

British Columbia Dairy Association

SOCIETY ACT BYLAWS

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Part 1 – Interpretation

1. **Definitions.** In these bylaws, unless the context otherwise requires,
 - (a) **“BCDA”** means the British Columbia Dairy Association;
 - (b) **“BCDA Director Remuneration Policy”** means the Director Remuneration Policy for BCDA recommended by the Finance and Audit Committee and approved at a general meeting of the members by ordinary resolution from time to time;
 - (c) **“Board of Directors”** means the board of directors of BCDA from time to time;
 - (d) **“British Columbia Milk Marketing Board”** means the marketing board established under section 10 of the *Natural Products Marketing (BC) Act*, and any successor to such marketing board;
 - (e) **“Chairperson”** means the chairperson of BCDA, including the acting chairperson to preside over a meeting of BCDA other than a committee meeting, at any given time as determined in accordance with these bylaws;
 - (f) **“Committee Chairperson”** has the meaning given to it in Section 48;
 - (g) **“Committee Vice-Chair”** has the meaning given to it in Section 48;
 - (h) **“directors”** means the directors of BCDA for the time being;
 - (i) **“Eligible Person”** means a natural person who is:
 - (i) a member;
 - (ii) an employee of a member of BCDA;
 - (iii) a partner in a partnership that is a member of BCDA;
 - (iv) a shareholder of a corporation that is a member of BCDA; or
 - (v) a member of a society that is a member of BCDA;
 - (j) **“Financial Officer”** means the staff person appointed to such office from time to time;
 - (k) **“General Manager”** means the senior staff person of BCDA, from time to time, who:
 - (i) receives remuneration;

- (ii) exercises certain management and administrative roles delegated by the directors; and
 - (iii) for the purposes of the Societies Act, is a “senior manager” of BCDA, but may be assigned the title of “general manager”;
- (l) **“Island Region”** means, collectively, the following British Columbia regional districts: Alberni Clayoquot, Capital, Comox Strathcona, Cowichan Valley, Mount Waddington, Nanaimo and Powell River;
 - (m) **“Mainland Region”** means, collectively, the following British Columbia regional districts: Fraser Valley, Greater Vancouver, Squamish Lillooet and Sunshine Coast;
 - (n) **“Net Assets”** has the meaning given to it in Section 89;
 - (o) **“Northern Region”** means, collectively, the following British Columbia regional districts: Cariboo, Central Coast, Fraser Fort George, Bulkley Nechako, Kitimat Stikine, Northern Rockies, Peace River, Skeena Queen Charlotte and Stikine;
 - (p) **“Producer”** means a person who is licensed to produce milk obtained from dairy cows in British Columbia;
 - (q) **“registered address”** of a member means such member’s address as recorded in the register of members;
 - (r) **“Secretary”** means the secretary of BCDA at any given time as determined in accordance with these bylaws;
 - (s) **“Societies Act”** means the *Societies Act* of the Province of British Columbia and any regulations thereunder, from time to time in force and all amendments to it;
 - (t) **“Southern Region”** means, collectively, the following British Columbia regional districts: Central Kootenay, Central Okanagan, Columbia Shuswap, East Kootenay, Kootenay Boundary, North Okanagan, Okanagan Similkameen and Thompson Nicola;
 - (u) **“Special Resolution”** means either:
 - (i) a resolution passed at a general meeting by at least 75% of the votes cast by the voting members, whether cast in person, by proxy, or by any other means of communication in accordance with these bylaws; or
 - (ii) a resolution consented to in writing by at least 75% of the parties entitled to vote on such resolution;

- (v) **“Standing Committees”** has the meaning given to it in Section 46(c);
 - (w) **“Term”** has the meaning given to it in Section 27(a);
 - (x) **“Terms of Reference”** has the meaning given to it in Section 46;
 - (y) **“Treasurer”** means the treasurer of BCDA at any given time as determined in accordance with these bylaws;
 - (z) **“Valid Licence”** has the meaning given to it in Section 6; and
 - (aa) **“Vice-Chairperson”** means the vice-chairperson of BCDA at any given time as determined by these bylaws
 - (bb) **“WMP”** means the western milk pool formed pursuant to the Western Milk Pooling Agreement effective as of March 1, 1997 between the British Columbia Milk Marketing Board, Alberta Dairy Control Board, Saskatchewan Milk Control Board, Manitoba Milk Producers and Canadian Dairy Commission, as amended by the Western Milk Pooling Amending Agreement effective December 15, 2000 between the British Columbia Milk Marketing Board, the Alberta Dairy Control Board, the Saskatchewan Milk Control Board, the Manitoba Milk Producers and The Canadian Dairy Commission (and as further amended from time to time).
2. **Societies Act Definitions.** The definitions in the Societies Act on the date these bylaws become effective apply to these bylaws.
 3. **Conflict with the Societies Act.** In the event that a conflict arises between these bylaws and the Societies Act, the Societies Act shall prevail.
 4. **Gender and Number.** Words importing the singular include the plural and vice versa. Words indicating one gender include all genders and vice versa.
 5. **Section References.** Unless the context requires otherwise, references in these bylaws to Sections and Subsections are to Sections and Subsections of these bylaws.

