



ASSOCIATION QUÉBÉCOISE  
DE LA DISTRIBUTION  
DE FRUITS ET LÉGUMES  
QUÉBEC PRODUCE MARKETING ASSOCIATION

# CONSTITUTION AND BY- LAWS

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## **1. NAME/DEFINITION**

### **1.1 Name**

The name of this Association is: “Quebec Produce Marketing Association” .

It may also be designated by the abbreviation “QPMA”.

### **1.2 Governing law**

The Association is a non-profit organization under Part III of the *Companies Act* of the province of Quebec.

### **1.3 Headquarters**

The Association’s headquarters are located in the city of Montreal.

The Board has the power to change the location of the headquarters by Resolution.

### **1.4 Language**

The French text of the Constitution and By-Laws is the official text. If there is a difference in interpretation between the French version and the English version, the French version will prevail.

Furthermore, documents for Members must be bilingual.

### **1.5 Definitions**

In these regulations, unless the context precludes it, the following terms mean:

- A. Directors: members of the Board
- B. Association: the Quebec Produce Marketing Association
- C. Executive Committee: as defined in section 7.5
- D. Board: board of directors of the Association
- E. Company: any company regardless of its nature

- F. Governor: former president of the Board
- G. Member: member of the Association
- H. Officer: member of the Executive Committee
- I. Representative: designates the official representative of the Member
- J. Resolution: resolution made by simple majority of the Directors

## **2. MISSION**

### **2.1 Mission**

The Association is a non-profit organization that brings together Members from every sector of the produce industry, working in close synergy with them and with its various industry partners. Its mission is to promote the consumption of fruits and vegetables in Quebec and the activities of Members in the sector.

### **2.2 Objectives of the Association**

Without limiting the generality of the foregoing, the goals of the Association are:

- A. To promote increased consumption of fruits and vegetables.
- B. To provide Members with information that facilitates their business activities.
- C. To represent and defend the best interests of Members with federal and provincial government authorities, as well as any foreign Company, organization or government.
- D. To provide a meeting place for Members of the industry where they can exchange ideas and establish contacts.
- E. To ensure the sustainability of the Association.
- F. To use all means to achieve the prescribed goals established according to its mission.

## **3. MEMBERS**

Any Company operating in the fresh produce industry and any Company operating in a related sector may be a Member, provided that its application is duly approved by the Board.

Any association, Company or teaching establishment offering goods and services of interest for Members, and with which the Association may develop partnership and trade links, can be a Member provided that its application is duly approved by the Board.

### **3.1 Categories of Members**

- A. **“Active member”** of the Association means any company operating in the fruit and vegetable sector, including, but not limited to, a retail chain, broker, distributor, fruit store, wholesaler, importer, exporter, grower, packer, processor, shipper, or carrier having a place of business in Quebec or outside of Quebec, who meets the admission standards established from time to time by resolution of the Board.
- B. **“Associate Member”** means any Company operating in the fruits and vegetables industry, including, without being limited to Chain-Retailers, Brokers, Distributors, Fruit Stores, Wholesalers-Importers-Exporters, Growers-Packers-Processors-Shippers, Carriers, located outside of Quebec or any Company operating in a connected sector and meeting the admission standards established from time to time by Board Resolution.
- C. **“Partner Member”** means any association, Company or teaching establishment with which the Association develops partnership and exchange services.

### **3.2 Rights and Duties**

Each Member of the Association must respect the Constitution and By-Laws.

Each Member of the Association undertakes to promote consumption of fruits and vegetables.

Each Member of the Association undertakes to practise fair and responsible trade.

In the case of Companies with multiple divisions, each of them must pay its membership fees to enjoy the privileges of being a Member.

- A. Active Members have the right to participate in all activities of the Association, receive notices of assemblies of Members, attend these assemblies and vote.
- B. Associate Members have the right to participate in all activities of the Association, receive notices of Members' meetings and attend these meetings.
- C. Partner Members have the right to participate in all activities of the Association, receive notices Members' meetings and attend these meetings.

### **3.3 Membership process**

Any membership application must be completed by filing the application form.

A membership application must be supported by two Directors, and must indicate the name of the Representative to whom all notices of meetings shall be sent.

The signatory of the application as well as his partner(s) cannot have been convicted of a criminal offence, unless they have been pardoned.

