

# British Columbia Fruit Growers' Association

## BY-LAWS FROM CONSOLIDATED NOVEMBER 16, 2017

(NOTE: The headings are to facilitate reference and are not to be considered in interpreting the By-laws.)

### 1. **DEFINITIONS** –

- (a) In these By-laws, unless the context otherwise requires, wherever the masculine or singular is used the same shall be construed as including the feminine or plural;
- (b) In these By-laws wherever the word “**Person**” is used, it shall be construed as including any person, partnership, firm or corporation or any person, authorized in writing by a person, partnership, firm or corporation to act on their behalf;
- (c) In these By-laws:
  - (i) “**Act**” means the *Society Act*, RSBC 1996, Chapter 433 and amendments thereto, and
  - (ii) “**director**”, “**special resolution**”, “**by-laws**”, “**document**”, “**registrar**” and “**subscription**” have the meanings respectively assigned to them in the Act.
  - (iii) “**Association**” means the *British Columbia Fruit Growers' Association*;
  - (iv) “**delegate**” means a delegate elected, appointed or acting pursuant to By-law 20, and shall include a substitute as provided in such By-law while acting on any occasion in place of a delegate unable or unwilling to act;
  - (v) “**District**” means a district as referred to in By-law 22 and By-law 42 to these By-laws;
  - (vi) “**Region**” means a local branch as referred to in By-law 15 and By-law 42 to these By-laws;
  - (vii) “**member**” means a grower who is either a full member or an associate member as referred to in By-law 2 of these By-laws;
  - (viii) “**Close family member**” means the daughter, son, daughter-in-law, son-in-law, mother, father or spouse of a person;
  - (ix) “**Grower**” means a person engaged in the operation at an orchard, and in the case of a person or proprietorship includes close family members of the grower;
  - (x) “**month**” means a calendar month; and

- (xi) “**member in good standing**” means a member who is not in arrears with any subscription which may become due or be levied under the provisions of these By-laws, and is qualified under By-law 2 hereof.

2. **MEMBERSHIP** –

(a) (i) Full membership – Any grower or an annually-appointed close family member of the grower who operates an orchard that is capable of producing at least \$15,000 worth of tree fruits in any one year, who has been approved by the Association, and who has paid such fees, annually, as are prescribed by the Association, if any, shall be deemed to be a member of the Association. Any such member subsequently ceasing to operate such an orchard, or failing to pay such fees, annually, as are prescribed by the Association, if any, shall thereupon cease to be a member of the Association. The annual appointment of a close family member must take a place after the Annual Convention and before April 1<sup>st</sup> of that year.

(ii) corporations may vote by their representatives authorized pursuant to Section 7(6) of the Act. The representative of a corporation while so authorized by it shall be entitled to be elected, appointed or nominated to or approved for any office or position in the same manner as a member.

(iii) nothing herein contained shall be deemed to confer on each of two or more persons having a joint interest in land or jointly engaged in growing fruit any right to vote, but such persons having joint interests shall name and appoint one of their number to vote in respect of such joint interest, and shall file with the Secretary of the Region notice of such nomination before the meeting at which it is proposed to vote.

(iv) for purposes of these bylaws, no one person shall have the right to more than one vote.

(b) Associate Membership – Any person that is not capable of producing at least \$15,000 worth of tree fruits in any one year, who has been approved by the Association, and who has paid fees, annually, as are prescribed by the Association, if any, shall be deemed to be an Associate Member of the Association. Associate Members may be:

- i. Retired members,
- ii. Persons producing tree fruits in an amount less than the amount required for full membership, and
- iii. Businesses supplying goods or services to the tree fruit sector

Associate members shall be entitled to all of the privileges of membership except that such Associate Member shall not be entitled to any rights of voting or to hold any office or position nominated and elected at such Annual Meetings. Any such Associate Member, subsequently ceasing to operate such an orchard or in the alternative, ceasing to pay such fees, annually, as are prescribed by the Association, if any, shall thereupon cease to be an Associate Member of the Association.