Part 2 – Members

6. **Entitlement.** The members of BCDA are from time to time, Producers, whether natural persons, partnerships, corporations or societies, who then have a current and subsisting licence issued by the British Columbia Milk Marketing Board, for the purposes of operating as a Producer (a **“Valid Licence”**), pursuant to the provisions of the Natural Products Marketing (BC) Act, as amended, and the regulations promulgated thereunder.
7. **Membership Dues.** The amount of the first annual membership dues, entrance fees or any other fees, payments or charges, payable by the members, if any, shall be fixed by the directors and thereafter the amount of any such dues, fees,

payments or charges shall be determined at the annual general meeting of BCDA.

8. **Cessation of Membership.** A person shall cease to be a member of BCDA when it no longer holds a Valid Licence, or is no longer in good standing with respect to each and every requirement for such Valid Licence.

Part 3 – Meetings of Members

9. **Annual General Meeting.** Subject to the provisions of the Societies Act, the annual general meeting of the members of BCDA shall be held in each calendar year, at such time and place, as the Board of Directors shall from time to time determine, to receive the report of the officers, directors and General Manager for the past year, to receive the annual financial statements for the last fiscal year, and for all other purposes which have been included in the notice of meeting relating to BCDA's business.
10. **Participation in General Meeting by Electronic Means.** The Board of Directors may approve electronic attendance at meetings by members as long as all eligible members are able to participate and interact in real-time. If one or more members of BCDA vote in a manner contemplated by this Section 10, the vote must be conducted in a manner that adequately discloses the intentions of all of the members present at the meeting. A member or proxy holder who participates in a meeting in a manner contemplated by this Section 10 is deemed for all purposes of the Societies Act and these bylaws to be present at the meeting and to have agreed to participate in that manner.
11. **Resolution in Lieu of Meeting.** If all the members who are entitled to vote at an annual general meeting agree to all of the business that is required to be transacted at that annual general meeting, the annual general meeting is deemed to have been held on the date on which the last voting member consents to the resolution or on any later date, specified in the resolution, that falls on or before the date by which the annual general meeting must be held in accordance with the Societies Act.
12. **Matters to be Considered.** Members who are entitled to vote may send notice of a matter to be considered at an annual general meeting. Such proposal must contain the names of, and be signed by, 10% of the voting members, which must be at least two members, and must be received by BCDA at least seven (7) days before the notice of the annual general meeting is sent out.
13. **Calling of General Meetings.**
 - (a) A special general meeting or a general meeting of the members of BCDA may be called at any time by order of the Chairperson or upon written request of five (5) of the directors. Special general meetings of members shall be called by the Board of Directors at any time upon due written

request of at least ten percent (10%) of the then members of BCDA, in accordance with the Societies Act.

- (b) Any such written request for the convening of a special general meeting shall state the special purpose thereof and be signed by the requisitionists and thereupon such meeting shall be held at least fourteen (14) days and not more than twenty-one (21) days from the date of the receipt by the Secretary or by any officer of BCDA of such requisition. At such special meetings, no business shall be transacted except as stated in the notice, except by consent of four fifths (4/5) of the members present.
14. **Notice of General Meetings.** Notice of all general or special general meetings of members of BCDA shall be given to each member by written notice delivered by mail or email to its last known post office address or email address, as the case may be, at least fourteen (14) days before the date specified for the holding of the meeting, and shall specify the place, the day, the hour of the meeting and the general nature of the business to be transacted at the meeting.
15. **Omission of Notice.** The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
16. **Location of Meeting.** Any meeting of members may be held at any time and place within British Columbia, without notice, if, there is unanimous written consent of the members of BCDA to the holding of such meeting.

Part 4 – Proceedings at General Meetings

17. **Special Business.** Special business is:
- (a) all business at a special general meeting except the adoption of rules of order; and
 - (b) all business that is transacted at an annual general meeting, except,
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the officers;
 - (iv) the report of the directors;
 - (v) the report of the General Manager;
 - (vi) the report of the auditor, if any;
 - (vii) the report of the legal counsel, if any;

- (viii) the appointment of directors;
- (ix) the appointment of the auditor and legal counsel; and
- (x) such other business as, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

18. **Quorum.**

- (a) The quorum for any general meeting of the members of BCDA shall be 5% of the members. If within 30 minutes from the time appointed for any general meeting, a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned, to be rescheduled at a later date. Should any general meeting stand adjourned the Secretary or the manager shall forthwith take all reasonable steps to contact all of the members to advise them as to the day, date, time and place for the commencement of the adjourned meeting. If, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- (b) No business, other than the adjournment or termination of the meeting, shall be conducted at any general meeting at a time when a quorum is not present.
- (c) If at any time during any general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

19. **Chairperson of General Meeting.** The Chairperson, the Vice Chairperson, or in the absence of both, one of the other directors present shall preside as Chairperson of any general meeting. Notwithstanding the foregoing, if at any general meeting:

- (a) there is no Chairperson, Vice Chairperson, or other director present within 15 minutes after the time appointed for holding the meeting, or
- (b) the Chairperson and all the other directors present are unwilling to act as Chairperson,

the members present shall choose one of their number to be Chairperson.

