

United Conservatives Alberta Strong & Free

United Conservative Party of Alberta Governance Manual

Approved as of Oct. 17, 2020

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Note: Article 10.1.2 of the United Conservative Party Association of Alberta (UCPAA) bylaws requires a governance manual that includes a Standing Committee list and rules governing:

- Constituency Associations
- The conduct, selection and review of the Leader;
- The conduct of Caucus; and,
- Dispute resolution

STANDING COMMITTEE LIST

1. PREAMBLE

This Standing Committee List document serves to outline the Standing Committees for the United Conservative Association (the “**Association**”) and the United Conservative Party of Alberta (the “**Party**”).

2. DEFINITIONS

In this document, capitalized terms shall have the meaning given to them in the Bylaws unless otherwise stipulated.

3. ARBITRATION COMMITTEE

3.1. The Board shall appoint up to nine (9) Members to an arbitration committee (the “Arbitration Committee”), functioning as follows:

3.1.1. No member of the Arbitration Committee shall be a Director or Caucus advisor.

The chair of the Arbitration Committee and at least five (5) members of the Arbitration Committee shall have legal training or experience sitting on administrative panels. Members of the Arbitration Committee shall be appointed for terms of two (2) years and may not be removed by the Board without cause.

3.1.2. Except for any dispute relating to a leadership or nomination contest, the Arbitration Committee shall hear all appeals arising from unresolved disputes related to the process set out in the Dispute Resolution document provided for in Article 10 of the Bylaws. Any decision of the Arbitration Committee is final and binding and there shall be no further appeal or review on any ground whatsoever.

3.1.3. On receipt of a notice of dispute from any ten (10) Members, the Arbitration Committee shall select from its members a panel of three (3) to arbitrate and

decide on the dispute. The panel shall deliver written reasons for any decision made in respect of the dispute.

- 3.1.4.** The Arbitration Committee shall develop its own rules and procedures, which shall be made public to Members, consistent with the Dispute Resolution process provided for in Article 10 of the Bylaws.

4. PARTY CANDIDATE SELECTION COMMITTEE

The Board shall appoint ten (10) Members to a Party Candidate Selection Committee (the "PCSC"), functioning as follows:

- 4.1.1.** Five (5) members, who must be Directors; and
- 4.1.2.** Five (5) members, who must not be Directors, and these members shall be appointed for terms expiring at the conclusion of each provincial general election and may not be removed by the Board without cause.

The PCSC shall administer the Party's Candidate Rules and Code of Conduct provided for in Article 10.1 of the Bylaws.

5. PARTY POLICY AND GOVERNANCE COMMITTEE

- 5.1.** At least eight(8) months in advance of an AGM, the Board shall appoint at least fifteen (15) Members to

Policy and Governance Committee (the "PPGC") as follows:

- 5.1.1.** The Vice President (Policy and Governance), who shall act as Chair;
- 5.1.2.** The Secretary; and
- 5.1.3.** At least eight (8) other Members at large who must not be Directors and these

members shall be appointed for terms expiring at the conclusion of each AGM and may not be removed by the Board without cause.

5.2. The PPGC shall have the mandate to facilitate and execute an open, transparent member consultation process, subject to the Bylaws, for duly motioning any additions, amendments, or deletions from the Party Bylaws, or Constitutional Documents set out Article 10.1 of the Bylaws.

5.3. At least two (2) Party Policy and Governance Committee members must reside in each of the five (5) regions designated in Article 7.2.9 of the Bylaws.

6. FINANCE COMMITTEE

6.1. The Finance Committee will be comprised of no fewer than five (5) and no more than eight (8) Members appointed by the Board, no fewer than two of whom have attained a Chartered Professional Accountant (CPA) designation.

6.2. The Finance Committee shall be chaired by the Chief Financial Officer.

6.3. The Finance Committee shall work with the Board to fulfil the Board's fiduciary responsibility to prepare and oversee the budget

7. COMMUNICATIONS COMMITTEE

7.1. The Communications Committee will be comprised of no fewer than five (5) and no more than eight (8) Members appointed by the Board.

7.2. The Communications Committee shall be chaired by the Vice-President (Communications).

7.3. The Communications Committee shall foster communication within the Party and between the Party and the Members.

8. MEMBERSHIP COMMITTEE

8.1. The Membership Committee will be comprised of no fewer than five (5) and no more than eight (8) Members appointed by the Board.

8.2. The Membership Committee shall be chaired by the Vice-President (Membership).

8.3. The Membership Committee shall promote membership, recruitment and involvement with the Party and shall be responsible for and administer the membership registry.

9. FUNDRAISING COMMITTEE

9.1. The Fundraising Committee will be comprised of no fewer than five (5) and no more than eight (8) Members appointed by the Board;

9.2. The Fundraising Committee shall be chaired by the Vice-President (Fundraising).

9.3. The Fundraising Committee shall be responsible for promoting ongoing fundraising efforts by the Party and Constituency Associations.

RULES GOVERNING CONSTITUENCY ASSOCIATIONS

1. PREAMBLE

1.1. These Constituency Association Rules shall constitute the rules and procedures for the establishment and governance of United Conservative Party of Alberta Constituency Associations pursuant to the Bylaws of the United Conservative Association.