3. **LIFE MEMBERS** – In addition to the members referred to in By-law 2 there shall be Life Members, being the persons who have heretofore been admitted to Life Membership in the Association and such other persons as may from time to time be admitted to Life Membership at an Annual Convention. A Life Membership is granted without annual fee. Life Members are entitled to the same privileges and limitations as those to which Associate members are entitled.
4. **EXPULSION** - Any member infringing the constitution of the Association or being guilty of conduct which in the opinion of the members of the Board of Directors is detrimental to the interests of the Association, shall be liable to expulsion by the unanimous vote of the members of the Board of Directors at a meeting especially held for the purpose of considering the matter. Such member shall be entitled to at least ten clear days' notice of such meeting, and to attend and be heard thereat.
5. **CONVENTIONS** – The Annual Convention, held in accordance with the provisions herein set out, shall be the annual general meeting, and shall be held each year prior to the month of March at such day and at such hour, and at such place as the Board of Directors shall determine. At such meeting, the Board of Directors shall present full and complete reports of their activities and the activities of the Association during the past year.
6. **ORDER OF BUSINESS AT CONVENTIONS** - The order of business at the Annual Convention, subject to such alteration therein at any particular Convention as may be approved by the Board of Directors and the Convention, shall be:
  - (a) Reading of minutes of last Annual Convention;
  - (b) Reports as follows:
    - i. Written report of the Board of Directors;
    - ii. Reports of affiliated organizations;
    - iii. Written reports of all functioning committees of the Association;

(Reports of the Board of Directors and Committees and other available reports are to be mailed to all delegates so as to be in their hands not later than two weeks prior to the Annual Convention)
  - (c) Presentation of auditors' report and statements;

- (d) Correspondence;
- (e) Resolutions;
- (f) General Business;
- (g) Consideration of budget;
- (h) Election of auditor;
- (i) Election of President and Vice-President of the Association;
- (j) Election of other members of the Board of Directors of the Association;
- (k) Any other nominations or elections with regard to subsidiary or affiliated organizations and or companies which may be necessary or advisable to conduct in the course of the Convention;
- (l) New Business;

7. **SPECIAL GENERAL MEETINGS** –

- (a) The Board of Directors shall convene a special general meeting:
  - i. when they think fit; or
  - ii. when they have received a written requisition for a general meeting in accordance with the Act;
- (b) Notice for a special general meeting shall:
  - i. be given in accordance with the requirements for a general meeting of the Association and the Act; and
  - ii. state the purpose of the special general meeting;
- (c) The only business that may be conducted at a special general meeting shall be:
  - i. business in accordance with the general nature of the business stated in the notice; and
  - ii. the option of the rules of order.

8. **GENERAL MEETINGS** - Meetings of the Association (herein referred to also as "**General Meetings**") shall be called by giving to every delegate referred to in By-law 20 and to every member of the Board of Directors, notice in writing addressed and mailed to him at the last address known to the Association in writing. Twenty-one (21) clear days' notice of every meeting of the Association shall be given and, if mailed, the same shall be deemed to have been received on the second (2<sup>nd</sup>) day following the mailing thereof. The notice shall specify the place, day and hour of meeting and the general nature of the business to be transacted. The non-receipt of any such notice, or the accidental omission to give any such notice, shall not invalidate any resolution passed at any meeting. Notice of the time and place of every general meeting and the general nature of the business to be transacted thereat so far as it is then available shall be published in the official organ (if any) of the Association in advance of the meeting.
9. **QUORUM** – Seventy-five percent (75%) of the entitled delegates as per By-law 20(a) shall constitute a quorum at any general meeting of the Association, provided that a quorum shall never be less than three (3) persons. If within two hours from the time appointed for any such meeting a quorum is not present, the meeting, if convened on a requisition, shall be dissolved; in any other case it shall 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 an hour from the time appointed for the meeting, the delegates present shall be a quorum.
10. **VOTING AT GENERAL MEETINGS** – Subject to the right of the members to elect the Board of Directors as provided for in these By-laws, at any general meeting of the Association only the delegates shall have the right to vote, and every delegate present at any such meeting shall have one vote. Delegates are expected to give the Association the benefit of their judgement and, where an opinion of his Region has been given on a question, a delegate shall give such opinion due weight but shall not necessarily be bound thereby. No voting shall be by way of a proxy.
11. At all meetings of the Association all questions shall be decided by a majority of votes, except where a special majority is required by the Act or these By-laws. All voting shall be by a show of hands unless a ballot is demanded before the vote is taken. If otherwise entitled as a Full Member, the Chair may cast a vote on votes held by:
  - (a) ballot; or
  - (b) a show of hands but only if:
    - i. doing so would break a tie vote; and
    - ii. the Chair declares the Chair's vote as breaking the tie before announcing the motion as adopted or defeated. The resolution is defeated if the vote by ballot is a tie.
12. At any meeting of the Association any delegate in good standing may demand a poll.