Any membership application must be submitted to the Board for approval by a simple majority vote. In the event of a tie, the president of the Association will be called upon to decide.

For the membership to be activated, the new Member must pay the membership fees.

Any application for membership from a Partner Member is subject to the approval of the President/CEO. The list of Partner Members is approved each year by the Board.

### **3.4 Membership fees**

The annual membership fees are set by the Board and payable upon receipt of the invoice.

### **3.5 Suspension and removal**

- A. A Member may be suspended or removed by the Board:
  - a. For refusal to follow the Constitution and/or By-Laws of the Association.
  - b. For not having paid its annual membership fees within the prescribed time frame.



- c. For breach of any obligation undertaken towards the Association.
  - d. For being in breach of section 3.2.
- B. The Executive Board has the right to suspend or remove any Member for any of the reasons listed below:
  - a. For having harmed the Association and/or the industry.
  - b. For having abandoned its status as a Member of the Commercial Dispute Resolution Corporation (DRC) or having been removed from this organization, such abandonment or withdrawal being detrimental to the interests of other Members of the Association.
  - c. For having ceased to be licensed under the Licensing and Arbitration Regulations of Canada or the Perishable Agricultural Commodities Act (PACA) of the United States, or if this license has been suspended or revoked, such abandonment, suspension or revocation being detrimental to the interests of other Members of the Association.

If the Executive Board deems appropriate to suspend or remove a Member of the Association under paragraph B, it must grant a 20-day notice and provide the Member in question with the reasons for its decision. The Member may, during this 20-day period, respond in writing to the draft suspension or removal. If the Executive Board does not receive any written defence, it can notify the Member that its membership has been suspended or removed. If the Executive Board receives a written defence within the prescribed period, it must take this into account before rendering its final decision, which must be communicated to the Member within 10 days of receipt of the aforementioned written defence.

- C. Any Member that is suspended or removed under paragraph A or B loses its rights to the benefits and advantages of the Association as of the day of its suspension or removal and no part of the membership fees is refunded to it.

### **3.6 Appeal procedure**

Any Member that is suspended or removed under paragraph A or B of section 3.5 may appeal the decision at the annual general meeting or at the next Members' special meeting.

#### **4. MEMBERS' MEETINGS**

##### **4.1 Annual general meeting**

The Members' annual general meeting of the Association is held on the date set by the Board.

##### **4.2 Special meeting**

The Board may call a special meeting to address any subject that it deems appropriate.

A special meeting must also be called upon written request of at least 10 percent of Active Members, sent to the President/CEO.

A meeting must be called on the instructions of any Active Member having signed the written request if the Board has failed to act on it within 15 days of receipt.

##### **4.3 Notice of meeting**

20 days' notice is required to call the annual general meeting; the notice must include the list of candidates for election to the Board proposed by the nominating committee.

10 days' notice is required to call a special meeting.

##### **4.4 Voting**

At every meeting of the Association, each Active Member and each Director has the right to a single vote on any matter brought before the meeting.

Only persons present at the meeting may exercise their right to vote. No vote by proxy or early voting will be possible.

The vote is taken by show of hands. A secret ballot may take place at the request of at least 10 percent of valid votes cast by all Active Members present at the meeting.

##### **4.5 Majority**

Unless otherwise established by law, decisions at assemblies of Members shall be made by simple majority of valid votes cast by all Active Members present at the meeting.

#### **4.6 Quorum**

The Active Members present at any duly called meeting form the quorum.

#### **4.7 Electoral process**

Election of the Directors to the Board takes place during the annual general meeting of Members.

##### **A. Application**

To submit his/her application, the Member must meet the following criteria:

- be employed by an Active Member;
- belong to the business sector targeted by the election of the current year;
- be supported by five signatures of Representatives, holding executive positions at five different Companies, Active Members of the Association, with a place of business in Quebec. These five signatures must be handwritten/physical;
- attach a cover letter.

The candidate must notify the nominating committee of his/her candidacy at least forty-five (45) days prior to the annual general meeting.

##### **B. Nominating committee**

The nominating committee proposes the list of candidates retained during the annual general meeting.

##### **C. Voting**

The election of Directors is done by secret ballot.

The assembly elects, by show of hands, a president, an election secretary and two scrutineers among the Active Members present.

