

DISPUTE RESOLUTION PANEL

In the Matter of the General Dispute Resolution Process ("the GDRP")

And in the Matter of a Notice of Dispute, undated,

BETWEEN:

Steve Wong, Dr. Joanny Liu, Ruth O. Brown, Larry Brown, Raymond Chang, Neville Galan, James Liu, Karen Galan, Karen Cunliffe, Francis Harris, Victor Wu, Barbara Bonkowski, Sheldon Yakiwchuk, and Cathy Jacobs (the "Claimants")

-and-

The Board of Directors of the Calgary Edgemont United Conservative Party Constituency Association ("Calgary-Edgemont Board") and the Board of Directors of the UCP Party ("Party Board") (the "Respondents")

(each a "Party")

BEFORE:

Andrea James	Panel Chair
Ryan Armstrong	Panel Member
Gary Belecki, KC	Panel Member

(the "Panel")

REASONS FOR DECISION

1. The Claimants brought their complaint pursuant to the General Dispute Resolution Process of the United Conservative Party Governance Manual (the "Governance Manual").
2. The Claimants alleged conduct at the Calgary-Edgemont Board's Annual General Meeting held on September 26, 2024 (the "AGM") was in violation of the Governance Manual. They requested that the results of that AGM be nullified and that a new AGM be held.
3. The Calgary-Edgemont Board acknowledged that irregularities did occur at the AGM, but deny that a new AGM is necessary.
4. The Party Board did not take a position with respect to the complaint and the remedy sought by the Claimants. The Party Board did provide written submissions seeking to clarify the events of September 26, 2024 and provide relevant context.

5. The Claimants did not request a hearing on this matter, and the Parties agreed that no hearing was necessary. All submissions and evidence were submitted in writing.
6. After submissions and evidence had been provided to the Panel, but before a decision was rendered, the Parties requested an opportunity to negotiate a resolution outside of the GDRP. The Parties were not able to reach a negotiated resolution and the Claimants requested that a decision be rendered.
7. The Panel has considered the submissions of the Parties, the evidence before us, previous decisions made through the GDRP, and the relevant sections of the Governance Manual.

Facts

8. The evidence and written submissions that were submitted to the Panel contain multiple inconsistencies and contradictions. The following facts are not in issue.
9. On September 26, 2024 at 7:00pm, the Calgary-Edgemont Board held its AGM. The date and location of the AGM was set by the Calgary-Edgemont Board and was provided to the constituency members in accordance with the notice requirements in the Governance Manual at section 6 of the Rules Governing Consistency Associations (“CA Rules”). The location of the AGM was changed prior to the meeting as organizers realized that the original location was of insufficient size.
10. Mr. Kyle Braun, Director of Constituency Affairs for the UCP, was appointed to be returning officer at the AGM.
11. At an undetermined time before the AGM, Irma Roberts, Calgary-Director on the Party Board, informed at least one candidate running for an Officer’s position that all candidates would receive 2 minutes to speak.
12. Registration for the AGM opened at 6:00pm and remained open until 7:20pm when registration was closed. Any individuals who were in line at that time were processed.
13. The AGM was called to order at or about 7:00pm by Dr. John Huang, the sitting CA President. Individuals continued to enter the room until registration was closed and the remaining individuals were processed. 450 names were recorded in the voter registration binders.
14. No minutes from the previous AGM were presented.
15. Dr. Huang provided a verbal report as the President of the CA, as well as a verbal financial report on behalf of the CFO who was not in attendance. Ann Burke provided a verbal report of the CA’s activities in her capacity as CA secretary. No points of order or objections were raised about the contents of those reports.
16. Mr. Braun ran the election process in his capacity of returning officer. The presidential vote took place first. Three candidates were already listed on the ballot,

and no further nominations were made from the floor. Each candidate was given 30 seconds to speak. Ballots were invited to be cast and collected in a ballot box, and the meeting was then paused to count ballots.

17. The votes were counted in the ballot room twice. It was confirmed that 459 ballots were received, nine more than number of voters recorded on the rolls.

18. The results for the position of President were:

Prasad Panda:	212	
Kris Moen:	192	
Steve Wong:	55	Total: 459

The vote was called by Mr. Braun in favour of Mr. Panda.

19. Mr. Braun suggested to the room that the votes for Secretary and CFO be conducted simultaneously. Mr. Braun also suggested to the room that while the votes for Secretary and CFO were being counted, candidates for the position of director-at-large could begin to speak to their candidacies. No objections were made.

20. Each candidate for CFO was given 30 seconds to speak and then ballots were cast and collected.

21. Each candidate for Secretary was given 30 seconds to speak and then ballots were cast and collected.

22. Mr. Braun took the ballots for CFO and Secretary to the vote counting room and the vote for additional board members was ran by Dr. Huang.

23. The ballot for directors-at-large included 65 unique names. One name was listed twice. Candidates that were from outside of the area were not indicated as being so. One person, Mr. Wong who had lost his bid for President, was nominated from the floor and voters were instructed to add that Mr. Wong's name to the ballot. Each candidate was given 30 seconds to speak. Ballots were then cast and collected in a ballot box.