13. **CHAIRMAN** - The President shall act as chairman of all meetings of the Association. In his absence or at his request, the Vice-President or failing him any other member of the Board of Directors designated by the President or failing him by the Vice-President, may act as chairman.

14. **RESOLUTIONS FOR GENERAL MEETING** -

(a) Resolutions from the Regions, District Councils or other source for submission to any meeting of the Association shall be submitted in advance of the meeting in writing to the Board of Directors. Resolutions for the Annual Convention shall be submitted by not later than the third (3<sup>rd</sup>) day of December next before such Convention. Except in the case of resolutions set out in a requisition for a special general meeting or resolutions permitted under the provisions of Clause (b) hereof, resolutions must be submitted to a Resolutions Committee (to be appointed before each general meeting by the Board of Directors) before being presented for consideration at a general meeting. Such Resolutions Committee may revise, consolidate with other similar resolutions, or otherwise deal with same with the concurrence of the sponsors of the resolutions involved, provided that where a Region is one of such sponsor such concurrence may be given by such Region's delegates.

(b) A resolution not so submitted in advance, proposed at any meeting of the Association, shall not be considered unless such consideration is approved by a resolution passed by a two-thirds (2/3) majority of those voting thereon and, if so considered and passed, must be referred to and approved by the Board of Directors before being effectual or acted upon.

15. **REGIONS** - The Association shall be divided into the Regions referred to in By-law 42, subject to the changes therein from time to time as hereinafter provided. The members of each Region shall be such members of the Associations as have orchard property within the area covered by such Region. Any member entitled to belong to more than one Region shall elect the Region of which he wishes to be a member but may, on notice to both Regions affected, alter such election. Any dispute as to the area or membership of any Region shall be determined by the Board of Directors.

In addition,

(a) if the records of the Association indicate that a Region has ceased to have ten or more members in good standing and, if after one month's notice in writing sent by registered mail addressed to the Region at its address last known to the Secretary of the Association it still appears that such Region does not have ten or more members in good standing, the Board of Directors may terminate the establishment of such Region which shall thereupon cease to be a Region of the Association, and any assets held in the name of such Region shall be dealt with as directed by the Board of Directors;

- (b) the Board of Directors shall have power, with the consent of the Regions and/or District Councils directly concerned, to provide for the amalgamation of two or more Regions and to make such changes in the area of any Region or in the particular Regions allocated to any of the Districts provided for in By-law 42, as the Board of Directors deems necessary or advisable;
- (c) additional Regions may be established by the Board of Directors on application for a new Region made in writing by ten or more members in good standing submitted to the Secretary of the Association; and,

on any such change being effected, By-law 42 shall be required to be amended accordingly in accordance with the Act. Notice shall be given forthwith to the Registrar of Companies as required by the Act when any additional Region is established or when any Region ceases to exist.

16. Each Region shall, in addition to its regional activities, perform such functions as may be from time to time assigned to it by the Board of Directors.

17. **REGIONAL MEETINGS** - The following provisions shall apply to meetings of, the Regions, namely:

- (a) the Annual General Meeting of each Region shall be held not later than the 30<sup>th</sup> day of November of each year;
- (b) fourteen (14) clear days' notice shall be given of each meeting of a Region;
- (c) the quorum for any meeting of a Region shall be five members in good standing or ten percent (10%) of the members in good standing of such Region, whichever is the greater;
- (d) every member shall be entitled to vote only at his Region or the Region elected by him if he is entitled to elect between two or more such Regions;
- (e) the Committee of the Region may, whenever they think fit, and shall upon a written requisition signed by not less than ten percent (10%) of the members of such Region, summon a general meeting of the Region, giving fourteen (14) clear days' notice thereof and, of the purpose for which it is called, and no other business shall be considered at such meeting other than that for which the meeting is called;
- (f) members requesting the Committee to hold a special meeting of a Region shall, in such request, include a copy of any resolutions or a memorandum of the business proposed to be brought before such meeting; and

- (g) at all meetings of the Region all questions shall be decided by a majority of votes except where a special majority is required by the Act or these By-laws. All voting shall be by a show of hands unless a ballot is demanded before the vote is taken. The resolution shall be defeated if the vote is a tie.

