



Strategic partner in Canada's dairy industry

Alberta Milk

Bylaws

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1. Definitions

- 1(1)** Words used in these bylaws have the same meaning as they do in the Alberta Milk Plan Regulation (AR 150/2002).
- 1(2)** In these Bylaws,
- (a) “auditor” means a professional accounting firm registered under the *Chartered Professional Accountants Act* and appointed in accordance with section 30 to perform an audit engagement;
 - (b) “bylaws” means the Alberta Milk Bylaws made by Alberta Milk pursuant to section 26(2.1) of the *Marketing of Agricultural Products Act*;
 - (c) “communal living group” means a community of not fewer than 50 individuals in which
 - (i) the members live and work together in an agricultural enterprise,
 - (ii) a member is not permitted to own property in the member’s own right, and
 - (iii) the members devote their working lives to the activities of the communal group;
 - (d) “immediate family” means the spouse, child, child’s spouse, sibling, parent and adult interdependent partner of a person;
 - (e) “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; and
 - (f) “Plan” means the Alberta Milk Plan Regulation.

Part 1 - Rights and Responsibilities

2. Responsibilities of Alberta Milk

- 2** Alberta Milk without limiting the generality of section 16 of the *Interpretation Act*
- (a) may appoint officers and agents, prescribe their duties, and fix and provide for their remuneration;
 - (b) must open one or more bank accounts and designate any officers, employees, and other persons necessary to
 - (i) sign cheques and other negotiable instruments,
 - (ii) transact the business of Alberta Milk with its bank, trust corporation, credit union, treasury branch or other depository, and
 - (iii) generally do all things incidental to or in connection with the transaction of the business of Alberta Milk with its bank, trust corporation, credit union, treasury branch or other depository;
 - (c) when investing its assets must make prudent investments in accordance with the requirements of section 33 of the *Trustee Act* respecting the investment of assets and may delegate to an agent in accordance with section 51(1) and (2) and 53 of that Act;
 - (d) must establish policies respecting the management of its assets as required by the Operation of Boards and Commissions Regulation (AR 26/1999);
 - (e) must maintain books and records, including financial records that are required to be kept pursuant to the Act that relate to Alberta Milk, the regulated product or the agricultural product;

- (f) must maintain an office and notify each licensed producer, licensed processor and the Council of the location of the office;
- (g) subject to the Act, may issue administrative orders and directives governing the internal operations of Alberta Milk;
- (h) may become a member of and may contribute funds to, any organization that promotes the interest of the industry; and
- (i) may retain earnings and revenues from year to year to finance the purposes of the plan.

3. General rights of licensed producers

- 3(1)** In accordance with these Bylaws, a licensed producer is entitled, as a matter of right,
- (a) to attend annual region meetings and special region meetings;
 - (b) to attend annual general meetings and special general meetings;
 - (c) to make representations and to present resolutions on any matter pertaining to the Plan Regulation, these Bylaws, Alberta Milk and the directors;
 - (d) to vote in an election for delegates within the licensed producer's region;
 - (e) if elected as a delegate, to vote in an election for that region's region director;
 - (f) if elected as a delegate, to vote in an election for directors at large;
 - (g) if elected, to hold office as a delegate or director; and
 - (h) to vote in any plebiscites of licensed producers held under the Act.

4. Producers who are not individuals

- 4(1)** If a licensed producer is not an individual, that licensed producer may, only in accordance with this section, exercise the rights of a licensed producer referred to in section 3.
- 4(2)** A licensed producer to which this section applies must appoint an individual to be the representative of the licensed producer.
- 4(3)** A representative appointed by a licensed producer under this section is, subject to these Bylaws, to exercise on behalf of the licensed producer the rights referred to in section 3.
- 4(4)** If a licensed 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, other than a corporation or a partnership, it must appoint an individual who is a member, officer or employee of the organization as its representative.
- 4(5)** An appointment of a representative under this section must be made in writing and filed with Alberta Milk.
- 4(6)** An individual who is the representative of a licensed producer shall not cast a vote under these Bylaws unless
- (a) the individual presents a document signed by the licensed producer indicating the name of the person who may vote for the licensed producer, or
 - (b) subject to subsection (7), the individual makes a statutory declaration in writing stating that
 - (i) the individual is a representative of the licensed 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.