20. Adjournment.

- (a) Any general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) Where a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided in this Section 20, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

21. Voting.

- (a) Any resolution proposed at a meeting must be seconded and the Chairperson may move or propose a resolution.
- (b) The Chairperson shall not vote on a resolution except in the case of an equality of votes in which case the Chairperson may, in such Chairperson's discretion, vote to break a tie.
- (c) A member present at a meeting of members is entitled to one vote, provided that, subject to determination by the Board of Directors under Subsection 21(e), a member not present at a meeting is entitled to one vote by such other means as determined by the Board of Directors.
- (d) Voting at meetings of members is by show of hands, or, if determined by the Chairperson, by secret ballot, except as otherwise provided in these bylaws.
- (e) If so determined by the Board of Directors from time to time, members may vote on motions of which notice is given prior to the general meeting or date on which a poll is held, by returning ballots to BCDA by mail or email, or by any other means of electronic online voting, as determined by the Board of Directors and set out in the relevant notice of meeting. Ballots for the purpose of a mail or email vote will be sent to members at least two (2) weeks prior to the meeting or date on which the poll is held and will be valid if received by the closing date. Instructions for online voting will be sent to members at least two (2) weeks prior to the meeting or date on which the poll is held and such voting will be valid if completed before the voting date. If one or more directors vote by email or any other means of electronic online voting, the vote must be conducted in a manner that adequately discloses the intentions of all of the directors present at the meeting. A director who participates in a meeting by electronic means is deemed for all purposes of the Societies Act and these bylaws to be present at the meeting and to have agreed to participate in that manner.

- (f) A member that is a corporation, partnership or society may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member and that representative shall be reckoned as a member for all purposes with respect to a meeting of BCDA.
22. **Voting by Proxy.** A member of BCDA may appoint a proxy holder to attend and vote at a meeting of members subject to the following terms and conditions:
- (a) such appointment be in writing;
 - (b) such proxy is only valid at the meeting for which the appointment is given or at any adjournment of such meeting;
 - (c) such proxyholder is a member in good standing of BCDA; and
 - (d) the proxy may be revoked at any time.

Part 5 – Directors and Officers

23. **Powers and Duties of Directors.** The directors may exercise all such powers and do all such acts and things as BCDA may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by BCDA in any general meeting, but subject, nevertheless, to the provisions of:
- (a) all laws affecting BCDA; and
 - (b) these bylaws.

For certainty, the directors may, from time to time, subject to the exceptions above, and provided that the requirements in Section 45 with respect to resolutions of directors are satisfied, pass resolutions in connection with BCDA's participation in the WMP, including delegating reasonable authority to any one director of BCDA to make certain decisions with respect to such participation.

24. **Election of Officers.**
- (a) The directors shall, from time to time, elect from among their number a Chairperson, Vice Chairperson, Secretary, Treasurer and one or more other officers, if any, as the directors shall determine and the directors may, at any time, terminate any such appointment.
 - (b) The offices of the Secretary and Treasurer may be combined into one position, Secretary Treasurer, and held by one person.
 - (c) Unless otherwise determined by the directors, the term of office for officers shall be two (2) consecutive years or the officer's remaining term as director, whichever is shorter.

25. **Number of Directors.** The number of directors shall be a minimum of five (5) and a maximum of eight (8).
26. **Qualifications for Directors.** A director must be a member of BCDA and be qualified as required by section 43 of the Societies Act to become, act or continue to act as a director of BCDA. A person is not qualified to act as a director of BCDA if that person is:
- (a) not at least 18 years of age, unless otherwise provided for in the Societies Act;
 - (b) found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs;
 - (c) an undischarged bankrupt; or
 - (d) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless
 - (i) the court orders otherwise;
 - (ii) five (5) years have elapsed since the last to occur of:
 - A. the expiration of the period set for suspension of the passing of sentence without a sentence having been passed;
 - B. the imposition of a fine;
 - C. the conclusion of the term of any imprisonment; and
 - D. the conclusion of the term of any probation imposed; or
 - (iii) a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada), as amended from time to time, and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.
27. **Appointment of Directors.**
- (a) Unless otherwise confirmed by the members by ordinary resolution, a director's term of office will be determined by the members at the time the director is appointed but such term shall not exceed three (3) years (a "**Term**").
 - (b) If a director serves four (4) Terms in a row, such director will be prohibited from acting as a director for twelve (12) months.
28. **Board Composition.**

