

Constitution and by-laws

ARTICLE 1.	DEFINITIONS	3
ARTICLE 2.	OBJECTS	4
ARTICLE 3.	MEMBERSHIP	6
3.1 –	Qualifications for memberships	6
3.2 –	Annual membership dues	6
3.3 –	Membership termination	6
3.4 –	Expulsion	
ARTICLE 4.	RIGHTS AND RESPONSIBILITIES OF MEMBERSHIP	6
4.1 –	Use of Association services	6
4.2 –	Attendance of general	6
4.3 –	Accepting and abiding by bylaws and other rules	6
4.4 –	Promotion of the objects of the Association	6
ARTICLE 5.	GENERAL MEETINGS OF MEMBERS	7
5.1 –	Membership meeting	7
5.2 –	Special meetings	7
5.3 –	Notice of meetings	7
5.4 –	Quorum	7
5.5 –	Quorum no met	7
5.6 –	Voting	7
5.7 –	Order of business	7
5.8 –	Resolutions	7
5.9 –	Late resolutions	7
ARTICLE 6.	BOARD OF DIRECTORS	8
6.1 –	Number and representation of Directors	8
6.2 –	Qualification of Directors	8
6.3 –	Election of Directors	8
6.4 –	Rotation of Directors Election	8
6.5 –	Quorum	8
6.6 –	Removal of Directors	8
6.7 –	Replacement of Directors	8
ARTICLE 7.	OFFICERS	8
7.1 –	Composition	8
7.2 –	Election	8

ARTICLE 8. STANDING AND SPECIAL COMMITTEES	9
8.1 – Elections	9
8.2 – Composition	9
8.3 – Duties and reporting	9
8.4 – Election of committee Chair	9
8.5 – Report to annual meeting	9
8.6 – Financial responsibility	9
8.7 – Special committees	9
ARTICLE 9. NOMINATION COMMITTEE	9
ARTICLE 10. FINANCIAL YEAR	9
ARTICLE 11. GOVERNMENT GRANT TO PROVINCIAL ASSOCIATION	9
ARTICLE 12. GENERAL	10
12.1 – Seal of the Association	10
12.2 – Minutes	10
12.3 – Legal documents	
ARTICLE 13. AMENDMENT OF BYLAWS	10
13.1 – Amendment of bylaws	10
13.2 – Government approval of bylaws	10
ARTICLE 14. LEVIES	10
14.1 – Setting of levies	10
14.2 – Government approval of levies	10
14.3 – Levy collection and the agent	11
14.4 – Records and confidentiality information	11
14.5 – Auditor and agent	11
14.6 – Levy deduction and remittance	11
14.7 – Agreement for collection	11
14.8 – Member exclusion	11
14.9 – Refund	11

ARTICLE 1 DEFINITIONS

"**AREA**" means a group organized on smaller than a District basis;

"**ASSOCIATION**" means the Prince Edward Island Wild Blueberry Growers' Association Inc.;

"**BOARD**" means the duly elected Board of Directors of the Prince Edward Island Wild Blueberry Growers' Association Inc. as a body;

"**DIRECTOR**" means duly elected representative of the Prince Edward Island Wild Blueberry Growers' Association Inc.;

"**DISTRICT**" means an area identified along similar boundaries as those presently associated with Agricultural Representatives Districts;

"**LEVY**" means a levy or charge to be collected by all purchasers or marketers of wild blueberries grown in the Province, in accordance with the provisions of the *Natural Products Marketing Act* (PEI.), and approved by the Prince Edward Island Marketing Council.

"**MEMBER**" means any person or organization engaged in the production of wild blueberries in Prince Edward Island who has paid up dues for the current year.

"**MINISTER**" means Minister of Agriculture and Forestry or such replacement or successor, as is designated under the provisions of the Public Departments Act, R.S. PEI. 1988, Cap. P-29, or any successor legislation;

"**OFFICERS**" means officials elected by the Board of Directors from among their own members immediately following each annual general meeting of the membership.

