is qualified and to create a bio that can be shared with the membership;
- c. The Nomination Committee will compile the list of qualified nominees to be shared with the membership no less than two weeks prior to the annual meeting of members;

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**Existing Bylaw:**

7.05 Voting Procedure

- a. At each annual meeting of members when a director's term of office expires, members shall elect directors to replace those whose terms have expired.
- b. Directors shall be elected by secret ballot if the number of nominees in an election for directors exceeds the number of directors to be elected at the election.
- c. If the number of nominees is equal to the number of directors to be elected those nominees are declared elected and the Cooperative will not require members to cast ballots.
- d. The candidate who receives the greatest number of votes at an election of directors is elected a director and the other candidates who receive the next greatest number of votes are also elected directors, in descending order, until the number of directors to be elected has been elected.
- e. If the candidates are to be elected for different terms of office, the candidate who receives the greatest number of votes in the election is elected for the longest term and the other candidates who receive the next greatest number of votes are elected for the longest remaining terms to be filled, in descending order, until the number of directors to be elected has been elected.
- f. If candidates are to be elected for different terms of office and the members have not been required to cast ballots due to the application of paragraph (c), the directors whose terms of office do not expire at or before the end of the meeting of members at which the election is to be held, will announce which of the candidates are to be elected for the longest terms.
- g. Where;
  - (i) two or more candidates receive an equal number of votes for the last vacancy on the board; or
  - (ii) directors are to be elected for different terms and two or more candidates receive an equal number of votes for the last position of a particular term;

the chair of the meeting of members, in his or her discretion, shall decide if it is practical to hold a run-off election and, if the chair so decides, shall conduct the run-off election by secret ballot at that meeting to determine which of the tied candidates is to be elected, and

- h. Where;
  - (i) two or more candidates receive an equal number of votes for the last vacancy on the board; or
  - (ii) directors are to be elected for different terms and two or more candidates receive an equal number of votes for the last position of a particular term;

and the chair has decided that it is not practical to hold a run-off election at the meeting of members, the directors who have already been elected in the election will determine which of the tied candidates is to be elected.

- i. A ballot that is cast for more than the number of directors to be elected is considered a spoiled ballot.
- j. Subject to the Act, the board may determine that a vote at an annual meeting of the members to elect the directors of the Cooperative may be held entirely by means of an electronic or other communication facility made available by the Cooperative for such purpose.

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7.05 Voting Procedure

- a. At each annual meeting of members when a director's term of office expires, members shall elect directors to replace those whose terms have expired.
- b. Directors shall be elected by secret ballot if the number of nominees in an election for directors exceeds the number of directors to be elected at the election.
- c. Where a member is unable to attend an annual meeting in person, they may submit their vote for board member on a provided ballot in a signed and sealed envelope to the administration of the Neerlandia Co-op.
  - (i) The chair of the meeting of members will call for a motion to accept these votes to be voted on by all members present prior to proceeding to the voting by secret ballot.
- d. If the number of nominees is equal to the number of directors to be elected those nominees are declared elected and the Cooperative will not require members to cast ballots.
- e. The candidate who receives the greatest number of votes at an election of directors is elected a director and the other candidates who receive the next greatest number of votes are also elected directors, in descending order, until the number of directors to be elected has been elected.
- f. If the candidates are to be elected for different terms of office, the candidate who receives the greatest number of votes in the election is elected for the longest term and the other candidates who receive the next greatest number of votes are elected for the longest remaining terms to be filled, in descending order, until the number of directors to be elected has been elected.
- g. If candidates are to be elected for different terms of office and the members have not been required to cast ballots due to the application of paragraph (c), the directors whose terms of office do not expire at or before the end of the meeting of members at which the election is to be held, will announce which of the candidates are to be elected for the longest terms.
- h. Where;
  - (ii) two or more candidates receive an equal number of votes for the last vacancy on the board; or
  - (iii) directors are to be elected for different terms and two or more candidates receive an equal number of votes for the last position of a particular term;

the chair of the meeting of members, in his or her discretion, shall decide if it is practical to hold a run-off election and, if the chair so decides, shall conduct the run-off election by secret ballot at that meeting to determine which of the tied candidates is to be elected, and

- i. Where;
  - (i) two or more candidates receive an equal number of votes for the last vacancy on the board; or
  - (ii) directors are to be elected for different terms and two or more candidates receive an equal number of votes for the last position of a particular term;

and the chair has decided that it is not practical to hold a run-off election at the meeting of members, the directors who have already been elected in the election will determine which of the tied candidates is to be elected.

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- j. A ballot that is cast for more than the number of directors to be elected is considered a spoiled ballot.
- k. Subject to the Act, the board may determine that a vote at an annual meeting of the members to elect the directors of the Cooperative may be held entirely by means of an electronic or other communication facility made available by the Cooperative for such purpose.