18. **REGIONAL OFFICERS** - Each Region shall at its Annual General Meeting elect a Chairman, Vice-chairman, Secretary-Treasurer, and a committee with such membership as the Region may decide. The Chairman or, in his absence, the Vice-chairman shall preside at all meetings of the Region or its Committee and, failing both of them at any meeting, the members or committee men present (as the case may be) shall elect a chairman for such meeting. The delegate or delegates of such Region shall by virtue of their office be members of its committee.

19. The Secretary of each Region shall keep a proper minute book and prepare a statement each year showing the financial transactions during the year for submission to his Regional annual meeting.

20. **DELEGATES AND SUBSTITUTES** –

- (a) Each Region shall be entitled to one delegate for every five hundred acres of orchard planted in tree fruits within the district covered by such Region and operated by a member or an Associated Member. In the event that such area for any Region is seven hundred and fifty acres or more but not twelve hundred and fifty acres, such Region shall be entitled to two delegates, and so on with the entitlement being in like manner to the nearest multiple of five hundred acres. Such acreage for each Region shall be as from time to time estimated by the Board of Directors, subject to review if requested as hereinafter provided. In the event that any Region objects to the acreage so determined for any Region and so notifies the Board of Directors in writing the question of such acreage shall be referred for determination to the Supervising Horticulturist or acting Supervising Horticulturist of the Department of Agriculture of the Province of British Columbia for the locality in which such Region is situate, or to such other person as he, or failing him the Deputy Minister of Agriculture of British Columbia, may designate for such purpose, whose decision may be arrived at in such manner as he sees fit and shall be final as to such acreage then existing;

(b) Notwithstanding the foregoing, a Region shall be entitled to at least one delegate;

(c) Each Region shall also be entitled to have the same number of substitutes as delegates, such substitutes to act as delegates from time to time in place of any delegate unable or unwilling to act on any occasion, the priorities of such substitutes to act to be determined by the Region. The chairman of each Region shall by virtue of his office be one of its delegates, and any further delegates and all substitutes to which the Region is entitled shall be elected by the Region at its Annual General Meeting. Delegates and substitutes shall be elected to act until the next Annual General Meeting of the Region. Any casual

vacancy in the office of delegate may be filled by the Committee of the Region concerned, the substitutes in order of priority having the first right to such appointment

21. **NOMINATIONS AND ELECTION OF THE BOARD OF DIRECTORS POSITIONS** –

- (a) Nominations for positions within the Board of Directors shall be as follows:
- i. for position of President, each Region at its regional annual general meeting prior to the Annual Convention of the Association shall nominate one or more candidates from amongst the members of the Association to be put forth for election at such Annual Convention and other nominations, should the motion for such further nominations be approved at such Annual Convention by those members entitled to nominate herein, may be presented at such Annual Convention by any member of the Association present at such Annual Convention;
  - ii. for position of Vice-President, each Region at its regional annual general meeting prior to the Annual Convention of the Association shall nominate one or more candidates from amongst the members of the Association to be put forth for election at such Annual Convention and other nominations, should the motion for such further nominations be approved at such Annual Convention by those members entitled to nominate herein, may be presented at such Annual Convention by any member of the Association present at such Annual Convention;
  - iii. for each open position of the Board of Directors in the Northern District, the Region may nominate at its regional annual meeting prior to the Annual Convention of the Association one or more candidates for open positions from amongst its members that make up that Region to be put forth for election of such Annual Convention and other nominations, should the motion for such further nominations be approved at such Annual Convention by members from all regions present, for candidates from among members that make up the Northern Region may be presented at such Annual Convention by any member;
  - iv. for each open position of the Board of Directors in the Southern District, the Region may nominate at its regional annual meeting prior to the Annual Convention of the Association one or more candidates for open positions from amongst its members that make up that Region to be put forth for election of such Annual Convention and other nominations, should the motion for such further nominations be approved at such Annual Convention by members from all regions present, for candidates from among members that make up the Southern Region may be presented at such Annual Convention by any member;
  - v. for each position on the Board of Directors by a member of each of the Regions of the Association, each Region shall at its regional annual general meeting prior to the Annual Convention of the Association shall nominate one or more candidates from

amongst the members of such Region to be put forth for election at such Annual Convention and other nominations, should the motion for such further nominations be approved at such Annual Convention by those members entitled to nominate herein, for candidates from amongst the members that make up such Region may be presented at such Annual Convention by members of such Region present at such Annual Convention; and

