

BY-LAW NO. 1



Camerise Nouveau-Brunswick / Haskap New Brunswick

Version : June 2, 2026

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In the interpretation of this by-law, words in the singular include the plural and vice-versa, and words in one gender include all genders to simplify the text.

Article 1 - Corporate Name

The name of the organization is "Camerise Nouveau-Brunswick / Haskap New Brunswick," hereinafter referred to as the Association.

Article 2 – Registered Office

The headquarters of the Association is located in Green Mountain, New Brunswick.

Article 3 – Mission and Mandate

a) Mission Statement

Camerise Nouveau-Brunswick / Haskap New Brunswick is a coordination, promotion, and representation organization dedicated to obtaining and maintaining a favorable environment for the cultivation of haskap berries as well as their marketing.

b) Mandate

The association's mandate is to:

- Promote communication and networking among member producers;
- Define the sector's priorities;
- Encourage economies of scale in the purchase of inputs by member producers;
- Represent member producers to government authorities;
- Offer and disseminate information as well as training aimed at improving the knowledge of member producers on all matters related to haskap;
- Raise awareness among buyers and the general public about the potential use of haskap and its health benefits; and
- Represent member producers to the Haskap Canada Association and any other associations.

Article 4 - Designated Territory and Regions

While established as a provincial organization, the Association may expand its footprint, programs, collaborations, and membership beyond New Brunswick where such expansion strengthens industry development, market access, research, or advocacy efforts.

In New Brunswick, the territory of the Association is divided into four regions: the Northwest (Counties: Madawaska, Victoria, Restigouche), the Northeast (Counties: Gloucester, Northumberland), the Southeast (Counties: Kent, Albert, Kings, Westmorland), and the Southwest (Counties: Saint John, York, Sudbury, Queens, Charlotte, Carleton).

Article 5 - Seal

The seal of the Association is located to the right of this article.



Article 6 - Nature of the Organization

The Association is a non-profit corporation, established under the Companies Act, RSNB 1973, c C-13, specifically Part II (Non-Profit)

Article 7 – Membership Categories

a) Commercial Producer

Any active individual or company engaged in the commercial production of haskap berries with a 1,000 plants or more, who uses or intends to use or benefit from the Association's services. This category is eligible for one vote per member, serve on the Board and chair committees.

b) Hobby/Small Scale Grower

Individuals growing haskap berries for personal use or limited local sale with less than 1,000 plants, who uses or intends to use or benefit from the Association's services. This category is eligible for one vote per member, but is not eligible to serve on the Executive of the Board.

c) Supporting Corporate Member

Any suppliers, consultants, government agencies, nurseries, researchers, and industry service providers that has an economic or social interest in achieving the objectives of the Association. This category is non-voting but eligible to serve on Committees.

d) External Member

Any active individual (i.e., hobbyist) or company engaged in the production of haskap berries who resides outside the province of New Brunswick, who uses or intends to use or benefit from the Association's services. This category is eligible for one vote per member and may serve on Committees in a non chair capacity. Members in this category may be appointed to the Board of Directors if positions remain unfilled by commercial and small producer members.

Article 8 - Financial Year

The Association's financial year begins on the first day of March and ends on the last day of February.

The banking business of the Association shall be transacted at a bank carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by the secretary-treasurer of the Association and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

Article 9 – Membership

a) Admission Conditions

To become a member of the association, one must:

- Correspond to and adhere to one of the member categories listed in Article 7.
- Be accepted by the Board of Directors, which decides on each membership application submitted to it.

b) Membership Fees

1. Commercial Producer Member: The annual membership fee is \$225, with the first payment due upon joining.
2. Hobbyist/Small Scale Grower Member: The annual membership fee is \$75, with the first payment due upon joining.
3. Supporting Corporate Member: The annual membership fee for a supporting corporate member is available at the following levels:
 - Gold sponsor - \$1,000 annually
 - Silver sponsor - \$500 annually
 - Bronze sponsor - \$250 annually

These amounts are payable in full upon joining.

4. External Member: The annual membership fee for an external regular member with the first payment due upon joining, is as follows:
 - a. Hobbyist - \$75
 - b. Commercial - \$225

c) Membership Procedure

Applications for membership shall be submitted in a form approved by the Board of Directors.

All applications shall be reviewed by the Board, and acceptance shall require approval by a majority vote of the Directors present at a duly constituted meeting.

The Board reserves the right to refuse any application where, in its judgement, acceptance would not be in the best interests of the Association. The Board is not required to provide reasons for refusal.

