

**RULES AND PROCEDURES
UNITED CONSERVATIVE
ASSOCIATION SPECIAL GENERAL
MEETING**

APRIL 9, 2022

**AS APPROVED BY THE UNITED CONSERVATIVE ASSOCIATION BOARD OF DIRECTORS ON JANUARY 25, 2022 AND
AMENDED ON MARCH 23, 2022.**

1. INTRODUCTION

- 1.1 The following rules and procedures for the United Conservative Association Special General Meeting commencing on April 9, 2022 in Red Deer, Alberta and have been adopted by the Board of Directors of the United Conservative Party pursuant to Article 13.1 of the United Conservative Association Bylaws.
- 1.2 This Special General Meeting has been called by the Board of Directors for the exclusive purpose of holding a Leadership Review. No other substantive business will be conducted.
- 1.3 An initial set of rules and procedures were approved by the Board of Directors on January 25, 2022. Amendments were required to respond to the exceptionally high interest in the event. These amended rules and procedures were adopted by the Board of Directors on March 23, 2022.

2. DEFINITIONS

- 2.1 “Arbitration Committee” means the standing arbitration committee described in the Association’s Standing Committee List;
- 2.2 “Arbitration Rules and Procedures” means the rules and procedures adopted by the Arbitration Committee and as described in the Association’s Standing Committee List;
- 2.3 “Association” means the United Conservative Association as registered with the corporate registrar;
- 2.4 “Auditor” means the independent firm contracted by the Board to monitor the voting process and verify the Leadership Review result;
- 2.5 “Board” means the Board of Directors of the Association;
- 2.6 “Bylaws” means the Bylaws of the Association;
- 2.7 “Chair” means the presiding officer who in this case shall be the President of the Association;

- 2.8 “Chief Returning Officer” means the individual appointed by the Board to oversee the Leadership Review and ensure that it conducted in a manner that is fair, impartial, and accountable to the Members;
- 2.9 “Executive Director” means the Executive Director of the Association;
- 2.10 “General Dispute Resolution Process” means the process set out in the Association’s Governance Manual and as approved by the Association’s Members;
- 2.11 “Governance Manual” means the Constitutional Documents set out in Article 10.1.2 of the Bylaws;
- 2.12 “Leader” means the Leader of the Association;
- 2.13 “Leadership Review” means the vote described in Article 3 of the Leadership Review and Selection Rules as set out in the Governance Manual;
- 2.14 “Members” means members of the Association as defined in Article 4 of the Bylaws;
- 2.15 “Postal Voting” means the secure balloting process established by the Chief Returning Officer to allow for all eligible Members to vote by mail in the Leadership Review;
- 2.16 “Rules” means these Rules and Procedures for the 2022 United Conservative Association SGM which are established pursuant to Article 13 of the Bylaws;
- 2.17 “SGM” means the Special General Meeting of the United Conservative Association to be commenced on April 9, 2022;
- 2.18 “SGM Committee” means the special committee established by the Board pursuant to Article 9.1 of the Bylaws to, amongst other things, undertake such activities as may be necessary to plan and administer a successful SGM; and
- 2.19 “SGM Virtual Platform” means the online application approved by the United Conservative Association Board of Directors to allow for the remote attendance and participation of Members at the SGM’s training sessions.

3. GENERAL and REGISTRATION

3.1 The SGM shall commence and be called to order at 11:00am on Saturday, April 9, 2022 or as soon as reasonably possible thereafter.

3.2 All Members in good standing will be registered to attend the SGM.

3.3 Only individuals who were Members in good standing as of 11:59pm on Saturday, March 19, 2022 shall be entitled to vote in the Leadership Review at the SGM. No proxies shall be permitted.

3.4 The SGM will not have a registration fee. Members who paid a registration fee prior to the fee being eliminated will be given the option to convert their registration fee into a contribution to the Party or receive a full refund.

3.5 The Executive Director or his designate will make the list of Members entitled to vote at the SGM in a given Constituency Association available to that Constituency Association President on or before March 26, 2022. The Executive Director or his designate will make the list of Members entitled to vote at the SGM available to the Leader upon request. The Executive Director or his designate shall ensure that a reasonable attempt is made to include the name, address, primary telephone number, and primary email address of each Member entitled to vote. Recipients of a list may use the list and shall ensure that it is used only for the purposes of encouraging members to attend the SGM or to communicate to Members in respect of the Leadership Review. Recipients of a list shall not retain, copy or distribute the list after the SGM has concluded and shall ensure that no other person who may have used the list retains, copies, or distributes the list after the SGM has concluded.

3.6 Any dispute with respect to the eligibility to register for the SGM shall be determined by the Executive Director or his designate. The decision of the Executive Director shall be final, binding, and not subject to appeal or review.

3.7 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. Any changes to the Rules will be communicated to the members as soon as reasonably practicable.

4. MEETING ATTENDANCE AND QUORUM

- 4.1 In advance of the SGM, Members will be provided instructions on how to access the Virtual SGM Platform and how to cast a ballot in the Leadership Review.
- 4.2 Quorum for the SGM will be the lesser of a majority of the Members of the Association or two hundred (200). Quorum shall be calculated by determining the number of Members logged in the Virtual SGM Platform at the commencement of proceedings.. For greater clarity, quorum need not be maintained throughout the Leadership Review voting process.