## **5. BOARD OF DIRECTORS**

### **5.1 Composition**

The Board is comprised of a minimum of 10 Directors elected by the Members.

The Governors are ex officio Members of the Board. The President/CEO of the Association, without voting rights, is also included.

### **5.2 Representativeness**

It is the intention of the Association to ensure the best possible balance of representativeness within its Board for each of the business sectors from which its Active Members come.

### **5.3 Duration**

Unless they are Members of the Executive Committee, Directors remain in office for a two-year term and their appointment can be renewed for a maximum of five consecutive terms.

At each annual general meeting, if the nominating committee has approved the renewal under section 7.4, the Members approve the renewal of Directors whose mandate has expired by simple majority of valid votes cast by all Active Members present at the meeting.

If a Director representing a sector resigns from the Active Member Company to take a job at another Active Member Company of the Association, the Director retains his/her position as Director appointed to the Board until the next annual general meeting. If he/she no longer holds a job at an Active Member Company, he/she must immediately leave his/her Director position and a person designated by the same Company may act as interim until the next annual general meeting, where the position will be open.

### **5.4 Eligibility**

Only Active Members with a place of business in Quebec are eligible to be Directors.

## **5.5 Powers**

- A. The Directors of the Association manage the affairs of the Association and conclude, on its behalf, all contracts that the Association may validly conclude; in general, they exercise all other powers and carry out all other actions that the Association is authorized to carry out, under its charter or otherwise.
- B. The action carried out by one or more persons acting as Directors or by the Board is not invalid by the sole fact that a defect is subsequently discovered in the election of such persons or the entire Board or that one or more of its Directors were not qualified to be Directors; however, this clause applies only to actions carried out as mentioned above before the election or appointment of the respective successor or successors of the persons concerned.
- C. The Directors must manage the funds of the association in the manner that will be most beneficial to them using only investments that are presumed sound, in accordance with the rules set forth in section 1339 of the *Civil Code of Quebec*, with a preference for guaranteed investments.

## **5.6 Compensation**

No compensation will be paid to any of the Directors for services rendered.

Expenses and fees incurred by Directors, either to attend regular or special assemblies, or to participate in an activity of interest for the Association at its request, may be paid by the Association according to a schedule established by the finance committee and updated regularly.

## **5.7 Dismissal and expulsion**

The Board may, by a vote of 2/3 of the Directors, dismiss a Director for one of the following reasons:

- A. For failure to attend three consecutive Board meetings.
- B. For refusal to comply with the Constitution and/or By-Laws of the Association.

C. For causing serious harm to the Association.

A Governor will lose his/her voting right on the Board if he/she does not participate in at least one Board meeting every two years.

## **5.8 Vacancy**

Any Board position left vacant following the death, resignation or dismissal of an elected Director may be filled by appointment of the Board and the successor so appointed will serve the remainder of the term.

## **6. BOARD MEETINGS**

### **6.1 Meeting**

The Board has its first meeting immediately after the annual general meeting at which the Board is elected; this is done without notice of meeting.

The meeting will be legally constituted if the quorum of Directors is met.

At this time, the Board appoints the president, first vice-president and second vice-president and treasurer of the Association.

The first vice-president is named to the office of president of the Association in the year following his/her vice-presidency for a term of one year.

The second vice-president and treasurer is named to the office of first vice-president of the Association in the year following his/her vice-presidency for a term of one year.

### **6.2 Notice of meeting**

The Board may meet at any time and at any place when convened by the president of the Board, the President/CEO, one of the vice-presidents or four Directors, provided that a notice of at least seven days indicating the full agenda is given to each Director, or without notice if all Directors are present or have waived in writing the requirement for notice of meeting.

### **6.3 Quorum**

The quorum at the Board is constituted by a simple majority of the Directors.

#### **6.4 President and secretary of the meeting**

Board meetings are presided over by the President of the Association or, failing this, by the first vice-president. The President/CEO of the Association acts as secretary of meetings.

#### **6.5 Voting**

Each Director has voting rights and all decisions, except for those set forth in section 5.7, are made by Resolution.

The vote is taken by show of hands and proxy voting is not permitted.

#### **6.6 Resolution**

A written Resolution, signed by all of the Directors, is valid and has the same effect as if it had been adopted at a duly called and held Board meeting. Such a Resolution must be recorded in the minute book of the Association, following its date, in the same way as regular minutes.

