

BRITISH COLUMBIA BLUEBERRY COUNCIL CONSTITUTION AND BYLAWS

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BRITISH COLUMBIA BLUEBERRY COUNCIL

PART 1 - CONSTITUTION

- 1.0 The British Columbia Blueberry Council (“**Council**”) is a corporation, formed under the *Farming and Fishing Industries Development Act*, R.S.B.C. 1996, c. 134.
- 1.1 The purposes of the Council are to enhance the viability and strategic development of the blueberry industry in British Columbia through promotion, industry education, and research.
- 1.2 Any income, levies, profit or other accretions to the Council shall be used to further the Council’s purposes.
- 1.3 Upon winding-up or dissolution of the Council, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and after payment to employees of the Council of any arrears of salaries or wages, and after payment of any debts of the Council, will be given, transferred and distributed to one or more non-profit organizations which carry on the promotion, industry education and/or research of the blueberry industry in Canada as are determined by the Board of the Council to have purposes to those similar to those of the Council.
- 1.4 The Council shall not have any interest in the property or assets of the Council upon the Council ceasing to exist.

BRITISH COLUMBIA BLUEBERRY COUNCIL

BYLAWS OF BRITISH COLUMBIA BLUEBERRY INDUSTRY COUNCIL (THE “COUNCIL”)

PART 2— INTERPRETATION

2.0 In these bylaws, unless the context otherwise requires:

“**Act**” means the *Farming and Fishing Industries Development Act*, RSBC 1996, c.134 in force from time to time and any amendments to it;

“**Associate Member**” means a Non-Voting Grower, a First Receiver or another person associated with the blueberry industry who has applied in writing to the Board for membership, been accepted by the Board in its sole discretion, and paid such annual dues as the Board may decide apply from time to time;

“**blueberry**” means *vaccinium corymbosum*, *vaccinium lamarckii*, *vaccinium australe*, *vaccinium angustifolium*, *vaccinium myrtilloides*, and any hybrids or cultivars of them;

“**Board**” means the board of Directors of the Council;

“**Constitution**” means the Constitution of the Council;

“**Corporate Grower**” means a blueberry farm that is operated by a corporation, joint venture, partnership, society, social-enterprise corporation or other corporate structure;

“**Council**” means the Blueberry Industry Development Fund Council established by the British Columbia Minister of Agriculture under the Act;

“**Directors**” means the directors of the Council and includes Ex Officio Directors except in respect of provisions on voting rights for Directors;

“**Executive Director**” means the individual employed by the Council in the role of Executive Director of the Council (or his/her delegate);

“**Ex officio**”

- (a) refers to an individual who is entitled to participate in the Council in the same manner as others, including the right to be present at meetings and to participate in discussion, but without the right to move a motion or to vote; and
- (b) in respect of the Directors, includes:
 - (i) the immediate past Chair after he or she leaves office until the end of the retirement or replacement of the current Chair; and
 - (ii) the Ministry Delegate.

“First Receiver” means a person who receives blueberries from Growers for packing, grading, shipping, selling, distributing or processing;

“Good Standing” means, in the case of a member, associate member, Grower, or Corporate Grower, that all Levies, membership fees, and dues payable to the Council have been paid, the member, associate member, Grower, or Corporate Grower is not otherwise indebted to the Council, and all information which a Grower or Corporate Grower is required under the Regulation to provide to a First Receiver has been provided to the First Receiver;

“Grower” means a person or Corporate Grower who:

- (a) operates a farm that produces more than 20,000 pounds (9,072 kilograms) of blueberries annually in British Columbia; and
- (b) has completed a minimum of one annual cycle of blueberry production;

“Grower-Packer” means a Grower who produces less than 50% of the volume of blueberries stored, packed, prepared, or processed on the Grower’s farm or the farm of a cooperative association of which the Grower is a member, and such farms include farms comprised of one or more parcels of land owned or operated as a farm business by the Grower or by the members of the cooperative association of which the Grower is a member;

“Member” means a Grower or the designated representative of a Corporate Grower;

“Ministry Delegate” means the Ex Officio Director appointed by the British Columbia Minister of Agriculture or by the Minister’s delegate;

“Non-Voting Grower” means a grower who operates a farm that produces less than 20,000 pounds (9,072 kilograms) of blueberries annually in British Columbia or who does not send blueberries to a First Receiver;

“ordinary resolution” means:

- (a) a resolution passed in a general meeting by the members by a simple majority of the votes cast in person; or
- (b) if the Council has adopted a system of indirect or delegate voting or voting by mail, a resolution passed by a simple majority of votes cast in respect of the resolution;

“Registered Address” means the mailing address, facsimile number or electronic mail address of a member as recorded by the Executive Director in the register of members from time to time;

