

**AGRICULTURAL ALLIANCE OF NEW BRUNSWICK /
ALLIANCE AGRICOLE DU NOUVEAU-BRUNSWICK**

CONSTITUTION AND BYLAWS

Approved

July 18, 2006

(Amended at the Annual General Meeting January 21, 2016)

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A - CONSTITUTION

Article 1 - Name of the organization

The name of the organization is "Agricultural Alliance of New Brunswick / Alliance agricole du Nouveau-Brunswick "hereafter referred to the Alliance.

Article 2 - Head Office

The Head Office of the Alliance is located in Fredericton, New Brunswick.

Article 3 - Vision Statement

Our vision is a future where the Agricultural Industry is sustainable, prosperous and is valued by New Brunswickers.

Article 4 - Mission Statement

Our mission is to promote a sustainable and prosperous Agricultural Industry for New Brunswick producers

Article 5 - Mandate

Our mandate is:

1. To improve the viability of the Agricultural Industry.
2. To act as the voice of N.B. agricultural producers.
3. To develop partnerships conducive to the development of the Agricultural Industry.
4. To recommend legislation, regulations, strategies, policies, programs and standards relative to the advancement of the Agricultural Industry in New Brunswick.
5. To provide reliable information to agricultural producers and encourage active participation in the Alliance.
6. To encourage professional and technical development of agricultural producers.
7. To ensure a positive public image of New Brunswick agricultural producers.

Article 6 - Statement of Values

1. All our decisions, actions and behaviours are based on :
 - Trust
 - Mutual understanding
 - Teamwork

- Cooperation
 - Respect
 - Integrity
 - Transparency
 - Effective communication.
2. We provide quality services to agricultural producers.
 3. We treat our members equally and equitably.
 4. We communicate with agricultural producers, partners and public in the official language of their choice.
 5. We take into consideration the interdependence of agricultural stakeholders.
 6. We support sustainable agriculture.
 7. We promote responsible and innovative agricultural practices.
 8. We strive to make decisions by consensus.
 9. We collaborate with our regional / municipal, provincial and federal government partners by participating in the governmental decision-making process with respect to the Agricultural Industry.
 10. Our deliberations are confidential and we show solidarity with decisions made by the Alliance.
 11. Our negotiations are based on parties' interests, not positions.

Article 7 - Seal

The seal of the Alliance is stamped at the right of this article.

Article 8 - The nature of the Organization

The Alliance is an apolitical non-profit organization.

Article 9 - Interpretation

In this document, the singular includes the plural and the masculine includes the feminine.

Article 10 - Definitions

In this document, the following definitions apply.

Agricultural Industry

The Agricultural Industry means all private sector agricultural stakeholders including primary production, processing, input supplies, services, individuals and other non-governmental entities related to the Agricultural Industry.

Agricultural Producer

The Agricultural Producer (farmer) is a person engaged in agricultural activities as defined by the Provincial Government. For purpose of this document, a person may be an individual, a partnership, a corporation or any other legal entity.

Anglophone

An Anglophone is a person in a bilingual or multilingual country whose primary or principal language is English.

Confidentiality

Confidentiality means restricting relevant and significant information to a group of deliberating persons. The purpose of confidentiality is to protect the integrity of the group. Once a decision is made by the group, information such as “who said what” would be considered confidential information.

Consensus

Consensus means making decisions by answering positively the following question: “Can everyone live with the decision?”

Delegate

A delegate is an Alliance member elected/appointed by a Regional Council or Regional Meeting to attend Alliance General Meetings. A delegate is only one agricultural producer per Registered Professional Agricultural Producer (RPAP) Card. [2016-01-21]

Equality

Equality is a value when we exercise fairness and justice in the context when those involved have common needs. [2016-01-21]

Equity

Equity is a value when we exercise fairness and justice in the context when those involved have different needs. [2016-01-21]

Francophone

A Francophone is a person in a bilingual or multilingual country whose primary or principal language is French.

Mandate

The Mandate identifies the key interventions the organization will undertake to accomplish its mission: Programs, services and products.