#### **6.7 Means of communication**

The Directors may, if they are all in agreement, participate in a Board meeting using any means of communication. They are then deemed present at the meeting.

#### **6.8 Annual report**

At the request of the Board, the President/CEO prepares a report of activities and events of the Association for the past year at the annual general meeting.

### **7. COMMITTEES**

#### **7.1 Creation and composition**

The Board may, by Resolution, create, suspend or eliminate any committee or ad hoc committee when it deems it appropriate, except for standing committees.

The mandate of committees is determined by the Board. In general, they will address relevant business issues of the Association, including Member services, promotion of consumption, industry and government relations, and activities and responsibilities of the Association.

Each committee is presided over by a Director designated by the president of the Association.

The other members of each committee are appointed jointly by the president of the Board and the president of the committee. The addition of external members is permitted as needed.

## **7.2 Standing committees**

The Association has three standing committees:

- Finance committee;
- Nominating committee;
- Executive Committee.

## **7.3 Finance committee**

The finance committee is comprised of six persons: the second vice-president and treasurer, two Directors, the President/CEO and the head of accounting at the Association.

It is responsible for taking the necessary measures to ensure the sustainability of the Association, by making recommendations to the various bodies of the QPMA.

The second vice-president and treasurer is, ex officio, president of this committee.

## **7.4 Nominating committee**

The Executive Committee forms the nominating committee.

It is responsible for proposing at the annual general meeting the list of candidates to fill vacant positions on the Board.

In order to identify the persons most likely to serve the interests of the Association well, the committee must consider the representativeness of the various business sectors of the Members and the eligibility of the candidates received under section 4.7.



Unless otherwise indicated, a Director in office whose term expires is automatically included on the list of candidates, unless he/she is a Director on the Executive Committee. The list of candidates must be completed at least 30 days in advance.

### **7.5 Executive Committee**

The Executive Committee of the Association is comprised of five members, i.e., the president, the first vice-president, the second vice-president and treasurer, the outgoing president and the President/CEO (the “**Executive Committee**”). They are also the Officers of the Association.

Once a Director reaches the Executive Committee, his/her candidacy can no longer be voted on by the Members at the next general meeting.

If the professional situation of an Officer changes, the other members of the Executive Committee have the discretionary power to dismiss that Director by unanimous vote. However, the Officer thus removed remains a Board member for one year.

The President/CEO does not have voting rights.

### **7.6 Meetings**

The Executive Board meets as often as necessary and the president may call for a meeting at any time.

The President/CEO or his/her assistant must attend the meetings.

### **7.7 Quorum**

The quorum of the Executive Committee is three.

### **7.8 Powers and obligations**

The Executive Committee sees to the implementation of the Board’s decisions and ensures proper administration of the Association.

### **7.9 Responsibilities**

The Executive Committee will be responsible to the Board for all of its decisions, which it shall report at each Board meeting.

## **8. ROLES AND DUTIES**

### **8.1 Duties of the president of the Board**

#### **A. Role**

- He/she assumes management of the Board and demonstrates leadership by guiding, coordinating and ensuring the effective operation of the Board. Moreover, he/she ensures that the Directors have the information necessary for reviewing and monitoring the records of the Association;
- He/she is available to advise the President/CEO on any important matters affecting the Association and/or its Members;
- He/she may respond, in collaboration with Association management, to any question affecting the operations and activities of the Association;
- As the highest elected officer of the Association, he/she is also the first representative of its Members. Therefore, he/she may act, in coordination with the President/CEO, as representative of the Association during networking or public relations, political and media activities.

#### **B. Primary responsibilities**

- Within the framework of the activities of the Board and the Executive Committee:
  - Presides over Board meetings and meetings of the Executive Committee;
  - Proposes, in collaboration with the President/CEO, questions to be submitted to the attention of the Board or Executive Committee, and establishes the annual calendar of meetings of these bodies;