- (a) Two (2) directors, who are Eligible Persons, will be appointed by the board of directors of the Mainland Milk Producers Association (in accordance with such policies and procedures established by the Mainland Milk Producers Association from time to time), each of whom will also be directors of the Mainland Milk Producers Association.
 - (b) Two (2) directors, who are Eligible Persons, will be elected by the members that are Producers outside of the Mainland Region.
 - (c) One (1) to four (4) directors, who are Eligible Persons, such number to be determined by the Board of Directors, at its discretion, will be elected by the members at large, for which the Governance Committee may recommend candidates.
29. **Call for Nominations.** If a director appointed under Section 28(b) or 28(c) is serving such director's final year of a Term, BCDA will issue a call for nominations in January of such final year. Any member who is entitled to vote on such director's appointment may submit a nomination until the date that is 30 days after the call for nominations is issued. The nominated individuals will be voted on using an electronic vote conducted by a third party as engaged by the Governance Committee, and, provided at least 5% of the members entitled to vote on such matter are present, the names of the nominated individual(s) receiving the greatest number of votes will be submitted to the Board of Directors for confirmation in accordance with Section 31. For greater certainty, the provisions of Section 18 will apply *mutatis mutandis* to the extent the foregoing quorum of 5% is not present to cast a director vote as contemplated under this Section 29.
30. **Consent to be a Director.** The appointment of an individual as a director is invalid unless:
- (a) the individual consents in writing to be a director; or
 - (b) the appointment is made at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director.
31. **First Meeting of Directors.** Immediately following the termination of the annual general meeting or such other meeting in which the Board of Directors is confirmed, the Board of Directors may convene the first meeting of that newly-constituted Board of Directors at which time the Board of Directors will confirm all new director appointments to the Board of Directors. Notwithstanding the foregoing, each Board of Directors shall endeavour to meet no later than 60 days following its constitution which, for certainty, shall occur following the conclusion of an election of the Board of Directors in accordance with these bylaws.

32. **Removal of Directors.**

- (a) The members may, by Special Resolution, remove a director before the expiration of such director's Term and appoint a replacement by ordinary resolution.
- (b) The Board of Directors may, by Special Resolution, remove a director before the expiration of such director's Term.

33. **Vacancy.**

- (a) Should a vacancy occur in the Board of Directors of BCDA among those directors appointed under Subsection 28(a) for any reason, the Governance Committee shall contact the board of directors of the Mainland Milk Producers Association and obtain the name of a replacement candidate, and the Board of Directors will then forthwith appoint to the Board of Directors the replacement candidate for such vacancy.
- (b) Should a vacancy occur in the Board of Directors of BCDA among those directors appointed under Subsection 28(b) for any reason, the Board of Directors shall decide, in its discretion, whether and how to fill such vacancy.
- (c) Should a vacancy occur in the Board of Directors of BCDA among those directors appointed under Subsection 28(c) for any reason, the Board of Directors shall decide, in its discretion, whether and how to fill such vacancy.
- (d) A director so appointed to replace a vacancy holds office only until the conclusion of the Term of the director such director replaced.

34. **Power of Board if a Vacancy.** No act or proceeding of the Board of Directors is invalid only by reason of there being less than the prescribed number of directors in office.

35. **Honorarium.** All directors shall receive honorariums (which may, for certainty, include monthly stipends together with per diem amounts), in a frequency and in such amounts:

- (a) set out in the then current BCDA Director Remuneration Policy; or
- (b) in the absence of a BCDA Director Remuneration Policy, as recommended by the Finance and Audit Committee and approved at a general meeting of the members, by ordinary resolution,

All directors shall be reimbursed by BCDA for all expenses necessarily and reasonably incurred by such director while engaged in the affairs of BCDA.

36. **Remuneration.** If any director performs any professional or other services for BCDA that, in the opinion of the Board of Directors, are outside the ordinary duties of a director, or if any director is otherwise specially occupied in or about BCDA's business, such director may be paid remuneration fixed by the Board of Directors, or, at the option of that director, fixed by ordinary resolution.
37. **Indemnification.** Subject to the Societies Act, every individual who is or was a director or senior manager of BCDA or who holds or held an equivalent position in a subsidiary of BCDA shall, from time to time, be indemnified and saved harmless by BCDA from and against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred by such individual in respect of any action, suit or proceeding, whether current, threatened, pending or completed, in which that individual or a representative thereof, by reason of the individual being or having been a director or senior manager of BCDA, or holding or having held an equivalent position in a subsidiary of BCDA, is or may be joined as a party, or is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action, if:
- (a) neither the individual nor their representative has been reimbursed for those expenses;
 - (b) the individual was not judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that they ought to have done;
 - (c) the individual, in relation to the subject matter of the proceeding, acted honestly and in good faith with a view to the best interests of BCDA, or the subsidiary of BCDA, as the case may be; and
 - (d) except in the context of a civil proceeding, the individual had reasonable grounds to believe that such individual's conduct, in respect of which the proceeding was brought, was lawful.

The Board of Directors shall cause BCDA to apply to the court for any approval of the court, to the extent such approval is required by the Societies Act or otherwise, to ensure that the indemnities herein are effective and enforceable. Each individual who is or was a director or senior manager of BCDA, or who holds or held an equivalent position in a subsidiary of BCDA, shall be deemed to have contracted with BCDA upon the terms of the foregoing indemnities.