“Regulation” means the *Blueberry Industry Development Fund Regulation*, BC Reg 226/89 in force from time to time and any amendments to it;

“special resolution” means:

- (a) a resolution passed in a general meeting by a majority of not less than 75% of the votes of those members of Council who, being entitled to do so, vote in person;
 - (i) of which the notice that the bylaws provide, and not being less than 14 days' notice, specifying the intention to propose the resolution as a special resolution has been given, or
 - (ii) if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given,
 - (b) a resolution consented to in writing by every member who would have been entitled to vote on it in person, and a resolution so consented to is deemed to be a special resolution passed at a general meeting of the Council, or
 - (c) in the case of a meeting of the Board, a resolution passed at a Board meeting by a majority of not less than 75% of those present at the meeting.
- 2.1 The definitions in the Act and Regulation in force from time to time and any amendments to it apply to these bylaws.
- 2.2 Words importing the singular include the plural and vice versa. Words importing gender include a male person, a female person, and a corporation. Headings and captions used anywhere in these bylaws are inserted for convenience of reference only and are not to be construed when interpreting these bylaws.

PART 3 — MEMBERSHIP

- 3.0 A person is eligible to be a member or associate member so long as he or she is not an employee of the Council.
- 3.1 A member is entitled to vote at meetings of the Council. An associate member is not entitled to vote.
- 3.2 A Corporate Grower must identify one designated representative in writing to the Executive Director for the purpose of membership and the exercise of the Corporate Grower's vote at meetings of the Council.
- 3.3 Other interested individuals associated with a member may, at the discretion of the Chair, participate in education events and field days and the business portion of an annual or special general meeting.
- 3.4 Associate members may, at the discretion of the Chair, participate in education events and field days as well as annual or special general meetings, but do not exercise a vote.
- 3.5 The Executive Director will maintain a registrar of members and associate members which will include:
- (a) the legal name and, in the case of a Corporate Grower, the legal name of the Corporate Grower together with the name of its designated representative;

- (b) mailing address, facsimile number and electronic mail address (where available);
 - (c) records of proof of production and sales of blueberries for each season, including the number of pounds grown by Growers; and
 - (d) records of levies received from each Grower and First Receiver each season.
- 3.6 On adding a person to the registrar of members, the Executive Director will provide that person with a uniquely numbered identification card as evidence of his or her membership in the Council.
- 3.7 A Grower or First Receiver who has not established his, her, or its status as a member or associate member (as the case may be) by October 31 each year may join the Council partway through the year at the Board's discretion on submission of supporting documentation acceptable to a majority of the Board.
- 3.8 Notwithstanding clause 3.1, only those recorded on the registrar of members by January 31 each year are permitted to vote at the Annual General Meeting of members.
- 3.9 The amount of the annual membership dues payable by an associate member for the upcoming year is to be determined by the Board by November 30 of the current year and paid by January 31 of the upcoming year.
- 3.10 Every member and associate member shall uphold the Council's Constitution and comply with these bylaws.
- 3.11 A Grower or Corporate Grower must:
 - (a) tender proof of production and sale of blueberries for the current season to the Executive Director of the Council on or by October 31 or another date set by the Board; and
 - (b) remit levies on production of blueberries to the Council either directly or by way of a First Receiver by October 31.
- 3.12 To be in good standing a member or associate member must pay Levies, membership fees, and dues as such become due, and not be otherwise indebted to the Council. In the case of levies, fees, dues or other amounts owing by a Corporate Grower to the Council, the member shall ensure that such payments are made on behalf of the Corporate Grower in order for that member to remain in good standing.
- 3.13 An associate member may be expelled by special resolution of the Board provided that the associate member subject to expulsion is given at least 15 days notice of the Board meeting at which expulsion is to be considered, copies of all documents relevant to his or her proposed expulsion, and the opportunity to be heard at that meeting before the special resolution is put to a vote.
- 3.14 A person or representative of a Corporate Grower ceases to be a member when the person or Corporate Grower ceases to be a Grower.

- 3.15 A person ceases to be an associate member when the person ceases to be a Non-Voting Grower, First Receiver, or upon resolution of the Board for expulsion for any reason considered sufficient by special resolution of the Board.
- 3.16 When a person ceases to be a member or associate member, that person remains liable for any Levies, membership fees, dues or other debts owed to the Council.

