

Dairy Farmers of Nova Scotia By-laws

made under Clause 15(1)(h) of the

Dairy Industry Act

S.N.S. 2000, c. 24

N.S. Reg. 366/2007 (August 14, 2007)

as amended up to N.S. Reg. 227/2011 (June 22, 2011, effective August 1, 2011)

Definitions

1 In these by-laws,

(a) “Act” means the Dairy Industry Act;

(b) “board of directors” means the board of directors of Dairy Farmers of Nova Scotia;

(c) “DFNS” means the body corporate known as Dairy Farmers of Nova Scotia, established by Section 5 of the Act;

(d) “member” means a producer who is engaged in the production of milk or cream from cows and who holds a licence issued under the Act to sell raw milk that has been produced by a herd of dairy cows that the producer owns or controls.

Amendment of by-laws

2 (1) Subject to subsection (2), these by-laws may be amended, in whole or in part, by the board of directors.

(2) Before amending these by-laws, the board of directors must give the members at least 30 days’ advance notice of the amendment and an opportunity to discuss and make recommendations to the board of directors on the amendment, either at an annual general meeting or special meeting of the members.

Subsection 2(2) amended: N.S. Reg. 227/2011.

Board of Directors Establishment, Composition and Terms of Office

Board of directors must be established

3 A board of directors of DFNS must be established in accordance with these by-laws.

Powers of board of directors

4 The board of directors has the authority to exercise any of the powers conferred on DFNS by the Act or by the regulations made under the Act.

Size of board of directors

5 Subject to Section 6, the board of directors must be composed of no more than 8 members elected in accordance with these by-laws.

Minister may appoint person to board of directors

6 (1) The Minister may appoint one person as a member of the board of directors of DFNS in addition to the directors who are members.

(2) A person appointed by the Minister must be a senior official from the Nova Scotia Department of Agriculture and must be a non-producer, a non-processor and a non-distributor.

(3) A person appointed by the Minister is not entitled to vote at any meetings of the board of directors or any meeting of the members.

(4) The term of office of a person appointed by the Minister is 1 year.

(5) A person appointed by the Minister may attend, with the representatives of DFNS, all regional and national meetings relevant to regional and national protocols, memoranda or agreements affecting the industry in the Province.

(6) The Minister may appoint a replacement person to hold office for the remainder of the term of office of a person appointed to the board of directors who dies, resigns or otherwise ceases to be a member of the board of directors.

(7) The costs of the attendance and participation by a person appointed by the Minister are the responsibility of the Nova Scotia Department of Agriculture.

Code of conduct for directors

7 (1) The board of directors must establish a code of conduct that applies to, and is binding on, all directors.

(2) In order to be nominated for election to the board of directors, a person must agree to comply with the code of conduct and must sign a copy of the code of conduct to indicate his or her agreement.

Section 7 replaced: N.S. Reg. 227/2011.

Terms of office for directors

8 (1) A newly elected director of DFNS takes office on the adjournment of the first annual general meeting of members following his or her election as a director and holds office until his or her successor takes office.

(2) The term of office of each elected director is 3 years.

Section 8 replaced: N.S. Reg. 227/2011.

Section 9 repealed: N.S. Reg. 227/2011.

Section 10 repealed: N.S. Reg. 227/2011.

Directorship ceases on director becoming non-member

11 A director of the board of directors ceases to be a director on ceasing to be a member of DFNS during his or her term of office.

Director may be removed

12 At any time, an elected director may be removed from the board of directors by a two thirds (2/3) majority vote of the remaining directors, in a vote held by secret ballot, if

(a) the director has missed 3 consecutive meetings of the board of directors;

(b) in the case of a director assigned to a region, several members from the region have expressed concern to the board of directors about the director's representation of the members from the region; or

(c) the director violates the code of conduct.

Section 12 replaced: N.S. Reg. 227/2011.

Vacancy on board of directors

13 (1) The board of directors may appoint a member to fill a vacancy on the board of directors to hold office until it is convenient, as determined by the board of directors, to have an election to fill the vacancy, but the election must be held no later than the next yearly election.

(2) The term of office of a person elected to fill a vacancy is the remaining balance of the term of office of the person who vacated the position.

Regions and Regional Milk Committees

Members divided into regions

14 (1) Members are divided into 6 regions as follows:

(a) Region 1, encompassing the counties of Richmond, Inverness, Cape Breton and Victoria;

(b) Region 2, encompassing the counties of Antigonish, Guysborough and Pictou;

(c) Region 3, encompassing Cumberland County and the area designated in subsection (2) as North Colchester;

(d) Region 4, encompassing Halifax County and the areas designated in subsection (2) as South Colchester and East Hants;

(e) Region 5, encompassing the areas designated in subsection (2) as West Hants and East Kings;

(f) Region 6, encompassing the counties of Yarmouth, Lunenburg, Queens, Annapolis and the area designated in subsection (2) as West Kings.