Part 6 – Proceedings of Directors

38. **Meeting of Directors.** The directors may meet together at such places as they think fit for the dispatch of business, including the disposition of the funds of BCDA for professional and expert assistance in the conducting of the business of BCDA, and otherwise regulate their meetings and proceedings in their sole discretion, provided that at least four (4) of such meetings shall be held in each calendar year.

39. **Quorum for Meetings.**

- (a) A quorum for meetings of the Board of Directors shall be a majority of directors then in office.
- (b) No business, other than the adjournment or termination of the meeting, shall be conducted at any directors meeting at a time when a quorum is not present.
- (c) If at any time during any directors meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

40. **Attendance at Meetings.**

- (a) Any director who is unable to attend any meeting of the Board of Directors shall, in a timely manner, notify the Chair or the General Manager of this fact. There will not be alternate or substitute directors.
- (b) Each director shall attend, either in person or by electronic means in accordance with Section 41, a minimum of eighty percent (80%) of properly called directors' meetings within a twelve (12) month period.

41. **Attendance at Meetings by Electronic Means.** Any director may attend a directors meeting by teleconference, videoconference or any functionally equivalent means, and be counted towards quorum for such meetings.

42. **Chairperson of Meeting.** The Chairperson shall chair all meetings of the directors; but if at any meeting the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, the Vice Chairperson shall act as Chairperson, but if neither is present the directors present may choose one of their number to be Chairperson at that meeting.

43. **Notice of Meeting.** A director may at any time, and the Secretary, on the request of a director, shall, convene a meeting of the directors by forwarding written notice by mail or email, to the directors at least four (4) days prior to the meeting setting out the date, time, place of the meeting and the nature of the business to be discussed thereat. All the directors may unanimously waive notice of a directors' meeting.

44. **Notice Following First Meetings.** For a first meeting of directors held immediately following the appointment of a director or directors, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly appointed director or directors for the meeting to be duly constituted, if a quorum of the directors is present.

45. **Resolutions of Directors.**

- (a) Questions arising at any meeting of the Board of Directors or a committee shall be decided by a majority vote.
- (b) The Chairperson of the Board of Directors shall not vote on a resolution of the Board of Directors except in the case of an equality of votes, in which case such Chairperson may, in the Chairperson's discretion, vote to break a tie.
- (c) All resolutions proposed at a meeting of directors or committee of directors shall be seconded and the Chairperson may move or propose a resolution.
- (d) A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

46. **Committees of Directors.**

- (a) The directors may delegate any, but not all, of their powers to committees consisting of such directors, Eligible Persons or other persons as they think fit.
- (b) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
- (c) There will be two (2) standing committees (the "**Standing Committees**") appointed by the Board of Directors and chaired by a director, each with the purpose set out following its name:
 - (i) *Finance and Audit Committee, with the following purpose:* To assist the Board of Directors in meeting its responsibilities with respect to financial oversight, enterprise risk management, financial reporting and the annual audit. The committee will assist the Board of Directors in oversight of BCDA's system of internal controls, and compliance with laws and regulations; and
 - (ii) *Governance Committee, with the following purpose:* To assist the Board of Directors in ensuring BCDA develops and implements an effective approach to organizational governance. The committee will assist the Board of Directors in fulfilling its responsibilities with respect to applying best practices in good governance to the structure, policies and functioning of the Board of Directors and its committees.

Each Standing Committee shall be governed by the terms of reference approved by the Board of Directors (the “**Terms of Reference**”), as may be amended by the Board of Directors from time to time, in its discretion.

47. **Additional Committees.** The Board of Directors, in its discretion, may establish additional committees. The mandates and policies of all committees shall be established by the Board of Directors and shall be consistent with the Terms of Reference.
48. **Committee Chairpersons.**
- (a) The chairperson of any committee shall be appointed by the Board of Directors (the “**Committee Chairperson**”).
 - (b) The Board of Directors may, but is not required to, appoint a vice chairperson (the “**Committee Vice-Chair**”) of any committee.
 - (c) If at any committee meeting the Committee Chairperson is not present, within 30 minutes after the time appointed for holding the committee meeting, the Committee Vice-Chair shall act as chairperson of the meeting. If there is no Committee Vice-Chair, or if at any committee meeting the Committee Vice-Chair is not present, within that same initial 30 minutes, the directors or members present who are members of the committee shall choose one of their number to be chairperson of the meeting.
 - (d) The Committee Chairperson and, if applicable, the Committee Vice-Chair, shall be voting members of each Standing Committee and be entitled to attend all Standing Committee meetings. If both the Committee Chairperson and, as applicable, the Committee Vice-Chair, are unable to attend a Standing Committee meeting, the Committee Chairperson may appoint any director to attend in such Committee Chairperson’s place.
49. **Committee Meetings.** The members of a committee may meet and adjourn as they think proper.