PART 4 — MEETINGS OF MEMBERS

- 4.0 The annual general meeting of members shall be held:
 - (a) after March 31;
 - (b) at least once in every calendar year and not more than 15 months after holding of the last preceding annual general meeting.
- 4.1 For greater certainty, both members and associate members are entitled to attend meetings of members, however, associate members do not have the right to vote.
- 4.2 General meetings of the members must be held at the time and place in British Columbia that the Directors decide.
- 4.3 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 4.4 The Directors may, when they think fit, convene an extraordinary general meeting.
- 4.5 The Board must call an extraordinary general meeting within 45 days of the receipt of a written request delivered or sent by registered mail to the Executive Director that:
 - (a) is signed by not less than twenty-five percent of the members whose names appear on the registrar of members as it stands the previous March 31; and
 - (b) requests a general meeting be held for a specified purpose.
- 4.6 **Notice** – In addition to the general notice provisions in Part 14 of these bylaws, notice of a meeting of members shall be sent to every member and associate member shown on the register of members on the date the notice is given and to the auditor, should one be appointed. No other person is entitled to receive a notice of a general meeting.
- 4.7 The notice of a meeting of members must be given at least 14 days in advance and specify:
 - (a) the place, day and hour of the meeting; and
 - (b) in case of special business, the general nature of that business in sufficient detail to allow each member the opportunity to formulate an informed view.
- 4.8 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 4.9 **Quorum** – Quorum is fifty members, present in person at the general meeting.
- 4.10 Business, other than the adjournment or termination of the meeting, must not be

conducted at a general meeting at a time when a quorum is not present.

- 4.11 If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.12 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

PART 5 — PROCEEDINGS AT GENERAL MEETINGS

- 5.0 **Business** – The members may consider and transact any business either special or general at any meeting of the members.
- 5.1 Special business is:
- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the Directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of Directors;
 - (vi) the appointment of the auditor, if required; and
 - (vii) other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.
- 5.2 At every annual general meeting, in addition to any special business that may be transacted, the business must include the annual report of the Directors, the annual financial statement, and the report of the auditor, if any.
- 5.3 The Chair of the Council, the Vice Chair or, in the absence of both, one of the other Directors present, must preside as chair of a general meeting. If at a general meeting:
- (a) there is no Chair, Vice Chair or other Director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the Chair and all the other Directors present are unwilling to act as the chair,
- the members present must choose one of their number to be the chair of the meeting.

- 5.4 **Adjournment** – A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 5.5 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting. It is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 5.6 **Voting** – To be permitted to vote at a meeting of the members, a member must:
- (a) be recorded as a member on the registrar of members;
 - (b) be in good standing; and
 - (c) present his or her Council membership card together with government issued photo identification.
- 5.7 A member in good standing present at a meeting of members is entitled to one vote.
- 5.8 In no circumstances may more than one individual exercise a vote on behalf of the same member.
- 5.9 Voting by proxy is not permitted at a meeting of the members.
- 5.10 A resolution proposed at a meeting need not be seconded and the chair of a meeting may move or propose a resolution.
- 5.11 In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member.
- 5.12 Voting is by ballot taken in the manner directed by the chair of the meeting.
- 5.13 For the purposes set out in Part 5, the Board shall appoint:
- (a) a neutral returning officer who is not a member, associate member, or the Executive Director; and
 - (b) a neutral voting assistant who is not a member, associate member, or the Executive Director and who is competent in any language required by members who are not fluent in English.
- 5.14 In the case of a vote by ballot no one is permitted in the voting booth but the member casting a ballot, except in accordance with s. 5.15.
- 5.15 A member who is not literate in English may be assisted in casting a ballot, including in the voting booth, by the neutral voting assistant.
- 5.16 The ballots will be counted by the neutral returning officer in the presence of the neutral voting assistant.
- 5.17 In the event there is a dispute as to the validity of a ballot, the neutral returning officer shall make a determination and count or not count the ballot accordingly. Any disputed ballots so counted shall be segregated and placed in a separate box or envelope so they will be available for counting in the event of a subsequent challenge to the election. The

number of disputed ballots will be counted, and the number of such ballots recorded prior to sealing the box or envelope in which such disputed ballots shall be placed.

- 5.18 The final count of ballots will be confirmed by the neutral returning officer following which the counted ballots, including any which have been disallowed, will be returned to the ballot boxes which in turn will be sealed, with each seal to be initialled by the scrutineer.
- 5.19 The Executive Director will make a written record of the results of the vote, sign it, and include it in the minutes of the meeting.
- 5.20 Immediately following the vote, all membership records, including the registrar of members, as well as all elections records, including voter lists, used and unused ballots, and all tally sheets will be placed in boxes, sealed, and delivered to the office of the accountant retained by the Council where they shall remain for 30 days after the election or such longer period as a court of competent jurisdiction may order. The membership records, including the ballots used in the vote, may be unsealed and counted or inspected only in the presence of legal counsel for the Council and legal counsel for any member who disputes the validity of the vote, if such counsel is appointed.
- 5.21 No one may bring a challenge to ballot results more than 30 days after the vote.

