


Coordination Chamber for the Strawberry and Raspberry Industry of Québec



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Coordination Chamber for the Strawberry and Raspberry Industry of Québec

Rules and Bylaws

(R.S.Q. c. M-35.1)

1. LEGAL STATUS

The Chamber is a legal person within the meaning of the Civil Code of Québec (L.R.Q. 1991, C. 64): *Act respecting the Marketing of Agricultural, Food and Fish Products* (R.S.Q. c. M-35.1 sec. 143).

2. HEADQUARTERS

The headquarters of the Coordination Chamber for the Strawberry and Raspberry Industry of Québec are located at 555, boulevard Roland-Therrien in Longueuil (Québec), office 100, J4H 3Y9.

3. OBJECTIVES

Principal objective:

The Chamber may take any measure to promote, improve, coordinate and develop the production and marketing of Québec strawberries and raspberries.

Specific objectives:

- A. Conduct province-wide promotional activities to increase the consumption of Québec strawberries and raspberries.
- B. Design and carry out scientific research projects to meet the particular needs of partners of the Coordination and Development Chamber.

C. Plan and coordinate information, training and market research activities with producers, consumers, retailers, research centres and any other stakeholder deemed relevant.

4. AGREEMENTS FOR PROMOTION AND SCIENTIFIC RESEARCH

The members of the Chamber agree to do everything necessary to achieve the above objectives, through general and/or specific agreements primarily concerning activities for promotion, scientific research and information.

Agreements must set out specific objectives, the contributions needed to carry them out, and terms of renewal if appropriate.

Members may conclude with each other specific agreements for targeted activities, provided they meet the objectives of the Chamber and do not favour any member to the detriment of another.

Such “specific” agreements may remain confidential between the parties to them, subject to and in accordance with the powers of the Executive Director described in section 15 of this document.

5. MEMBERSHIP

New applications for membership in the Chamber must be submitted in writing to the Board of Directors of the Chamber.

The Board of Directors will study new membership applications and determine their admissibility in accordance with the Chamber’s objectives.

6. RENEWAL

Membership is automatically renewed on the same terms each civil year. A member wishing to withdraw from the Chamber may do so by giving prior notice of sixty (60) days, in writing, to the Board of Directors, upon which the agreement with that member terminates, without further notice or official notification.

A member wishing to withdraw cannot be obliged by the Chamber to go to arbitration or mediation for the purpose of conciliation, nor be required to give reasons for the withdrawal.

7. FINANCIAL YEAR

The financial year is from December 1 to November 30 of the following civil year.

8. FUNDING MECHANISMS

Current operations of the Chamber, including regular promotional activities and the management of research projects, as well as the salary of the Executive Director, will be funded from contributions paid by Québec strawberry and raspberry producers to the Québec Strawberry and Raspberry Growers Association (hereinafter APFFQ).

Contributions are voted on by producers at the general meeting of the APFFQ.

The funding of special activities for promotion or scientific research will be determined in the specific agreements concluded for them.

9. ANNUAL GENERAL MEETING

- a) The general meeting must be composed of delegates representing both the APFFQ and the other members of the Chamber, in the following manner:
 - 1) Each member other than the APFFQ is entitled to one delegate or substitute.
 - 2) The APFFQ is entitled to a number of delegates or substitutes equivalent to the sum of the other members' delegates plus 1.
- b) The general meeting of the Chamber shall be convened each year by the Board of Directors, or, as directed by it, within six months of the end of the Chamber's financial year.

Notification of the general meeting shall indicate the date, time and place where it will be held, together with the agenda; it shall be sent to members at least 21 days before the meeting.

- c) Delegates to the annual general meeting may invite other persons to attend, provided they are directly concerned by the activities of the Coordination and Development Chamber.
- d) The general meeting must include the following elements, among others:
 - Adoption of the activity report;
 - Approval of the financial statement for the past financial year;
 - Examination of estimates for the current financial year;
 - Election of Directors if necessary;
 - Nomination of an auditor;
 - Modification of the agreement if necessary.
- e) Quorum for the annual general meeting consists of all members less 1 being represented.
- f) Members may waive notice of any meeting; attendance at a meeting is deemed waiver of notice, unless the member is only present to contest the regularity of the notice.

