

BY-LAWS OF THE AGENCY BOARD

HEAD OFFICE

1. The Head Office of the Agency Board (hereafter referred to as ‘the Board’) shall be at such location in New Brunswick as the members of the Board may from time to time determine.

MEETINGS OF BOARD

- 2 The first meeting of the Board after every election of a member thereto shall be held between the first day of March and the last day of June in each year.
- 3(1) Meetings of the Board shall be held from time to time at such place and at such time and on such day as any of the officers or members set out in subsection 3(2) may determine and the General Manager when so directed or authorized shall give or cause to be given notice of the meeting.
- 3(2) Notice of the meeting shall
 - (a) include the date, time and place of the meeting; and
 - (b) be given
 - (i) in writing by prepaid mail, or
 - (ii) orally or by telephone, or
 - (iii) by email or facsimile
- 3(3) Notice of a meeting if given in writing by prepaid mail shall be given not fewer than seven days before the date on which the meeting is to be held.
- 3(4) Notice of a meeting if given orally or by telephone shall be given not less than twelve (12) hours before the time at which the meeting is to be held.
- 3(5) Notice of a meeting if given by email or facsimile transmission shall be given not less than forty eight (8) hours before the time at which the meeting is to be held.
- 3(6) No notice of any meeting of the members of the Board shall be necessary if all the members of the Board are present or if those absent waive notice of the meeting and such waiver, whether given before or after the meeting, cures any default in the giving of notice of the meeting.
- 3(7) Notice in writing by prepaid mail shall be sufficiently given if mailed to a member at his/her last address as recorded in the books of the Board, and deposited in a post office or a public letter box.

- 3(8) In computing the date when notice must be given under the provisions of subsection 4(4) the date of giving the notice and the date of the meeting shall be excluded.

TELEPHONE CONFERENCE CALL

- 4(1) A meeting of the Board may be held by means of a telephone conference call whereby all persons participating are able to hear each other.
- 4(2) A meeting held pursuant to this section is subject to the conditions set out in this section.
- 4(3) No advance notice of a meeting need be given but the person or persons calling the meeting shall attempt to contact all members of the Board, including the General Manager, within the Province to enable them to participate in the meeting.
- 4(4) A meeting may be called by the Chair, the Vice-Chair or by the General Manager with the consent of a member of the Board.
- 4(5) Participation in a meeting constitutes presence in person of each person so participating.
- 4(6) The minutes of the meeting shall be taken by the General Manager or in his absence the Chair or Vice Chair.
- 4(7) The minutes of the meeting shall be approved at the next regular meeting of the Board.

VOTES TO GOVERN

- 5(1) A majority of the members of the Board shall constitute a quorum at any meeting of the Board including a telephone conference call meeting. (That is, four members of the Board constitute a quorum.)
- 5(2) One third of the membership shall constitute a quorum at any general meeting.
- 5(3) All questions at a meeting of the Board and/or at any general meeting at which a quorum is present shall be decided by the majority of the votes of the members present and in the event of a tie vote the Chair of the meeting shall have a second or casting vote.
- 5(4) Voting by proxy shall not be permitted.

ELECTION OF CHAIR AND VICE CHAIR

- 6(1) At the first regular meeting of the Board in each year following the election of a member or members thereto, the Board shall from its members elect a Chair and Vice Chair.
- 6(2) A member shall be elected Chair for a term of one year and may be re-elected for
- (a) A second term if the member receives a majority of votes from the members of

the Board who are present at the meeting and vote, or

(b) A third term if the member receives a unanimous vote from the members of the Board who are present at the meeting and vote.

6(3) During the absence of the Chair, or the inability or refusal of the Chair to act, or if the office of the Chair is vacant, his duties may be performed and his power may be exercised by the Vice Chair.

6(4) When the Chair and Vice Chair are absent from a meeting, the Board may elect a chair for the purpose of that meeting from the members present at the meeting.