PART 6 — DIRECTORS

- 6.0 The Chair is chosen by the Directors from among their numbers.
- 6.1 The number of Directors shall be eleven or such number as determined from time to time by resolution of at least two-thirds of members present at a general meeting. At no time may there be fewer than three Directors, each of whom must be ordinarily resident in British Columbia.
- 6.2 Of the Directors:
 - (a) one of the Directors must be a First Receiver who is appointed by the balance of the Board and is an associate member in good standing; and
 - (b) the balance of the Directors shall be Growers who are members in good standing, with the exception of the Ministry Delegate.
- 6.3 The Ministry Delegate, if any, is an *ex officio* non-voting member of the Board who serves in an advisory role in the Council.
- 6.4 The First Receiver who is appointed as a Director is not an *ex officio* member of the Board, and is entitled to vote at all meetings of the Council.
- 6.5 Subject to change by special resolution of members, the Directors who are members are to be elected by region, in accordance with the regions identified in Schedule A:
 - (a) three Directors to represent members producing blueberries within Region A;
 - (b) three Directors to represent members producing blueberries within Region B;
 - (c) three Directors to represent members producing blueberries within Region C; and
 - (d) one Director to be nominated at large from any area of the Province.

- 6.6 With respect to Directors to be elected from designated Regions, members will be entitled to vote only for Directors representing the Region in which the member produces blueberries. Where a member produces blueberries in more than one Region, he or she shall vote for Directors representing the Region in which his or her address is recorded in the registrar of members.
- 6.7 All members in the Province are entitled to vote for the one at large Director.
- 6.8 An act or proceeding of the Board is not invalid merely because there are less than the prescribed numbers of Directors in office.
- 6.9 **Eligibility** – A Director must be a natural person who has attained 19 years of age or greater and possesses the power under law to contract, and be a member.
- 6.10 **Qualifications** - In addition to the requirements set out in section 6.2, a Director of the Council must have one or more of the following qualifications:
- (a) prior experience as a grower, processor or packer of blueberries, and/or
 - (b) knowledge of the blueberry industry in British Columbia, and/or
 - (c) a commitment to attaining the purposes of the Council.
- 6.11 In addition, given their special role, the Director who is a representative of the First Receivers ought to have a minimum of five years' experience as a processor of blueberries.
- 6.12 **Ineligibility** – a Director may not be:
- (a) a member who is not in good standing;
 - (b) an employee of the Council;
 - (c) a director or officer in an industry lobbying organization which takes a position adverse to the Council;
 - (d) an individual who is bankrupt or who is of unsound mind and so found by a physician or court in Canada; or
 - (e) a person convicted of an offence related to, or having judgment rendered against him or her, in a matter involving theft, fraud, or breach of trust.
- 6.13 **Terms of Office** – The term of office for Directors shall be three years.
- 6.14 No Director may serve more than six consecutive years. After six consecutive years in office, one calendar year must pass between the end of his or her prior term and the commencement of a new term.
- 6.15 **Elections** – Separate elections shall be held for each office to be filled. An election may be by acclamation otherwise it shall be by ballot.
- 6.16 Directors shall be elected by a majority vote of the members present at a meeting who are entitled to vote for the Directors in accordance with clauses 6.5, 6.6 and 6.7
- 6.17 All Directors shall retire from office at the expiry of his or her term at the meeting where his or her successor is to be elected.

- 6.18 **Removal and Resignation** – A Director may resign from the Board by delivering written notice to the Chair.
- 6.19 A Director is deemed to have resigned if:
- (a) he or she is absent from three consecutive Board meetings without an excuse considered sufficient by a majority of the Board;
 - (b) he or she is subject to a resolution of the majority of the other Directors finding he or she breached the Council's oath of office or conflict of interest policy as may be in place from time to time, after first being given the opportunity to speak to the allegation(s) at a meeting of the Board;
 - (c) he or she becomes ineligible in accordance with these bylaws; or
 - (d) he or she dies.
- 6.20 **Vacancies** – If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors shall appoint a member to take the place of the former Director. In appointing a member to fill a vacancy, the Board must first consult the Nominations Committee as to eligible candidates and then provide formal notice of the subsequent appointment to the Members.
- 6.21 A Director appointed under clause 6.20:
- (a) holds office only until the conclusion of the next annual general meeting;
 - (b) is eligible for election for the balance of the term originally held by the Director he or she replaced or generally (as the case may be); and
 - (c) is exempt from clause 6.14 for the purposes of his or her first election following appointment.
- 6.22 **Powers** – The Directors may exercise all the powers and do all the acts and things that the Council may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Council in a general meeting, but subject, nevertheless, to:
- (a) all laws affecting the Council;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the Council in a general meeting.
- 6.23 A rule, made by the Council in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.
- 6.24 **General Obligations** – A Director shall:
- (a) manage or supervise the management of the affairs of the Council;
 - (b) act honestly and in good faith and in the best interests of the Council;
 - (c) exercise the care, diligence, and skill of a reasonably prudent person;

