

## **BY-LAW NO.1**

Be the General By-laws of  
**HASKAP CANADA ASSOCIATION**  
(Hereinafter referred to as "HCA")

### **1. NAME**

1.1. Haskap Canada Association / Association Canadienne de la Camerise

### **2. TERMINOLOGY**

In this Bylaw and all other Bylaws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**Board**" means the Board of Directors of the Corporation and "director" means a member of the board;

"**By-law**" means this by-law and any other Bylaw of the Corporation as amended and which are, from time to time, in force and effect;

"**Grower**" refers to an individual growing Haskaps for the purpose of commercial Haskap Berry sales or the sale value added Haskap products;

"**Meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**Ordinary resolution**" means a resolution passed by a majority of no less than 50% plus 1 of the votes cast on that resolution;

"**Provincial/Territorial Representative**" are members in good standing appointed by their respective associations to sit on the Board of Directors of Haskap Canada Association;

"**Regulations**" refer to the regulations made under the Act, as amended, restated or in effect from time to time; and,

"**Special resolution**" means a resolution passed by a majority of no less than two-thirds (2/3) of the votes cast on that resolution.

### **INTERPRETATION**

In the interpretation of this bylaw, words in the singular include the plural (and vice-versa), words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these bylaws.

### **3. OBJECTIVES**

3.1. The principle purpose of this association is the development of the Haskap industry through lobbying and promotion.

3.2. To provide an umbrella organization for all legal Haskap Associations (Provincial and Territorial) in order to foster cooperation and communication for the betterment and development of this industry throughout Canada.

3.3. To compile industry statistics and furnish pertinent official information.

### **4. MEMBERSHIP**

#### **4.1. Active Membership**

4.1.1. Members of the thirteen (13) possible Provincial/Territorial Associations automatically become members of the Haskap Canada Association. Associations are listed below.

1. BC Haskap Association
2. Haskap Alberta Association
3. Saskatchewan
4. Manitoba
5. Ontario
6. Camerise Quebec / Quebec Haskap
7. Haskap Growers Association of Nova Scotia (HGANS)
8. New Brunswick
9. P.E.I.
10. Newfoundland and Labrador
11. Yukon
12. Northwest Territories
13. Nunavut

4.1.2. Haskap Growers must be members in good standing with their corresponding Provincial/Territorial Haskap Association in order to be a member of Haskap Canada Association.

4.1.3. All Provincial/Territorial Bylaws must be viewed by the Haskap Canada Association to deem they are not in conflict with the Haskap Canada Association By-laws and Objectives.

4.1.4. Any future changes to Provincial/Territorial Bylaws must be submitted to Haskap Canada Association for viewing in order to ensure, new bylaws are not in conflict with Haskap Canada Association By-laws and Objectives.

4.1.5. The Provincial/Territorial Associations must be registered by their Provincial/Territorial Government in which that Organization exists. And such Constitution shall be similar to, and shall not conflict in any manner whatsoever, with the Haskap Canada Association bylaws or objectives.

#### **4.2. Amalgamated Associations**

4.2.1. If there are less than 6 commercial Haskap growers, and less than 25,000 combined commercial Haskap bushes in a province or territory, then as a group, these growers may opt to join another Provincial/Territorial Association. All of this region's members must join the same association, and such association must be in one of the region's bordering Provincial/ Territorial Associations.

#### **4.3. Membership Applications**

4.3.1. Applications from Provincial/Territorial Members shall be submitted on prescribed forms.

4.3.2. All Provincial/Territorial Members are bound by these bylaws, amendments thereto, and any other bylaws of the association.

4.3.3. All Provincial/Territorial Memberships must be accompanied by membership dues and must be received no later than Jan 31 of each year. Any members who do not pay said dues by Feb 15 will no longer be considered a member in good standing and may be removed from the membership roll. Therefore, their provincial representative may be removed as a Director and will no longer be eligible to attend Haskap Canada Association meetings or functions.

4.3.4. As growers join their respective Provincial/Territorial Association throughout the year, the Provincial/Territory Associations should submit the new membership forms and fees within 30 days to Haskap Canada.

#### **4.4. Member in Good Standing**

4.4.1. Those members who have met all their financial obligations to the Haskap Canada Association and who have not been otherwise suspended from active membership shall be considered to be in good standing.

#### **4.5. Financial Liability**

4.5.1. The financial liability of members shall be the amount due in respect of membership fees and any other fees or services due to the association.

#### **4.6. Rights and Privileges**

4.6.1. Only members in good standing can enjoy the rights and privileges of membership.

4.6.2. All members deemed in good standing according to these Bylaws shall enjoy the same rights and privileges and bear the same liabilities as the founders of the association.

