

**CONSTITUTION**  
of the  
**SASKATCHEWAN FRUIT GROWERS ASSOCIATION**  
*MARCH 1988*

1. **NAME**

The name of this Association shall be The Saskatchewan Fruit Growers Association (SFGA). The association is voluntary and is not organized for pecuniary profit and shall not make or declare dividends.

**II. OBJECT**

- a) Holding an annual meeting for consideration of questions relating to the production, marketing and processing of fruit.
- 2) Demonstrating desirable production techniques, merchandising practices and research projects by means of field days, exhibitions and competitions.
- b) Collecting and making available to its members useful scientific and general information on producing, storing, packaging, processing, transportation, marketing and utilizing fruit crops.
- c) Collectively working on means of supplying quality certified planting stock in bulk to members of the association.
- d) Expanding markets, improving trade relationships and promoting consumption of Saskatchewan fruit crops and fruit crop products.
- e) Cooperation with government agencies, educational groups and other agricultural and horticultural groups in furthering research and the welfare of growers relating to the fruit industry.
- f) Working on ways and means to determine and assure fruit growers receive a fair compensation for their fruit crops and fruit crop products.
- g) Using such other means as may from time to time seem prudent and desirable.

**III. MEMBERSHIP**

1. **Active Members**

Any one person, farm or corporation resident in Saskatchewan and engaged in the commercial growing of fruit for sale may become an active member upon application to the secretary, payment of the prescribed membership fee and approval of his/her application by the directors. One paid-up membership entitles the member to full membership privileges

including one vote for the fiscal year and until the conclusion of the next annual meeting. Only one active membership per farm or corporation is allowed.

2. Associate Members

Any person, farm or corporation interested in the fruit industry but not growing fruit for sale and not eligible for active membership may be admitted as an associate member upon application to the secretary and payment of the prescribed associate membership fee. Associate members are not eligible to vote.

3. Honorary life Members

Persons who have rendered meritorious service to the fruit industry may be selected by the Board of Directors and their names submitted to the annual meeting for approval to become Honorary Life Members (HLM). Such members shall be entitled to full active membership privileges without fee.

**IV. MEMBERSHIP FEES & PRIVILEGES**

The membership fees shall be prescribed annually by the members at the annual meeting. Fees are due and payable within 30 days of the annual meeting. Only paid-up members of the association in good standing shall be entitled to receive copies of any literature that may be sent out by the association from time to time and any other services and privileges for which the association may provide or arrange.

22. VOTING

Only active paid-up members in good standing and Honorary Life Members may vote at any meeting of the association. Voting shall in all cases be by show of hands except where a ballot is requested by at least three members.

**VI. MEETINGS**

1. Annual Meetings

An annual meeting of the association shall be held at such time and place as the Board of Directors may designate after the end of the fiscal year.

2. Special Meetings

Special general meetings and/or field days may be called at the discretion of the Board of Directors or upon written request to the secretary by ten active members or at least twenty-five percent of the active membership, whichever is the lesser. Such meetings to be held within 30 days of any such written request.

**VII. FISCAL YEAR**

The fiscal year of the association shall end on the 31<sup>st</sup> day of October.

**VIII. ELECTION OF OFFICERS AND DIRECTORS**

1. Directors

Directors of the association shall be five (5) in number. At the first meeting of the association two (2) directors shall be elected to serve three years, two (2) to serve two years and one (1) to serve one year. Each year thereafter, the positions of one or two directors shall be up for re-election. Thereafter all directors shall be elected for a three year term. No director shall serve for more than two consecutive terms.

2. Ex-officio Members

Ex-officio members may be appointed each year by the Board to represent Saskatchewan Agriculture, the Department of Horticultural Science at the University of Saskatchewan, and Agriculture Canada.

3. Eligibility for Directorship

Only active members of the association, in good standing, can be elected to the Board of Directors.

4. Nomination & Election of Directors

Directors shall be chosen on the basis of open nominations and closed ballots.

5. Election of President

The Directors shall elect from among their number, the President of the association who shall hold office for one year. The President cannot be re-elected for more than three consecutive years.

6. Election of Vice-President

The Directors shall elect from among their number, the Vice-President who shall hold office for one year. The Vice-President cannot be re-elected for more than three consecutive years.

G. Appointment of Secretary-Treasurer

The Directors shall appoint the Secretary-Treasurer who shall hold office at the will of the

directors. The Secretary-Treasurer may or may not be an active member of the association.

8. Replacement Directors

Replacement directors shall be elected at the annual meeting to fill any unexpired term of any vacancy.

**IX. DUTIES OF DIRECTORS**

It shall be the duty of the Board of Directors:

- 1) to direct the operation of the association.
- 2) to develop and execute the policy of the association.
- 3) to appoint members to committees and sub-committees as the Director may establish from time to time.
- 4) to make appointments to fill the unexpired portion of the year for any vacancy that may occur in any office of the association for any cause whatsoever.
- 5) to make recommendations to the association regarding the revision of the constitution as may from time to time be necessary.
- 6) to take such action or actions as may at any time seem advisable in promoting the work of the association toward the fulfillment of its declared objectives.

24. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the immediate Past-President, the President, the Vice-President and the Secretary-Treasurer.

**XI. DUTIES OF OFFICERS**

- 1) The duties of the executive shall be those customary to the officers in similar organizations.
- 2) All executive and committee members shall hold office until the close of the annual meeting or until their successors have been appointed.
- 3) The accounts of the association shall be audited by an auditor appointed by the directors.
- 4) At each annual meeting of the association, a designate of the Board shall present a

full report of their proceedings to the members. There shall also be presented a detailed financial statement accompanied by the auditors report.

- 5) The executive committee shall carry into effect and arrange the details for such policies and actions as the Board of Directors has previously decided are advisable.
- 6) Any Director who misses three (3) consecutive directors meetings without reasonable cause may be replaced before his/her term of office expires by a majority vote of active members at the annual meeting.
- 7) The Secretary-Treasurer and either one of two other officers of the executive committee appointed by the Directors shall be the signing officers for the association.

## **XII. COMMITTEES**

- 1) Every committee shall make a report to the directors of the association and/or to the members of the association at the annual meeting subject to the discretion of the Board of Directors.
- 2) The actual and reasonable expenses of Directors, officers and members of committees and sub-committees when attending meetings in the interest of the association may be defrayed out of the fund of the association.

## **XIII. NOTICE OF MEETINGS**

- 1) At least ten (10) days notice shall be given of each annual and/or special meeting of the association and such notices shall name the time and place where such meeting is to be held. Notice shall be given by circular letter.
- 2) A Board of Directors meeting shall be called by mailing or phone call at least seven (7) days before the date of the meeting, notice of time and place of the said meeting to each officer concerned.
- 3) Committee and Sub-Committee meetings shall be called similar to those in (b).

## **XIV. QUORUM**

- 1) The members present at a properly constituted meeting of the association shall form a quorum to transact business for the association and not less than three (3) members shall be a quorum for a Directors meeting.
- 2) Any member of the Board of Directors executive, or any committee or sub-committee unavoidably absent from a meeting may be represented by proxy vote, notwithstanding (a) above.

- 3) The Board of Directors may charge reasonable registration fees for any meeting or field day to be called by them. Registration fees shall not be charged for the annual general meeting.

**XV. CHANGE OF CONSTITUTION**

The constitution and/or bylaws of the association may be amended only as set forth in The Non-Profit Corporations Act, and such amendments shall be agreeable to a majority of members present at the annual meeting or a two-thirds majority attending a special meeting of the association called for the purpose of considering the same.

A ten (10) day notice of such proposed amendments must be given together with the usual notice of meeting as required in Article XIII (a).

**XVI. WIND-UP**

Subject to sections 169 and 241 of The Non-Profit Corporations Act, on dissolution of the association its property and assets shall after payment of all liabilities be donated for such charitable, benevolent or educational purposes as may be decided by the association in general meeting.

## **AMENDMENT TO SFGA CONSTITUTION**

**Annual Meeting of November 24, 1992**

**ITEM III, A, Active Members amended as follows:**(the change is underlined)

Any one person, farm or corporation resident in Saskatchewan and engaged in the commercial growing of at least one acre of fruit for sale may become an active member upon application to the secretary, payment of prescribed membership fee and approval of his/her application by the directors.

## **AMENDMENT TO SFGA CONSTITUTION**

**Annual Meeting of November 6, 1995**

**New Class of Membership Added as follows:**

**Affiliate Members**--Any person, farm or corporation interested in the fruit industry, but not eligible for active membership, may be admitted as an affiliate member upon application to the secretary, payment of the prescribed fee and approval of the application by the directors. Affiliate members are not eligible to vote.

## **AMENDMENT TO SFGA CONSTITUTION**

**Annual Meeting of January 14, 2006**

**Replacement Directors, 8 (a).**

**Replacement Director to Facilitate Continued Operation of the Association.** In order to facilitate the continued operation of the association, replacement directors may be appointed at the discretion of the board at any time throughout the year to fill any vacant director position and that any board-appointed director positions will become open for nomination at the following Annual General Meeting.

## **AMENDMENT TO SFGA CONSTITUTION**

**Annual Meeting of January 16, 2010**

**ITEM VIII. Election of Officers and Directors amended as follows:** (the change is underlined)

Directors of the association shall be seven (7) in number. At the first meeting of the association two (2) directors shall be elected to serve three years, two (2) to serve two years and one (1) to serve one year. Each year thereafter, the positions of one or two directors shall be up for re-election. Thereafter all directors shall be elected for a three year term. ~~No director shall serve for more than two consecutive terms.~~