Mission Statement

The Mission Statement identifies the name, the clientele, the territory and the purpose of an organization.

Philosophy of an Organization

The philosophy of an organization outlines the basic principles that guide the Alliance. It ordinarily includes four statements: Vision, Mission, Mandate and Values.

Regional Council or Regional Meeting

Regional Council or Regional Meeting means the assembly of all Alliance members residing within a defined region. [2016-01-21]

Solidarity

Solidarity means publicly supporting (or not condemning nor criticizing) a group decision even if one disagrees in whole or in part with it.

Transparency

Transparency means the open sharing of relevant and significant information in the context of a trusting relationship. [2016-01-21]

Value

A Value is a fundamental principle that guides the decisions, actions and behaviors of the organisation.

Viability

Viability includes notions of profitability, sustainability and quality of life of persons involved in the business.

Vision Statement

The Vision Statement defines the ultimate or ideal result that we want to achieve as an organization. [2016-01-21]

B - BYLAWS

Article 11 - Membership

11.1 Members

A member is an Agricultural Producer in good standing within the Alliance.

11.2 Associates

Any person or entity related to the Agricultural Industry may become, on the invitation of the Board of Directors, an associate of the Alliance.

11.3 Honorary Members

The Board of Directors may nominate as honorary member an individual who fulfils either of the following criteria:

- Extensive agricultural expertise.
- Significant contribution to the Agricultural Industry. [2016-01-21]

Article 12 - Annual General Meeting

12.1 Decision-making Powers

The Annual General Meeting is convened to assume the following decision-making powers:

1. To establish the general orientations of the Alliance by adopting:
 - The philosophy of the Alliance (Vision, Mission, Mandate and Values);
 - The strategic goals of the Alliance.
2. To receive the President's Report containing the major accomplishments of the Alliance during the past year in comparison to the established strategic goals.
3. To ratify the financial statements of the previous year.
4. To appoint the auditors.
5. To approve proposed amendments to the Constitution and Bylaws. [2016-01-21]
6. To determine membership dues.
7. To ratify Board members nominated:
 - a. by Regional Councils or Regional Meetings
 - b. from the floor in the event that Board member positions are not filled. [2016-01-21]
8. To vote on Resolutions presented at the Annual General Meeting

12.2 Regional Representation

The Alliance is comprised of six (6) regions as follows:

Region 1 consists of Madawaska County, the part of Restigouche County west of the Upsalquich River, the part of Victoria County bounded to the south by a line extended west along the northern border of the Parish of New Denmark, and the part of Northumberland county bounded to the south by a line extended east along the northern border of the Parish of Gordon, Victoria County and to the east by a line extended north along the eastern border of the Parish of Blackville.

Region 2 consists of Gloucester County, the part of Restigouche County east of the Upsalquich River, and the part of Northumberland County bounded to the west by a line extended north along the eastern border of the Parish of Blackville.

Region 3 consists of the counties of Kent, Westmorland and Albert.

Region 4 consists of the counties of Saint John and Kings, and the parishes of Chipman, Cambridge, Waterborough, Wickham, Johnson and Brunswick in Queens County.

Region 5 consists of the counties of Charlotte, York and Sunbury, the parishes of Canning, Gagetown, Hampstead and Petersville in Queens County, and the part of Northumberland County bounded by the eastern border of the Parish of Blackville and to the north by a line extended east along the northern border of the Parish of Gordon in Victoria County.

Region 6 consists of Carleton County, and the part of Victoria County south of a line extended east along the northern border of the Parish of New Denmark.