- 4(7)** A statutory declaration must be made in writing before the returning officer or the deputy returning officer prior to the vote being cast.
- 4(8)** An individual cannot at any one time be a representative under this section for more than one licensed producer.
- 4(9)** An individual who is appointed as a representative of a licensed producer must not vote in an election or on any other matter or hold office under these Bylaws in the individual's own capacity as a licensed producer.
- 4(10)** A representative must not vote or hold office before the representative's appointment is filed in accordance with subsection (5) or the representative has complied with subsection (6).

5. Eligibility to serve as Delegate or Director

- 5(1)** No individual may stand as a delegate or director or be appointed as a representative to stand as a delegate or director if that individual
 - (a) is a licensed processor,
 - (b) is a director or an officer of a licensed processor,
 - (c) is an owner of 5 percent or more of the voting shares of a licensed processor,
 - (d) is a partner with 5 percent or more partnership interest in a licensed processor, or
 - (e) is employed in a management position with a licensed processor.
- 5(2)** In order to be elected to serve as a delegate or a director a person must be elected or appointed in accordance with the Plan and these bylaws, and
 - (a) if the delegate or director is an individual, the delegate or director must be
 - (i) a licensed producer,
 - (ii) allocated quota by Alberta Milk, and
 - (iii) at least 18 years old,
 - or
 - (b) if the delegate or director is appointed as a representative for a licensed producer that is not an individual under section 4, the delegate or director must be
 - (i) an officer of a company that is a licensed producer and allocated quota by Alberta Milk,
 - (ii) a partner in a partnership that is a licensed producer and allocated quota by Alberta Milk,
 - (iii) an officer of a company that is a partner in a partnership that is a licensed producer and allocated quota by Alberta Milk,
 - (iv) a co-venturer in a joint venture that is a licensed producer and allocated quota by Alberta Milk,
 - (v) an officer of a company that is a co-venturer in a joint venture that is a licensed producer and allocated quota by Alberta Milk, or
 - (vi) a designate of a communal living group that is a licensed producer and allocated quota by Alberta Milk.

Part 2 - Regions

6. Regions

- 6** For the purposes of these Bylaws, Alberta is divided into three regions as follows:
- (a) North Region:
 - (i) all the lands north of Township Road 432 or an extension of it running from the western to the eastern boundary of the province;
 - (ii) all urban areas within the area described in clause (i).
 - (b) Central Region:
 - (i) all the lands south of Township Road 432 or an extension of it running from the western to the eastern boundary of the province, and all the lands north of Highway 1 from the western boundary of the province to the western municipal limits of the City of Calgary and from the eastern municipal limits of the City of Calgary to the western limit of Range Road 230, and all the lands north of Township Road 280 from the eastern limit of Range Road 230 to the eastern boundary of the province;
 - (ii) the City of Calgary;
 - (iii) all other urban areas within the area described in clause (i).
 - (c) South Region:
 - (i) all the lands south of Highway 1 from the western boundary of the province to the western municipal limits of the City of Calgary and from the eastern municipal limits of the City of Calgary to the western limit of Range Road 230, excluding the City of Calgary, and all the lands south of Township Road 280 from the eastern limit of Range Road 230 to the eastern boundary of the province;
 - (ii) all urban areas, except the City of Calgary, within the area described in clause (i).

Part 3 - Delegates and Directors

7. Delegates

- 7(1)** A delegate must be a licensed producer and carry on production of the regulated product in the region that the delegate is elected to represent.
- 7(2)** In addition to the rights afforded to a delegate as a licensed producer, a delegate may
- (a) attend any annual meeting and any special meeting;
 - (b) make representations and resolutions and may bring forward resolutions from region meetings on any matter pertaining to the plan or the operation of Alberta Milk;
 - (c) vote on each matter put to the question;
 - (d) vote in any election for region director within the delegate's region and vote in any election for a director at large;
 - (e) be appointed by the directors to sit as a member of a committee established by Alberta Milk; and
 - (f) be appointed by Alberta Milk to represent Alberta Milk on any task force, committee, group or organization of which Alberta Milk is a member.

