

NOTICE OF AGM Phoenix Gas Co-op Ltd.

The Annual General Meeting of Phoenix Gas Co-op Ltd will be held in two (2) sessions as follows:

1. Alliance Community Hall, 114 – 1 Ave E., Alliance, AB T0B 0A0 starting at 6:00 PM on May 31st, 2023 and then adjourned to June 1st to:
2. Wainwright Communiplex, 700 – 2 Ave., Wainwright, AB T9W 1C4 starting at 6:00 PM on June 1st, 2023.

All members wanting to attend one of the sessions of the AGM must register by 4:00pm on May 17th, 2023 by contacting the Phoenix Gas Co-op office, 780-842-4653.

Director Nomination Packages are only available by calling our office to arrange a time for pick-up. All nomination packages must be returned to our office no later than 4:00pm on May 17th, 2023.

Q: Why have the meeting in two (2) sessions?

A: This will allow for more members to travel to either session while providing adequate room for members to attend.

Q: What is the purpose of an AGM?

A: Rural Utilities Regulations (RUR), Schedule 3 The Standard By-Law 3 Annual Meetings

(2) The primary purpose of the annual meeting of the association is to do the following:

- (a) to review and approve financial and other pertinent reports;
- (b) to appoint an auditor for the ensuing year;
- (c) to elect directors.

Q: Why do we have to register?

A: Registration for an AGM is a common practice and does not contradict any rights given to members in the Bylaws. The Board has requested that registration take place in order to plan for the meeting.

Q: Who is considered a member?

A: RUR Schedule 3, Standard By-Law 17 Membership

17(1) On the approval of the board, a person may become a member of the association if that person

- (a) owns or has an interest in land,
- (b) enters into a contract with the association for the provision of utility service to that land and for the payment of the required contribution to construction and extension of works costs, if any, and
- (c) pays the membership fee.

Q: Who is allowed to vote?

A: Rural Utilities Act (RUA) General Meetings Section 13(4)

- (4) At meetings of an association
- (a) a member has one vote regardless of the number of utility service contracts held by the member, and
- (b) no member may vote by proxy.

This is greater explained in RUR Schedule 3, Standard By-Law 17 Membership.

(3) Subject to subsection (1), 2 or more persons who own or have an interest in land, jointly or in common, may jointly become a member, and in that case

- (a) the rights of a member to receive notices, to attend meetings of the association and to be a director is vested in only one of those persons, and

(b) those persons must, in accordance with subsection (6), furnish the association with a designation of one of themselves as the person who is to have those rights of membership.

(4) Subject to subsection (1), a corporation may be a member of the association.

(5) Where a corporation becomes a member of the association, the corporation must, in accordance with subsection (6), furnish the association with a designation of a person who is to be the corporation's representative with the right to attend meetings of the association, to vote and to be a director.

Q: What does a member in good standing mean?

A: Phoenix Gas Co-op Supplemental By-law;

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.

3. In the event that the Board has declared a member to be not in good standing pursuant to Section 2(e), the Board shall give written notice to the member of its decision

Q: Why do Director nominations close 2 weeks prior to the AGM?

A: Phoenix Gas Co-op Supplemental By-law;

Nominations for directors of the Cooperative must be received prior to the annual general meeting of the Cooperative and said nominations shall close two (2) weeks before the annual general meeting.

Q: If I am nominated and become a Director, will I receive an annual salary?

A: No. Directors are compensated for attending meetings as well as any necessary training and development. Directors typically devote from 20 – 60 hours per year to Co-op business.