12.3 Delegates to Annual General Meeting

Voting delegates to the Annual General Meeting shall be a maximum of 10 delegates elected/appointed by Regional Councils or Regional Meetings 1, 2, 4, 5 & 6. Regional Council or Regional Meetings 3 will elect/appoint a maximum of 15 delegates. [2016-01-21]

Voting delegates shall be only one agricultural producer per Registered Professional Agricultural Producer (RPAP) Card. [2016-01-21]

12.4 Voting Rights

Each delegate has the right to one vote at the Annual General Meeting. Associates and other participants have no voting rights at the Annual General Meeting. Should delegates be unable to attend the Annual Meeting due to circumstances beyond their control, alternates are assigned in each region during Regional Council meetings or Regional Meetings. [2016-01-21]

12.5 Quorum

The quorum is twenty-five (25) delegates representing a majority of regions. For purposes of amending the Constitution and Bylaws, the quorum is forty-four (44) delegates (two thirds of the 65 delegates) representing six (6) regions.

12.6 Date, Time and Location

The Annual General Meeting must be held within ninety (90) days of the fiscal year end. The Board of Directors determines the date, time and location.

12.7 Notice of Meeting

Written notice of meeting is sent to members and associates at least thirty (30) days prior to the meeting.

12.8 Voting Process

Decisions are made by raising hands or by secret ballot at the discretion of the meeting. Decisions require the majority of expressed votes (at least 50% plus one). Amendments to the Constitution and Bylaws require the approval of a minimum of two-thirds of the votes of the quorum of forty-four delegates, thus 29 delegates representing six (6) regions. In the event of a tie vote, the Chair shall cast the deciding vote. [2016-01-21]

Article 13 - Special General Meeting

Upon the request of the Board of Directors, or upon receiving written request from a minimum of twenty-five (25) Alliance members representing a majority of regions, the Alliance President must convene a Special Meeting to be held within 30 days of the received written request. Delegates to the Special General Meeting are the same as those elected for the preceding Annual General Meeting. The Special Meeting deals only with agenda items sent along with the Notice of meeting. Voting rights, voting process and quorum are the same as an Annual General Meeting. Notice of meeting is sent at least fifteen (15) days prior to the meeting date. [2016-01-21]

Article 14 - Board of Directors

14.1 Decision-making Powers

Accountable to the Annual General Meeting, the Board of Directors assumes the following decision-making powers:

a) Governance Policies

1. To govern the Alliance in accordance with the decisions of the Annual General Meeting.
2. To ensure that decisions are respectful of the philosophy (vision, mission, mandate, values) and strategic goals of the Alliance.
3. To approve the annual action plan (objectives) in accordance with the strategic goals of the Alliance.
4. To submit recommendations to the Annual General Meeting.
5. To adopt policies governing the Alliance and assist in evaluating results.
6. To adopt the policies governing the management of operations, personnel, resources (material, technological, financial) and services to the clientele.
7. To adopt the annual budget and its revisions.
8. To monitor the financial situation of the Alliance.
9. To elect the officers of the Alliance.
10. To establish Board committees by adopting their mandate and by appointing its members and chairperson.
11. To adopt the governing structure of the Alliance.
12. To approve the long-term agreements of the Alliance.
13. To approve personnel positions.
14. To fill vacancies on the Board between Annual General Meetings.
15. To dismiss with cause any Board member.
16. To support Regional Councils and Regional Meetings. [2016-01-21]

b) Chief Executive Officer Performance

1. To hire and dismiss the Chief Executive Officer.
2. To approve annually the Chief Executive Officer remuneration

14.2 Composition

The Board of Directors is made up of a minimum of thirteen (13) and a maximum of fifteen (15) directors. Regions 1, 2, 4, 5 and 6 have respectively two (2) representatives and Region 3 has three (3) representatives on the Board of Directors. At least one Director from Region 1, 2 and 3 respectively is francophone. If francophone representation is less than thirty-three percent (33%), one (1) or two (2) francophone director(s) at large may be elected during the Annual General Meeting.

14.3 Terms of Office

- a. Board members are elected for a three (3) year term. A Board member holds office for a maximum of two (2) consecutive terms. However, if a Board

member is replaced before completing a term, the replacing Board member will complete the term and be eligible to be elected for two (2) three (3) year terms. After an absence of one (1) year a member is once again eligible for office.