2. DEFINITIONS - IN THIS DOCUMENT THE FOLLOWING TERMS ARE DEFINED AS FOLLOWS:

2.1. "Annual General Meeting" means a meeting of the Constituency Members provided for in these Rules at which, among other things, the Directors are annually elected to the Constituency Association Board;

2.2. "Applicable Laws" means the Election Ad, RSA 2000, c E-1, the EFCDA and such other legislation as may, from time to time, be in effect governing the operations, financing and disclosure by Constituency Associations;

2.3. "Association" means the United Conservative Association;

2.4. "Bylaws" means the Bylaws of the Association;

2.5. "Candidate" has the same meaning as set out under Applicable Laws and refers to the person either chosen in a nomination contest or appointed to be the Party's candidate in the Constituency for a general election or by-election;

2.6. "Chief Financial Officer" means a Director that is the chief financial officer of the Constituency Association;

2.7. "Constituency" means the geographic electoral division as set by Elections Alberta in which the Constituency Association operates;

- 2.8.** "Constituency Association" means the association recognized by the Party as the official association for a Constituency;
- 2.9.** "Constituency Association Board " means the board of directors of the Constituency Association;
- 2.10.** "Constituency Member" means a Member who resides in the Constituency;
- 2.11.** "Deregistered Constituency Association" means a Constituency Association that has been deregistered under the EFCDA and which has not been re-registered within 90 days of deregistration;
- 2.12.** "Director" means a voting member of the Constituency Association Board, including an Officer;
- 2.13.** "EFCDA" means the *Election Finances and Contributions Disclosure Act*, RSA 2000, c E-2 as amended from time to time;
- 2.14.** "Founding Meeting" means the first General Meeting of a Constituency Association, or the first General Meeting of a Constituency Association held after a Status Change affecting the Constituency Association;
- 2.15.** "General Meeting" means a meeting of the Constituency Members and includes an Annual General Meeting, a Special General Meeting, and a Founding Meeting;
- 2.16.** "Inactive Constituency Association" means a Constituency Association that has no Directors;
- 2.17.** "Member" means a member of the Party;
- 2.18.** "MLA" means a Member of the Legislative Assembly of Alberta;

2.19. "Officer" means the Constituency Association President, Secretary, Chief Financial Officer and any Vice-President recognized by the Constituency Association;

2.20. "Party" means the United Conservative Party of Alberta;

"President" means a Director that is the principal officer of the Constituency Association;

"Rules" means these Rules Governing Constituency Associations;

2.21. "Secretary" means a Director that is the chief records officer of the Constituency Association;

2.22. "Special General Meeting" means a meeting of the Constituency Members called for a specific purpose other than an Annual General Meeting;

2.23. "Status Change" means the recognition of a Constituency Association by the Party or the happening of an event that causes a Constituency Association to become a Deregistered Constituency Association or an Inactive Constituency Association;

2.24. "UCA Board" means the board of directors of the United Conservative Association provided for in the Bylaws; and

2.25. "Vice-President" means a Director that is an Officer with specific duties and responsibilities that may be delegated to them from time to time by the Constituency Association Board.

2.26. Words defined in the *Societies Act*, RSA 2000, c S-14, and the EFCDA have the same meaning in these Rules unless specifically defined in these Rules.

3. OBJECTIVES - THE OBJECTIVES OF THE CONSTITUENCY ASSOCIATION SHALL BE TO:

- 3.1.** support the principles, policies and objectives of the Party and maintain an effective Constituency Association for that purpose;
- 3.2.** 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;
- 3.3.** facilitate the nomination of a Candidate and promote their election as a representative of the people of the Constituency as a MLA;
- 3.4.** provide organizational and financial support to the Candidate;
- 3.5.** facilitate, support and maintain ongoing policy and governance discussions within the Party; and
- 3.6.** comply with the obligations, and benefit from the rights and privileges, of being recognized by the UCA as a Constituency Association of the Party.

4. RECOGNITION OF CONSTITUENCY ASSOCIATION

- 4.1.** Where no association is currently recognized by the Party as the Constituency Association for a Constituency, any five Constituency Members residing in the Constituency may apply to the Party, in a form provided by the Party, for recognition of a Constituency Association. The Party shall consider the application and may submit to Elections Alberta an application to register the Constituency Association under Applicable Laws.
- 4.2.** The Party may apply to Elections Alberta to revoke the recognition of a Constituency Association after:

- 4.2.1.** fully explaining and clearly documenting its reasons; and
- 4.2.2.** successfully defending an appeal of the proposed revocation by the Constituency Association to the UCA Arbitration Committee, if any; and
- 4.2.3.** entering into an agreement with the Constituency Association, which the Constituency Association shall not unreasonably withhold, to have their funds transferred to the Party in trust for the benefit of the Constituency Members. The Party shall promptly transfer any funds held in trust to any subsequently recognized Constituency Association.