8. Directors

- 8(1)** To be eligible for election as a director to represent a region, a licensed producer must be an elected delegate and must carry on production of the regulated product in that region.
- 8(2)** To be eligible for election as a director at large, a licensed producer must be an elected delegate and must carry on production of the regulated product in Alberta.
- 8(3)** In addition to any function that a delegate may carry out under these Bylaws, a region director or director at large may
- (a) attend meetings of the board of directors;
 - (b) at meetings of the board of directors
 - (i) make representations and present resolutions and motions on any matter pertaining to the plan or the operation of Alberta Milk, and
 - (ii) vote on any matter under the plan;
 - (c) vote in an election for the chair or vice-chair of Alberta Milk;
 - (d) hold office as the chair or vice-chair of Alberta Milk;
 - (e) be elected or appointed by the directors as the chair or as a member of any committee established by Alberta Milk;
 - (f) be elected or appointed by the directors to represent Alberta Milk on any task force, committee group or organization of which Alberta Milk is a member.

9. Election of delegates

- 9(1)** At each region's annual region meeting(s), the licensed producers in the region are to elect delegates to represent the licensed producers assigned to that region in accordance with these Bylaws.
- 9(2)** The number of delegates to represent each region is as follows:
- (a) for the North Region, 10 delegates;
 - (b) for the Central Region, 10 delegates;
 - (c) for the South Region, 10 delegates.
- 9(3)** Voting for delegates must be by secret ballot, and each licensed producer must receive one ballot for the region in which the producer is eligible to vote.
- 9(4)** There must be only one ballot issued per licence.
- (a) No licensed producer is entitled to more than one ballot, even though the licensed producer may have been issued more than one licence.
 - (b) No licensed producer is entitled to vote in more than one region, even though that licensed producer may have been issued more than one licence.
- 9(5)** If the licensed producer is not an individual and the licensed producer's representative has been appointed under section 4, the representative is entitled to vote on behalf of the licensed producer.
- 9(6)** If no more than the required number of licensed producers have been nominated to fill the required number of positions of delegates for a region, the returning officer must declare the licensed producers nominated as being elected by acclamation.
- 9(7)** If less than the required number of delegates for a region have been declared elected by acclamation, the delegates in that region who have been declared elected may appoint licensed producers, who are eligible to be elected as delegates for that region, to the remaining delegate positions and the licensed producers so appointed hold office as if elected.

- 9(8)** The results of the delegate election are to be declared following the last annual region meeting held in each region.

10. Term of office for delegates

- 10(1)** Each delegate is to be elected for a term of three years. The term of office of a delegate
- (a) commences on the conclusion of the annual general meeting that follows the annual region meeting at which the delegate was declared elected, and
 - (b) expires on the conclusion of the annual general meeting that follows the annual region meeting that takes place in the year that the delegate's term of office is to expire.
- 10(2)** Subject to section 9(7), if a delegate ceases to hold office before the expiry of that delegate's term of office, the position will remain vacant until the following election. An election to fill a delegate vacancy may be held at a special region meeting(s).

11. Election of directors

- 11(1)** Voting for region directors and directors at large must be by secret ballot.
- 11(2)** There must be only one ballot issued per delegate, and
- (a) No delegate is entitled to more than one ballot, even though the delegate may have been issued more than one licence.
 - (b) No delegate is entitled to vote in more than one region, even though that delegate may have been issued more than one licence.
- 11(3)** If the delegate is not an individual and the delegate's representative has been appointed under section 4, the representative is entitled to vote on behalf of the delegate.
- 11(4)** If less than or only a sufficient number of delegates have been nominated to fill the required number of director positions, the returning officer must declare the delegates nominated as being elected by acclamation.
- 11(5)** If less than the required number of directors at large have been declared elected by acclamation under subsection (a), the board of directors may appoint a delegate to the remaining position(s) in accordance with section 21 of the Plan.
- 11(6)** Vacancies that occur on the board of directors will be filled pursuant to section 21 of the Plan.

12. Term of office for directors

- 12(1)** Each director is elected for a term of three years.
- 12(2)** Subject to subsection (3), the term of office of a director
- (a) in the case of a director at large,
 - (i) commences on the conclusion of the annual general meeting at which the director was elected, and
 - (ii) expires on the conclusion of the annual general meeting that takes place in the year that the director's term of office is to expire;
 - (b) in the case of a director to represent a region,
 - (i) commences on the conclusion of the annual general meeting following the annual region meeting at which the director was elected, and
 - (ii) expires on the conclusion of the annual general meeting following the annual region meeting that takes place in the year that the director's term of office is to expire.
- 12(3)** The term of office of a director expires if the director ceases to be a delegate.