- (d) immediately disclose in writing to the other Directors on the Board the existence of any direct, indirect, or perceived conflict of interest pursuant to the conflict of interest guidelines, developed by the Board and as amended from time to time; and
- (e) observe the confidentiality, code of ethics, dispute resolution and other policies that may be established by the Board from time to time;

in exercising the powers and performing the functions of a Director.

6.25 Directors are required to complete:

- (a) an oath of office as may be developed by the Board from time to time;
- (b) an acknowledgment of confidentiality;
- (c) an annual statement disclosing any corporate roles or personal relationships that may give rise to a conflict of interest.

6.26 **Expenses** – A Director may be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Council.

6.27 Directors shall not receive remuneration for serving on the Board and no Director shall directly or indirectly receive any profit from such a position, with the exception of per diems granted in accordance with the “Per Diem Policy” put in place by the Board at the given time.

6.28 No Director is permitted to perform or be paid professional costs and charges for professional business required to be done in connection with the administration of the affairs of the Council.

PART 7 — PROCEEDINGS OF DIRECTORS

7.0 The Directors may meet at the places they see fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

7.1 The Directors will conduct at least six (6) meetings in the year between annual general meetings of members.

7.2 **Quorum** – The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the Directors then in office but in no case may the quorum be less than three Directors.

7.3 If at a meeting of the Board of Directors:

- (a) the Chair or Vice Chair is not present within 15 minutes after the time appointed for holding the meeting; or
- (b) the Chair or Vice Chair is unwilling to act as the chair of the meeting of the Board;

then the Directors present shall choose one of their number to be the chair of that meeting.

- 7.4 Special meetings of the Board will be called by the Chair or the Executive Director on the written request of two Directors. The Executive Director shall send out notices of such special meetings to each Director two weeks in advance of the meeting where practicable. In the case of special business, the notice must set out the nature of that business in sufficient detail to allow each Director the opportunity to formulate an informed view.
- 7.5 **Committees** – The Directors may delegate any, but not all, of their powers to committees consisting of such persons as they think. A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.
- 7.6 The Council will have the following standing committees, unless the Board determines otherwise: Industrial Relations Committee, Finance Committee, Promotions Committee and Research Committee.
- 7.7 Committees shall be chaired by a Director.
- 7.8 Each Committee Chair shall prepare terms of reference for their committee in every second year for ratification by the Board.
- 7.9 Membership in committees shall be set by the Directors as they consider fit from time to time. Preference is to be given to members who are actively involved in the propagation, cultivation, harvesting or processing of blueberries such that they have operational experience within the blueberry industry.
- 7.10 Membership on a committee is for a three year term except for the Research Committee whose members serve for a six year term unless the Board otherwise directs. Members on a Committee may be re-appointed for subsequent terms at discretion of the Board on review of recommendations by the respective committee chair(s).
- 7.11 Subject to directions of the Board, including governance policy as may be developed by the Board from time to time, a committee shall determine its own procedure. The members of a committee may meet and adjourn as they think proper.
- 7.12 **Finance Committee** – The Board will establish a Finance Committee which shall report at the annual meeting of members and shall be accountable to the Directors to:
- (a) develop a comprehensive financial plan of a reasonable duration;
 - (b) prepare an annual budget of revenues and expenditures for the next fiscal year which shall conform with the comprehensive financial plan and shall be submitted for approval to the Directors;
 - (c) adjust the current operating budget quarterly to reflect known variations from the approved budget as they occur, and report thereon to the Board of Directors;
 - (d) review any decision of the Directors that would result in a supplementary budget adjustment or an unbudgeted expenditure;
 - (e) where the Finance Committee disagrees with a decision of the Directors that would result in a supplementary budget adjustment or an unbudgeted

expenditure over \$100,000, the Finance Committee may refer the matter to a meeting of members for a final determination;

- (f) monitor compliance of members with payment of levies and membership dues (if any) and report to the Directors any concerns arising; and
- (g) monitor and report on all financial aspects of the Council generally.