6(5) The Chair and Vice Chair of the Board shall hold office until their successors are elected.

OFFICERS

7(1) The Chair shall,

(a) When present, preside at all meetings of the Board;

(b) Arrange for the calling of meetings, time and place thereof; and

(c) Be a signing officer of the Board.

7(2) The Chair and Vice Chair shall, in accordance with the by-laws, perform such duties and exercise such powers as the Board may prescribe.

GENERAL MANAGER

8(1) The Board shall appoint a General Manager, who shall

(a) Serve in a three part role of Secretary, Treasurer and Manager of the Board;

(b) Be directed by and be responsible to the Board.

8(2) In the absence of the General Manager, or in the event of his inability to act, the duties of the General Manager shall be performed by the Vice Chair of the Board.

8(3) The duties of the General Manager of the Board shall include:

(a) Acting as Secretary at all meetings of the Board;

(b) Managing the business of the Board;

(c) Being a signing officer of the Board;

(d) Supervising the staff, agents and employees of the Board;

- (e) Assuring that adequate books are kept to show the state of the finances of the Board; and
- (f) Performing such other duties as may be assigned to him or her from time to time by the Board.

BORROWING

9(1) A resolution passed by the Board

- (a) For borrowing money on the credit of the Board;
- (h) For issuing, selling or pledging securities for the Board;
- (c) For charging, mortgaging, hypothecating or pledging all or any of the real or personal property of the Board, including book debts, franchises and undertakings; or
- (d). To negotiate for any securities or any money borrowed, or other debt or liability to be used.

9(2) No resolution referred to in subsection 9(1) is effective unless passed at a meeting of the members of the Board and approved by the Commission.

BANKING

10(1) The banking business of the Board, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution.

10(2) All such banking business, or any part thereof, shall be transacted on the Board's behalf by the General Manager or the person acting as General Manager, including but without restricting the generality of the foregoing:

- a) the operation of the Board's accounts;
- b) the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bill of exchange and orders for the payment of money;
- c) the giving of receipts for and orders relating to any property of the Board;
- d) the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and
- e) the authorizing of any officer of such banker to do any actor thing on the Board's behalf to facilitate such banking business.

- 10(3) The signing officers of the Board shall be the Chair, the Vice Chair and the General Manager. Any two of these persons are required for signing banking business.

FISCAL YEAR

- 11 The fiscal year of the Board shall end on the thirty-first (31st) day of March each year.

AUDITORS AND ANNUAL REVIEWS

- 12(1) Auditors of the Board shall be appointed annually by the Board to hold office until reappointed or replaced, but no auditor shall be appointed unless approval for the appointment has first been obtained from the Commission.
- 12(2) In the event that no auditor is appointed or that an auditor not approved by the Commission is appointed the Commission may appoint a person to hold office as auditor of the Board.
- 12(3) The Board shall pay fees and expenses of an auditor appointed under this section.
- 12(4) The accounts of the Board shall be reviewed annually by an auditor appointed for that purpose and a report of the review shall be submitted to the Board within three months of the close of the fiscal year.
- 12(5) The General Manager of the Board shall send a copy of the report of the auditor to the Commission.
- 12(6) The Board shall within five (5) months of the close of its fiscal year make copies of the reviewed statement available to all cranberry producers in the regulated area.

GENERAL

- 13 The procedure for the conduct of the meeting of the Board shall be taken from the book "Roberts Rules of Order" except where dealt with specifically in this Plan, and except where contrary to law.
- 14 The Board may form committees to advise, assist or carry out duties as may be defined by the Board, but shall not sub-delegate any of the powers delegated to it under this Plan.

ALLOWANCES AND EXPENSES

15. Members of the Board shall be paid a reasonable allowance together with necessary traveling expenses for the time spent attending meetings of the Board or for discharging other duties assigned to them by the Board and the rate of allowance and traveling expenses shall be reviewed annually by the Board.