- 12(4)** A licensed producer may not serve for more than three consecutive three-year terms as a director.
- 12(5)** If a licensed producer serves for three consecutive terms as a director, that licensed producer is not eligible to serve again as a director until one year has expired following the expiry of that licensed producer's last term of office as a director.
- 12(6)** If a position is declared vacant under s. 18 or 19 of the Plan, the term of office is deemed to have commenced as if an individual had been elected to the position.

13. Non-eligibility

- 13(1)** A person is disqualified from acting as a director or delegate if that person
- (a) is a represented adult as defined in the *Adult Guardianship and Trusteeship Act* or is the subject of a certificate of incapacity that is in effect under the *Public Trustee Act*;
 - (b) is a formal patient as defined in the *Mental Health Act*;
 - (c) has been found to be a person of unsound mind by a court elsewhere than in Alberta;
 - (d) has the status of a bankrupt;
 - (e) is not a resident of Alberta;
 - (f) ceases to be a licensed producer or a representative of a licensed producer;
 - (g) is absent for three consecutive meetings without the prior approval of Alberta Milk;
 - (h) has had that person's term of office expire;
 - (i) ceases to be allocated quota;
 - (j) resigns that person's office.
- 13(2)** Despite subsection (1)(d), (e), (f), (g), (h), (i) and (j), a director or delegate may remain in office until a replacement is found.

Part 4 - Organization

14. Region Committees

- 14(1)** The delegates and the directors for the region form the region committee for that region.
- 14(2)** The chair of the region committee is to be elected by the region committee, and the chair may be a delegate or a director.
- 14(3)** Delegates and directors must conduct region committee meetings at the call of the chair of the region committee, or at the request of Alberta Milk.
- 14(4)** Alberta Milk must pay the reasonable expenses of region committee meetings.
- 14(5)** The quorum for a region committee meeting is a majority of the delegates and directors within the region then holding office. A vacant delegate or director position is not considered when determining if quorum has been reached.

15. Board officers

- 15(1)** At the first meeting of the board of directors following the annual general meeting, the region directors and directors at large must elect from among themselves a chair and vice-chair.
- 15(2)** When a chair or vice-chair position is vacant, the region directors and directors at large must elect from among themselves a chair or vice-chair to fill the vacancy.

- 15(3)** If only one director, whether a region director or a director at large, has been nominated for the position of chair or vice-chair of Alberta Milk, the director so nominated is declared elected by acclamation.

16. Board authority

- 16(1)** The board of directors may authorize any person, entity or committee to exercise any of the powers of the directors as set for in the Plan or otherwise.
- 16(2)** If a person, entity, or committee, is authorized under subsection (1) to exercise a power,
- (a) that person, entity, or committee must report back to the directors with respect to the exercise of that power, and
 - (b) the directors must retain a supervisory function to oversee the actions of that person, entity or committee in the exercise of that power.

17. Board of directors' meetings

- 17(1)** The first meeting of the board of directors must be held after the region directors have been declared elected following the annual region meeting and directors at large have been declared elected at the annual general meeting.
- 17(2)** The board of directors shall hold meetings of the board of directors at least 4 times each year.
- 17(3)** In addition to the meetings required under subsection (2), the board of directors may, at the call of the chair or of not fewer than three directors, conduct meetings of the board of directors.
- 17(4)** The quorum for a meeting of the board of directors is a majority of the directors. A vacant position on the board of directors is not considered when determining if quorum has been reached.

18. Removal from office

- 18** The Board may, on a motion passed by two thirds of the directors currently in office at a Board meeting, remove a director or a delegate from office if that director or delegate fails to abide by the Bylaws or any of the Board's policies, administrative directives or orders.

Part 5 - Meetings

19. Region meetings

- 19(1)** Annual or special region meetings are to be organized and financed by Alberta Milk.
- 19(2)** The time, place and day of any annual region meeting and of any special region meeting are to be set by Alberta Milk, and outlined when notice of the meeting is published.
- 19(3)** Alberta Milk must publish a notice of any annual region meeting and of any special region meeting by mail, email, or another method of communication deemed appropriate by Alberta Milk.
- 19(4)** The quorum for an annual region meeting or a special region meeting is not fewer than 10 of the licensed producers who carry on production of the regulated product within the region in respect of which the meeting is being conducted.
- 19(5)** Where more than one annual region meeting or special region meeting takes place within a region for the same purpose, the quorum is the combined attendance at the meetings.