- b. The maximum term for the position of President is three (3) consecutive years.
- c. Directors at large are elected for a one-year term. [2016-01-21]

14.4 Election

Regional Councils or Regional Meetings 1, 2, 4, 5 & 6 submit to the Nominating Committee, at least fifteen (15) days before the Annual General Meeting, two (2) names of persons who have agreed to sit on the Board of Directors.

Regional Council or Regional Meeting 3 submits to the Nominating Committee, at least fifteen (15) days before the Annual General Meeting, three (3) names of nominated persons who have agreed to sit on the Board of Directors.

Regional Councils or Regional Meetings will indicate if nominees are Anglophone or Francophone.

Furthermore, each Regional Council or Regional Meeting will be invited to submit to the Nominating Committee another name of a Francophone member in the eventuality of an election of one or two directors at large.

Upon receipt of all names from Regional Councils or Regional Meetings, the Nominating Committee makes appropriate consultations for purposes of recommending to the Annual General Meeting persons for one or two positions of Director at large, should they be required.

The Nominating Committee recommends a slate of names to the Board of Directors. On behalf of the Board of Directors, the Nominating Committee Chairperson recommends the slate of Board members to the Annual General Meeting.

Any nomination from the floor must be respectful of Board composition in accordance with article 14.2. Consequently, nominations from the floor must be assigned to one category of the composition of the Board as per Article 14.2. The nominees must be present during the Annual General Meeting to be eligible for election if an election occurs.

After the election of the new Board of Directors, at the Annual General Meeting, the newly elected Board of Directors may meet to elect the Executive Committee of the Alliance for the coming year. The announcement of the new Executive Committee may be disclosed before the adjournment of the AGM. [2016-01-21]

14.5 Vacancies

In the event of vacancies on the Board between Annual General Meetings, the Board appoints replacements from the appropriate region for the balance of the term. The Board's decision is subject to ratification by delegates at the next Annual General Meeting. [2016-01-21]

14.6 Quorum

The quorum for Board meetings is 50% of Board members plus one.

14.7 Voting

Decisions require 75% of expressed votes. In the event of a tie vote, the Chair shall cast the deciding vote. [2016-01-21]

14.8 Frequency of Meetings

The Board of Directors meets at least four (4) times a year.

14.9 Suspension and Expulsion of a Board Member

Following the recommendation of the Executive Committee, the Board of Directors may suspend or expel a Board member for just cause, or, for either of the following reasons:

- (a) Failure to act or speak in the best interest of the Alliance; or
- (b) Failure to attend three consecutive Board of Directors meetings over a twelve (12) month period without reason acceptable to the Board.

Should the Board suspend or expel a Director, the director in question shall have the right to appeal to the Board of Directors within thirty (30) days of the date of such decision. Upon appeal, the decision of the Board is final, and should the original decision of suspension or expulsion be maintained, the position shall be deemed vacant. [2016-01-21]

Article 15 - Board Committees

15.1 Committee mandates

The Board establishes committees and their mandate.

15.2 Committee Membership

Committee chairpersons and members are appointed by the Board of Directors on the recommendation of the Board President. The Committee Chairperson is a member of the Board. Any Board member may be appointed as a Committee member. The Board may appoint other Committee members by virtue of their expertise. The Board President is ex-officio member of all Board Committees without voting rights. [2016-01-21]

15.3 Executive Committee

The Executive Committee is a standing committee made up of the five (5) following officers: President, 1st Vice-President, 2nd Vice-President, Secretary and Treasurer. [2016-01-21]

The Executive Committee has the following mandate:

- 1) To act on behalf of the Board in urgent situations with ratification from the Board of Directors.
- 2) To act as a Selection Committee for the position of Chief Executive Officer for the purpose of recommendation to the Board of Directors.
- 3) To evaluate annually the performance of the Chief Executive Officer.
- 4) To recommend to the Board of Directors the suspension and/or expulsion of an Alliance member. [2016-01-21]

15.4 Commodity Advisory Group

The Board of Directors shall maintain a Commodity Advisory Group consisting of representatives from Commodity Groups and other specialized groups.