- 7.13 **Nominations Committee** – The Nominations Committee is comprised of the members of the Industry Relations Committee, the Chairs of other Committees, and the Chair of the Board. The Chair of the Nominations Committee is the Chair of the Industry Relations Committee. The Nominations Committee will set out a formal nomination process by which the membership will nominate potential Directors for each region identified in clause 6.5 in a manner that is open, transparent and accountable
- 7.14 **Research Committee** – A Director shall chair the research committee which is tasked with making recommendations to the Board on which research projects are of benefit to the blueberry industry and ought to be considered for funding by the Council.
- 7.15 **Waiver of Notice** – A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Council a waiver of notice, which may be by letter, telegram, facsimile, telex, electronic mail or cable, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
- (a) a notice of meeting of Directors is not required to be sent to that Director; and
 - (b) any and all meetings of the Directors of the Council, notice of which has not been given to that Director, if a quorum of the Directors is present, are valid and effective.
- 7.16 **Voting** – Unless these bylaws otherwise provide, questions arising at a meeting of the Directors or a committee of Directors must be decided by a majority of votes. The Chair will vote only in the event of a tie vote.
- 7.17 A resolution proposed at a meeting of Directors or committee of Directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 7.18 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors. Such a resolution may be delivered by facsimile or electronically in Portable Document Format (“PDF”) and signed by the Directors in as many counterparts as may be necessary, each of which so signed shall be deemed to be an original, and such counterparts together shall constitute one and the same resolution.
- 7.19 **Meetings by Teleconference** – The Directors may participate in a Board or committee meeting by means of a conference telephone or similar communications equipment, provided all persons entitled to participate in the meeting received notice, including instructions as to how to participate, and provided all persons participating in such meeting can hear each other.

PART 8 — OFFICERS

- 8.0 The officers of the Council shall be the Chair and Vice-Chair and such other officers as the Board may think necessary to carry out the Council's objectives.
- 8.1 The Directors will elect or appoint from among their number the Chair and Vice-Chair at the first Board meeting held after an annual general meeting. A retiring officer shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and his successor is named.
- 8.2 The Chair presides at all meetings of the Council and of the Directors and is the chief executive officer of the Council.
- 8.1 The Vice-Chair must carry out the duties of the Chair during the Chair's absence.
- 8.2 The Chair must ensure the Executive Director (or such other person as the Chair may designate) does the following:
- (a) conduct the correspondence of the Council;
 - (b) issue notices of meetings of the Council and Directors;
 - (c) attend all meetings and records all votes and minutes of all meetings of the Council and the Board;
 - (d) maintain custody of all records, documents, and funding agreements of the Council at the Council's address;
 - (e) have custody of the common seal of the Council;
 - (f) maintain the register of members including the:
 - (i) full name and residential address, with facsimile and e-mail address (if available) of each member;
 - (ii) the date on which a person is admitted as a member; and
 - (iii) the date on which a person ceases to be a member.
- 8.3 In the absence of the Executive Director at a meeting, the Chair shall appoint another person to assume such roles of the Executive Director at the meeting as the Chair deems appropriate.
- 8.4 The Chair of the Finance Committee must:
- (a) keep the financial records, including books of account, at the Council's address that are necessary to comply with the Act including records of:
 - (i) all money received and disbursed by the Council and the matter in respect of which the receipt and disbursement took place;
 - (ii) every asset and liability of the Council, including in the case of indebtedness, the name of the creditor, the date the indebtedness was incurred, the amount, the interest rate payable, and the due date; and

- (iii) every other transaction affecting the financial position of the Council;
 - (b) ensure the Council has at least one account with a chartered bank, credit union or trust company for the deposit of funds; and
 - (c) render financial statements to the Directors, members and others when required.
- 8.5 The Chair of the Finance Committee may not issue, publish or circulate a financial statement (other than to a Director, officer or employee) unless the financial statement is first approved by the Board as evidenced by the signatures of the Chair and one other Director. If a financial statement is subject to an auditor's report, the auditor's report must be attached to the financial statement.
- 8.6 **Records** – The Chair shall oversee that all necessary books and records of the Council required by the bylaws of the Council or by any applicable statute or law are regularly and properly kept.
- 8.7 The Chair, or his or her delegate, shall promptly file on behalf of the Council all reports that have to be filed as required by law.
- 8.8 **Expenses** Committee Chairs and members of Committees shall not receive remuneration and shall not directly or indirectly receive any profit from such a position, with the exception of per diems granted in accordance with the "Per Diem Policy" put in place by the Board at the given time.
- 8.9 A Committee Chair or Committee member may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Council, subject to any financial policy put in place by the Board from time to time.