Part 7 – Directors’ Conflicts of Interest

50. **Disclosure of Interest.** Subject to section 56(5) of the Societies Act, a director of BCDA who has a direct or indirect material interest in a contract or transaction, or a proposed contract or transaction, to which BCDA is a party, or is contemplating becoming a party, or any matter that is or is to be subject to consideration by the Board of Directors, if that interest could result in materially conflicting duties or interests with such director’s duty or interest as a director of BCDA, must promptly and fully disclose to the other directors the nature and extent of the director’s interest.
51. **Restrictions on Voting by Reason of Interest.** A director who holds a disclosable interest under Section 50 is not entitled to vote on any directors’

resolution to approve that contract or transaction, unless all the directors have a disclosable interest in that contract or transaction, in which case any or all of those directors may vote on such resolution.

52. **Meetings of Directors with Interested Director.** Unless all the directors have a disclosable interest in a contract or transaction into which BCDA has entered or proposes to enter, a director who holds a disclosable interest in that contract or transaction and who is present at the meeting of directors at which the contract or transaction is considered for approval must:

- (a) leave the directors' meeting when the contract, transaction or matter is discussed, unless asked by the other directors to be present to provide information;
- (b) leave the meeting when the other directors vote on the contract, transaction or matter; and
- (c) refrain from any action intended to influence the discussion or vote;

but may be counted in the quorum at the meeting, whether or not the director votes on any or all of the resolutions considered at the meeting.

53. **Accountability.** A director who neglects to disclose the nature and extent of such director's interest in a contract, transaction or matter in accordance with Section 50, must pay to BCDA an amount equal to any profit made by the director as a consequence of BCDA entering into or performing a contract or transaction unless:

- (a) the contract or transaction is approved by directors' resolution after the disclosure of such director's interest in such contract or transaction; or
- (b) the contract or transaction is approved by Special Resolution after the nature and extent of the director's interest in the contract or transaction has been fully disclosed to the members.

Part 8 – Senior Managers

54. **Appointment of Senior Manager.** The directors, at their discretion, may appoint one or more persons to act as senior managers of BCDA to exercise the directors' authority to manage the activities or internal affairs of BCDA in accordance with the Societies Act. Each senior manager shall:

- (a) be directly responsible to the Board of Directors;
- (b) assist the Board of Directors in the discharge of its duties;
- (c) be responsible for, and have general authority with respect to, the management and administration of the office of BCDA and of all continuing operations of BCDA; and

- (d) perform such other duties and exercise such other authority as shall be established by BCDA or otherwise determined from time to time by the Board of Directors.
- 55. **Qualifications of Senior Manager.** A person who is not qualified to be a director of BCDA in accordance with Section 26 may not be appointed as a senior manager of BCDA.
- 56. **Director Acting as Senior Manager.** Subject to the Societies Act, a director of BCDA may be appointed to act as senior manager of BCDA.
- 57. **Accountability of Senior Manager.** A person appointed as a senior manager of BCDA must comply and act in accordance with these bylaws and with the provisions of the Societies Act as if the senior manager was a director.
- 58. **Removal of Senior Manager.** In the absence of a written agreement to the contrary, the Board of Directors may, by resolution, remove a senior manager before the expiration of such senior manager's term of office. The appointment or removal of a senior manager does not create or prejudice contractual or common law rights of the senior manager.

Part 9 – Senior Managers' Conflict of Interest

- 59. **Disclosure of Interest.** A senior manager of BCDA who has a direct or indirect material interest in a contract or transaction, or a proposed contract or transaction, of BCDA or any matter that is or is to be subject to consideration by the Board of Directors, if that interest could result in materially conflicting duties or interests with such senior manager's duty or interest as a senior manager of BCDA, must promptly and fully disclose to the Board of Directors the nature and extent of the senior manager's interest in accordance with the Societies Act.
- 60. **Meetings of Directors with Interested Senior Manager.** A senior manager who holds a disclosable interest under Section 59 in a contract or transaction and who is present at the meeting of directors at which the contract or transaction is considered for approval must:
 - (a) leave the directors' meeting when the contract, transaction or matter is discussed, unless asked by the directors to be present to provide information;
 - (b) leave the meeting when the directors vote on the contract, transaction or matter; and
 - (c) refrain from any action intended to influence the discussion or vote.
- 61. **Accountability.** A senior manager who neglects to disclose the nature and extent of such senior manager's interest in a contract, transaction or matter in accordance with Section 59, must pay to BCDA an amount equal to any profit

made by the senior manager as a consequence of BCDA entering into or performing a contract or transaction unless:

- (a) the contract or transaction is approved by directors' resolution after the disclosure of such senior manager's interest in such contract or transaction; or
- (b) the contract or transaction is approved by Special Resolution after the nature and extent of the senior manager's interest in the contract or transaction has been fully disclosed to the members.

Part 10 – Duties of Officers

62. **Chairperson.**

- (a) The Chairperson must be a director and shall preside at all meetings of the BCDA and of the Board of Directors.
- (b) The Chairperson shall supervise the other officers in the execution of their duties, sign all records and instruments necessary to officially represent BCDA, shall have and exercise all powers usually incident to the office of Chairperson and shall perform such other duties as may be delegated to such Chairperson by the Board of Directors.