#### **4.7. Date of Membership**

4.7.1. Memberships coincide with the calendar year. Members can join at any time during the year, but membership will expire Dec 31.

4.7.2. Membership fees are due on or before Feb 15. Members not having paid their fees by Feb 15 shall be removed from the membership rolls.

4.7.3. Members dropped from the rolls under the provisions of 4.6.2 shall be reinstated upon payment of their dues in arrears for the current year.

4.7.4. Membership fees will not be prorated.

#### **4.8. Voting**

4.8.1. The chosen representative from each Province/Territory shall have a single vote regardless of the number of memberships that region holds.

4.8.2. The Provincial/Territorial Representative must be in good standing to be eligible to vote on proposed amendments to these by-laws.

4.8.3. When Bylaws 4.8.1. and 4.8.2. have been met, the right to vote is contingent upon the chosen representative's name appearing on the membership rolls at least (7) seven days before the date of any meeting.

#### **4.9. Proxy Voting**

4.9.1. If a member of the Board of Directors is unable to attend a meeting where a vote is to be held, that director may delegate his or her voting power to a representative to enable a vote in their absence. The representative may be another member of the same body or an external representative.

4.9.2. A Proxy Form must be used, giving authorization in writing to the representative, and must accompany such representative at the time of the meeting. If the meeting is held via tele- or video-conference, the Proxy Form must be forwarded prior to the Secretary and/or Administrator, whichever the case may be. This Proxy Form will become part of the minutes of that meeting.

#### **4.10. Eligibility to Hold Office**

4.10.1. To be eligible to hold office, a member must have farm status in their Province/Territory, and a minimum of 500 planted Haskap bushes, must reside in Canada, and must be 18 years of age or older.

## **5. SUSPENSION, EXPULSION, INFRACTIONS AND PENALTIES**

### **5.1. Membership Suspension**

5.1.1. The Board of Directors may decide to suspend Provincial/Territorial privileges if members are not currently in good standing.

5.1.2. A Provincial/Territorial member in good standing is the status assigned to a Member of the Haskap Canada Association when they have remained current on Association dues (or applications for due waivers) which cover a 12-month period. Being a Member in good standing affirms the Member's commitment to the vision of the Haskap Canada Association, reflected in the Haskap Canada Association by-laws and other Haskap Canada Association policies. It is expected that members in good standing will work collaboratively to strengthen the Association and will not engage in any activities that put the Haskap Canada Association in financial or structural jeopardy, will not engage in any activity that will undermine the stated mission of this Association, nor engage in any activities that will bring discredit to the Haskap Canada Association.

### **5.2. Suspended Registrations**

5.2.1. The Board of Directors may suspend any Provincial/Territorial registration and any such suspension shall remain in effect until rescinded by the Board of Directors.

### **5.3. Expulsion**

5.3.1. Expulsion means loss of Provincial/Territorial membership privileges for an indefinite or limited period of time, as set out by the Board of Directors.

### **5.4. Suspension/Expulsion by the Board of Directors**

5.4.1. The Board of Directors shall be empowered to suspend or expel any Provincial/Territorial Association who contravenes or fails to observe these by-laws, or fails to act in accordance with these bylaws, or whose own Association bylaws are in conflict with the By-laws and Objectives as set out by the Haskap Canada Association.

5.4.2. Any suspended or expelled Provincial/Territorial Association may appeal to the Board of Directors for reinstatement. The Board of Directors shall reinstate the Provincial/Territorial Association if so voted by a majority of the Directors.

### **5.5. Responsibility**

5.5.1 Suspended or expelled members shall have no claim to Haskap Canada Association property or assets.

## **6. OFFICE**

6.1. The head offices of the Association shall be located in Canada at a location specified by the Board of Directors.

## **7. FISCAL YEAR**

7.1. The Haskap Canada Association fiscal year end shall be Dec 31 of each year.

## **8. DIRECTORS, OFFICERS, AND COMMITTEES**

### **8.1. Structure**

8.1.1. Haskap Canada Association business shall be conducted by a Board of Directors comprised of one (1) Director duly appointed by each of the Provincial/Territorial Associations. Such Representatives' names must be received by Haskap Canada no less than thirty (30) days prior to the Annual General Meeting.

8.1.2. No Board member shall hold more than one office at a time in the Haskap Canada Association.

8.1.3. The newly appointed Directors shall immediately assume office for a term of two (2) years. On completion of the two-year term, Directors must be re-appointed or replaced by their respective Provincial/Territorial Association membership. All Executive Board positions are two (2) year terms, except for first term, which will alternate as follows: Chairperson one (1) year. Vice Chairperson two (2) year. Secretary two (2) year. Treasurer one (1) year. Directors at Large will alternate one (1) and two (2) year terms.

