



## The British Columbia Fruit Growers' Association

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# Notice of Special General Meeting

The BCFGAs Directors are convening a Special General Meeting, subject to Article 8 of the Association's Bylaws. The purpose of meeting is:

1. to appoint the BCFGAs auditor,
2. to consider a resolution to clarify the type of audit that is permitted and
3. to consider a resolution to change the dissolution bylaw.

There is no other business scheduled for this meeting, so the meeting should be less than one hour long.

At the meeting, delegates will receive summary information, discuss, and vote on the resolution and the proposed bylaw changes. BCFGAs members may also attend the meeting. If you have questions or need clarification, please contact Glen Lucas, General Manager, at 250-212-8828 or [glucas@bcfga.com](mailto:glucas@bcfga.com).

**Time: 7:00 - 8:00 pm**

**Date: Tuesday, September 21, 2021**

**Join Zoom Meeting**

<https://us02web.zoom.us/j/86027375590?pwd=OER0dyt6VIM4emd3d2ZGeUUVaEVUZz09>

## Discussion

### Agenda Item 1 - Ordinary Resolution

The Board is recommending an Audit Engagement with Rossworn Henderson, 2535 Patterson Avenue, Armstrong, BC, to complete the audit of the financial statements of the BCFGAs for the fiscal year ending October 31, 2021. For clarity, an Audit Engagement is also called a "full audit" and is the same and highest level of audit completed by the BCFGAs in the most recent years.

**Motion: To engage Rossworn Henderson LLP to complete an Audit Engagement for the BCFGAs for the fiscal year ending October 31, 2021.**

The approval requires a simple majority.

## Agenda Item 2 - Special Resolution

The current bylaw regarding the association's audit is:

Article 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.

In tendering the audit and discussions with bidding accounting firms, staff noted that there is a lack of clarity about the type of audit that is allowed under Article 34. The attached memo from the General Manager includes information that has been reviewed by the BCFGA Board of Directors and approved to be on the agenda of the Special General Meeting. The proposed wording of Article 34 will clarify the types of audits that may be authorized by the Board and also clarify intention of the bylaw by replacing "official" with "elected or appointed".

### **Motion: To amend Article 34 of the BCFGA bylaws, with final wording as follows:**

Article 34 - **Audit** - *The Board of Directors will determine between an annual Audit or a Review Engagement as defined by the Canadian accounting standards for not-for-profit organizations - section (Part III) of the CPA Canada Handbook 2021 and subsequent amendments.* Any casual vacancy in the office of auditor shall be filled by the Board of Directors. The auditor shall not hold any other elected or appointed position in the Association.

The resolution must pass with a majority of not less than two-thirds of delegates voting.

## Agenda Item 3 Special Resolution

The current bylaw regarding the disposition of Association assets upon dissolution is:

Article 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.

The Board notes the change in relationship between the BCFGA and BCTFC with the recent cancellation of the membership agreement by BCTFC. The proposed wording recommended by the Board of Directors provides flexibility and alternatives in the event of dissolution.

Article 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 a trustee determined by the Board of Directors, or failing that the Montreal Trust Company,* for the purpose of conducting research projects that benefit the BC tree fruit sector.

Coincidentally, Montreal Trust and BCFGA were both formed in 1889. The resolution must pass with a majority of not less than two-thirds of delegates voting.

### **For Reference**

#### [Consolidated Bylaws of the BCFGA](https://www.bcfga.com/files/BCFGA%20Bylaws%20consolidated%20to%20February%2011,%202021.pdf)

<https://www.bcfga.com/files/BCFGA%20Bylaws%20consolidated%20to%20February%2011,%202021.pdf>