Article 10 - Withdrawal or Suspension of a Member

- a) Withdrawal of a Member: A member may withdraw from the Association by submitting a writing notice to the Secretary or to the Board of Directors. Withdrawal shall become effective upon receipt of such notice unless a later date is specified.

No portion of membership dues shall be refundable upon withdrawal.

- b) Suspension or Termination: The Board of Directors may suspend or terminate the membership of any member whose conduct is deemed detrimental to the interest, integrity, or reputation of the Association.

The member shall be given notice and an opportunity to respond before a final decision is made.

A decision of the Board shall be final.

Article 11 - Annual or Extraordinary General Meetings

- (a) The annual general meeting of the Association must be held no later than four months after the end of the financial year. It takes place in the format and/or at the location and time set by the board of directors, specified in the notice of meeting.
- (b) The right to speak at general meetings is granted to all members, while the right to vote is reserved for regular members with voting rights, whether they are individual members or constituted companies.
- (c) Notice of each annual or extraordinary meeting, including the agenda, must be communicated to members at least ten (10) calendar days in advance, sent by mail or email to members listed in its records.
- (d) This notice must specify the location, date, and time of the meeting, and in the case of an extraordinary meeting, it must specify that only the items listed on the agenda may be discussed.

- (e) An extraordinary meeting of the members may be called at any time by the board of directors. An extraordinary meeting must be called by the board of directors of the Association when at least fifty members, or ten percent of the total membership if this percentage represents a smaller number, submit a request to the board of directors.
- (f) 50% + 1 of the members or a minimum of seven (7) members present, on-site or online, constitutes a quorum for holding an annual or extraordinary meeting of the Association.
- (g) At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members.

Article 12 - Directors

The Association's Board of Directors is made up of seven (7) directors who are regular voting members and, as far as possible, come from all areas of the footprint as stipulated in Article 4.

- a. The members of the board of directors are elected at a general meeting.
- b. Any individual who is a regular member or a delegate of a voting member/company, who is at least eighteen years old, is deemed to have the qualifications required to become a director of the Association.
- c. At the first general meeting of the Association, one-third of the directors are elected to serve until the first annual meeting, one-third of the directors are elected to serve until the second annual meeting, and one-third of the directors are elected to serve until the third annual meeting. After that, all directors are elected for a three-year term. Outgoing directors may be re-elected for three consecutive terms but must wait one year before serving a fourth term.
- d. At the meeting where the elections take place or immediately afterwards, the board must meet and elect from among the directors a president, a vice-president, and a secretary-treasurer.
- e. The duties and powers associated with each position shall include the following:
 - President – The president is the chair of the Board and is responsible for presiding at all meetings of the board of directors and of the members. The President shall have such other duties and powers as the board may specify.
 - Vice-President – The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act. The vice-president shall have such other duties and powers as the board may specify.
 - Secretary-treasurer – The secretary-treasurer of the board shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary-treasurer shall issue notices of meetings, document minutes of all

proceedings at meetings, collect membership fees and keep accounting records of any financial transactions. The secretary-treasurer shall also be the custodian of all papers, records, documents and other instruments belonging to the Association.

- f. If a vacancy occurs on the Association's board of directors due to death, resignation, or any other reason, the remaining directors must, within 3 months, make an appointment that will remain valid until the next general meeting to fill the vacant position.
- g. If a director is absent from three consecutive meetings without a valid reason, they may be removed from the Board of Directors.
- h. The Association's Board of Directors must meet at least four (4) times during the year at the place, in the manner, and at the time determined by the Board of Directors. A majority of the directors constitutes a quorum.
- i. The records containing the minutes of the board of directors' meetings and general assemblies must be kept by the association's secretary-treasurer.
- j. The board may from time to time appoint any committee as it deems necessary or appropriate.

Article 13 - Amendments

These regulations may be amended at a general meeting of the members by informing them of the content of each proposed amendment, either in the notice of the meeting.

Article 14 - Rule of Procedure

The Morin Code constitutes the rule of procedure used during the deliberative meetings of the Association.

Article 15 – Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Association, as enacted by the directors of the Association by resolution on the 2 day of June , 2026.

ORIGINAL SIGNED BY Paul Laplante

Signature, President
Paul Laplante

June 2, 2026

Date

ORIGINAL SIGNED BY Chantal St-Pierre

Signature, Secretary-Treasurer
Chantal St-Pierre

June 2, 2026

Date