5. FOUNDING MEETING

5.1. Where a Status Change has occurred, the following rules shall apply:

- 5.1.1.** the Constituency Association Board, if any, or else the UCA Board, or its designate, shall, within three months of the Status Change, fix the date for a Founding Meeting and provide notice to the Constituency Members of the time, place and business to be transacted at the Founding Meeting by email, by telephone, and by publication of a notice on the Party website, such notice to be not less than twenty-one (21) days; and
- 5.1.2.** the President, if any, or else the UCA Board's designate, shall chair the Founding Meeting.

5.2. At a Founding Meeting, the Constituency Members present and voting shall:

- 5.2.1.** elect by secret ballot a President, Secretary and Chief Financial Officer;
- 5.2.2.** elect by secret ballot up to twenty-seven (27) additional Members as Directors;
- 5.2.3.** receive reports from the President, Secretary and Chief Financial Officer

on the activities of the Constituency Association, if applicable;

5.2.4. review the budget, membership development plan and communication plan, if applicable;

5.2.5. authorize the Constituency Association Board to take all necessary steps to register the Constituency Association in accordance with the EFCD, if any; and

5.2.6. conduct such other business as the Constituency Members determine is in the interests of the Constituency Association.

5.3. All Constituency Members shall have the right to attend, speak, vote, and run as a Director at a Founding Meeting.

6. GENERAL MEETINGS

6.1. Governance of the Constituency Association rests with the Constituency Members who are present and vote at General Meetings.

6.2. The Constituency Association Board shall fix the date for a General Meeting and provide notice to the Constituency Members of the time, place and business to be transacted of the General Meeting by email, telephone and by publication of a notice on the Party website, such notice to be not less than twenty-one (21) days.

6.3. An Annual General Meeting shall be held at least once per calendar year except in a year where a Founding Meeting has been held.

6.4. At an Annual General Meeting, the Constituency Members present and voting shall:

6.4.1. elect by secret ballot a President, Secretary and Chief Financial Officer;

- 6.4.2.** elect by secret ballot up to twenty-seven (27) additional Members as Directors. The Constituency Association Board may, but need not, prior to the issuance of notice of the Annual General Meeting provide that up to seven (7) Members be directly elected as Vice-Presidents instead of as at large Directors;
- 6.4.3.** receive reports from the President, Secretary and Chief Financial Officer on the activities of the Constituency Association, if applicable;
- 6.4.4.** review the budget, membership development plan and communication plan, if applicable; and
- 6.4.5.** conduct such other business as the Constituency Members determine is in the interests of the Constituency Association.
- 6.5.** A Special General Meeting may be called by the Constituency Association Board as necessary and for the specific purpose set forth in the notice of meeting. A Special General Meeting shall be called by the Constituency Association Board within forty-five (45) days of receipt of a petition signed by the lesser of one hundred (100) or one-third (1/3) of the Constituency Members, as at the date of receipt of the petition, requesting a Special General Meeting for a specific purpose.
- 6.6.** The President or their designate shall chair all General Meetings, except where a Special General Meeting has been petitioned by Constituency Members for the specific purpose of removing some or all of the Directors, in which case a designate of the UCA Board shall chair the Special General Meeting.
- 6.7.** All Constituency Members shall have the right to attend, speak and vote at a General Meeting. Voting by proxy is not permitted.
- 6.8.** Quorum for all General Meetings shall be twenty (20) Constituency Members.

7. CONSTITUENCY ASSOCIATION BOARD OF DIRECTORS

- 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.
- 7.2.** The total number of Directors shall not exceed thirty (30). One in every five (5) Directors or portion thereof, to a maximum of six (6), may be Members not resident in the Constituency.
- 7.3.** A sitting Party MLA and/or a duly nominated Candidate for the Constituency, if any, shall each be an ex officio, non-voting member of the Constituency Association Board and shall not count towards the total number of Directors as per Article 7.2.
- 7.4.** Each voting Director is a fiduciary of the Constituency Association and has a duty to act in the best interests of the Constituency Members as a whole.
- 7.5.** Each voting Director also has a duty to, at all times, exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 7.6.** Each member who stands for election as a Director shall sign the Party's Non Disclosure Agreement / Code of Conduct prior to the election.
- 7.7.** Any Director seeking to be a Candidate for the Constituency must take a leave of absence or resign from the Constituency Association Board as soon as they have declared their intention.

8. POWERS AND MEETINGS OF THE CONSTITUENCY ASSOCIATION BOARD

- 8.1.** Between General Meetings, the Constituency Association Board is authorized to manage and direct the business and affairs of the Constituency Association.
- 8.2.** The Constituency Association Board shall in the conduct of its business comply with Applicable Laws, the Bylaws and these Rules.
- 8.3.** Each Director shall be entitled to attend, speak and vote at every meeting of the Constituency Association Board.
- 8.4.** The Constituency Association Board shall conduct its business by resolution or motion duly passed at a meeting of the Constituency Association Board. A resolution of the Constituency Association Board in writing, or by email, signed or endorsed by all of the Directors shall be valid and effective as if passed at a meeting of the Constituency Association Board duly called and constituted.
- 8.5.** No Director shall have any authority to act for, or on behalf of the Constituency Association Board except as specifically provided in these Rules or by the Constituency Association Board through the adoption of a motion or a standing rule of order.
- 8.6.** Immediately up on the adjournment of a Founding Meeting, an Annual General Meeting or a Special Meeting where some or all of the Directors have been elected by the Constituency Members, the Constituency Association Board shall convene and meet to:
- 8.6.1.** pass a motion to delegate signing authority; and
- 8.6.2.** elect up to seven (7) Vice-Presidents, if necessary, all to terms of office that expire at the next Annual General Meeting.
- 8.7.** The President shall provide notice of the time, place and business of a Constituency Association Board meeting to all Directors. Notice shall be by email not less than seven (7) days prior to the time of a meeting of the

