

DISPUTE RESOLUTION PANEL

In the Matter of the General Dispute Resolution Process (“the GDRP”)

And in the Matter of a Notice of Dispute dated January 19, 2024

BETWEEN:

Lindsay Haag and Helen Wowk (“Claimants”)

- and -

**The Board of Directors of the Fort Saskatchewan Vegreville United Conservative Party
Constituency Association (“Respondent” or “Constituency Association”)**

BEFORE:

Richard Forbes Panel Chair
Gary Belecki, KC Panel Member
Thomas O’Leary, KC Panel Member
(“Panel”)

REASONS FOR DECISION

1. The Claimants bring their complaint pursuant to the General Dispute Resolution Process of the United Conservative Party Governance Manual (the “Governance Manual”).
2. The Claimants allege conduct at the Respondent’s December 7, 2023, Annual General Meeting (the “AGM”) violated Rules Governing Constituency Associations found in the Governance Manual and seek a new AGM.
3. The Respondents deny that the conduct at the AGM violated the Rules and urge that the current board elected at the AGM should stand.
4. All Parties met before the Panel on March 7. They agreed evidence would be submitted in written form and were granted the opportunity to provide written submissions after the evidence was submitted.

5. All Parties forwarded evidence in the form of statements from people in attendance at the AGM. The Respondent subsequently provided written submissions through counsel. The Complainants chose not to provide written submissions.
6. The Panel has considered all the evidence, the submissions of the Parties and the relevant sections of the Governance Manual.

Facts

7. There is little dispute to the material facts.
8. The Constituency Association has roughly 600 members and, based on history, anticipated 30-60 attendees at the AGM.
9. The Constituency Association provided e-mail notice of the AGM on November 15, 2023. This e-mail informed members that the AGM would be held on December 7, 2023, at 6:00 PM at the Vegreville Kinsmen Golf Course. It asked members to RSVP if they planned to attend and give notice if they wished to stand for a position on the Board for the Constituency Association.
10. The AGM venue could accommodate 96 people in accordance with the Fire Code. There is no evidence to suggest that the Constituency Association had any basis to expect that this would not be sufficient until the AGM was to begin on December 7, 2023.
11. On December 7 many more members attended the AGM than had provided RSVPs and more than could fit safely in the venue. Neither of the Claimants RSVP'd to the AGM and only one of the total of 22 signatories to their Complaints RSVP'd to the AGM.
12. Due to the large number of attendees that did not RSVP, more people sought to attend the AGM than could fit within the 96-person capacity venue. The AGM therefore commenced with some members still outside of the venue.
13. Organizers of the AGM decided that voting for the President, Secretary, Chief Financial Officer and board directors would begin and that those present who wanted to vote for the candidates that had given notice would be free to vote and leave but, if they left, they would not be able to vote on any nominations from the floor.
14. Numerous attendees chose to cast ballots for the candidates that had given notice of their candidacies on this basis. After they left the meeting those waiting outside were allowed to enter.
15. A total of 24 nominations for director were then taken from the floor after voting had commenced and some of the members had already voted and left. Single nominations for President, Secretary, and CFO were also received from the floor.

16. It was decided by AGM organizers, including Linda Yargeau a staff member of the United Conservative Party, that the nominees for the board and position from the floor would not be allowed to give a speech at the AGM and that they would only be allowed to accept their nomination, and provide and spell their name. None of the candidates for election that gave notice of their candidacies before the AGM spoke.

Issues

17. There are two issues before the panel:
- Was the AGM conducted in violation of the Governance Manual?
 - If so, what is the appropriate remedy?

Analysis

Was the AGM conducted in violation of the Governance Manual?

18. In the Governance Manual Rules Governing Constituency Associations and conduct of an Annual General meeting there is the following section:

7.1. Subject to Article 7.2, any Member may stand for election as a Director at a General Meeting where the business to be transacted includes the election of Directors. Each Member who stands for election as a Director shall be given an opportunity to speak at the General Meeting.

19. The Rules go on to say:

11.1. A Constituency Association does not have the authority to alter these Rules in any way except by application from the CA Board to the UCA Board where special circumstances exist that warrant such modification. The UCA Board may consider any application for a waiver of a specific provision of these Rules and may grant such a waiver in writing.

