

## Section Four

### MEMBERSHIP

4.01 Membership. Except as otherwise provided in this section, each person engaged in the business of producing and marketing canola in Manitoba and who has paid fees to the Association on all canola marketed by such person in the previous fiscal year of the Association pursuant to Manitoba Regulation 57/96 being a regulation made under *The Agricultural Producers' Organization Funding Act* (the "Funding Act") shall be a Member of the Association for the subsequent two (2) fiscal years of the Association.

Notwithstanding the provisions set out above, upon receipt by the Association of a Member's application for a refund under the Funding Act, the Member's membership shall automatically terminate and such person shall not be eligible to be a Member of the Association during that fiscal year or during the subsequent fiscal year of the Association.

4.02 Types of membership. There shall be two (2) types of membership, namely:

- (a) Members; which shall be open to every person engaged in the business of producing and marketing canola in Manitoba and who has met the requirements of section 4.01;
- (b) Associate Members; which shall be open to any person involved in the canola industry, who supports the objectives of the Association, who has applied to become an Associate Member and whose application for such membership has been approved by the board of directors, and who has paid the membership fee for Associate Members as set out in section 4.04.

4.03 Voting.

- (a) In the case of an individual who is a Member, the individual shall be entitled to one vote at each meeting; in the case of a corporation which is a Member, the corporation may designate a director and shareholder of that corporation to be an "Eligible Person" to represent it at meetings of the Association and such Eligible Person shall be entitled to one (1) vote at each meeting of Members of the Association; and in the case of a partnership which is a Member, the partnership may designate a partner in that partnership to be an "Eligible Person" to represent it at meetings of the Association and such Eligible Person shall be entitled to one (1) vote at each meeting of Members of the Association. In the case any other type of person which is a Member, that Member may designate an individual to be an Eligible Person to represent it at meetings of the Association and such Eligible Person shall be entitled to one (1) vote at each Meeting of Members of the Association.
- (b) Associate Members shall be entitled to receive any newsletter issued by the Association but shall not be entitled to notice of any meetings of the Association, or to attend or to speak at such meetings of the Association without the approval of the chair of such meeting, or to vote at such meetings, or to be elected as a director of the Association.

4.04 Membership Fees.

- (a) The membership fee payable by a Member from time to time shall be an amount equal to the fee payable by that person on that person's production and marketing of canola pursuant to the Funding Act and must be paid on all marketing of canola by that person in the previous fiscal year of the Association as well as current fiscal year of the Association. If the Association has not received a fee from a Member for two (2) consecutive fiscal years of the Association the membership of that Member shall automatically terminate.
- (b) The membership fee for Associate Members shall be that amount prescribed by the board of directors from time to time.

4.05 Termination of Membership. The membership of a Member in the Association is not transferable and terminates and ceases to exist:

For Members:

- (a) as provided in section 4.01, upon receipt by the Association of a Member's application for a refund under the Funding Act;
- (b) as provided in section 4.04, if the Association has not received a fee from the Member for two (2) consecutive fiscal years of the Association;
- (c) upon the death of the Member who is an individual;
- (d) upon the dissolution of a corporation, a partnership, other person which is a Member; or
- (e) otherwise in accordance with these by-laws.

For Associate Members:

- (a) after the end of a fiscal year of the Association for which the person last paid the applicable membership fees.

4.06 Other Cancellation or Suspension of Membership. The board may cancel or suspend the membership of a Member by resolution for cause, or where the directors otherwise are of the opinion that such cancellation or suspension is in the best interests of the Association. Such Member shall receive at least seven (7) days notice of the meeting of the board at which such resolution is to be considered, together with a statement of the grounds upon which the membership of the Member is proposed to be terminated, and such Member shall be entitled to appear, either personally or by or with an agent or counsel, to make submissions at the meeting.

