



CANADIAN PRODUCE MARKETING ASSOCIATION

(hereinafter referred to as the "Corporation")

BY-LAW NO. 2-2013 (revised)

being a by-law amending By-law No. 1 of the Corporation

Upon and subject to obtaining the approval of the Minister of Industry, By-law No. 1 of the Corporation is hereby amended as follows:

- (1) Section 3.01 is hereby deleted and replaced by the following:

"3.01 Membership Conditions

There shall be one (1) class of members in the Corporation. Membership in the Corporation shall be available to businesses (including but not limited to individuals and corporations) involved in the production, packing, processing, storing, transportation and/or marketing of fresh and processed fruits, vegetables, nuts and floral products and to those involved in providing goods or services to the fresh fruit and vegetable supply chain, who have applied for and been accepted into membership in the Corporation. Membership may be divided into subcategories of membership as described in the Corporation's Operating Rules and Procedures. Each subcategory shall have the rights and privileges and pay the membership fee set out in the Operating Rules and Procedures. The following provisions shall apply to membership in the Corporation:

- (a) Each member shall have one (1) vote at meetings of the members of the Corporation.
- (b) Each member will notify the Corporation in accordance with the Operating Rules and Procedures regarding the name and contact particular of its official representative who will act as the single point of contact between the member and the Corporation, as well as any changes to the name and contact particulars.
- (c) Only representatives of members may hold office as directors of the Corporation.
- (d) Admission into membership in the Corporation shall be subject to the applicant being accepted into membership in the sole and absolute discretion of the board of directors or alternatively, in the sole and absolute discretion of any committee or officer appointed by the board with authority to admit the members of the Corporation. The procedure relating to admission of members may be further described in the Operating Rules and Procedures. It is a condition of membership in the Corporation that members meet and continue to meet the criteria for

membership described in the by-laws and that they comply with the letters patent, by-laws, policies and Operating Rules and Procedures of the Corporation.

(e) Membership terms shall be annual and shall be subject to continued qualification as members and payment of dues where required in accordance with these by-laws and the Operating Rules and Procedures.

(2) Section 3.02 is hereby deleted and replaced by the following:

"3.02 Transition

As of the date of approval of this by-law by Industry Canada, all existing Active Members, Active Branch Members, Associate Members, and Associate Branch Members shall automatically be transitioned as members of the Corporation in the appropriate subcategory provided in the Operating Rules and Procedures. Educational Membership, Reciprocal No-Fee Membership and Honorary Membership classes shall be cancelled effective on the same date."

(3) Section 3.04, Membership Transferability, is hereby deleted.

(4) Section 4.09 is hereby amended by removing the following words from the first sentence of the Section: "five (5) Active members and/or Active Branch members" and replacing them with "five (5) members".

(5) Section 5.03 is hereby amended by removing the following words from the last sentence of the Section: "...an Active member or Active Branch member" and replacing them with the following "...a member".

(6) Section 5.04 is hereby deleted and replaced by the following:

"5.04 Composition of Board

The board of directors shall include representatives from the Canadian produce industry (both regional and provincial) who shall also be representative of the members of the Corporation and representatives from the international produce industry. Board composition shall also meet any requirements set forth in the Operating Rules and Procedures. The leadership committee shall be responsible for preparing a slate of directors for election by the members which complies with these by-laws and the Operating Rules and Procedures."

(7) Section 5.05 is hereby deleted and replaced by the following:

"5.05 Election and Term

Subject to the provisions of this by-law, directors shall be elected by the members at a meeting of members in accordance with the report of the leadership committee. The directors elected at the first meeting of members following enactment of this by-law No. 2-2012 shall be elected so that approximately one-third (1/3) shall hold office for one (1) year, one-third (1/3) shall hold office for two (2) years and one-third (1/3) shall hold office for three (3) years (the "Initial Terms"). Upon expiry of the Initial Terms, directors shall be elected for terms of three (3) years from the date of the meeting at which they are elected until the third annual meeting next following or until the director's successor is

electd. Thereafter, at each annual meeting of members, a number of directors equal to the number of directors retiring shall be elected by the members to serve terms of three (3) years each, it being the intention that directors shall be elected and shall retire in rotation. Directors shall be eligible for re-election without limitation.”

- (8) Section 5.06 is hereby deleted and replaced by the following:

“5.06. Vacancy in Office

A director ceases to hold office when the director dies, resigns, is removed from office by the members, ceases to hold the same position of employment that such person had when the person became a director (unless otherwise determined by the board) or becomes disqualified to serve as director.”

- (9) Section 6.01 is hereby amended by deleting the words “...the chairs of the standing committees...” in the first sentence of that section.
- (10) All references to “nominating committee” in By-law No. 1 are hereby changed to “leadership committee”.
- (11) Section 6.02 is hereby deleted and replaced by the following:

“6.02 Leadership Committee

The members of the leadership committee shall be appointed by the executive committee. The leadership committee shall be responsible for recruiting candidates to serve on the board of directors of the Corporation and for preparing a slate of candidates for election by the members in accordance with Section 5.04. The committee shall make recommendations to the board regarding the names of qualified individuals to serve as officers of the Corporation and to serve on committees of the Corporation. The leadership committee shall carry out such other duties as may be mandated by the board or executive committee or as may be set forth in the Operating Rules and Procedures.


The leadership committee shall carry out its duties in accordance with any applicable requirements of the by-laws and the Operating Rules and Procedures. A quorum for the conduct of business at any meeting is a majority of the members of the committee, not including those who are on leave, have resigned or have been removed but have not yet been replaced.”

(12) Subsection 8.02(e) is hereby deleted.


The directors and officers are hereby authorized and directed to do, sign and execute all things, deeds and documents necessary or desirable for the due carrying out of the foregoing.

ENACTED this 17 day of April, 2013

WITNESS the seal of the Corporation.



President



Chair