63. **Vice-Chairperson.** The Vice Chairperson must be a director and shall carry out the duties of the Chairperson during the Chairperson's absence or disqualification, death or resignation and shall perform such other duties as may be delegated to such Vice-Chairperson by the Board of Directors.

64. **Secretary.** The Secretary must be a director and shall do or cause to be done the following:

- (a) conduct the correspondence of BCDA;
- (b) issue notices of meetings of BCDA and directors;
- (c) keep minutes of all meetings of BCDA and directors;
- (d) have custody or arrange for custody of all minute books, records and documents of BCDA;
- (e) maintain the register of members;
- (f) sign all documents whereunto the Secretary's signature shall be lawfully required; and
- (g) perform such other duties as may be assigned to such Secretary by the Board of Directors.

65. **Treasurer.** The Treasurer must be a director and shall do or cause to be done the following:
- (a) be in charge of the finances of BCDA and thereby keep such financial records, including books of account, as are necessary to comply with the Societies Act;
 - (b) render financial statements to the directors, members and others when required;
 - (c) sign all documents whereunto the Treasurer's signature shall be lawfully required;
 - (d) deposit all monies and other valuable effects of BCDA in the name of, and to the credit of, BCDA in such depository as may be designated by the Board of Directors;
 - (e) disburse the funds of BCDA in payment of the obligations thereof, taking proper vouchers and receipts for such disbursement; and
 - (f) perform such other duties as may be assigned to such Treasurer by the Board of Directors.

66. **Execution of Documents.**

- (a) Cheques, notes, drafts and orders for payment issued by BCDA shall be signed by any two of the following: Chairperson, Vice Chairperson, Secretary, Treasurer, General Manager, Financial Officer, and such other persons as determined by the Board of Directors by resolution from time to time.
- (b) From time to time, the Board of Directors may set policy as to which person or persons must sign for expenditures which exceed a prescribed amount and may further set policy as to procedures to be followed for approvals of contractual commitments.

67. **Delegation of Duties.**

- (a) In the absence of the Secretary from a meeting, the directors shall appoint another person to act as Secretary at the meeting.
- (b) In the absence of any officer, or for any reason that may be deemed sufficient, the Board of Directors may delegate the duties and powers of such officer to any other officer or director. Without restricting the generality of the foregoing, should the Board of Directors by a majority vote of those present at a directors' meeting so decide, the offices of Secretary and Treasurer may be combined and held by one person.

- (c) With permission of the Board of Directors, the duties of the Secretary and those of the Treasurer may be delegated to a staff member of BCDA. Notwithstanding such delegation, accountability for these duties shall still reside with the Secretary and Treasurer.

Part 11 – Registers

- 68. **Register of Members.** The Secretary shall keep, or cause to be kept, a register on which the full names of all the members are listed, together with the following particulars:
 - (a) the contact information for each member;
 - (b) the date on which each member is admitted as a member and the class of membership, if provision is made for classes;
 - (c) the region(s) in which each member operates as a Producer;
 - (d) the date on which any person ceases to be a member;
 - (e) the dates on which any member is suspended or reinstated to full membership following a suspension; and
 - (f) any other information required by the Societies Act.
- 69. **Register of Directors.** The Secretary shall keep, or cause to be kept, a register in which the full names of the directors are listed, together with the following particulars:
 - (a) the contact information for each director;
 - (b) the date upon which each director was last appointed as a director;
 - (c) the region(s) in which each director operates as a Producer;
 - (d) the date on which that person ceases to be a director; and
 - (e) any other information required from time to time by the directors or the Societies Act.

Part 12 – Source and Use of Funds

- 70. **Investment and Borrowing.** The directors may, on behalf of and in the name of BCDA, raise or secure the payment or repayment of money in the ordinary course of BCDA's business in such manner as they decide.
- 71. **Debentures.** No debenture shall be issued without the approval of the members by a Special Resolution.

72. **Restriction of Borrowing Powers.** The members may, by Special Resolution, restrict the borrowing powers of the directors, but a restriction so imposed expires at the next annual general meeting.
73. **Disposition of Assets.** BCDA shall not distribute, or make available, any gain, profit or dividend or otherwise dispose of its assets to members of BCDA, other than:
- (a) for full and valuable consideration;
 - (b) in furtherance of the purposes of BCDA;
 - (c) to a qualified recipient;
 - (d) for a distribution required or authorized by the Societies Act, including, without limitation, a distribution made in accordance with the Societies Act on the dissolution, or liquidation and dissolution, or for a distribution otherwise required by law, or
 - (e) for a distribution that is of a type authorized by, and made in accordance with, the Societies Act.

For certainty, BCDA may pay reasonable salaries, wages, fees or honorariums to members for their services rendered to BCDA and pay amounts to members to assist them in covering their expenses to attend various conventions and meetings as delegates on behalf of BCDA, provided such attendance is to further the purposes of BCDA.