PART 9— FINANCE AND BORROWING

- 9.0 **Financial Principles** – So long as the Financial Reserve Fund is maintained as set out in clause 9.1, the Directors shall take all reasonable efforts to ensure that:
- (a) not less than forty percent of the Levies is spent on promotion and marketing;
 - (b) not less than thirty percent of the Levies is spent on research;
 - (c) not less than twenty percent of the Levies is spent on education; and
 - (d) funds are budgeted for random audits to ensure compliance with the Act;
- with the balance of the Council's budget supporting the Council's purposes generally.
- 9.1 **Financial Reserve Fund** – a Financial Reserve Fund shall be maintained at an accumulated amount equal to at least six months' budgeted expenditures, based a three year rolling average, held separate from general reserves and be monitored under the normal financial controls by the Finance Committee. The Board shall use best efforts to maintain the Financial Reserve Fund at an accumulated amount equal to at least twelve months' budgeted expenditures, based a three year rolling average.

- 9.2 There shall be no encroachment upon the capital of the Financial Reserve Fund except with the prior approval of 75% of the Board of Directors and the prior approval of 75% of the Finance Committee.
- 9.3 The Chair of the Finance Committee shall report full particulars of any such approved capital encroachment to the next meeting of Council. In the event that any such approved capital encroachment will not be replaced within three months the report shall advise of the proposed method of restoring the reserve fund to the target level.
- 9.4 **Credit** – The Board may, on behalf of the Council, arrange for credit to be granted to the Council for such amounts as may be reasonably necessary for the day-to-day operation of the Council. In the event such credit is extended to the Council, all amounts owing in respect of such credit shall be paid in full within 30 days of receipt of the invoice of statement.
- 9.5 Where a Director or officer uses credit granted to the Council such use must be for the benefit of the Council, for Council purposes, and in accordance with the financial policies and procedures approved by the Board from time to time.

PART 10— INDEPENDENT ACCOUNTANT OR AUDITOR

- 10.0 This Part applies only if the Council is required or has resolved to have an independent accountant or auditor.
- 10.1 The first independent accountant or auditor must be appointed by the Board who must also fill all vacancies occurring in the office of independent accountant or auditor.
- 10.2 At each annual general meeting the members of the Council must appoint an independent accountant or auditor to hold office until the independent accountant or auditor is re-appointed or a successor is named at the next annual general meeting.
- 10.3 An independent accountant or auditor may be removed by ordinary resolution of the members.
- 10.4 An independent accountant or auditor must be promptly informed in writing of the independent accountant or auditor's appointment or removal.
- 10.5 A Director, officer, employee, or member of the Council, or a family member, spouse, or business partner of a Director, Officer, or Executive Director must not be its independent accountant or auditor.
- 10.6 The independent accountant or auditor may attend general meetings.
- 10.7 If an independent accountant or auditor is appointed, the independent accountant or auditor shall audit the Council's financial statements and report to the members at the annual general meeting.
- 10.8 The remuneration of the independent accountant or auditor appointed by the members shall be fixed by the members (or by the Directors, if authorized to do so by the members) and the remuneration of an independent accountant or auditor appointed by the Directors shall be fixed by the Directors.

PART 11— INVESTMENT POWER OF DIRECTORS

- 11.0 The Directors shall have power to invest, reinvest and vary the investment of the Financial Reserve Fund of the Council in such securities, properties and investments as the Directors shall think fit. Such investment of funds shall be made in the manner set out in ss. 15.1 to 15.5 of the *Trustee Act* RSBC 1996 c. 464, as amended.

PART 12 — INDEMNITY AND INSURANCE

- 12.0 **Indemnification** – To the greatest extent permitted by law, the Council may indemnify a director or former director of the Council, and his or her heirs and personal representatives, and his or her estate respectively, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her, in a civil, criminal or administrative action or proceeding to which he or she is made a party because of being or having been a Director or officer, including an action brought by the Council except such costs, charges, or expenses as are occasioned by his or her own wilful neglect or default.
- 12.1 Any indemnity by the Council under clause 12.0 applies only to the extent that the indemnity does not duplicate any other indemnity or reimbursement for which the claimant is either eligible or has received.
- 12.2 **Insurance** – The Council may purchase and maintain adequate insurance for the benefit of a Director, officer, employee or agent against personal liability incurred by him or her in his or her service to the Council.

PART 13— NON-PROFIT PURPOSE

- 13.0 The Board will take such steps as it thinks necessary to enable the Council to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the objects of the Council.
- 13.1 The Council will not carry on a business, trade, industry or profession for profit or gain except as an incident to its purposes.
- 13.2 Any promotion or marketing that may generate a sale of blueberries must be done generically, for the benefit of the blueberry industry generally and not favour any one grower, processor or packer.