15.5 Associate Advisory Group

The Board of Directors may establish an Associate Advisory Group consisting of representatives of Associates of the Alliance as defined in Article 11.2.

15.6 Task Group

The Board of Directors ordinarily deals with priority issues common to both official linguistic groups. However, should one linguistic group have a priority issue not shared by the other, the Board of Directors will establish a task group whose mandate is to analyze the situation and submit recommendations to the Board of Directors.

Article 16 - Chief Executive Officer

The Board of Directors may hire a Chief Executive Officer who, in accordance with the policies approved by the Board of Directors, recommends strategies, plans and policies to the Board of Directors, and ensures the implementation of the general orientations, the strategies and the action plans of the Alliance. The Chief Executive Officer ensures the efficient management of personnel and the resources, the programs and services to the clientele, and the operations of the Alliance.

Article 17 - Regional Council or Regional Meeting

17.1 Mandate

Alliance members in a specific region may form a Regional Council or hold a Regional Meeting with the following mandate:

- a) Establish priorities of Regional members.
- b) Submit recommendations to the Alliance Board of Directors.
- c) May elect a Board of Directors for the Regional Council or Regional Meeting.
- d) Elect/appoint delegates for the Annual General Meeting of the Alliance.
- e) Recommend to the Annual General Meeting regional representatives on the Alliance Board of Directors.
- f) To bring forth Resolutions from their regional meetings. Regions must submit resolutions no later than November 30th of each year.
 - I. Individual members wishing to submit resolutions must do so before or during their respective regional meeting to allow for regional discussion and voting. [2016-01-21]

17.2 Regional Council or Regional Meeting Membership

An agricultural producer may become a member of one Regional Council or Regional Meeting of his choice by virtue of his business or linguistic interests.

Article 18 – Language

18.1 Communications with members

The Alliance communicates with its members in the official language of choice of the member.

18.2 Communications with External Environment

Promotional materials and press releases are published simultaneously in both official languages.

18.3 Internal Communications

a) General Meetings of the Membership and Board Meetings

For general meetings of the membership and Board meetings, documents are distributed in both official languages. Meeting proceedings are held in both official languages with simultaneous translation services available.

b) Committee Meetings

Verbal communications during Committee meetings are held in English or in French. Should a participant express himself in a language not understood by some Committee members, a colleague translates it. Meeting minutes are written in French and in English.

c) Personnel

Alliance personnel are able to communicate fluently orally and in writing in both official languages.

Article 19 Financial Resources

19.1 Fiscal Year

The fiscal year ends on October 31st.

19.2 Authorized Signatures

Financial documents require two (2) signatures. Ordinarily financial documents are signed by the Chief Executive Officer and by the incumbent of one of the three following positions: President, Treasurer, Secretary, or other Board member as appointed by the Board of Directors.

19.3 External Auditor

The Annual General Meeting appoints an external auditor for a one-year mandate. He is responsible for auditing the books of the Alliance. In the event of a vacancy in the position of external auditor, the Board of Directors may fill the position subject to ratification by the next Annual General Meeting.

Article 20 - Suspension and Expulsion of a Member

Following the recommendation of the Executive Committee, the Board of Directors may suspend or expel a member who acts or speaks against the best interests of the

Alliance. The Board may deprive such member of his rights such as vote, meeting attendance and candidacy for any position within the Alliance. Such member may, however, appeal within thirty (30) days of the decision to the Board of Directors from such a suspension or expulsion. [2016-01-21]

Article 21 - Amendments

The Constitution and Bylaws may be amended by the Annual General Meeting. The proposed amendments are sent to the voting members with the notice of meeting.

Article 22 - Meeting Procedures

Meeting procedures are governed by Robert's Rules of Order or Le Code Morin at the discretion of the Chair. However, this Constitution and Bylaws takes precedence over Robert's Rules of Order or Le Code Morin.

These Constitution and Bylaws are adopted at the Annual General Meeting of the

Alliance on the ___ day of _____ 2016 in _____ N.B.

President

Date