Constituency Association Board. The Constituency Association Board may, by unanimous resolution, dispense with this requirement. Nothing in this section shall be interpreted to prevent the Directors present at a meeting of the Constituency Association Board from amending an agenda or transacting new business.

8.8. Within seven (7) days of receipt of an email request from one-third (1/3) of Directors sent to the Officers, the President shall provide notice of a Constituency Association Board meeting in accordance with the requirements in Article 8.7, failing which the Secretary shall provide notice of the Constituency Association Board meeting.

8.9. The quorum for meetings of the Constituency Association Board shall be the lesser of one-third (1/3) of the Directors or one half (1/2) of the Officers.

8.10. The President shall preside at meetings of the Constituency Association Board. When the President is absent from, or otherwise unable or unwilling to chair a meeting or any portion of a meeting of the Constituency Association Board:

8.10.1. the Chief Financial Officer shall preside; or

8.10.2. the Constituency Association Board may elect from time to time, if it so chooses and under such terms as it specifies, a Director or Directors to preside in place of the President at such meetings.

8.11. Meetings of the Constituency Association Board may be conducted in person, by way of telephone, video or Internet provided all Directors participating in such meetings can hear each other.

8.12. Each meeting of the Constituency Association Board should, at a minimum, include discussion of the following:

8.12.1. recent activities of the Party;

8.12.2. the financial state of the Constituency Association;

8.12.3. fundraising plans, goals and achievements of the Constituency Association;

8.12.4. Constituency Association membership and plans to increase the number of Constituency Members;

8.12.5. a brief account of legislative activities by the MLA or Candidate, or their designate, if any; and

8.12.6. a brief report from each Officer and committee chairperson, if any.

8.13. Where the President or their designate presides at a meeting of the Constituency Association Board, the President or their designate shall only cast a vote to create or break a tie. The President or their designate may refuse to cast a vote to break a tie, and if so the motion is defeated. The minutes shall reflect this.

8.14. The Secretary shall be the recording Secretary of the Constituency Association Board, prepare an agenda for each meeting and take brief and concise minutes of each meeting. The minutes shall reflect each motion made, the voting method, and the number of votes in favour, against, and abstentions on each motion. A Director may request that his or her vote be recorded in the minutes, and the minutes shall reflect the Director's vote.

8.15. The Constituency Association Board shall not pass a motion in camera.

8.16. The Constituency Association Board shall:

8.16.1. assign to the President, Secretary and Chief Financial Officer duties and

responsibilities and the authority to discharge those duties and responsibilities; and

8.16.2. assign to each Vice-President, if any, a specific title, duties and responsibilities and the authority to discharge those duties and responsibilities.

8.17. The Constituency Association Board may establish committees made up of Directors and Members and shall:

8.17.1. establish terms of reference of the committee;

8.17.2. designate the members of the committee, including ex officio members;

8.17.3. designate the chair of the committee;

8.17.4. determine the reporting requirements for the committee; and

8.17.5. where the committee is to exercise any authority, delegate such authority with clarity and specificity.

8.18. The Constituency Association Board may fill vacancies of Officers and Directors by majority secret ballot.

8.19. The Constituency Association Board may, by majority secret ballot vote of those present and voting, remove a Director who has missed three (3) consecutive meetings.

8.20. The Constituency Association Board may, by a secret ballot vote of two-thirds (2/3s) of all Directors, remove a Director or Officer whose conduct is judged improper or unbecoming, or likely to adversely affect the interests or reputation of the Constituency Association or the Party.

8.21. Notice of a motion to remove a Director or Officer must be provided by email to all Directors at least seven (7) days prior to the Constituency Association Board meeting at which the vote is to occur.

9. INTERPRETATION

9.1. Subject to the Bylaws and these Rules, the Constituency Association Board may adopt standing rules of order to be followed at all General Meetings and/or Constituency Association Board meetings. To the extent not otherwise provided for by any standing rules of order, Robert's Rules of Order, Newly Revised, 12th Edition, will govern meetings.

9.2. To the extent there is any conflict between the Bylaws and these Rules, the Bylaws shall prevail.

10. LIMITATION OF LIABILITY

10.1. When acting within the scope of their authority and in compliance with these Rules, no Director shall be liable for any debts, actions, claims, demands, liabilities or commitments of any kind made by the Constituency Association. The Constituency Association shall indemnify and hold harmless each Director against any such debt, action, claim, demand, liability or commitment whatsoever.