- vi. the motions to open nominations for candidates for the positions on the Board of Directors at any applicable general meeting referred to herein shall require the vote of the simple majority of the required votes cast at such meeting;

(b) Election of positions within the Board of Directors shall be as follows:

- i. for position of President shall be the nominated candidate who receives the most votes cast at the Annual Convention by all the members of the Association present at such Annual Convention;
- ii. for position of Vice-President shall be the nominated candidate who receives the most votes cast at the Annual Convention by all the members of the Association present at such Annual Convention;
- iii. for the number of positions in the Board of Directors that are to be elected from the Northern Region, the positions shall be filled by the nominated candidate(s) who receive the most votes cast at the Annual Convention by the members of the Northern Region present at such Annual Convention;
- iv. for the number of positions in the Board of Directors that are to be elected from the Southern Region, the positions shall be filled by the nominated candidate(s) who receive the most votes cast at the Annual Convention by the members of the Southern Region present at such Annual Convention;
- v. for each position of the Board of Directors by a member of each of the Regions of the Association shall be the nominated candidates of each Region who receive the most votes cast at the Annual Convention by such candidates' regional members present at such Annual Convention; and
- vi. in the event of a tie vote for the final position to be filled in either Northern or Southern Regions, a run-off vote will take place between the nominees with the tie vote and the position shall be filled by the candidate in the run-off who receives the most votes cast at the Annual Convention by all members present at such Convention. In the event of a tie in the run-off vote, the vote will be repeated until the tie is broken.

- (c) Subject to the nomination and election procedure for the Board of Directors set out in the bylaws, beginning at the Annual Convention in 2019, elected terms will be two years. The terms shall be as follows:
- i. Four of the eight Board of Directors terms will be elected each year. A Director of the Board may be re-elected to the same position however an individual may only serve a maximum of 3 consecutive terms in the same position. The schedule for election is:
    - for Annual Conventions held in even-numbered years: the President, 1 of 3 North District Board positions, and 2 of 3 South District Board positions
    - for Annual Conventions held in odd-numbered years: the Vice- President, 2 of 3 North District Board positions, and 1 of 3 South District Board positions, and
  - ii. Transitional provision: for 2018: one or two year terms for the transition year will be determined as follows:
    - 2018 Annual General Meeting- a two year term will commence for the President, one Board member from the Northern District (chosen from among the three Northern District Board members elected by the greatest number of votes), and 2 Board members from the Southern District (chosen from among the three Southern District Board members elected by the greatest number of votes). A one-year term will commence for the Vice-President and 2 Board members from the Northern District (with the lesser number of votes) and 1 Board member from the Southern District (with the lesser number of votes).

## 22. **DISTRICT COUNCILS** -

- (a) All delegates of the Regions within each of the districts referred to in By-law 42 hereto, together with the members of the Board of Directors from that District, shall constitute and be the members of the District Council for such District.
- (b) The annual meetings of each District Council shall be held after the annual meeting of its member Regions have been held or should pursuant to By-law 17(a) have been held, and prior to the Annual Convention of the Association.
- (c) The Members of each District Council shall at its Annual Meeting elect a Chairman of the Council, Vice-Chairman of the Council and Secretary-Treasurer of the Council from its members, and the Chairman of the Council, Vice-Chairman of the Council and Secretary-Treasurer of the Council shall be entitled to vote in the same manner as any other member.

- (d) Meetings of each District Council may be called by the Chairman of the Council and shall be called by him when requested to do so by one or more of the Region within such District. Reasonable notice of meetings shall be given to the members of the District Council and each District Council may establish rules as to such notice of meetings, for submission of resolutions and other matters of procedure, and until otherwise determined by a District Council the quorum for its meetings shall be a majority of its members.
- (e) In electing members for office as Board of Director member a District Council shall vote by secret ballot. Where a District Council is entitled to elect more than one member of the Board of Directors a valid ballot must contain votes for as many persons as the number of persons such District Council is entitled to elect for such office, and any ballots not containing valid votes for that number of persons shall not be counted.
- (f) Joint meetings of all District Councils may be called by the Board of Directors and shall be called by it when requested to do so by any District Council.

