

**RULES AND PROCEDURES**  
**2020 UNITED CONSERVATIVE**  
**ASSOCIATION ANNUAL GENERAL**  
**MEETING**

**October 16 - October 24, 2020**

AS APPROVED BY THE UNITED CONSERVATIVE ASSOCIATION BOARD OF DIRECTORS ON JUNE 26, 2020

# 1. INTRODUCTION

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- 1.1 In light of the COVID19 global pandemic and associated public health guidelines, the United Conservative Association Board of Directors have approved the use of online technologies to permit Members to participate in the discussion and voting on resolutions or special resolutions without being physically present at the place of the Annual General Meeting. Discussion and debate will be facilitated using a virtual online platform and voting will be facilitated through an online voting service.
- 1.2 The following rules and procedures for the 2020 United Conservative Association Annual General Meeting have been adopted by the Board of Directors of the United Conservative Party pursuant to Article 13.1 of the United Conservative Association Bylaws.

# 2. DEFINITIONS

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- 2.1 “AGM” means the 2020 Annual General Meeting of the United Conservative Association.
- 2.2 “AGM Virtual Platform” means the online application approved by the United Conservative Association Board of Directors to allow for the remote attendance and participation of registered Members at the AGM’s plenary sessions.
- 2.3 “Association” means the United Conservative Association;
- 2.4 “Board” means the Board of Directors of the Association;
- 2.5 “Bylaws” means the Bylaws of the Association;
- 2.6 “Chair” means the presiding officer of the Plenary Sessions;
- 2.7 “Constitutional Documents” means the documents ratified and maintained by the Members as set out in Article 10 of the Bylaws including the Policy Declaration and the Governance Manual.
- 2.8 “Executive Director” means the Executive Director of the Association;
- 2.9 “Governance Manual” means the Constitutional Documents set out in Article 10.1.2 of the Bylaws.
- 2.10 “Members” means members of the Association as defined in Article 4 of the Bylaws;
- 2.11 “Online Voting Service” means the online service approved by the Board to allow for

registered Members to vote on Resolutions, Special Resolutions, and Board elections.

2.12 “Party Policy and Governance Committee ” means the committee so described on the Association’s Standing Committee List and appointed by the Board;

2.13 “Plenary Sessions” means the sessions to be held on October 16, 2020, October 17, 2020 and October 24, 2020 and/or such other dates in October 2020 as may be determined by the Board.

2.14 “Policy Declaration” means the declaration of policy statements and principles set out in Article 10.1.1 of the Bylaws;

2.15 “Registrar” means the Registrar of Corporations or a Deputy Registrar of Corporations as defined in the *Business Corporations Act*, RSA 2000, c B-9;

2.16 “Resolution” means a duly-submitted resolution to amend the constitutional documents of the Association that requires a vote in favour of not less than 50% of those Members present and entitled to vote at the AGM in order to pass;

2.17 “Rules” means these Rules and Procedures for the 2020 United Conservative Association AGM; and

2.18 “Special Resolution” means a duly-submitted resolution to amend the Bylaws for which 21 days’ notice specifying the intention to propose the resolution has been given and that requires a vote in favour of not less than 75% of voting Members in order to pass.

### **3. GENERAL**

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3.1 The AGM shall commence at 4:30pm on Friday, October 16, 2020 or as soon as reasonably possible thereafter.

3.2 All Members must register in the manner prescribed by the Executive Director or his designate in order to attend, participate in, and vote at the AGM.

3.3 Only individuals who were Members in good standing as of 11:59pm on Friday, September 25, 2020 shall be permitted to vote at the AGM.

3.4 Any dispute with respect to the eligibility to register, attend, participate in, or vote at the AGM shall be determined by the Executive Director or his designate. The decision of the Executive Director shall be final and binding.

3.5 These Rules may at any time be supplemented or amended, including, without

limitation by the alteration, extension, abridgement or suspension of any time periods provided for in these Rules, by the Board.

3.6 The exercise of any discretion or determination of any matter by the Chair is final, binding and not subject to review.

3.7 Unless otherwise provided in these Rules, the procedures during the Plenary will be governed by Robert's Rules of Order (Newly Revised 11th Edition) subject to such revisions as the Chair may in his or her discretion determine.

3.8 The package of Special Resolutions to go forward for consideration at the AGM shall be posted on the public website of the Association and shall be sent to Members by email no later than September 25, 2020.

3.9 In accordance with Article 14.1 of the Bylaws and the *Societies Act*, RSA 2000, c S-14, the Bylaws may only be rescinded, altered, or amended by Special Resolution.

## 4. MEETING ATTENDANCE AND QUORUM

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4.1 Registered Members will be provided instructions on how to access the Virtual AGM Platform in advance of the AGM.

4.2 Quorum for the AGM will be the lesser of a majority of the Members of the Association or two hundred (200).

4.3 Quorum shall be calculated by totaling the number of registered Members logged in to the Virtual AGM Platform at a given time.

## 5. AGENDA

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5.1 The agenda will be set by the Board and circulated to the Members in advance of the AGM.