24. The ballots for CFO and Secretary were counted in the ballot room and in the same fashion as the ballots for President. The result for those votes were:

CFO:	Lin:	192	
	McGregor:	184	
	LaForge:	45	Total: 421
Secretary:	Burke:	363	
	Liu:	57	Total: 420

25. The ballots for directors-at-large were counted in the ballot room. Counters were instructed to only attribute one vote to the candidate who was listed twice in the event that a voter attempted to vote twice for that individual.

Issues

26. In the Notice of Dispute, the Claimants raise three issues with the running of the meeting:
- a. Lack of AGM minutes and reports;
 - b. Speaking time for candidates; and,
 - c. Voting irregularities.
27. The issues before the Panel are:
- a. Whether any of the issues raised by the Claimants were in violation of the Governance Manual; and,
 - b. If yes, what is the appropriate remedy.

Analysis

28. The rules for conducting a constituency level AGM are found in the Rules Governing Constituency Associations, found in the Governance Manual (the “Constituency Rules”). For the purposes of this decision, any reference to the Constituency Rules will refer to those Constituency Rules in effect on September 26, 2024.¹

Lack of AGM minutes and reports

29. There is no requirement in the Constituency Rules that minutes be presented at an AGM.
30. The Constituency Rules state that:
- 6.4. At an Annual General Meeting, the Constituency Members present and voting shall:*
 - 6.4.3. receive reports from the President, Secretary and CFO on the activities of the Constituency Association, if applicable.*
31. There is no requirement in the Constituency Rules that reports be given in writing.
32. The Parties indicate that verbal reports were provided by the President and the Secretary, and that the President provided a report on behalf of the absent CFO. This is acceptable practice per the terms of the Constituency Rules.

¹ The Panel notes that new rules establishing the procedure for electing a President, CFO, Secretary, or other Director were passed and came into effect on November 2, 2024 at the United Conservative Party’s 2024 AGM. Those rules are not considered for the purposes of this decision as they were not in effect at the time of the Calgary-Edgemont AGM.

Speaking time for Candidates

33. The Claimants object to the fact that each candidate was only provided 30 seconds to speak when they had been under the impression that they would receive 2 minutes to speak. The Claimants also assert that Ann Burke, sitting Secretary, used her report to the Constituency as an opportunity to circumvent the 30 second time limit and used that speech to endorse her re-election.
34. The Constituency Rules do not go into detail about how long any candidate is entitled to speak. The Constituency Rules state that:

7.1. (...) Each Member who stands for election as a Director shall be given an opportunity to speak at the General Meeting.

35. On September 16, 2024, ten days prior to the AGM, a motion was passed at a Party Board meeting requiring that any candidate at a constituency level AGM be given 2 minutes to speak.
36. The Governance Manual states that:

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.

37. As of September 26, 2024, this information had not been published on the UCP's website nor been distributed to party members or staff. Therefore, pursuant to the Article 11.2 above, the motion was not binding for the AGM in question.
38. In her affidavit evidence, Claimant Dr. Joanny Liu states that this 2-minute time limit was communicated to her prior to the meeting by Ms. Roberts, a member of the Party Board. As a single director, Ms. Roberts is not in a position to bind the Party Board, nor was she able to bind Mr. Braun in his capacity as returning officer. This was a gratuitous comment that unfortunately created confusion amongst the candidates to whom the statement had been made.
39. The Claimants raise the argument that Ms. Burke, the sitting Secretary who was re-elected at the AGM, used the time allotted for giving her report as Secretary as an opportunity to campaign for her re-election and that doing so circumvented the 30 second time limit.

40. The Panel was not given evidence as to the actual contents of Ms. Burke's report as Secretary. However, the Constituency Rules do not specify what the contents of a Secretary's report should be beyond requiring that it provide information about the "activities of the Constituency Association". No objections were made to the contents of Ms. Burke's report at the meeting.
41. A previous complaint brought under the UCP's General Dispute Resolution Process addressed the right to speak at constituency level AGMs. The Panel in that decision found that "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." (Haag v. Board of Directors of the Fort Saskatchewan Vegreville United Conservative Party Constituency Association (April 22, 2024), online: <unitedconservative.ca> [https://web.archive.org/web/20250310213927/https://www.unitedconservative.ca/wp-content/uploads/Haag-Wowk-v-Ft.-Sask-CA-Panel-Decision.pdf] at para. 24.)
42. Mr. Braun gave each candidate for each position 30 seconds to speak. It was within his authority to impose a limit on length of speeches, this was a reasonable limit to impose, and each candidate having 30 seconds to speak satisfies the stated objective of Constituency Associations in Rule 3.2 of the Governance Manual 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."

Voting Irregularities

43. The Claimants raised several issues with the voting process that they feel should result in the nullification of the results of the AGM.