23. **BOARD OF DIRECTORS** -

- (a) The Board of Directors of the Association shall consist of a President and Vice-President who shall be elected from the membership of the Association at the Annual Convention, together with such number of other members to be elected by the District Councils as is provided for in By-law 42. The members of the Board of Directors shall be the Directors of the Association within the meaning of the word "director" in the Act, and any reference in the Act or elsewhere to the board of directors or directors of the Association shall be deemed to refer to the Board of Directors and its members respectively;
- (b) The President shall act as chairman of all meetings of the Board of Directors. In his absence or at his request the Vice-President or, failing him, any other member of the Board of Directors designated by the President or failing him by the Vice-President, may act as chairman;
- (c) The President shall not vote at any meeting of the Board of Directors except in the case of a tie when he shall have a casting vote;
- (d) Any casual vacancy in the office of President shall be filled by the Vice-President. Subject to the foregoing, any casual vacancy in the office of any other Board of Directors member may be filled by the group which elected such position, using the nomination procedure and election procedure set out in By-law 21;
- (e) A resolution determined on without any meeting of the Board of Directors but approved by each member of the Board of Directors in writing or by a modern telecommunication method which is evidenced in written or printed form, shall be as valid and effectual as a resolution duly passed at a duly convened meeting of the Board of Directors;

- (f) All questions at Board of Directors meetings shall be decided by a majority of votes;
- (g) Every member of the Board of Directors shall be a member of the Association or the representative of a corporation which is a member of the Association;
- (h) The office of any member of the Board of Directors shall be vacated if such member:
  - i. ceases to be a member or the representative of a corporation which is a member; or
  - ii. an Board of Directors member may be removed from the Board of Directors by a vote at a duly constituted meeting of the group which elected such member;
- (i) The Secretary-Treasurer shall keep proper minutes of all meetings of the Board of Directors and of joint meetings of the District Councils and proper books of account, and perform such other duties as may be delegated to him by the Board of Directors. Before entering upon the duties of his office, he shall furnish such bond for the faithful performance of his duties as the Board of Directors may determine; and
- (j) Meetings of the Board of Directors shall be called by the President or Vice-President, or failing one of them by any other member of the Board of Directors, on such notice and in such manner as the Board of Directors may determine. Unless otherwise determined by the Board of Directors, six (6) shall constitute a quorum of the Board of Directors.

24. **POWERS OF BOARD OF DIRECTORS** - Subject to the provisions of the Act, the Board of Directors may exercise all the powers of the Association unless limited therein by direction of a general meeting or of a joint meeting of the District Councils.

25. In exercising its powers and administering its duties:

- (a) the Board of Directors may set aside such amounts as it thinks proper as a reserve or reserves, which shall at the discretion of the Board of Directors be applicable for the purpose of meeting contingencies or for other purposes, and pending such application may from time to time either be employed in the operation of the Association or be invested; PROVIDED that the exercise of these powers shall be subject to the directions of any general meeting or a joint meeting of the District Councils;
- (b) the Board of Directors may employ such servants and agents as are necessary for the purposes of the Association at such remuneration as they consider proper;
- (c) the Board of Directors may take a poll from the members on any matter they desire, and at any time; and
- (d) in connection with obtaining financial assistance for the benefit of the Association:

- i. to carry out the purposes of the Association, the Board of Directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide, and in particular and without limiting such power, by the issue of debentures;
  - ii. a debenture must not be issued without the authorization of a special resolution, and in all cases such authorization may only confer a general power on the Board of Directors to issue debentures for a period of not longer than one year from the date the resolution is passed; and
  - iii. the members of the Association, may by special resolution, restrict the borrowing powers of the Board of Directors, but such restrictions imposed shall expire at the next annual general meeting.
26. Yearly in due time the Board of Directors shall appoint such representatives as the Association may be allowed to the Canadian Horticultural Council.
27. **COMMITTEES** – The Board of Directors (or in the absence of the Board of Directors, the President) may appoint committees of one or more members or other persons and may delegate any of their powers and duties to any such committees. The President shall by virtue of his office be a member of such committees. Where practicable the members of any such committee or the nominations to any office in any other corporation or organization which the Association is entitled to make, shall be appointed or approved on a regional basis from the Districts in the Association.
28. A list of all committees and the personnel of these and of any changes in these committees shall be to all District Councils, and the Board of Directors shall review all committees and their personnel annually.
29. **FINANCIAL** – The honorarium of the President, Vice-President and the other members of the Board of Directors shall be fixed at the Annual Convention. Such honorarium shall be in addition to any items payable under By-law 31 hereof.
30. All bills and accounts shall so far as practicable be submitted to the Board of Directors monthly.
31. The following items may be paid from the funds of the Association:
  - (a) the ordinary expenses of the Association and such other items as may be authorized by the Board of Directors;
  - (b) a per diem and actual living and travelling expense of delegates when attending the Annual Convention or any other general meeting of the Association;