PART 14 — GENERAL PROVISIONS

- 14.0 **Procedure Where None Prescribed** – Robert's Rules of Order as amended from time to time apply in the case of a procedural dispute to the extent those Rules are not inconsistent with these bylaws.
- 14.1 **General Notice Provisions** – Unless otherwise specified in these bylaws, the general notice provisions set out in this part apply to any notice required to be given to a member or a Director.
- 14.2 Any notice not given personally is deemed to have been given on the third business day following the date it was delivered.

- 14.3 Any notice to be given to members or Directors will be sufficiently given if given in person or by delivery, mail, facsimile, or e-mail to the member or Director's Registered Address except, in the case of notice by e-mail, such notice shall be effective if so delivered unless and until a member or Director requests in writing that the Executive Director remove his or her e-mail address from the Council's records.
- 14.4 In the event of a strike, lockout, or other labour disturbance at the post office or interruption in mail service, any notice to be given to members or Directors shall be served personally, by facsimile, or by e-mail where the member or Director has provided a facsimile or e-mail address, and not mailed.
- 14.5 For a first meeting of Board held immediately following the election of a Director or Directors at an annual or other general meeting of members, or for a Board meeting at which a Director is appointed to fill a vacancy, it is not necessary to give notice of the meeting to the newly elected or appointed Director for the meeting to be constituted, if a quorum is otherwise present.
- 14.6 Any member, Director, officer, or auditor may waive any notice required to be given under the bylaws or otherwise and such waiver, whether given before or after the meeting or other event for which notice is required to be given, shall cure any default in the giving of that notice.
- 14.7 **Computation of Time** – In computing the date when notice must be given under any clause of these bylaws which require a specified number of days' notice of any meeting or other event, the date of giving notice is excluded and the date of the meeting or other event is included. In calculating time, weekends are included and statutory holidays in the Province of British Columbia are excluded.
- 14.8 **Fiscal Year-End** – Unless otherwise fixed by the Board, the Council's fiscal year-end shall be March 31st of each calendar year.
- 14.9 **Access to Information** – The minutes of Board meetings (other than those minutes designated by the Board to be *in camera*) shall be available to members on written request to the Executive Director.
- 14.10 On being admitted to membership, a member is entitled to receive from the Executive Director, on request, a copy of the Constitution, these bylaws and any amendments thereto free of charge. Members and Directors are entitled to copies of any other of the Council's documents (except *in camera* Board minutes and documents subject to solicitor-client privilege unless the Board by special resolution waives privilege) upon payment of 50¢ for each page copied.
- 14.11 The Council's documents, including the accounting records, shall be open to the inspection of a Director during usual business hours on reasonable written notice of not less than five clear days to the Executive Director.
- 14.12 **Corporate Seal** – The Board may provide a common seal for the Council and the Board shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- 14.13 The Council's common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution or, if no persons are prescribed, in the presence of the Chair and Vice Chair.

- 14.14 **Authority to Contract** – Contracts, documents or any instruments in writing requiring the signature of the Council, shall be signed by the Chair, or in the Chair’s absence, the Vice Chair of the Council. All contracts, documents and instruments in writing so signed shall be binding upon the Council without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint the Executive Director on behalf of the Council to sign specific contracts, documents, and instruments in writing.
- 14.15 **Power of Attorney** – The Board may, by special resolution, give the Council’s power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Council.
- 14.16 **Amendment** – The Council’s name, constitution or bylaws may be amended, altered, repealed or enhanced by special resolution of the Directors at a meeting duly convened for this purpose after members are first consulted on the proposed changes at a meeting of members.
- 14.17 Members may identify issues and provide guidance to the Directors in the form of motions raised and debated at meetings of members. Directors shall conduct further consultations as they may consider necessary before making any decision to act on such motions. With the exception of the elections of Directors, motions passed by members are not binding on the Directors.

APPROVED BY SPECIAL RESOLUTION this 18 day of February, 2017.

SCHEDULE A
REGIONAL BOUNDARIES

The regional boundaries for the purpose of electing directors shall be as follows:

Region A – Abbotsford, Chilliwack, Agassiz (Laidlaw)

Region A is bounded on the West by 272nd Street, Surrey, BC, on the South by 0 Ave (U.S. border), on the North by the Fraser River, and on the Northeast by Highway No. 3 and the Skagit River

Region B – Maple Ridge, Port Coquitlam, Pitt Meadows

Region B is bounded on the West by the Coquitlam River, on the South by the Fraser River, on the East by Sasin Creek, and on the Northeast by the North Pitt Glacier and Gray Pass

Region C – Surrey, Delta, Richmond, Langley

Region C is bounded on the West by the Strait of Georgia, on the South by 1st Avenue, on the South by 0 Ave (US border) and Semiahmoo Bay, on the East by 272nd St, Surrey, BC, and on the North by the Fraser River