Removal of Scrutineers

44. The Notice of Dispute states that the returning officer "tried to remove the scrutineer, appointed by Steve Wong, from witnessing the ballot counts" and that this action "indicates that cheating occurred".
45. The Panel rejects the assertion that not having a scrutineer in a count room indicates that cheating occurred without further evidence to support cheating. There is no right to have a scrutineer present for a count at a constituency level AGM under the Constituency Rules. Finally, the Panel notes that according to her own sworn testimony, Ms. Savoy, the scrutineer in question, did in fact stay in the counting room.

More Ballots than Registered Voters

46. At the conclusion of the vote count for the position of President, conducted twice, there were nine more ballots than voters on the rolls. The Claimants assert that this irregularity is the result of cheating.
47. The Party Board suggested that the most likely reason for the nine additional ballots was human error. Specifically, the volunteers who were signing in constituency members at the beginning of the meeting forgot to cross off nine people from the voter roll list. All Parties acknowledge the very large number of attendees to the AGM and the fact that the sign in process was running significantly behind. The Panel finds this explanation more convincing than an allegation of cheating without further evidence.
48. As the vote differential between Mr. Panda and Mr. Moen was in excess of the number of additional ballots and in the absence of any evidence of cheating Mr. Braun called the election for Mr. Panda. The Panel finds that this was reasonable and within his authority.

Failed Candidates unable or unaware of right to stand for election as director

49. The Notice of Dispute states that the failed candidates for President, Secretary and CFO were not informed of their right to stand for election as director. Furthermore, the Notice of Dispute states that it was impossible for candidates for Secretary and CFO to stand for election as directors.

50. The Constituency Rules state that

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 CFO;

6.4.2. elect by secret ballot up to twenty-seven (27) additional Members as Directors.

and that:

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.

51. A Director is defined by the Constituency Rules as including the Officer positions of President, Secretary, and CFO.
52. There is no requirement in the Constituency Rules that elections be run separately for any positions nor that any individual should be entitled to run for more than one position on a board. As the Officer positions of President, Secretary and CFO are Director positions, the requirements of Article 7.1 are satisfied even if a nominee for one of those positions was not afforded the opportunity to run for a non officer board position.
53. The fact that Mr. Wong, who ran for the President position, ran as a director-at-large after his initial race and the failed candidates for Secretary and CFO were not able to do so is unfortunate. However, a common thread through all of the submissions received by the Panel is that the meeting was running extremely slowly. The meeting did not end until nearly midnight. The Claimants themselves expressed frustration at the slow pace of the meeting. A significant (although unknown) number of attendees left prior to the end of the meeting including some of the Claimants by their own admission. Although it appears to be customary that voting for each position and the general director positions are held sequentially, it is not unreasonable that Mr. Braun choose to condense those votes and it is allowed by the rules in force at the time. If any unfairness resulted from that decision, the Panel does not feel that it rises to a level that would require nullifying the results of the AGM.

Distribution of Slate Names and Candidate Biographies

54. The Statement of Claim raises the issue that Mr. Braun did not allow Steve Wong to distribute biographies in the venue.
55. The Constituency Rules are silent as to whether written materials about candidates can be distributed at an AGM. Evidence submitted in this proceeding support that the prohibition of distributing candidate materials inside the venue applied to all candidates, and that those materials were allowed to be distributed outside of the venue. This is a fair and equitable solution, and within a returning officer's discretion.

Ballot Irregularities

56. The Statement of Claim notes that the Ballot for Directors-at-large² did not properly indicate out-of-constituency candidates and that one candidate was listed twice in error.

² The Panel notes that the Statement of Claim identifies this issue as referring to the "Voter List" rather than the ballots.

57. The Constituency Rules have no requirements for the form that a ballot must take nor a requirement that candidates from outside of the constituency be identified.
58. While members of the Claimants suggest that the irregularities on the ballots might have resulted in confusion or influenced voter choices when electing directors, no evidence provided showed persuasively that such irregularities would result in a material difference in voter behaviour to the level requiring that the result be nullified.

Other issues

59. Although they didn't form part of the Claimants' Statement of Claim, affidavit evidence identified various other issues with how the AGM was run. In the Panel's opinion, none of those issues rise to the level that would make it necessary to nullify the results of the AGM.

Conclusion

60. The organizers of the AGM faced a difficult situation where the high attendance resulted in a slow sign-in processes, slow vote counting, and frustrated attendees. Human error compounded these difficulties. They made good faith efforts to run an efficient meeting. While the meeting may not have been run according to best practices in all matters, it did meet the requirements of the Constituency Rules. As such, the Panel will not nullify the terms of the AGM.

DATED the 10th day of March, 2025

DISPUTE RESOLUTION PANEL

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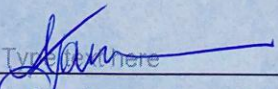
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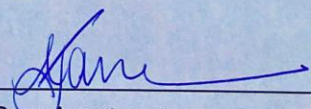
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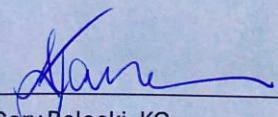
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