"**PROJECTS**" means a joint effort of practical demonstration to obtain information or to demonstrate results of an improved blueberry growing practice or crop;

"**PROVINCE**" means the Province of Prince Edward Island;

ARTICLE 2. OBJECTS

- 1.1 To promote and encourage the advancement of blueberry growing in Prince Edward Island, to the end that the individual grower may secure a better return for investment, management and labour;
- 1.2 To disseminate among its members useful and practical information on the growing and marketing of blueberries;
- 1.3 To promote the consumption of quality blueberries, especially fresh blueberries, through restaurants, bakeries and private users in Prince Edward Island;
- 1.4 To promote unity and co-operation among all blueberry growers and, by all legitimate means, to promote and advance the welfare of growers and agriculture in general;
- 1.5 To co-operate with governmental or other agencies in furthering research affecting blueberry growers, and in disseminating the knowledge gained from such research;
- 1.6 To encourage the development and expansion of the activities of District branches in the Agricultural districts of Prince Edward Island in the field of blueberry crop improvement;
- 1.7 To encourage the improvement of blueberry crop management in the Province of Prince Edward Island by:
 - (i) stressing the importance of soil fertility maintenance as a basis for soil conservation and for the production of crops of high yield and nutritive value and emphasizing the need for better management practices;
 - (ii) organizing, sponsoring or assisting with active projects, such as: drainage, irrigation, water storage, soil conservation land use, field records, soil testing, and farm planning;
 - (iii) encouraging the wider adoption of such blueberry crops and varieties as are best suited to the various soils and climatic conditions within the Province;
 - (iv) holding meetings and field days for the discussion of all matters relating to blueberry crop production and improvement and assisting in the holding of such meetings and field days;
 - (v) collecting and disseminating market information; blueberry crop recommendations and regulations governing production marketing and purchasing of seed of crops;
 - (vi) co-operating with the Departments of Agriculture of Canada and Prince Edward Island in furthering these objectives

5 Prince Edward Island Wild Blueberry Growers Association Inc.

- 1.8 To enter into any arrangements with any authorities, municipal, federal, provincial, local or otherwise, that are conducive to the corporation's objects, or any of them, and obtain from *any* such authority any rights, privileges, and concessions and carry out, exercise and comply with any such arrangements, rights, privileges, and concessions;
- 1.9 To purchase, hold, own; sell, lease, mortgage, acquire or otherwise deal in any real estate or personal property or any rights, powers, privileges and franchises that are necessary for the attainment of the objects of the corporation;
- 1.10 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments;
- 1.11 To act as a commodity group in accordance with the provisions of the *Natural Products Marketing Act* (P.E.I.)
- 1.12 To do all such other things as are incidental or conducive to the attainment of the above objects, and excluding those powers and objects of Section 13 of the Companies Act, R.S.P.E.I (1951) Chapter 26 and amendments thereto which are not conducive to the corporation's objects;
- 1.13 And for these purposes to have power to make all necessary contracts and agreements, subject to the terms set out in the Memorandum of Agreement on file in the office of the Provincial Secretary.

ARTICLE 3 MEMBERSHIP

- 3.1 Any person or organization engaged in the production of wild blueberries in Prince Edward Island may be a voting member of the association.
- 3.2 Annual membership dues shall be twenty dollars per year, which sum may be changed by majority vote of the members.
- 3.3 Membership in the association shall be terminated by:
- (i) Death,
 - (ii) Resignation in writing addressed to the Secretary-Treasurer,
 - (iii) Expulsion, or
 - (iv) Refusal to participate in any association approved levy program under the *Natural Products Marketing Act*.
- 3.4 A member may be expelled from the association for deliberately violating any of the Association's bylaws or rules or behaving in such a manner as shall be considered by the Board of Directors to be contrary to the objects of the association. No member shall be expelled except on vote of the association by vote of at least two-thirds of the members present and voting. No member shall be expelled without having had notice of the resolution for expulsion and having had the opportunity to be heard in his own defence.
- 3.5 Any person or organization who wishes to show support for the PEI wild blueberry industry may request by application an Associate Membership, which is limited only by not holding the right to vote or put forward resolutions at a meeting of the membership. In addition, an Honorary Membership may be conferred by the Board of Directors to persons or organizations that has been seen to have contributed to the PEI wild blueberry industry, which will be similarly restricted. These classes of membership are subject to termination, as defined in clause 3.3 and 3.4. Fees for these classes of membership will be set by the Board of Directors.

ARTICLE 4 RIGHTS AND RESPONSIBILITIES OF MEMBERSHIP

- 4.1 Every member shall be entitled to use all the services provided by the Association.
- 4.2 Every member shall be entitled to attend the general meetings in which the full powers of the association are vested.
- 4.3 Every member shall accept and abide by the by-laws of the association and shall also obey any other rules adopted by unanimous decision or majority vote.
- 4.4 Every member shall endeavour to promote the objects of the association and the interests of all its members in a spirit of unselfishness and mutual aid.