20. Annual region meeting

- 20(1) Alberta Milk must, before the commencement of the annual general meeting, hold, in each region, an annual region meeting of the licensed producers who carry on production of the regulated product within the region.
- 20(2) At an annual region meeting, the licensed producers in the region are to be provided with
 - (a) information with respect to Alberta Milk, and
 - (b) an opportunity, when necessary, to conduct delegate elections for that region.
- 20(3) More than one annual region meeting may take place in a region to facilitate producer attendance, in which case the combination of the meetings held constitutes the annual region meeting.

21. Special region meetings

- 21 Alberta Milk must hold a special region meeting of the licensed producers who carry on production of the regulated product within that region
 - (a) on the request of a region director or the region committee, or
 - (b) on written request of 10 licensed producers from within the region.

22. Annual and special general meetings

- 22(1) Alberta Milk must hold an annual general meeting at least once in each calendar year, and no more than 16 months may elapse between annual general meetings.
- 22(2) Alberta Milk may also hold a special general meeting as required. A special general meeting
 - (a) may be called by the board of directors at any time, and
 - (b) must be called by the board of directors on the written request of the Council or of 10 or more delegates.
- 22(3) The time and place of an annual general meeting or a special general meeting must be fixed by the board of directors.
- 22(4) Alberta Milk must notify each licensed producer of an annual general or special general meeting at least 14 days before the meeting is to take place. The notification may be by mail, email, or another method of communication deemed appropriate by Alberta Milk, and must include
 - (a) the time, place, date and purpose of the meeting, and
 - (b) any other information as determined by Alberta Milk.
- 22(5) The quorum necessary for an annual or special general meeting is 20 persons who are delegates and directors.

Part 6 - Voting

23. Voting

- 23(1) A licensed producer who is eligible to vote may
 - (a) vote once on each matter, and
 - (b) in the case of an election of delegates, vote for any number of candidates not exceeding the number of members to be elected at that meeting for the region in which the producer is eligible to vote.

- 23(2)** Subsection (1) remains in effect even if the licensed producer may manage or operate or own, lease or hold equity in two or more operations that are licensed separately with Alberta Milk.
- 23(3)** A licensed producer is entitled to vote in any election for a delegate where the licensed producer
- (a) resides within the region that the delegate is to represent, and
 - (b) has not voted at a previous region meeting during the current election.
- 23(4)** Despite subsection (3), if a licensed producer
- (a) does not reside within the region in which the producer wishes to vote for a delegate, but
 - (b) resides in any region that is adjacent to the region in which the licensed producer wishes to vote,
- the licensed producer may apply in writing to Alberta Milk, not less than 10 days prior to the day of the election in which the licensed producer desires to cast a ballot, to be registered for the purposes of voting in that adjacent region.

24. Electronic meetings and voting

- 24(1)** Where exceptional circumstances arise that prevent a meeting from being held in person, meetings may be held by electronic means.
- 24(2)** If an annual general meeting, special general meeting or other meeting is held by electronic means in accordance with the bylaws, 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 Alberta Milk has made available for that purpose.

25. List of voters

- 25(1)** If a delegate election or vote is to be conducted, the returning officer must prepare, at the start of the month that an election or vote is to be held, a list of the licensed producers who are eligible to vote.
- 25(2)** Only those licensed producers who appear on the list of voters are eligible to cast a vote.
- 25(3)** Despite subsection (2), a licensed producer may cast a vote if the licensed producer makes a statutory declaration in writing before the returning officer or deputy returning officer stating that they are a licensed producer and have not previously voted in the election or on the matter in respect of which the licensed producer wishes to cast a vote.
- 25(4)** The voters list must be available to any person for inspection before, during and up to 90 days after a delegate election or vote.

26. Nominations

- 26** Nomination forms for candidates for election as delegates at annual region meetings must
- (a) be signed by at least two licensed producers who carry on production of the regulated product in that region,
 - (b) be signed by the candidate,
 - (c) contain an acknowledgement by the candidate that the candidate has reviewed the agreements of Alberta Milk with respect to the responsibilities and conduct of delegates and directors and that the candidate undertakes to comply with those agreements in the event that the candidate is elected, and

- (d) be delivered to the returning officer by the date and time set by the returning officer, but not less than 21 days from the first of the annual region meetings held by Alberta Milk.