5. AGENDA

- 5.1 The agenda will be set by the Board and circulated to the Members in advance of the SGM. Amendments to the agenda will not be permitted. The agenda will include:
- 5.1.1 Call to Order;
 - 5.1.2 Confirmation of Quorum;
 - 5.1.3 Opening Ceremonies;
 - 5.1.4 Remarks from the Leader;
 - 5.1.5 Election Readiness and Campaign Training;
 - 5.1.6 Leadership Review Voting;
 - 5.1.7 Announcement of Leadership Review Results; and
 - 5.1.8 Adjournment.
- 5.2 At the conclusion of the Election Readiness and Campaign Training on April 9, 2022, the Postal Voting process will commence. The conduct of the Postal Voting process is specifically permitted and allowed during this period of the SGM. The Announcement of the Leadership Review results will occur on or about May 18, 2022 after the ballots are tabulated and prior to the end of the SGM.

- 53 Anyone who attempts to disrupt the proceedings in any way may be required to leave the SGM.
- 54 The SGM will have a Chair, who may be assisted by a parliamentarian, a recording clerk, and any other such individual as is reasonably necessary.
- 55 Any resolutions motions or other business not specifically provided for in the agenda or approved by the Board will not be permitted and will be ruled out of order.
- 56 The exercise of any discretion or determination of any matter by the Chair is final, binding, and not subject to appeal or review.

6. LEADERSHIP REVIEW

- 6.1 The Leadership Review shall be conducted in accordance with the following:
- 6.1.1 Postal Voting procedures shall be established by the Chief Returning Officer in consultation with the Executive Director and the Auditor.
 - 6.1.2 Voting shall occur from April 9, 2022 until May 11, 2022. Ballots must be received by 5:00pm on May 11, 2022 in order to be counted.
 - 6.1.3 Members entitled to vote shall be required to prove their identity, by providing either: one (1) piece of government-issued photo identification with their name and address; or one (1) piece of photo identification with their name and photo and a separate document that provides their name and address.
 - 6.1.4 Voting shall be by secret ballot.
 - 6.1.5 Each Member entitled to vote may only vote once.
 - 6.1.6 The question shall be “Do you approve of the current Leader?”.
 - 6.1.7 The voting options shall be “Yes” or “No”.
 - 6.1.8 The number of votes cast for and against the question, and the total valid votes cast, will be announced to the Members present on the SGM Virtual Platform prior to the end of the SGM.

6.1.9 A “Yes” vote of less than fifty percent (50%) of the total valid votes cast, shall automatically trigger a leadership election in accordance with Article 4.1.1 of the Leadership Review and Selection Rules in the Association’s Governance Manual.

6.2 The Board shall appoint a Chief Returning Officer to oversee the Leadership Review and ensure that it conducted in a manner that is fair, impartial, and accountable to the Members. The Chief Returning Officer shall:

6.2.1 Be responsible for all matters pertaining to the conduct of the Leadership Review vote other than those specifically addressed by the Rules;

6.2.2 Appoint and oversee training of neutral deputy returning officers and election officials necessary to carry out the vote;

6.2.3 Certify the eligibility of Members to receive a ballot;

6.2.4 Prescribe the form of the ballot; and

6.2.5 Carry out such other duties as may be determined by the Board from time to time.

6.3 Campaigning will not be permitted in the room where the Leadership Review vote is being conducted and in such other areas as the Chief Returning Officer may specify.

6.4 The Chief Returning Officer and the Auditor shall be responsible for maintaining the integrity of the received envelopes and ballot boxes throughout the Postal Voting process. A Member’s submitted identification documents will be promptly destroyed following the verification process. Following the count, the ballots shall be stored at the Association offices for seven (7) days and then destroyed unless otherwise directed by the Arbitration Committee, the Executive Director, or their designate.

6.5 The verification of identifications and the counting of ballots shall be scrutinized by the Constituency Association Presidents, CFOs, and Secretaries who agree to act as scrutineers on behalf of the Association’s members. The scrutineers will be scheduled for shifts by the Chief Returning Officer, who shall ensure there are scrutineers present throughout the verification of identifications and the counting of ballots.

- 66 The SGM Committee will appoint an independent auditor to monitor the Postal Voting process and verify the Leadership Review result.

7. DISPUTE RESOLUTION

- 7.1 Without limiting any other provisions in these Rules, any dispute arising from or related to these Rules shall be the sole jurisdiction of the Association's Arbitration Committee and shall be considered pursuant to the Association's General Dispute Resolution Process and Arbitration Rules and Procedures.
- 7.2 If a Member commences an action, review, application or other proceeding before the Courts, he or she shall be responsible for any and all costs thereof and shall bear the legal fees and expenses incurred by all persons named as defendants or respondents on a full indemnity basis, including but not limited to any and all legal fees and expenses incurred by the Association and the Chief Returning Officer.