- Ensures that the Board carries out its duties and responsibilities as set forth in the regulations of the Association and that its Members act in accordance with the governing rules and best practises in this area;
  - Ensures that the Directors receive information relevant to the performance of their duties;
  - Ensures, with the Directors, supervision of execution of the budget;
  - Promotes constructive relations between the Board and management;
  - Acts as sole spokesperson of the Board;
  - Appoints, from among the Directors, the president of each committee created by the Board, and identifies, jointly with the respective presidents of these committees, the other members.
- Within the framework of the activities of the Association:
    - Presides over the annual general meeting and special assemblies;
    - Presides over certain ad hoc committees and meetings with Members;
    - Contributes to membership development;
    - Helps strengthen relationships and solidarity between Members;
    - In coordination with the President/CEO, participates in the promotion of the Association:
      - Advises the President/CEO about the general business conduct of the Association, including major strategic guidelines and the strategic plan;
      - Signs, jointly with the President/CEO, the reports of the Association;

- In coordination with the President/CEO, he/she may represent the Association during networking or public relations, political and media activities.

## **8.2 Duties of the President/CEO**

### **A. Role**

Appointed by the Board, he/she is the first manager of the Association, its secretary as well as the superior of all staff members.

He/she ensures the healthy management of human, financial, physical and computer resources.

He/she is also responsible for setting objectives, directing work related to the preparation of budgets, recommending programs that should be adopted by the Board, ensuring follow-up of decisions and reporting back to the Board.

The President/CEO represents the Association before political authorities and various industry partners to ensure its standing. He/she acts as the main spokesperson of the Association.

### **B. Primary responsibilities**

- Within the framework of the definition and implementation of the mission, vision and strategy of the Association:
  - Ensures that the mission, vision and values of the Association are communicated to all staff members;
  - Inspires and directs strategic planning, submits it to the president and the Board for approval, and ensures its execution;
  - Plans and directs development or external positioning initiatives approved by the Board;

- Aims to maintain effective communications with the president and the Directors so that they have all the relevant information that may affect the Association, its resources, its capital or its employees;
  - Helps and collaborates, with the president of the Board, in the preparation of Board Meetings and meetings of the Executive Committee.
- Within the framework of his/her role as secretary:
    - Keeps the record of the minutes and all other corporate records of the Association;
    - Is in charge of sending the notice of meeting to the Directors and Members.
- Within the framework of human resource management:
    - Defines the organizational structure required for provision of services and activities of the Association, as well as to support its development and growth;
    - Drafts job descriptions for each staff member;
    - Determines the hiring conditions and salary conditions of staff members as well as those applicable to contract staff. Obtains the approval of the Executive Board with regard to these actions, if appropriate;
    - Specifies the specific limits of authority delegated with regard to policies, contracts, expenses and personal actions;
    - Establishes, in tandem with each staff member, objectives to achieve and performance measures, and carries out the annual performance evaluation based on them;
    - Ensures staff integration and development, in particular by training.
- Within the management of the activities and events of the Association:

- Manages all activities and events of the Association, and ensures their effectiveness and efficiency;
- Presents the annual budget for each activity and committee to the Board, and ensures its implementation and respect;
- Develops the global offer of services and the positioning of the Association and ensures the smooth running of marketing initiatives and development of new services for Members;
- Participates in Member recruitment, as well as the search for sponsorships and grants;
- Reviews and approves specific initiatives of business entities that require significant capital expenditures, while respecting the annual overall capital budget;
- Represents the Association in dossiers with Members, associations and other industry partners, government agencies and similar groups;
- Coordinates the activities of the Association through various committees and one-time meetings, and works with the Board and Members for the establishment and execution of action plans and objectives;
- Supervises the external financing activities of the Association;
- Supervises the legal affairs of the Association, including those for which the Association or its Directors may be held liable.

### **8.3 Duties of the first vice-president**

The first vice-president replaces the president in case of absence. If both are absent, the second vice-present and treasurer takes their place. If all three are absent, the Members appoint a president.

### **8.4 Duties of the second vice-president and treasurer**

The role and duties of the second vice-president and treasurer are as follows:

- Exercise a controlling role over accounting and financial aspects;
- Communicate the economic and financial situation to government bodies and alert them, if applicable;
- Make proposals on management and financial choices;
- Link the Association's mission and the resulting financial needs to confirm its feasibility.

### **8.5 Duties of a Director and Governor**

The role of a **Director** consists of:

- Participating in the assemblies and activities of the Association;
- Being willing to be a member of Board committees and temporary work groups;
- Providing support and assistance to Member recruitment activities;
- Assisting with sponsorship requests for Association activities and events;
- Promoting Association activities and events;
- Actively contributing to the Association's promotional campaigns;
- Driving the values of the Association and working to accomplish its mission;
- Preparing to hold the positions of second vice-president and treasurer, first vice-president, president and outgoing president within the Executive Committee.