11. AMENDMENT

11.1. A Constituency Association does not have the authority to alter these Rules in any way except by application from the Constituency Association 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.

11.2. The UCA Board may temporarily amend these Rules to ensure they comply with

Applicable Laws, the Bylaws, or to address unforeseen, unexpected or unusual circumstances affecting Constituency Associations. Such amendments shall have effect and be binding upon Constituency Associations from the time determined by the UCA Board until either expired, ratified, amended or rejected at the next Annual General Meeting of the Association, but in no case shall any amendment be binding until communicated by email to the Members and posted on the Party website.

LEADERSHIP REVIEW AND SELECTION RULES

1. PREAMBLE

1.1. These Leadership Review and Selection Rules shall constitute the rules and procedures for the review and selection of the Leader of the United Conservative Party of Alberta.

2. DEFINITIONS - IN THIS DOCUMENT THE FOLLOWING TERMS ARE DEFINED AS FOLLOWS:

2.1. "AGM" means an annual general meeting of the Association provided for in the Bylaws at which, among other things, the directors are annually elected to the Board;

2.2. "Applicable Laws" means the *Election Act*, RSA 2000, c E-1, the *Election Finances and Contributions Disclosure Act*, RSA 2000, c E-2, ("EFDA"), and such other legislation as may, from time to time, be in effect governing the role, conduct, election and review of the Leader;

"Arbitration Committee" means the committee described in the Association's standing committee list and appointed by the Board;

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, as amended from time to time, and may include if the context requires, any constitutional documents derived therefrom;

2.6. "Caucus" means the caucus of the Party;

"Constituency Association" means the association recognized by the Party as the official association for an electoral division;

"Elector" means a Member who is eligible to vote in a Leadership Election;

"General Dispute Resolution Process" means the process described in the Association's governance manual;

2.7. "General Meeting" shall mean either an AGM or an SGM as set out in Article 5 of the Bylaws;

2.8. "Interim Leader" means an interim Leader of the Party chosen according to the procedures outlined in these Rules, and whose term shall be governed by the limitations set out in these Rules;

2.9. "Leader" means the leader of the Party;

2.10. "Leadership Campaign Period" means a period of time, to be determined by the LEC, encompassing both the entire Leadership Election and such additional amounts of time before and after the Leadership Election as shall be determined as appropriate in advance by the LEC, during which time these Rules shall apply;

2.11. "Leadership Contestant" means a contestant for the leadership of the Party

2.12. "Leadership Election" means the process by which a new Leader is elected by the Members;

"Leadership Review" means a review held in accordance with these Rules;

2.13. "LEC" means a neutral leadership election committee established by the Board to conduct a Leadership Election;

2.14. "Member" means a member of the Association and the Party;

2.15. "Party" means the United Conservative Party of Alberta;

2.16. "Returning Officer" means a person appointed by the LEC to oversee and manage the fair and free conduct of the Leadership Election at a particular polling place and may include, if the context requires, deputy returning officers, if any;

2.17. "Secretary" means the secretary of the Association; and

"SGM" means a special general meeting of the Association called for a specific purpose.

3. LEADERSHIP REVIEW

3.1. A Leadership Review will be held:

3.1.1. at one out of every three AGMs of the Party, which must be years where an election date is not fixed by the *Election Act*, or

3.1.2. at a SGM of the Party to be held for the purpose of such a review at the earliest possible time following:

3.1.2.1. an election in which the Party fails to form a majority government; or

3.1.2.2. the passage of a resolution by a vote of a two-thirds (2/3) majority of the entire membership of the Board at a Board meeting called for that purpose; or

3.1.2.3. at the request of sufficient Constituency Associations in

accordance with the process outlined in Article 5.7 of the Bylaws.

3.2. In the case of such a Leadership Review:

3.2.1. All Members eligible to vote on matters at a General Meeting shall be eligible to vote in the Leadership Review.

3.2.2. Voting shall be by secret ballot.

3.2.3. The question shall be “Do you approve of the current Leader?”

3.2.4. The voting options shall be “Yes” or “No”.

3.2.5. The number of votes cast for and against the question, and the total valid votes cast, will be announced to the Members present at the General Meeting prior to the end of the General Meeting.

3.2.6. A “Yes” vote of less than fifty percent (50%) of the total valid votes cast, shall automatically trigger a Leadership Election, as per Article 4.1.1 in this document.

4. LEADERSHIP ELECTION

4.1. A Leadership Election shall be called by the Board whenever the Leader:

4.1.1. Loses a Leadership Review vote, as defined in Article 3.2.6 of this document;

4.1.2. Resigns;

4.1.3. Retires;

4.1.4. Becomes medically incapable of performing his or her duties;
or

4.1.5. Dies.

4.2. Should the Leader publicly announce their intention to resign as Leader, he or she will immediately deliver a written notice of such intent to the Secretary. If such notice is not received within five (5) business days of a public announcement, the Leader's resignation will be accepted as given, and a Leadership Election will commence.

4.3. In the event that the position of Leader becomes vacant, the Board shall at the earliest possible opportunity, arrange for the election of an Interim Leader by a simple plurality vote of Caucus.