- (c) a per diem (or half per diem) and actual living and travelling expenses to any member, member of the Board of Directors, or a member of a committee established by the Board of Directors, when employed as instructed by the President or the Board of Directors for any purpose;
  - (d) such per diem or half per diem to be set each year by resolution at the Annual Convention;
  - (e) a sum not exceeding \$2.00 per member, as the Board of Directors may determine, shall be remitted to the Secretary of each Region to cover expenses of such Regions provided that extra provision may be made to assist Regions where the Board of Directors considers such aid necessary; and
  - (f) a sum not exceeding \$100.00 annually, or not exceeding such other annual maximum as may be set from time to time at the Annual Convention, as the Board of Directors may determine, shall be remitted to the Secretary of each District Council as required to cover the operations and expenditures of such District Council for such year.
32. It shall be the duty of the Board of Directors to prepare a budget to be submitted to the Annual Convention.
33. The Board of Directors may fix such membership fee and upon such basis as they deem to be necessary in order to meet the requirements of the annual budget as passed by the Convention. Nothing in this section shall prevent the financing of all or any part of the needs of the Association through grants from governments, marketing organizations or otherwise.
34. **AUDIT** - Once at least in every year the accounts of the Association shall be examined and the correctness thereof ascertained by an auditor who shall be elected at the Annual Convention. Any casual vacancy in the office of auditor shall be filled by the Board of Directors. The auditor shall not hold any other official position in the Association.
35. The Auditor shall make a report to the Association of the accounts examined by him, and on every balance sheet laid before the Association in general meeting. The report shall be read before the Association in general meeting, and shall be open to inspection by any member.
36. **SEAL** - The Seal of the Association shall not be affixed to any instrument except by authority of a resolution of the Board of Directors and in the presence of at least two members thereof, and such members shall sign every instrument to which the Seal of the Association is so affixed in their presence. The Seal of the Association shall be kept in the custody of the Board of Directors or some person appointed by them.
37. **INSPECTION OF RECORDS** - The books and records of the Association provided for in the Act, the minutes of general meetings of the Association and the minutes of general meetings of his Region, may be inspected by any member of the Association in good

standing at any reasonable time after due and reasonable request for inspection has been given to the person responsible for the custody of the books or records desired to be inspected.

38. **CO-OPERATION WITH OTHER ASSOCIATIONS** - The Association may subscribe to, become a member of, and co-operate with any other society or association, whether incorporated or not, whose objects are in whole or part similar to the objects of the Association.
39. **DISPUTES** - Any dispute arising out of the affairs of the Association between any member thereof, or between a member or any person aggrieved who has not for more than six months ceased to be a member, or any person claiming through such member or person aggrieved, or claiming under the By-laws of the Association, or a Director or officer thereof, shall be decided by arbitration (which shall be under the Arbitration Act) and the decision so made shall be binding on all parties, and may be enforced on application to a County Court Judge, and there shall be no appeal from such decision.
40. **BY-LAW AMENDMENTS** - These By-laws shall not be altered or added to except by special resolution of the Association.
41. **MAJORITY FOR SPECIAL RESOLUTIONS** – The majority vote required, pursuant to the Society Act to pass a special resolution shall be not less than two thirds (2/3) of the votes of those members present and entitled to vote at a validly constituted meeting.
42. **REGIONS AND DISTRICTS** –
  1. The Association shall have the following Regions:
    - (a) Northern  

The area in the Okanagan and Shuswap Valleys to the North of Summerland..
    - (b) Southern  

The area in the Okanagan, Similkameen to the South of Summerland, including Naramata, Creston Valley, and areas of BC not in the Okanagan, Similkmeen, Shuswap and Creston Valleys.
  2. The Northern District shall consist of the Northern Region.
  3. The Southern District shall consist of the Southern Region.
43. **Upon Dissolution** – Upon dissolution, the assets of the society will be sold by tender and the funds remaining in the society will be donated to a trust managed by BC Tree Fruit Co-operative for the purpose of conducting research projects that benefit the BC tree fruit sector.