10. VOTE

- a) Each delegate has the right to one vote.
- b) Voting is by show of hands unless two or more delegates request a secret ballot.
- c) Decisions shall be taken unanimously.

11. BOARD OF DIRECTORS

- a) The Board of Directors of the Chamber shall be composed in the same manner as the annual general meeting.
- b) Directors are chosen by their respective member organizations, and their nomination is ratified by the general meeting. Directors may be re-elected and their mandate is for one year.
- c) Directors may, if they deem necessary, use the services of resource persons in their respective organization.
- d) The directors shall elect a President and Vice-President from among themselves.
- e) The Board of Directors shall meet regularly and as often as required by the affairs of the Chamber.
- f) Notification of a meeting of the Board of Directors shall indicate the date, time and place where it will be held, together with the agenda. It shall be sent to each member of the Board at least 14 days before the meeting.
- g) Quorum for a meeting of the Board of Directors consists of all members of the Board less 1 being represented. Decisions with a significant impact on financial results and strategic planning must be endorsed unanimously.
- h) Board members may waive notice of any meeting; attendance at a meeting is deemed waiver of notice, unless the member is only present to contest the regularity of the notice.
- i) Board members may, if all agree, participate in a meeting electronically such that all participants can communicate with them immediately (e.g. via conference call).
- j) Written resolutions signed by all those who are entitled to vote shall have the same value as if they had been adopted at a meeting of the Board of Directors.
- k) A copy of all resolutions shall be conserved with the minutes of Board deliberations.

12. POWERS OF THE BOARD OF DIRECTORS

The Board of Directors looks after the general leadership of the Chamber. Also:

- a) It prepares the program of activities for the year;
- b) It takes the necessary steps to follow up on decisions taken at the annual general meeting;
- c) It forms committees to study certain questions or to conduct certain projects;
- d) It studies and accepts membership applications;
- e) It administers funds entrusted to the Chamber that are intended for operations, promotion and scientific research, in accordance with the terms set out in the relevant agreements.

13. PRESIDENT

- a) The President chairs the annual meeting and meetings of the Board of Directors;
- b) He or she ensures that the rules of the Chamber are respected;
- c) The President represents the Chamber in its dealings with third parties; however, he or she may delegate this right to another member of the Chamber.

14. VICE-PRESIDENT

- a) If the President is absent, the Vice-President replaces the President and directs the meeting;
- b) If both the President and Vice-President are absent, the assembly chooses a chairperson from the Board of Directors.

15. EXECUTIVE DIRECTOR

- a) The Executive Director is chosen by the Board of Directors of the Chamber, but does not belong to it.
- b) The functions of the Executive Director are primarily to:
 - Draft correspondence;
 - Keep the archives;
 - Prepare the minutes of meetings;
 - Conduct and coordinate the activities in the Chamber's action plan;

- Draw upon committees and/or resources for the performance of certain mandates;
 - Keep track of the activities of the Chamber.
- c) The Executive Director shall have full latitude in performing the activities of the Chamber, including the choice and coordination of specific agreements with members, subject to approval by the Board of Directors.
- d) He or she must prepare the annual report on general and specific activities carried out through the Chamber, while respecting the confidentiality of any information contained in agreements that members wish to keep private.
- e) He or she must provide access to the books to any member of the Board.

16. DIRECTORS

- a) Directors are together responsible for the proper functioning of the Chamber.
- b) Directors declare that they have liability insurance coverage of at least one million dollars (\$1 000 000) for their role as directors of the Chamber, and agree to maintain the insurance policy for as long as they have that role. Directors agree to provide the other directors, upon request, a copy of the insurance policy.

In the event of failure by any director to maintain such insurance, another director may remedy the situation by taking out such a policy, and may claim reimbursement from the defaulting party of the premium paid on his or her behalf.

- c) Directors adopt the Code of Conduct, a copy of which is attached to the present Rules and Bylaws, and declare that they are satisfied with it.

17. REMUNERATION AND ALLOWANCES

Directors shall be remunerated by their respective organizations for their travel and living expenses.

18. AUDITOR

The auditor is named at the general meeting, and is expected to monitor accounting practices, examine inventories and verify funds on hand. The auditor has access to the books at all times and must report to the annual general meeting.