The role of a **Governor** consists of:

- Participating in the assemblies and activities of the Association;

- Being willing to be a member of temporary work groups;
- Offering his/her assistance and advice to the Association when needed;
- Promoting the values of the Association and working to accomplish its mission.

## **9. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

### **9.1 Limitation of liability**

Unless otherwise indicated by law, no Director or Officer of the Association is liable for the actions, negligence, defects or non-performance of any other Director, Officer or employee, or for any loss, harm or expense that may be incurred by the Association due to bankruptcy, insolvency or a criminal action of any person, including any person to whom funds, securities or effects have been entrusted, or for any loss, embezzlement, misappropriation, usurpation, or other damage resulting from transactions involving money, securities or other assets belonging to the Association, or for any other loss, damage or other misfortune resulting from the exercise of a position of Director or Officer, unless those acts occurred by his/her actions or wilful neglect.

### **9.2 Third party claims**

The Association assumes the defence of its authorized representative or a person who, at its request, acted as a Director for a corporation of which it is a shareholder or creditor, and who is sued by a third party for an act carried out in the exercise or for the performance of his/her duties.

However, in case of criminal prosecution, the Association only assumes payment of the expenses of its authorized representative or the person who, at its request, acted as a Director for a corporation of which it is a shareholder or creditor, if that individual had reasonable grounds to believe that his/her conduct was in accordance with the law or he/she was acquitted or released.

### **9.3 Insurance**

The Association must purchase liability insurance and maintain it in effect to protect its Directors and Officers.



## **10. VERIFICATION**

### **10.1 Financial statements**

A review of the financial statements of the Association is carried out annually by the firm identified by the Board, and this choice is ratified by the Members during the annual general meeting. The appointment thus conferred is for a term of three years, renewable a maximum of two times.

First submitted to the Executive Committee and then to the Board, the report from the annual review of financial statements is then presented to and adopted by the Members during the annual general meeting or the next Members' special meeting.

If necessary, the Board has the authority to fill any vacancy in the position of verifier.

### **10.2 End of fiscal year**

The fiscal year of the Association ends on August 31 of each year or on any other date that the Board may establish by Resolution, if applicable.

### **10.3 Passing of effects**

Formal acts, deeds of transfer, acts of assignment, contracts and other effects requiring the signature of the Association may be signed by two of the Officers, or by two members of the staff of the Association appointed by Resolution of the Board. If necessary, the Board may establish conditions for signature and specify which of the persons must sign a particular document or a type of document.

### **10.4 Banking operations**

The banking operations of the Association are carried out at a bank, credit union, trust company or other institution or company carrying out banking operations in Canada, which the company may name, appoint or authorize by Resolution.

These operations are carried out by the second vice-president and treasurer or by any person named, appointed or authorized by the Board by Resolution.

## **10.5 Operating rules and procedures**

If it so deems necessary to ensure the healthy management of the Association or to address any matter, the Board may establish operating rules and procedures, which must comply with the administrative regulations concerning the management and operation of the Association.

## **11. DISSOLUTION**

### **11.1 Dissolution/Liquidation**

In case of dissolution or liquidation of the Association or distribution of its assets, for any reason whatsoever, they will be assigned, after settling its debts, to one or more organizations in Canada with analogous or similar objectives to that of the Association, under conditions that will be established by the Board of the Association, in accordance with any provisions of the regulations of the Association for this purpose or, if applicable, to charitable organizations dedicated to providing food for the poor.

## **12. REVISION**

These Constitution and By-Laws may be modified subject to the following formalities:

- A. Implementation of an ad hoc Constitution and By-Laws review committee by the Board with the mandate to review, in general or in particular, changes to be made to the Constitution and By-Laws, and to make recommendations thereupon.
- B. Adoption of changes proposed by the Executive Committee and the Board.
- C. Adoption, by annual general meeting or a Members' special meeting duly convened for this purpose, of the proposed changes by 2/3 of valid votes cast by all Active Members present at the meeting.
- D. Any modification becomes effective as of the time of its adoption by the Members during the annual general meeting or a special meeting.
- E. The Constitution and By-Laws will be reviewed at least every three years.