Part 13 – Fiscal Year

74. **Fiscal Year End.** The fiscal year end of BCDA shall be July 31.

Part 14 – Notice to Members

75. **Notices.** A notice may be given to a member, by personal delivery, mail or email at its registered address or email address, as the case may be, shown on the register of members.
76. **Delivery of Notice.** A notice sent by mail shall be deemed to have been given on the third business day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by email shall be deemed to have been given the next business day following the date of transmission by the sender.
77. **Entitlement to Notice.** Notice of any general meeting shall be given to every member and no other person is entitled to receive a notice of any general meeting.

Part 15 – Rights and Duties of Members

78. **Rights and Duties of Members.** Every member:
- (a) shall uphold the constitution of BCDA and comply with these bylaws;
 - (b) is entitled to and BCDA shall give it, without charge, a copy of the constitution and bylaws of BCDA; and
 - (c) shall provide the Secretary with the member's full name, business address, residential address and email address, and any changes that occur thereto.

Part 16 – Auditors

79. **Appointment of Auditors.** At each annual meeting, by ordinary resolution, the members shall appoint an auditor to audit the accounts of BCDA and the auditor so appointed shall hold office until the close of the next annual meeting. If a subsequent auditor is not appointed as required under the Societies Act, the auditor in office will continue as auditor until a successor is appointed.
80. **Vacancy of Auditors.** Subject to the Societies Act, the Board of Directors may fill any casual vacancy in the office of the auditor created by resignation, death or otherwise, other than removal under Section 82 of these bylaws.
81. **Remuneration of Auditors.** Subject to the Societies Act, the members at an annual general meeting (or the directors if authorized to do so by the members), may fix the remuneration of the auditors.
82. **Removal of Auditor during Term.** BCDA may, by ordinary resolution passed at a general meeting called for the purpose, remove its auditor before the expiration of the auditor's term of office in accordance with section 115 of the Societies Act and BCDA must, by ordinary resolution passed at such general meeting, appoint an auditor for the remainder of the term of office of the auditor who was removed at that general meeting. Before calling a general meeting for the purpose referred to in this Section 82, BCDA must send to the auditor who is proposed to be removed:
- (a) written notice of the intention to call the meeting, specifying the date on which the notice of the meeting is proposed to be sent; and
 - (b) a copy of all of the materials proposed to be sent to the members in connection with the meeting.

Part 17 – Inspection of Books and Records

83. **Inspection of Books and Records.** Subject to Section 84, the books and records of BCDA required to be kept under section 20(1) of the Societies Act

may be inspected by any member at the registered office of BCDA upon giving reasonable notice to the Secretary as provided for under the Societies Act.

84. Restriction on Inspection of Books and Records by Members.

- (a) No member (other than a director) may inspect BCDA's minutes of directors' meetings, written resolutions of the directors or accounting records, other than any portion of such records that evidences a disclosure of interest.
- (b) In accordance with section 25 of the Societies Act, the directors may, by directors' resolution, restrict access of a member to BCDA's register of members.

85. Restriction on Inspection of Books and Records by Other Persons. Unless authorized by a directors' resolution, no person (other than a member or director) may inspect the books and records of BCDA.

Part 18 – Address of BCDA

86. Registered Address. The registered address of BCDA shall be at such place in the Province of British Columbia, Canada, as the Board of Directors shall from time to time determine.

Part 19 – Bylaws

87. Alteration. The bylaws of BCDA may be repealed or amended, and new bylaws may be enacted from time to time in accordance with the following procedure: the directors may propose any repeal or amendment for submission to the annual or any other general meeting of the members; and any member may propose a repeal or amendment by forwarding the same to the Secretary in which case it shall be considered at the next meeting of the directors and if approved by them shall be submitted to an annual or other general meeting of the members.

88. Approval of Alteration. A copy of any such proposed repeal or amendment or of any such bylaw enacted by the directors, as the case may be, shall be sent, to each member, in accordance with these bylaws, at least fourteen (14) days prior to the meeting of members at which it is to be considered. Any such repeal, amendment, or bylaw shall become effective only when passed by a Special Resolution vote of the members present in person at the meeting of members to which it is submitted in accordance with the foregoing provisions of this bylaw, and acceptance by the Registrar of Companies, and shall not be enforced or acted upon until such acceptance has been obtained or if some later date is specified in the Special Resolution, on that date.

Part 20 – Winding up

89. **Winding-Up and Dissolution.** On the winding up and dissolution of BCDA, after all debts of BCDA have been paid or provision for payment has been made, the assets of BCDA remaining (the “**Net Assets**”) shall be paid, transferred or delivered to another organization, chosen by a majority of the directors of BCDA, with similar objectives to those of BCDA and which qualifies at the time of the winding up as a nonprofit organization under the *Income Tax Act* (Canada).
90. **Distribution of Net Assets.** If a majority of the directors cannot agree upon such an organization, the Net Assets shall be paid, transferred or delivered to the Dairy Industry Development Council of British Columbia or any successor entity to establish another organization with similar objectives to that of BCDA.