



Director Nomination Package 2023

January 30th, 2023

Prospective Director(s) or Nominee's for Director(s).

General information and candidate nomination packages can be picked up at the East Smoky Gas Co-op Ltd. office, located at 71340 Range Rd 262, Crooked Creek, Alberta or downloaded from the website at www.esgas.ca.

March 2nd, 2023 by noon

Close of Nominations.

Completed candidates' nomination packages must be submitted to East Smoky Gas Co-op by this date and time via:

Fax: (780) 957-2544

Email: treena@esgas.ca

Mail: East Smoky Gas Co-op Ltd.
Box 118
Crooked Creek, Alberta
T0H 0Y0

Or delivered to our office. All packages must be received by noon and addressed:

Attention: Nomination Committee

March 7th, 2023

All Candidates' Meeting.

Short meeting to review the election process and timing. Candidate attendance is voluntary but strongly recommended.

April 1st, 2023 at 5:00 pm
To be held at the DeBolt Centre

Annual General Meeting

AGM may include speeches (2 min) from Director candidates. There will be an opportunity for members to cast ballots. Results of the Directors elections will be announced before the end of the meeting.

Thank you in advance to all who consider applying. Please review attached:

- 1. Director Nomination Form and Consent to Act, Member in Good Standing; By-law No. 11.**
- 2. Election of Directors; By-law No. 12.**
- 3. Director Code of Ethics; May 21, 2013.**
- 4. (Schedule 1) - Directors Code of Ethics**
- 5. (Schedule 2) - Board of Directors, Official Oath**

Please contact East Smoky Gas to request further information.

Director Nomination Form and Consent to Act

Attention: East Smoky Gas Co-op Ltd., Nomination Committee

I hereby consent to being nominated as a candidate for Director of East Smoky Gas Co-op Ltd. Board of Directors. If elected, I hereby consent to act as a Director, and as such consent to continue in effect for the term of three years or until revoked by written notice of the Directors of the Board on behalf of East Smoky Gas Co-op Ltd.

I certify that I am eligible to serve as a Director, and specifically that I am a:

Member in Good Standing, By-law No. 11:

1. Any member of the Association who is a “member in good standing” may attend and vote at meetings of the Association and be elected a Director of the Association.
2. The definition of a “member in good standing” shall be a person who:
 - (a) has paid the membership fee; and
 - (b) has entered into a contract for the provision of natural gas service; and
 - (c) has paid the required contribution to construction and extension of works cost, if any; and
 - (d) has paid all accounts rendered by the Association when they became due; or
 - (e) has not been declared by the Board, acting reasonably, to be a member not in good standing; and
 - (f) is in compliance with all policies, standard and supplementary by-laws of the Association.
3. In the event that the declared member to not be in good standing pursuant to section 2 (e), the Board shall give written notice to the member of its decision in the form attached as Schedule 1 to this supplemental by-law.

Nominee: _____
Print Signature

Address

Phone # Email ESGAS Account #

Five (5) Required Nominators, Nominating the above Nominee (must have current ESGAS account):

Print Signature

Print Signature

Print Signature

Print Signature

Print Signature

Election of Directors, By-law No. 12

Any member of the Association who is a “Member in Good Standing” as defined in the Association’s by-laws may attend and vote at meetings of the Association and be elected a Director of the Association subject to the nomination eligibility provisions of this by-law.

A member is eligible to be nominated for election as a Director if:

- a. The member is “in good standing”.
- b. The member is not an employee of the Association or an employee of a company under contract to the Association.
- c. The member’s spouse or common-law partner is not a permanent employee or Director of the Association.
- d. The member or the member’s spouse or common-law partner is not a Director, officer or employee of other institutions or businesses that are engaged in activities similar to the activities of the Association.
- e. The member is in agreement with and is prepared to sign a commitment letter to adhere to the Director’s Handbook for Rural Gas Utilities (**alternatively – adhere to the Association’s Code of Ethics**)

The procedure for board nominations will be as follows:

- a. Nomination packages will be available 60 days prior to the Association’s Annual General Meeting.
- b. Nomination papers must be returned to the Association’s office 30 days prior to the Association’s Annual General Meeting.
- c. Nomination papers must be signed by 5 members in good standing.
- d. The board will vet all nominations to determine if a proposed nominee is a member in good standing.
- e. The names and history of each nominee will be sent to the members of the Association in a publication prior to the Association’s Annual General Meeting.