8.1.4. The outgoing Chairperson may sit as an ex-officio Director for a period of one (1) year.

8.1.5. One (1) appointed Representative from each of the Provincial/Territorial Associations shall constitute the fully empowered Board of Directors of the Haskap Canada Association.

### **8.2. Election of Officers by the Board of Directors**

8.2.1. At the first Board meeting following the Annual General Meeting, the Board of Directors shall elect the following Officers from among the Directors:

- \* Chairperson - who will serve as the Haskap Canada Association Chairperson.
- \* Vice-Chairperson - who will serve as the Haskap Canada Association Vice Chairperson. This person will serve as Chairperson in the event a replacement is needed.
- \* Secretary – will be the Secretary/responsible for overseeing the outside Secretarial duties.
- \* Treasurer - will be the Treasurer/responsible for overseeing the outside Treasurer duties.

\* Director(s) At Large - will oversee Committees.

### **8.3. Executive Committee**

8.3.1. The elected Officers that comprise the Executive Committee which are the Chairperson, Vice-Chairperson, Secretary and Treasurer.

8.3.2. A copy of the minutes of each executive committee meeting shall be distributed to all Directors within ten (10) days following the meeting.

8.3.3. It is strongly desired that there is equal eastern and western representation for the entire Executive, since all roles are weighed heavily within the organization.

### **8.4. Vacancies**

8.4.1. Vacancies on the Board of Directors caused by the resignation, dismissal, or death of a Director, must be filled by a member of the Provincial/Territorial Association in which the vacancy exists. The newly appointed Director shall complete the rest of the term, whereupon they are eligible for reappointment.

### **8.5. Chairperson**

8.5.1. To preside over Association, Board, and Executive Committee meetings.

8.5.2. To generally supervise the Haskap Canada Association business.

8.5.3. To do all acts and duties in accordance with the functions of Chairpersons of similar organizations.

This person provides leadership, direction and administration of operations to ensure compliance with stated organizational objectives. More specifically, the Chairperson's role is to preside over board meetings, appoint committees and perform other duties as directed by the bylaws. As Chairperson, this individual represents the organization in public by giving speeches, writing articles and attending functions on behalf of the organization.

### **8.6. Vice-Chairperson**

8.6.1. The Vice-Chairperson shall be elected in the same manner as the Chairperson. This person shall perform the functions of the Chairperson in their absence.

This Director serves as the Board's leader when the Chairperson is not present, such as during official Board meetings.

### **8.7. Directors**

8.7.1. The Directors representing their respective Provincial/Territorial Association shall be elected for the same length of term as the Chairperson.

8.7.2. These Directors shall promote the Haskap Canada Association in their respective Provincial/Territorial Associations.

8.7.3. Each Director shall submit written reports about their activities that are in line with the Haskap Canada Association in their respective Provincial/Territorial Associations to the Board.

8.7.4. Each Director shall assist in applying the Haskap Canada Association Bylaws.

#### **8.8. Secretary/Office Assistant**

8.8.1. The duties of the Secretary shall be: attending all meetings of the Haskap Canada Association, the Board of Directors, and the Executive Committee (if requested by the executive); to take precise minutes of all proceedings; and, to carry out all responsibilities delegated to him/her by the Board of Directors or the Executive Committee in accordance with the Association's Bylaws.

8.8.2. The Secretary shall maintain the Articles of Incorporation and Bylaws of the Haskap Canada Association, as well as all amendments thereto approved by the Minister of Agriculture of Canada. If the Organization does not have a business office, the Secretary keeps its records and its non-financial legal documents including its Bylaws, articles of incorporation and minutes of historical meetings. The Secretary shall make the Bylaws available to the members at all reasonable times for inspection and will make copies thereof.

8.8.3. The Secretary shall annually submit Financial reports and any changes of Directors or Bylaws to the Non-Profit Corporation Branch of Canada.

#### **8.9. Treasurer**

8.9.1. The Treasurer shall deposit all monies received by the Provincial/Territorial Association's into the Haskap Canada Association account at a chartered National bank as selected by the Board of Directors.

8.9.2. The Treasurer shall keep Haskap Canada Association financial records, unless Haskap Canada Association has a professional accountant or business manager. In that case, the Treasurer keeps copies of the main financial records, signs checks the business manager or accountant writes, approves purchases and invoices and otherwise oversees and keeps an eye on the Haskap Canada Association finances. The Treasurer also prepares and delivers a Treasurer's Report at each of the Board's official meetings, and files or oversees the filing of Haskap Canada Association's Annual Tax Return.