4.4. If the Caucus does not or cannot elect an Interim Leader in a timely manner, or if the Party has less than three (3) members of the Legislature at the time that the position of Leader becomes vacant, then a meeting of the Board alone shall select an Interim Leader.

4.5. The Interim Leader shall not be eligible to be a Leadership Contestant.

4.6. No person shall be compelled to accept the position of Interim Leader.

4.7. The Interim Leader will have the full authority of the Leader and will remain as Interim Leader until either the Leadership Election is complete, or the Interim Leader vacates their position by one of the methods described in Article 3.1.

4.8. In preparation for a Leadership Election, the Board shall appoint a LEC consisting of Members of the Party.

4.8.1. The LEC may include members of the Board, but members of the Board shall be non- voting members of the LEC.

4.9. The LEC shall establish the rules, procedures and mechanisms under which the Leadership Election shall be conducted, so long as the rules, procedures and mechanisms are not contrary to anything contained in the Bylaws and these Rules.

4.10. The LEC shall appoint a Returning Officer and may appoint one or more deputy returning officers.

4.11. Members of the LEC, their delegates and representatives, and all other election officials will sign neutrality and confidentiality agreements in a form prescribed by the LEC.

4.12. The LEC shall remove and replace anyone who contravenes the neutrality and confidentiality agreement.

4.13. Party staff members and contractors shall be required to remain neutral throughout the Leadership Campaign Period and will not support any Leadership Contestant or involve themselves in any Leadership Contestant's campaign in any way.

4.14. Leadership Contestants must:

4.14.1. Be a Member who has been a Member for at least six (6) months, subject to a waiver being granted by the LEC in consultation with the Board and Caucus;

4.14.2. Be a Canadian citizen;

4.14.3. Be of the full age of 18 years;

4.14.4. Complete and submit an application form as specified by the LEC;

4.14.5. Meet all qualification requirements under Applicable Laws;

4.14.6. Agree to abide by these Leadership Rules and any additional rules specified by the LEC;

4.14.7. Pay all fees prescribed by the LEC, which may include a refundable good conduct bond;

4.14.8. Provide a nomination petition signed by at least five hundred (500) Members, including at least one hundred (100) Members from each region specified in the Bylaws.

5. VOTING

5.1. A Member must have been a Member for at least twenty-one (21) days prior to the commencement of voting in the Leadership Election in order to be an Elector eligible to cast a vote in the Leadership Election.

5.2. All Electors may vote in-person at a polling station or by whatever other secure means are allowed and specified by the LEC.

5.3. Electors may vote at any polling station, even if not their home riding, in order to accommodate rural voter and increase voter turnout.

5.4. The Returning Officer shall validate the credentials of Electors. To prove their eligibility, Electors must provide either one piece of photo identification that provides their name and address or one piece of photo identification that provides their name and photo and a separate document that provides their name

and address. Photo identification must be issued by the Government of Alberta or the Government of Canada. The Returning Officer may waive this requirement on an individual basis where the Elector is otherwise known or other exceptional circumstances apply. Statutory Declarations in lieu of proper credentials will not be allowed. The Board may provide supplementary rules and instructions for credentials.

5.5. Voting will be on the basis of one Elector, one vote by an unweighted preferential ballot (single transferable vote).

5.6. The voting process will permit, but not require, an Elector to list Leadership Contestants in the order of the Elector's preference.

5.7. If following the tabulation of votes a Leadership Contestant has received more than 50% of the total number of first preference votes cast, that Leadership Contestant will be declared the winner and will immediately become the Leader (spoiled ballots are not valid ballots for the purposes of determining votes cast).

5.8. If following the tabulation of votes no Leadership Contestant has received more than 50% of the total number of first-preference votes cast, then:

5.8.1. the Leadership Contestant with the fewest number of first-preference votes cast will be eliminated;

5.8.2. for the ballots for which the first preference was the removed Leadership Contestant, the second-preference votes will be allocated to the remaining Leadership Contestants;

5.8.3. the votes will then be re-tabulated and if a Leadership Contestant has received more than 50% of the total number of votes cast, that Leadership Contestant will be declared the winner and will immediately become the Leader;

5.8.4. if no Leadership Contestant has received more than 50% of the total number of votes cast, this process will be repeated, eliminating one Leadership Contestant at a time, until a winner is declared;

5.8.5. the chair of the LEC shall vote but his or her ballot shall be held apart by the Returning Officer and not be counted unless there is a tie between two or more of the Leadership Contestants with the lowest number of votes and a tie-breaking vote is needed to determine which Leadership Contestant is eliminated, in which case the vote cast by the chair of the LEC shall be counted by the Returning Officer to break the tie; and

5.8.6. the result of each round of counting shall be publicly announced when it is completed.

6. COMPLAINTS DISPUTE RESOLUTION AND APPEAL PROCESS

6.1. Any dispute, breach or complaint arising herein shall be referred to the Arbitration Committee to be dealt with under the General Dispute Resolution Process or, if no General Dispute Resolution Process is in effect, such other processes as have been the recent practice of the Arbitration Committee.