20. In her clear and highly credible evidence Ms. Yargeau states at paragraph 33:

While typically we allow 30 seconds to give a quick speech following a nomination, due to the expected number of nominations from such a large gathering, together with the fact that some nominees who were on the slate of candidates had already left and would be unable to give a speech, it was determined that for practical, time management and fairness reasons candidates being nominated from the floor, **were asked not to give a speech, in addition to stating their acceptance of the nomination, name and spelling of their name. [emphasis added]**

21. The Rule 7.1 “opportunity to speak” is specific and mandatory given the use of the word “shall”. It cannot be abrogated except by a change in the Rules themselves or application to the UCA Board.
22. This arbitration thus raises the issue of what constitutes an “opportunity to speak” under Rule 7.1. The Constituency Association asserts that the opportunity for candidates to state their names clearly and confirm their willingness to stand for election as a Director provided this “opportunity” under the Rules. The Claimants assert that this does not constitute an “opportunity to speak” under the Rules, presumably urging that some opportunity to address substantive issues which they consider relevant to their candidacy is required.
23. The language in written instruments, whether contracts, legislative enactments or otherwise, is to be construed with reference to the context and purpose of the instrument and the specific words used: Elmer A. Driedger, *Construction of Statutes*, 2nd ed. (Toronto: Butterworths, 1983), at p. 87; *Bell ExpressVu Ltd. Partnership v. Rex*, [2002] 2 S.C.R. 559, 2002 SCC 42 (S.C.C.), at para. 26; Alberta's Interpretation Act, R.S.A. 2000, c. I-8, at s. 10; *550 Capital Corp. v. David S. Cheetham Architect Ltd.* 2009 ABCA 219.
24. The purpose of providing to members a right of participation in a meeting (whether by an “opportunity to speak” or other mechanism) is generally considered to be to provide those members the chance to express views and opinions, ask questions or provide information on matters before the meeting for consideration. Reasonable limits may be imposed on the exercise of this right (time limits, relevance, behavioral standards) but the essence of the right involves addressing the substance of a matter at issue.
25. The Administrative Fairness Guidelines publication by the Alberta Ombudsman, a set of principles rooted in administrative law that explains fair decision-making processes, is one authority for this conclusion. It sets out eight administrative fairness guidelines, one of which concerns participation rights (the “opportunity to speak” in the Rules being a specific participation right), describing the purpose of participation rights as being to make “sure individuals are given full and fair opportunity to present their case.” Similar descriptions of participation rights exist elsewhere. For example, *Commentary on Robert’s Rules of Order*, a set of rules to effectively run a meeting in accordance with democratic principles and incorporated into the Rules via Rule 9.1, refers to the right of members at a meeting “to speak in debate”. [RONR (12th ed.), p.3. ll3-9]
26. These descriptions make clear that a right to participate in a meeting is substantive in nature – that it must allow for commentary on some aspect of the business being transacted at the meeting. Indeed, it is difficult to conceive of any other purpose for a right to speak or participate at a meeting if not to allow the addressing of some issue before the meeting for consideration. Limiting the opportunity to speak under Rule 7.1 to merely stating one’s name and accepting a nomination as a Director defeats the very purpose of the Rule.

27. The opportunity to speak at an AGM is provided in both Rule 7.1, and in Rule 6.7 which provides the right to all Constituency Members that attend and speak at a General Meeting. These rights support the stated objective of Constituency Associations in Rule 3.2 to “facilitate engagement of the residents of the Constituency in the political affairs of Alberta and the involvement of Constituency Members in the affairs of the Party and Constituency Association”.
28. Unfortunately, and despite the good faith demonstrated in attempting to conduct the AGM fairly in difficult circumstances created by the large number of members attending without notice, the Constituency Association violated a clear requirement in refusing to give all Director nominees the meaningful opportunity to speak required under Rule 7.1.

Remedy

29. The Governance Manual clearly states the Rules cannot be altered in any way. The Rule providing members an opportunity to speak creates an obligation for AGM organizers to provide this opportunity that cannot be waived, even in good faith.
30. The Constituency Association must hold a new AGM in accordance with the Rules to meet their objective of engaging members in the affairs of the Party.

Conclusion

31. The organizers of the AGM faced a difficult situation when an unexpected number of members arrived for the meeting. They made their best efforts and amended normal procedure quickly in response to these circumstances to facilitate the election of a new board.
32. One of the procedures amended removed the opportunity for board candidates to speak. This violated Rule 7.1 of the Governance Manual, undermining the engagement and participation of members in Constituency and Party affairs.
33. The Constituency Association is hereby directed to hold a new AGM on or before June 14, 2024.

DATED the 22 day of April, 2024

DISPUTE RESOLUTION PANEL



Richard Forbes

Per:



Thomas O'Leary, KC

Per:



Gary Belecki, KC