#### **8.10. Directors at Large**

8.10.1. Directors at Large who do not have one of the previously discussed roles are expected to volunteer to head committees.

8.10.2. These Directors attend meetings, receive updates and vote on Board matters. They have the right to make, discuss and vote on motions.

8.10.3. These positions may come with a Committee Chairperson title.



8.10.4. After serving as a Director at Large, these individuals may ascend to Executive Board positions.

#### **8.11. Silent Observer**

8.11.1. Each Provincial/Territorial Association in good standing is eligible to have a second representative (who must also be in good standing), attend all Board meetings. It is ideal but not mandatory that this position is held by the same individual. This member will be silent and does not have voting privileges.

8.11.2. The Silent Observer may sit on committees.

8.11.3. Possible future voting Board Members with knowledge.

#### **8.12. General Manager**

8.12.1. The Board of Directors can appoint or hire a General Manager from outside the Haskap Canada Association, to assume the duties of Secretary and Treasurer. This individual will act under the authority of, and with the approval of the Board of Directors. The Secretary and Treasurer Directors will now be more of a supervisory position, overseeing the General Manager's duties.

8.12.2. The General Manager shall not hold office and shall not have voting privileges.

8.12.3. The General Manager shall provide a guarantee (bonding) in the amount specified by the Board of Directors.

8.12.4. The Board of Directors shall approve the length of the General Manager's contract and the General Manager's salary.

#### **8.13. Special Committees**

8.13.1. The Board may appoint Directors, or Association members in good standing to Special Committees. Such Committees must be chaired by a Director from the Board.

8.13.2. All committee decisions must be submitted to the Board of Directors for approval.

8.13.3. The Board shall create a Special Committee to run a National Research Symposium that should be alternated every year between the East/West (encourage accompaniment with the Annual General Meeting).

#### **8.14. Representatives**

8.14.1. Representatives to other Associations, if required, shall be appointed by the Board of Directors.

#### **8.15. Cheque Signing**

8.15.1. All cheques issued by the Haskap Canada Association must be signed by two (2) of the three (3) Directors authorized by the Board of Directors and/or by staff authorized by the Board. Any expenditure over \$1000 must be approved by the Board.

### **8.16. Remuneration of Directors**

8.16.1 Directors shall receive no remuneration for their duties when serving as a Director. Pre-approved incurred expenses and consultation fees are allowed if a Director is acting in an expert capacity.

## **9. AUDITS**

9.1. \$50,000 or less - Board Members must appoint a Public Accountant (PA) by ordinary resolution at each annual meeting. Exception - Board Members may waive appointment by annual unanimous resolution. PA must conduct a review engagement, but Board Members may pass an ordinary resolution to require an audit instead. (If no PA is appointed, then only a compilation is necessary.)

More than \$50,000 and up to \$250,000 - Board Members must appoint a PA by ordinary resolution at each annual meeting. PA must conduct an audit, but members can instead pass a special resolution to require a review engagement.

More than \$250,000 - Board Members must appoint a PA by ordinary resolution at each annual meeting. PA must conduct an audit.

## **10. MEETINGS**

### **10.1. Annual General Meeting**

10.1.1. The Association's Annual General Meeting shall be held at the time and place specified by the Board of Directors. Ninety (90) Days notice of such a meeting must be given to its Members.

10.1.2. The Board of Directors shall announce or notify by email and website posting the time and place of the Annual General Meeting.

10.1.3. For Annual General Meetings held by email or teleconference, the Chairperson shall ensure that a ballot and agenda of the topics requiring a decision is sent to each Director in good standing. Quorum is required and shall be established by the number of ballots returned by email to the indicated address within thirty (30) days of receipt. A majority vote is sufficient to carry a decision.

10.1.4. All original documents shall be maintained at the head office by the authorized person. The Directors shall, at the last Board Meeting prior to the Annual General Meeting, appoint a supervisory committee that will certify the results for presentation at the Annual General Meeting.

### **10.2. Board of Directors Meetings**

10.2.1. Calls to Board Meetings, other than those immediately preceding and following the Annual Meeting, shall be sent to the Directors at least three (3) days prior to the date of the meeting.

10.2.2. Board Meetings can be held with shorter notice or, without any notice subject to approval by all the Directors. In such instances, the minutes shall reflect this decision and include the written, verbal or email acceptance of each Director.