27. Eligibility to vote

- 27(1)** Subject to sections 9, 21, 24 and 27, a licensed producer is eligible to vote in an election for a delegate and on any question put to a vote at an annual region meeting or a special region meeting if the licensed producer
 - (a) carries on production of the regulated product in the region, and
 - (b) is present at the meeting at which the vote is held.
- 27(2)** Neither a licensed producer, nor a representative of a licensed producer provided for under section 4, may vote more than once on each matter even though the licensed producer or the agent may manage or operate or own, lease or hold equity in two or more operations.
- 27(3)** Every delegate and director is eligible to vote on any question put to a vote at an annual general meeting or a special general meeting if the delegate or director is present at the meeting at which the vote is held.
- 27(4)** A delegate is eligible to vote in an election for a director if,
 - (a) in the case of an election of a region director, the delegate carries on production in the region for which the election is taking place and is present at the meeting at which the election is being held, and
 - (b) in the case of an election of a director at large, the delegate carries on production in Alberta and is present at the meeting at which the election is being held.
- 27(5)** Unless a licensed producer is a delegate or a director, that licensed producer is not entitled to vote on any question put to a vote at an annual general meeting or a special general meeting, unless otherwise directed by the board of directors.

28. Tie vote

- 28(1)** Subject to subsection (3), if there are more than two nominations for a position and a tie vote occurs between two or more of the candidates that received the largest number of votes, the candidates with the smaller number of votes shall be eliminated and a 2nd election for the position shall be immediately held among the tied candidates.
- 28(2)** Subject to subsection (3), if there are only two nominations for a position and a tie vote occurs, a 2nd election for the position shall be immediately held among the tied candidates and, if a tied vote occurs again, the returning officer shall immediately select, by draw, the candidate for the position and that person is deemed to have been elected to the position.
- 28(3)** If in any region more than one annual region meeting is held and a 2nd election cannot be held as required under subsection (1) or (2), the returning officer shall immediately select, by draw, the candidate for the position and that person is deemed to have been elected to the position.

29. Returning officer

- 29(1)** The board of directors must appoint a returning officer for the purposes of and in connection with any election or vote taken under these Bylaws.
- 29(2)** The returning officer may appoint individuals as deputy returning officers to assist in the conduct of elections and votes under these Bylaws.

- 29(3)** The returning officer
- (a) must compile and maintain a list of voters in accordance with section 28,
 - (b) is to ensure that a person does not cast a vote, except in accordance with the Plan and these Bylaws, and
 - (c) must permit scrutiny of the actions of the returning officer and the deputy returning officers by a scrutineer in respect of the conduct of an election or a vote taken under the Plan and these Bylaws.
- 29(4)** Unless otherwise directed by the Council, no person shall destroy any records or ballots in respect of a vote or election held under these Bylaws until 90 days have elapsed from the day on which the vote was taken.

Section 7 - Administrative Matters

30. Appointment of auditor

- 30(1)** The directors and delegates must appoint an auditor for Alberta Milk.
- 30(2)** The appointment of an auditor must be made at an annual general meeting or a special general meeting.

31. Remuneration

- 31** The remuneration to be paid to the directors and delegates must be fixed by a vote of the directors and delegates at an annual general meeting or special general meeting.

Section 8 - Bylaw Amendments

32. By-law amendment, repeal or replacement

- 32(1)** The repeal, amendment or creation of a new Bylaw relating to the requirements of the Act may be initiated by a motion of the Board or upon the request of the Council.
- 32(2)** Subject to the requirements of the Act, these Bylaws may be amended or repealed by the Board upon a $\frac{2}{3}$ majority vote of delegates and directors during an annual general meeting or special general meeting.
- 32(3)** A Bylaw, including an amendment or repeal, is not effective until it is approved by the Council.
- 32(4)** The *Regulations Act* does not apply to these Bylaws.
- 32(5)** 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.

33. Conflicts

- 33** These Bylaws form a part of the Plan to the extent that they do not conflict with the Act, the Plan and other regulations made under the Act. If there is a conflict between the Bylaws, the Act, or a regulation made under the Act, the Act and the regulations prevail.

34. Review

- 34** In compliance with the ongoing review cycle of regulations, these Bylaws must be reviewed on or before February 28, 2024.

