

ATLANTIC CERTIFIED ORGANIC CO-OPERATIVE LTD

BY-LAWS

NAME

1. The name of the association shall be the Atlantic Certified Organic Co-operative Ltd. (ACO)

INTERPRETATION

2. In these by-laws, unless the context otherwise requires:
 - a. "Act" means the *Co-operative Associations Act* being Chapter C-22.1 of the Acts of New Brunswick;
 - b. "Regulation" means the Co-operative Associations Regulation 82-58;
 - c. "Association" means Atlantic Certified Organic Co-operative Ltd.

REGISTERED OFFICE

3. The registered office of the association shall be reported annually in the annual co-op registration.

FISCAL YEAR

4. The fiscal year of the association shall commence on the first day of January in each year and shall end on the last day of December of that year.

MEMBERSHIP

5. Membership is automatic to all persons or enterprises upon application for the organic certification services of the association under the current Organic Products Regulations for Canada.

- a. Membership shall be accepted by the Board of Directors as recommended by the Certification Committee of the association following successful completion of all phases of the annual certification process.
- b. The annual certification fees will be determined by the Board annually, based on the cost of providing certification services and will be ratified by the members at the Annual General Meeting.
- c. Members in arrears for more than one year may, at the discretion of the board of directors, be expelled from membership subject to subsection 27(2) of the Act. Members may withdraw from the association with the approval of the board of directors by giving notice to the secretary pursuant to subsection 27(1) of the Act.

MEMBERSHIP MEETINGS

- 6.
 - a. The annual general meeting shall be held within four (4) months following the end of the fiscal year at a time and place as determined by the board of directors and specified in the call of the meeting.
 - b. Notice of every annual or special meeting, unless otherwise provided by these by-laws shall be:
 - I. Sent, at least ten (10) calendar days prior to the meeting, to every member at the address registered in the books of the association either through traditional mailing, fax or e-mail.
 - II. The notice shall specify the place, date and hour of the meeting and, if a special meeting, shall state the purpose of calling the meeting, and the business to come before it, and no business other than that specified in the notice shall be transacted;
 - IV. Special general membership meetings may be called at any time by the board of directors and such meetings shall be called whenever a petition therefore is signed by at least fifty members or ten (10) per cent of the members of the association whichever is the lesser and presented to the board of directors; and,
 - V. At all general and special meetings of the association, 10% of members shall constitute a quorum.

DIRECTORS

7.
 - a. The management of the association shall be vested in a Board of Directors consisting of ten (10) duly elected at the annual general meeting. Directors shall be elected in such a manner to represent equitable regional representation.
 - b. The executive committee shall consist of the past president, president, vice president, secretary and treasurer.
 - c. Any member in good standing qualifies to become a director.
 - d. A Nomination Committee shall be appointed by the Board of Directors at least 30 days prior the Annual General Meeting at which the election takes place. The Nomination Committee will endeavor to recruit candidates representing the regionally composition of the association. Additional candidates maybe dominated from the floor of the meeting.
 - e. All elections of directors shall be for three-year terms after establishing a rotation whereby one third of the directors retires at each annual meeting. Directors may be re-elected but shall not serve more than two consecutive three-year terms without a lapse of at least one year;
 - f. At the meeting where the election takes place, or immediately thereafter, the board shall meet and elect amongst themselves a president and vice-president. They shall also elect a secretary and treasurer.
 - g. If a vacancy occurs on the Board of Directors by reason of death or resignation or other cause, or in the case where a newly elected director fails to qualify himself for office pursuant to section 31 (5) of the Act, the vacancy so created shall be filled by appointment by the remaining directors until the next annual general meeting.
 - h. The Board of Directors shall meet as often as required to conduct the business of the association, meeting at least once yearly at such time and place as the board may determine. A majority of the directors shall constitute a quorum at all board meetings.
 - i. The books containing the minutes of the Board of Directors' meetings shall be kept in the custody of the secretary of the association.
 - j. The executive committee shall meet as often as required either in person, by telephone or electronically. The executive committee shall be responsible for the detailed management of the association

- k. The president shall be responsible for the overall management of the Association. The vice-president shall replace the president as required. The treasurer shall be responsible for the management of the financial affairs of the association. The secretary shall be responsible for the management of the administration of the association.
- l. The Board of Directors shall employ under contract, those persons required to conduct the business of the association.

CERTIFICATION COMMITTEE

- 8. The Certification Committee shall be appointed by the Board of Directors and will be made up of a minimum of 3 members. No member of the Board of Directors may also sit on the Certification Committee. The Certification Committee shall have sole authority for determining the organic status based on the criteria of the Canadian national organic standards, of applications for certification. Members of the Certification Committee must observe conflict of interest and confidentiality provisions regarding the affairs of enterprises or persons applying for certification.

BORROWING

- 9.
 - a. Subject to subsection 15c) of the Act, the Association may purchase on credit, pledge its credit for money borrowed to pay for materials purchased or incur other liability on the credit and security of the Association upon such terms and conditions as the board of directors may from time to time determine; but at no time shall the liability incurred under this by-law exceed the sum of fifteen thousand dollars (\$15,000.00).
 - b. The association may borrow money from its members for periods and at an interest rate as determined by the general membership in these by-laws
 - c. The Association does not provide credit.

DISTRIBUTION OF SURPLUS

- 10. At the close of the fiscal year the net surplus shall be disposed of as follows:
 - a. After the provision for income tax and allocation to the reserve fund,

that part of the remainder of the surplus in proportion to business done with members shall be apportioned to the members according to their patronage;

- b. Reserve funds of the Association shall consist of the accumulation of amounts set aside annually from the net surplus to obtain a contingency fund equal to one year's operating costs of the association as may be determined by the general membership.

AMENDMENTS

11. These by-laws or any of them may be amended, repealed or replaced as follows:
 - a. notice of the proposed action is given in writing to the members at least ten calendar days before a special or annual meeting; and
 - b. the notice contains the exact wording of the by-law to be repealed, or amended together with the exact wording of the by-law incorporating the proposed amendments.
12. Motions to adopt by-laws, repeal by-laws or amend by-laws must be passed by a majority of not less than two-thirds of the votes cast by members of the association entitled to vote and present at a special or annual meeting.
13. By-laws and amendments thereto are subject to the approval of the Inspector.

APPROVAL

13. Approval of these by-laws is vested in the membership subject to approval of the Inspector.

March 2008

ACO Bylaws

Created Feb 2008
Amended Nov 18, 2008