10.2.3. Board of Director Meetings may be held by email or teleconference. The Chairperson shall provide the agenda to the Secretary or General Manager and will ensure that the Board of Directors receive such an agenda at least ten (10) days prior to any Board of Directors Meetings. Any meetings requiring a Vote that requires the Provincial/Territorial Representatives to consult with their respective Associations require that ten (10) days notice must be given. A majority vote is sufficient to carry a decision if proper notice has been given.

10.2.4. Directors who are unable to attend the meeting in person may attend by phone, email, or video conference in order to register their vote on any issue. Votes by written proxy will be permitted.

### **10.3. Executive Committee Meetings**

10.3.1. Calls to Executive Committee meetings shall be emailed or sent by group messaging to Executive members at least three (3) days prior to the date of the meeting.

10.3.2. Executive Meetings can be held with shorter notice or without any notice subject to approval by all Executive Board members. In such instances, the minutes shall reflect the decision and include the written, email or verbal acceptance of each Executive Director.

10.3.3. A quorum of three (3) as provided for under section 10.4.3. is required and shall be established by the number of Executive member attendance/responses. A majority vote is sufficient to carry a decision. This decision shall be shared with the Board of Directors at the following meeting of the Board of Directors and will be reflected in the minutes.

### **10.4. Quorum**

10.4.1. The Quorum for Annual Meetings shall be two thirds (2/3) of attending Directors in good standing who are eligible to vote. Attendance may be in person, via teleconference, or videoconference. In the event of a tie, the Chairperson's vote shall not included.

10.4.2. The Quorum for Board of Director meetings shall be two thirds (2/3). In the event of a tie the Chairperson's vote is not included.

10.4.3. The Quorum for Executive Committee meetings shall be three (3).

## **10.5. Voting**

10.5.1. Voting at meetings shall proceed by the raising of hands or a verbal command (if individual is attending by video or teleconference), unless a voting Director requests a secret ballot. To be carried, motions must receive a majority of 50% plus 1.

## **11. AGENDAS**

11.1. The Agenda for Meetings shall proceed using the following:

1. Roll
2. Determining if a quorum is present.
3. Approval of the agenda.
4. Reading of the minutes of the last meeting.
5. Correspondence
6. Reports from Regional Associations
7. Old business.
8. New business
9. Verification of written confirmation of appointment of each of the Provincial/Territorial Associations of their Director to the Canadian Haskap Association, if required in the case of an Annual Meeting.
10. Amendments to Bylaws
11. Adjournment

11.2. Robert's Rules of Order shall serve as a guide in all Haskap Canada Association meetings.

## **12. AUDITOR'S REPORT AND YEARLY FINANCIAL STATEMENT**

12.1. The Board of Directors shall submit a duly audited and board-accepted financial review with detailed statement of the Association's income, expenditures, assets, and liabilities at each Annual Meeting.

12.2. Expenditures, Income, and Property, whatever their origin, of Canada Haskap Association may only be used for the purposes as set out in Objectives of the Haskap Canada Association. No part of these monies or property may be directly or indirectly transferred, or paid to, any former, present, or future members, or to any other person through a member, except bonafide debts or payments.

## **13. COMMUNICATIONS**

13.1. All incoming and outgoing communications can be view by all of the Board's Directors.

13.2. First meeting after AGM: entire Board of Directors will meet to vote on which Director(s) will be responsible for which communication files.

13.3. Outgoing communications will be responded to by appointed Board of Directors in 13.2

13.4. Pre-formatted letters will be written by the Board of Directors, and will be approved by majority vote prior to their use.

13.5. Pre-formatted letters will be used to respond to most of the inquires.

13.6. Pre-formatted letters will be reviewed by Board of Directors and may be rewritten or omitted if required.

13.7. Website FAQs should be updated frequently based on correspondence received.

#### **14. AMENDMENTS**

14.1. These Bylaws may be amended during the Annual Meeting by a two thirds (2/3) vote of attending voting members in good standing.

14.2. Proposed amendments must be signed by two members in good standing, submitted to the Association at least sixty (60) days prior to the Annual General Meeting, and distributed to all members at the same time as the call to meeting; otherwise, the proposal cannot be presented at the Annual General Meeting.

14.3. The wording of the amendment may be changed at the meeting.

#### **15. MEMBERSHIP FEES**

15.1. The Board of Directors may recommend membership fees, and increases for its members, subject to approval by a simple majority of the Board of Directors present in person, or via phone or video conference, which will be presented at the Annual General Meeting. If there is a tie, the Chairperson's vote will not be included.

#### **16. CONSULTATION OF MEMBERSHIP**

16.1. No Bylaws amendments, amalgamation with one or more Association(s), or dissolution of the Association shall be undertaken without prior consultation with the chosen representative (entire Board of Directors) from each province or territory in accordance with the provision.