CODE OF CONDUCT

The objective of this Code of Conduct is to uphold all the rules and general good conduct of United Conservative Party of Alberta (“Party”) Members, while equally abiding by and respecting all applicable laws.

1. THIS CODE OF CONDUCT APPLIES TO:

- a. members of the Board of the United Conservative Association (“Board”), and Members who serve on any committee of the Board;
- b. members of the Constituency Association Boards;
- c. Candidates;
- d. Nomination Contestants;
- e. Leadership Contestants;
- f. members of the Caucus;
- g. employees and other staff of the Party; and
- h. any other person who agrees or undertakes to be bound by this Code of Conduct.

2. PERSONS REFERRED TO IN ARTICLE 1 SHALL:

- a. speak and act honestly, in good faith, with the best interests of the Party and the people of Alberta foremost in mind;
- b. in the performance of their Party duties, exercise the care, diligence, and skill that a reasonably prudent person would exercise in carrying out a public trust;
- c. comply with all applicable laws, Bylaws, and any other Party governance rules, processes, policies or procedures;
- d. protect the confidentiality of internal Party information and Party membership information;
- e. disclose any material conflict of interest and refrain from participating in any matter related to the conflict unless specifically permitted to participate, f) not cause harm or disrepute to the Party or its members; and
- f. treat each Member of the Party, including all volunteers, with courtesy, respect, civility, and tolerance.

CONFIDENTIALITY

3. To protect membership information and internal party data and information, those who have access to such data and information -- Party staff, members of the Board, and members who serve on any committee of the Party , shall be required to sign a non-disclosure agreement (“NDA”) that would require adherence to defined standards, as stipulated in the NDA.

CONFLICT OF INTEREST

4. Conflict of Interest means a circumstance where a person’s personal, financial, or business interests and use of influence are potentially or actually in conflict with that person’s obligations to the Party per his or her role.
5. Because members of the Board, and Members who serve on any committee of the Board, and Candidates must act in the best interests of the Party, they then should:
 - a. voluntarily disclose actual or potential conflicts of interest and avoid any situation which may conflict with their duties towards the Party, private interest, or others; and
 - b. voluntarily disclose any conflicts of interest arising from a family member, relative, partner, client or employer benefiting as a result of their decisions.

ENFORCEMENT

6. Any conduct that a member of the Party reasonably believes is a breach of this code, and that has not been resolved at the Constituency Association Board level, shall be reported to the Executive Director in writing, who shall determine:
 - a. whether the conduct complained of, if true, would constitute a breach of this Code of Conduct; and
 - b. whether there is sufficient evidence to warrant an investigation that this Code of Conduct has been breached.
7. The Executive Director may summarily dismiss a report that is determined to be trivial or without merit, responding in writing with the reasons for dismissing the report. If the complaining member wishes to appeal the dismissal, the Executive Director shall, upon receiving the request for an appeal, refer the matter to the Arbitration Committee. The

appeal will be dealt with by the Arbitration Committee.

8. Where the Executive Director makes a determination that a complaint merits adjudication under article 6, the Executive Director shall provide a written summary to the Board, with all documents related to the matter. The Board shall then refer the matter to the Arbitration Committee, which will deal with it under the General Dispute Resolution Process.
9. The Arbitration Committee shall determine if a breach of the Code of Conduct has occurred, and if so:
 - a. provide advice and direction to the person in breach;
 - b. reprimand the person in breach;
 - c. censure the person in breach;
 - d. suspend the membership of the person in breach for up to 1 year; or
 - e. revoke the membership of the person in breach.
10. No person whose membership has been suspended or revoked may:
 - a. serve in any office of the Party;
 - b. serve on any Board or committee of the Board;
 - c. serve as a Nomination Contestant;
 - d. serve as a Candidate;
 - e. serve as a Leadership Contestant;
 - f. serve as a member of the Caucus;
 - g. serve on a Constituency Association Board, or
 - h. volunteer for the Party.

OTHER PROVISIONS

11. Words defined in the United Conservative Association Bylaws shall have the same meaning in this Code of Conduct.
12. Where there is an allegation that the Executive Director has breached this Code of

Conduct, the responsibilities of the Executive Director under this Code of Conduct shall be exercised by the Secretary of the Board, who shall not be a member of the Arbitration Committee.

GENERAL DISPUTE RESOLUTION PROCESS

1. PREAMBLE

- 1.1. Scope of the Process** The General Dispute Resolution Process (the “Process”) shall serve as the dispute resolution process for the United Conservative Association, the United Conservative Party of Alberta and their Members for all disputes arising out of, or in connection with the interpretation of the Bylaws including its Constitutional Documents, as well as the operations of the Association, the Party, duly recognized Constituency Association(s) (referred to hereinafter collectively or individually as “parties” or “a party”).
- 1.2. Quasi- Judicial Process** The Process is a “quasi-judicial” process and as such the Process is subject to all the Rules of Natural Justice and must be fair, balanced, open and transparent. This Process applies to a dispute arising: (i) locally at the Constituency Association level including individual membership issues; (ii) arising at the Association level; (iii) arising between ten (10) Members, acting collectively, and a Constituency Association; (iv) arising between two (2) Constituency Associations; and (v) arising between a Constituency Association and the Association.
- 1.3. Approval of the Process** The Process is approved by the Members pursuant to Article 10.1 of the Bylaws and governs all Members, Constituency Associations and the Association in accordance with its terms.