5.2 There will be three Plenary Sessions at the AGM:

5.2.1 Policy Debate Session commencing at 4:30pm on Friday, October 16, 2020;

5.2.2 Governance Debate Session commencing at 10:00am on Saturday, October 17, 2020; and

5.2.3 AGM Program Session commencing at 9:00am on Saturday, October 24, 2020.

- 5.3 Plenary Sessions will be broadcast on the AGM Virtual Platform. Instructions on how to use the AGM Virtual Platform will be provided to registered Members in advance of the AGM.
- 5.4 Each Plenary Session will have a Chair, who will be assisted by a parliamentarian, a recording clerk, and any other such individual as may be reasonably necessary.
- 5.5 Upon confirmation that a quorum of two hundred (200) is present, and subject to the discretion of the Chair, the AGM will proceed in accordance with the agenda presented to Members.
- 5.6 During the Governance Debate Session, Special Resolutions and Resolutions with respect to constitutional documents (excluding the Policy Declaration) will be considered.
- 5.7 During the Policy Debate Session, Resolutions that amend the Policy Declaration will be considered.
- 5.8 The order of the Special Resolutions and Resolutions shall be set by the Board who will consider the recommendations of the Party Policy and Governance Committee. Where possible, Resolutions which have been ranked by Constituency Associations will be ordered based upon the highest levels of support.
- 5.9 No resolutions other than the Special Resolutions and Resolutions approved by the Board will be considered, with the exception of Resolutions proposed by the Leader.
- 5.10 Motions from the floor will not be permitted unless invited by the Chair.
- 5.11 Motions, which, in the discretion of the Chair, are unable to be addressed in light of the online AGM format or seem likely to unduly delay the efficient progress of the AGM may be rejected by the Chair and not allowed to proceed. Such motions include, without limitation, motions to call the question, motions to adjourn, motions to take a recess, motions to extend debate, motions to reconsider, motions to rescind, motions to postpone, motions to consider by paragraph, motions to sever, motions to fix a time to adjourn, motions to suspend the rules, motions relating to methods of voting, motions to take an item out of order, use of points of order or points of privilege, and use of parliamentary inquiries or points of information.
- 5.12 In the event a motion from the floor is invited and accepted by the Chair, voting shall be conducted by way of a poll of those present on the AGM Virtual Platform. Each Member who is present may only vote once on a motion.

- 5.13 The Chair may, at his or her sole discretion in light of time constraints or otherwise, determine when to adjourn proceedings.

## 6. DEBATE

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- 6.1 Debate will proceed on the AGM Virtual Platform in the following manner, always subject to the discretion of the Chair in light of time constraints or otherwise:
- 6.1.1 A previously recorded video of the Member who proposed the resolution will be given a maximum of sixty (60) seconds to introduce the resolution;
  - 6.1.2 Members will be given the opportunity to indicate to the Chair using the AGM Virtual Platform that they would like to speak to a resolution;
  - 6.1.3 The Chair will then alternate between speakers in opposition and in favour of the resolution, each subsequent speaker will be given a maximum of thirty (30) seconds to speak;
  - 6.1.4 The first speaker in opposition following the introduction will be selected from the Members in advance of the AGM in order to ensure there is fulsome debate and to allow time for the Chair to recognize additional speakers.
  - 6.1.5 Where possible, the Chair will endeavour to select speakers on a first-come, first-served basis;
  - 6.1.6 In the event a member of the elected Caucus wishes to speak, the Chair may permit them to speak for a maximum of thirty (30) seconds with not more than one member of the elected Caucus being given preference to speak in favour and not more than one member of the elected Caucus being given preference to speak opposed to each resolution;
  - 6.1.7 Not more than three (3) speakers in favour (including the Member who proposed the resolution) and three (3) speakers against will be permitted; and
  - 6.1.8 The Member who proposed the resolution will be permitted thirty (30) seconds for rebuttal.
- 6.2 Only registered Members shall be permitted to speak.

- 63 Registered Members will be able to provide written comments on the Virtual AGM Platform subject to the discretion of the Chair and the following:
- 6.3.1 Written comments will specify the Member's first name, last name, and constituency.
  - 6.3.2 The Chair or his or her designate will have the full authority and discretion to mute or remove comments from any Member who acts in an unparliamentary fashion.
- 64 Anyone who attempts to disrupt the proceedings in any way may be required to leave the room or removed from the Virtual AGM Platform.

## 7. VOTING

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- 7.1 Voting on Special Resolutions, Resolutions, and the Board Election will be available exclusively through the Online Voting Service from as soon as is reasonably possible after the AGM is called to order until 8:00pm on Saturday October 17, 2020.
- 7.2 Registered Members may only vote once on each resolution.
- 7.3 Instructions on how to use the Online Voting Service will be provided to registered Members in advance of the AGM.
- 7.4 Only the votes on Special Resolutions and Resolutions that have been introduced, debated, and are in order at a Plenary Session will be counted and announced.
- 7.5 Following the conclusion of the voting period, the Chair will review the results and declare whether each of the Special Resolutions and Resolutions has passed or failed. The Board may appoint up to five (5) Members to serve as scrutineers who may observe the Chair's review and declarations. The decision of the Chair with respect to the result of the vote on any resolution shall be binding and is not subject to appeal or challenge.
- 7.6 The voting results will be announced and posted online during the AGM Program Session.
- 7.7 No Special Resolution has effect until it has been registered by the Registrar. The effective date of a Special Resolution shall be the date of registration unless a later date is specified. If the Registrar is of the opinion that a Special Resolution or

the resulting bylaw contains anything contrary to law, the Registrar shall refuse to register it and the Special Resolution shall be null and void.