ARTICLE 5 MEMBERSHIP MEETINGS

- 5.1 A general meeting of the members shall be called at least once in every calendar year to receive from the Board of Directors a report and full statement of accounts for the previous financial year and to elect the Board in whole or in part as required by the by-laws.
- 5.2 A special general meeting may be called at any time by the Board or the Chairman, or by the secretary on receipt of a written request signed by ten or more members.
- 5.3 Members shall receive not less than seven days' notice of a general meeting.
- 5.4 A quorum for a general meeting shall be ten (10) members.
- 5.5 If on the day of the meeting a quorum is not present, the meeting shall be adjourned to another date and not less than seven days' notice of the new date shall be given to all the members. If on the second date a quorum is not present, the members present shall proceed with the business of the meeting as set out in the notice and decisions taken at such a meeting shall be binding on all the members of the association.
- 5.6 Every member shall have one vote on any matter that is put to a vote. There shall be no proxy voting. In the event of a tie-vote, the Chairman of the meeting shall have a second or casting vote.
- 5.7 The order of business of any general meeting shall be as follows:
- (i) disposal of the minutes;
 - (ii) report of the secretary for the preceding year;
 - (iii) presentation of the financial statement;
 - (iv) report of the president for the preceding year
 - (v) appointment of Auditor or Auditors for the current year;
 - (vi) installation of Directors; appointment of representatives of the association, if any, to other agricultural organizations;
 - (vii) discussion of new business, resolutions and any other matters pertaining to the association.
- 5.8 All resolutions to come before an annual meeting of the association shall be provided to the Board of Directors at least fourteen days prior to the date of the annual meeting. All resolutions to come before a special meeting of the association shall be provided to the Board of Directors at least 3 days prior to the date of the special meeting.
- 5.9 Any resolutions received after these deadlines shall be considered "late resolutions". The acceptance of late resolutions shall occur only by Board approval and such approval shall be based on established Board policy related to late resolutions.

ARTICLE 6 BOARD OF DIRECTORS

- 6.1 The Board of Directors shall be comprised of nine members. Six members will be selected from the membership at large. One each will be selected from the three principal blueberry growing areas. The three principal growing areas are described as follows:
- A. from Summerside West;
 - B. North of #2 and #3 highways extending from Summerside through Charlottetown to Georgetown; and
 - C. South of #2 and #3 highways extending from Summerside through Charlottetown to Georgetown.
- 6.2 Members of the board must also be members of the association;
- 6.3 The board shall be elected at the first or founding meeting of the association.
- 6.4 One-third of the members of the first Board of Directors shall be elected for a three-year term, one-third for a two-year term and one-third for a one-year term. After the initial director's terms expire three members shall be elected each year for a three-year term.
- 6.5 Four members shall constitute a quorum at a Board of Directors' meeting.
- 6.6 A member of the Board of Directors who is absent from three consecutive meetings of the board without good reason shall be replaced by the Board of Directors.
- 6.7 Any vacancies that may occur among the members of the board between annual meetings shall be filled by the board. A replacement member shall hold office for the unexpired portion of the term of office of the replaced member.

ARTICLE 7 OFFICERS

- 7.1 The association shall have the following officers:
- (i) President
 - (ii) Vice-President
 - (iii) Secretary
 - (iv) Treasurer

The offices of Secretary and Treasurer may be held by the same person.

- 7.2 The officers shall be elected by the Board of Directors from among their own members immediately following the founding meeting and each subsequent annual meeting.

ARTICLE 8 STANDING & SPECIAL COMMITTEES

- 8.1 In addition to the Board of Directors, the association shall have standing committees who shall be elected by the members at a general meeting.
- 8.2 Each standing committee shall be comprised of three members who shall be elected for one-year terms.
- 8.3 The standing committees shall be responsible and report to the Board of Directors and shall carry out such duties as may be delegated to them by the board.
- 8.4 The members of each standing committee shall appoint their own co-ordinator or chairman.
- 8.5 Each standing committee shall prepare a report for presentation at the annual meeting of the association.
- 8.6 A standing committee shall be given clearly-defined financial responsibility by the Board of Directors.
- 8.7 The Board of Directors shall have power to appoint special committees.

ARTICLE 9 NOMINATING COMMITTEE

- 9.1 One calendar month before each annual general meeting of the association the Board of Directors shall appoint a nominating committee who shall present to the annual meeting a slate of names for election to the Board of Directors.