2. DEFINITIONS

The following words and terms shall be defined as follows except where the context require otherwise:

- 2.1. “Arbitration Committee”** means the Standing Committee appointed by the Board as described in the Standing Committee List, from which Dispute Resolution Panels are drawn;

2.2. “Association” means the United Conservative Association;

2.3. “Board” means the board of directors of the Association, which is the board of directors of the Party;

2.4. “Bylaws” means the Bylaws approved by the Association from time to time;

“Claimant” means the party or parties initiating the Dispute including at least ten (10) Members acting collectively, a Constituency Association or Constituency Associations or the Association;

2.5. “Constituency Association” means the association recognized by the Party as the official association for an electoral division;

2.6. “Constituency Association Board” means the board of directors of a Constituency Association duly elected or appointed in accordance with the Constituency Association Rules;

2.7. “Constituency Association Rules” means the Constituency Association Rules approved by the Association, as amended from time to time;

“Dispute” means any dispute arising out of or in connection with an interpretation of the Bylaws or the Constitutional Documents or the operations of the Association, the Party, a Constituency Association or Constituency Associations;

2.8. “Dispute Resolution Panel” means the panel appointed herein to adjudicate disputes;

2.9. “Issue” means the matter, question, problem, concern, conflict, or disagreement that is in dispute between or amongst the parties;

2.10. “Member” means a member of the Association and of the Party as defined in the Bylaws;

2.11. “Membership Rules” means the Membership Rules and Procedures approved by the Association or the Board from time to time;

2.12. “Officer” means a member of the Board or a Constituency Association Board who is the President, Chief Financial Officer, Secretary or a Vice-President;

“Party” means the United Conservative Party of Alberta;

2.13. “President” means the President of the Board or a Constituency Association Board according to context.

3. COMMENCING THE RESOLUTION OF A DISPUTE

3.1. A Claimant shall give written notice of the Dispute (“Notice of Dispute”) to the President of the Association, to the President of the Constituency Association if the Dispute relates to or involves a Constituency Association, and to the party or parties against whom a claim is being made.

4. DATE OF A DISPUTE

4.1. The Dispute process shall be deemed to commence on the date on which the Notice of Dispute is received by the President of the Association.

5. NOTICE OF DISPUTE

The Notice of Dispute shall include the following:

5.1. a demand that the Dispute be referred to the Dispute process;

5.2. the full names and complete contact details of the parties;

5.3. a reference to any documents which are material to the Dispute;

5.4. a description of the claim and a succinct statement of the facts supporting it;

5.5. the relief or remedy sought; and

5.6. the details of any attempts made by the parties to resolve the Dispute.

6. DISPUTE RESOLUTION PANEL

Upon receipt of such notice, the President of the Association will communicate with all parties to the Dispute process and request the Chair of the Arbitration Committee to appoint the Dispute Resolution Panel, which shall be comprised of two (2) Members who sit on the Arbitration Committee and have legal training or administrative panel experience and a third member of the Arbitration Committee. If the Dispute involves or affects a Constituency Association, the third member of the Dispute Resolution Panel shall be a Regional Director from the Board selected by the Chair of the Arbitration Committee. The members of a Dispute Resolution Panel shall not be from the region in which the dispute originated. The members of the Dispute Resolution Panel shall select a Chair from their number.

7. ADJUDICATION AND DECISION

Upon receipt of the requested information and after due consideration, the Dispute Resolution Panel shall render a decision and notify the parties and the President(s) of its decision giving written reasons therefor. Any decision by the Dispute Resolution Panel shall be made by a majority of the Dispute Resolution Panel members.

8. ARBITRATION COMMITTEE

The Arbitration Committee shall determine all Disputes referred to the Committee pursuant to Article 3 of this Process. Decisions of a Dispute Resolution Panel are final and binding on the parties. Further:

8.1. the Arbitration Committee shall develop its own rules and procedures, which shall be made public to Members and which will be consistent with Party Principles and Bylaws.

These rules and procedures shall apply to all Disputes subject only to Article 8.4 of this Process;

- 8.2.** there may be at least one Member from each of the five regions recognized by the Association on the Committee. The Constituency Associations of each region may confer and then submit a list of three nominees (with CVs attached) from their regions to the President of the Association prior to appointment of the Arbitration Committee or replacements by the Board;
- 8.3.** the Chair of the Arbitration Committee shall select from its members a Dispute Resolution Panel of three (3) members to arbitrate and decide a Dispute unless it is a Dispute under Article 6 of this Process which requires one member of the Dispute Resolution Panel to be a Regional Director; and
- 8.4.** if the Arbitration Committee or a Dispute Resolution determines that a Dispute is urgent, it may modify its rules and procedures accordingly and may rule at a hearing with written reasons to follow as soon as is practicable.