The election process will be as follows:

- a. Membership in the Association will be validated upon registration at the meeting.
- b. Members are only entitled to one vote regardless of the number of contracts.
- c. Each voting member cannot vote for more positions than are open for election.
- d. The ballots will be counted by the board nominations committee and scrutineers appointed at the Association’s Annual General Meeting.

The term of a Director is 3 years.

Retiring Directors are eligible for re-election.

Director Code of Ethics:

May 21, 2013

- I. As a Director of East Smoky Gas Co-op Ltd. (herein referred to as Association), I recognize:
 - a) That my fellow members have entrusted me with the development of the Association;
 - b) That I provide a direct link in the transfer of ideas, information, constructive criticism and suggested alternatives from the members to the Board of Directors.

- II. In view of the foregoing considerations, it shall be my constant endeavor:
 - a) To devote my time, thought and study to the duties and responsibilities of the Association so that I may render effective and credible service;
 - b) To work with my fellow Association Directors in a spirit of harmony and cooperation in spite of the differences of opinion that may arise during vigorous debate on points of issue, and keep these differences confidential outside of the meeting room;
 - c) To base my personal decision upon all available facts in each situation; to vote my honest conviction in every case, unswayed by partisan bias of any kind, thereafter, to abide by and uphold the final decision of the Board of Directors;
 - d) To not use my position to further the interest of any organization which is opposed to the interests and principles of the association, nor will I engage in any activities which would be prejudicial to the Association;
 - e) To resist every temptation and outside pressure to use my position as an Association Director to benefit either myself or any other individual or agency apart from the total interest of the utility;
 - f) To bear in mind under all circumstances that the primary function of the Association Board of Directors is to establish the policies by which the Association is to be administered but that the implementation of the policies of the Association shall be under the guidance of and delegated by the Associations manager;
 - g) To bear in mind if I have a grievance with a fellow member of the Board or staff of the Association, I shall make my grievance known to the Chairperson who shall be responsible to the endeavour or mediate the grievance;

- h) To understand that the Association requires that any committee member missing a committee meeting must make Chairperson of the committee aware of the reasons for his absence;
- i) To be aware that whereupon a committee member is absent from three consecutive meetings without a valid reason such individual shall be asked by the Board of Directors of the Association to step down from office, and that such committee member must agree to comply with a request to step down;
- j) To be aware that all minutes and information obtained by the committee member during his tenure on the committee must be returned to the Association upon resignation.

III. Confidentiality:

- a) All information, discussion and material that the Board of Directors, or committee Chairperson in its deliberations so designates as confidential shall be kept confidential;
- b) Retirement or resignation of a committee member constitutes that all information of the Association remains confidential;
- c) Classified documents are to be kept within the walls of the Associations office unless authorized by the Board of Directors;
- d) The procedure of acting upon said policy and discussion on motions within Association meetings shall be kept confidential outside said meetings.

Complete following, attached schedules:

(Schedule 1) - Directors Code of Ethics

(Schedule 2) - Board of Directors, Official Oath

Schedule 1
Directors Code of Ethics

I, _____ being appointed by a member organization as a member of the Board of Directors of East Smoky Gas Co-op Ltd., have read and fully comprehend the Association's Code of Ethics, and agree hereby to uphold this Code of Ethics.

If found to be in violation of the code of Ethics of the East Smoky Gas Co-op Ltd., I agree to offer my resignation if requested by the majority of the Associations board, or the majority of the committee.

Any Director that contravenes the Code of Ethics may be subject to legal action by the Association.

Director

Date

Witness

Schedule 2
Board of Directors, Official Oath

I, _____, do swear that I will diligently, faithfully,
and to the best of my ability, execute according to law, the office of Director for
the East Smoky Gas Co-op Ltd. Association.

SWORN before me at _____ as part of the M.D. of
Greenview No. 16, in the Province of Alberta, this _____ day of
_____, 2023.

Director

Date

Commissioner of Oaths

Date