ARTICLE 10 FINANCIAL YEAR

- 10.1 The financial year of the association shall begin on January 1 and end on December 31, of each and every year, with the annual meeting to take place at such time in each year as determined by the Board of Directors.

ARTICLE 11 GRANTS TO PROVINCIAL ASSOCIATION

- 11.1 Subject to the approval of the Minister, there may be paid annually out of the monies appropriated by the Prince Edward Island Legislature, a grant to the association.
- 11.2 Subject to the approval of the board, the association may pay annually a grant to each District for approved project work and other such expenditures and in amounts agreed to by the association and based upon expenditure by the District for such approved projects.

ARTICLE 12 GENERAL

- 12.1 The seal of the association shall be in the custody of the secretary, and shall be used in executing documents as required by law.
- 12.2 The minutes of the association shall be kept in the office of the secretary, and may be examined by any member at reasonable times.
- 12.3 All contracts, deeds, cheques and other instruments and documents shall be executed on behalf of the association by the secretary under the seal of the association where required.

ARTICLE 13 AMENDMENT OF BY-LAWS

- 13.1 The by-laws of the association may be altered, added to, or rescinded by vote of an annual general meeting or of a special general meeting, provided that a statement of the proposed amendment is included in the notice calling the meeting, which notice shall be issued not less than seven days prior to the date of the meeting.
- 13.2 No amendment to the "Levies" section of these By-laws shall be acted upon until the approval of Marketing Council, or its successor, is obtained.

ARTICLE 14 LEVIES

- 14.1 The association, in general meeting may fix a levy or charge to be collected by all purchasers or marketers of wild blueberries grown in the Province. The amount of the levy may only be changed with the approval of 75% or more of the members present and voting at a meeting of the association, provided that a statement of the proposed amendment is included in the notice calling the meeting, which notice shall be issued not less than seven days prior to the date at the meeting.
- 14.2 No levy or charge hereunder or amendment thereto shall have any force or effect until approved by the Prince Edward Island Marketing Council in accordance with the provisions of the *Natural Products Marketing Act* (PEI.).
- 14.3 In respect to the collection of all levy monies and the collection and maintenance of all information related to levies remitted by all processors, buyers and/or growers, the Association shall retain the services of an independent individual or organization (**The Agent**) to carry out these activities. The Agent shall deposit all monies collected from individual processors, buyers or growers within 10 days of receipt, without reference to source, in an account designated by the Association and a record of all such deposits provided forthwith to the Association Treasurer. The Agent shall maintain all records

11 Prince Edward Island Wild Blueberry Growers Association Inc.

related to levy collections and payments for a period of 5 years.

14.4 All records and information related to the levy collection in the possession of the Agent shall be available at all times, upon request, to the Association's auditor. Except under Court Order, such information shall, under no circumstances, be made available to any other person, including members of the Association or its Board of Directors.

14.5 The Association's auditor may also serve as the Agent.

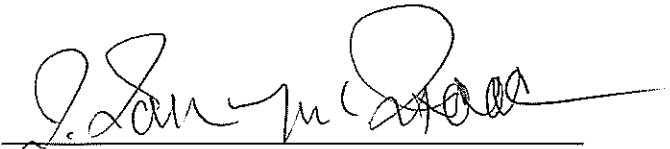
14.6 Each purchaser or marketer of wild blueberries grown in Prince Edward Island shall deduct the levy approved hereunder, which funds shall be held in trust by the purchaser or marketer and forwarded not later than 30 days after deduction to the association. Any levy or charge fixed and collected by purchasers or marketers hereunder shall be remitted to the association without deduction or abatement.

14.7 The association may enter into agreements with any purchaser or marketer or Federal Board or Agency to facilitate the collection of levies or charges.

14.8 If any member gives the association written notice of his wish to be excluded from the levy or charge hereunder the association shall notify that grower's purchaser or marketer not to make deductions for the period set out in the *Natural Products Marketing Act* (P.E.I.)

14.9 In the event any levy or charge is remitted to the association for which a refund is requested in accordance with the provisions of the *Natural Products Marketing Act* such refund shall be made in accordance with the provisions of the Statute.

Certified to be a true copy of By-Laws of the
Prince Edward Island Wild Blueberry Growers
Association approved by Marketing Council at
a meeting held on May 4, 2016



Ian McIsaac, Secretary