(2) For purposes of subsection (1), the boundaries of the designated areas are as follows:

Designated Area
Boundary

North Colchester

all the area in Colchester County north of Cobequid Bay and north of Highway 104, plus the area bounded on the north by Cobequid Bay, on the west by the Shubenacadie River, on the south by Highway 289 from Green Oaks to Brookfield, and on the east by Highway 102

South Colchester

all the area in Colchester County not included in North Colchester

East Hants

all the area in Hants County east of a line drawn from Selma to the Nine Mile River Bridge in Nine Mile River

West Hants

all the area in Hants County not included in East Hants

West Kings

all the area in Kings County west of a line drawn from Halls Harbour to Lakeville to South Alton

East Kings

all the area in Kings County not included in West Kings

Regional milk committees

15 (1) In each of the regions established by Section 14, there must be a milk committee composed of 4 members or designates who reside in the region and who must be elected by the members who reside in the region.

(2) A milk committee designate elected under subsection (1) or appointed under subsection (5) must be a spouse, parent, son or daughter of a member and must be at least 18 years old.

(3) To elect members or designates to a milk committee for a region, the board of directors must call a meeting of the members who reside in the region, to be held at a time and place determined by the board of directors, and the members present at the meeting must elect the milk committee members.

(4) The term of office of a member or designate on the milk committee is 3 years, and the terms of office must be staggered.

(5) If there is a vacancy on a milk committee because of the resignation or death of a member or designate on the milk committee, the board of directors may, in consultation with the milk committee, appoint a member or a designate from the region to the milk committee until it is convenient, as determined by the board of directors, to have an election in the region to replace the member who has resigned or died.

Directors assigned to regions to work with milk committees

16 (1) Each year at its first meeting after the annual general meeting of the members, the board of directors must appoint 6 directors from among themselves, one each to be assigned to work with the milk committee for each of the 6 regions established by Section 14.

(2) The director assigned to a region must hold at least 2 meetings per year of the milk committee for the region to seek advice, input and feedback on matters affecting DFNS.

(3) The board of directors must ensure that 1 or more directors meets at least twice each year with members in each of the 6 regions to seek advice, input and feedback on matters affecting DFNS.

Board of Directors Elections

Only members eligible to vote

17 The following are eligible to vote in an election of directors of DFNS:

(a) a member;

(b) if a member is a corporation, an individual shareholder in the corporation who is designated by the corporation;

(c) if a member is a partnership, an individual partner in the partnership who is designated by the partnership.

Eligibility for election to board of directors

18 (1) Subject to subsection (2), only the following are eligible to serve as directors of DFNS:

(a) a member who is not a corporation or partnership;

(b) the individual shareholder of a member corporation who is designated by the corporation in accordance with clause 17(b);

(c) the partner of a member partnership who is designated by the partnership in accordance with clause 17(c).

(2) A person who is a director on the board of directors of a processor, transporter or distributor is not eligible to serve as a director of DFNS.

Submitting nominations

19 (1) Nominations for election to the board of directors must be submitted to DFNS on or after September 1 and no later than September 21 in each year.

(2) DFNS must not accept a nomination unless

(a) the nominee is eligible under Section 18;

(b) the nomination is in a form provided by DFNS;

(c) the nomination is signed by the nominee, indicating his or her acceptance of the nomination;

(d) the nominee provides a copy of the code of conduct signed by the nominee to indicate his or her agreement to comply with it;

Clause 19(2)(d) added: N.S. Reg. 227/2011.

(e) the nomination is signed by 5 persons who are eligible under Section 17 to vote in an election of directors; and

Clause 19(2)(d) relettered (e): N.S. Reg. 227/2011.

(f) the nomination was received no later than the date specified in subsection (1).

Clause 19(2)(e) relettered (f): N.S. Reg. 227/2011.

List of nominees

20 (1) When the board of directors is satisfied that nominations submitted under Section 19 are complete, DFNS must immediately provide each nominee with the list of nominees.

(2) A nominee may withdraw his or her nomination by notice in writing to DFNS delivered or mailed so that it is received no later than the 10th day after the date the list of nominees was delivered or mailed to the nominee.

Acclamation and election

21 (1) If there are no more candidates for election to the board of directors than vacancies on the board of directors, DFNS must declare the candidates elected to the board of directors by acclamation.

(2) If there are more candidates for election to the board of directors than vacancies on the board of directors, DFNS must conduct an election.

Election officials

22 (1) DFNS must appoint a returning officer and any deputy returning officers and other persons that it considers necessary for the conduct of an election of directors.

(2) A director of DFNS must not be appointed as a returning officer or deputy returning officer.

Ballots

23 (1) For each election of directors, DFNS must mail or cause to be delivered 1 ballot to each member.

(2) A ballot must be in a form provided by DFNS and must be accompanied by

- (a) an envelope identified only by the words “Ballot Envelope”; and
 - (b) a mailing envelope addressed to the returning officer appointed for the election.
- (3) If a ballot is mailed to a member, DFNS must mail it no later than October 10 in the election year.

Voting

- 24 (1) A voter must cast only 1 ballot in an election of directors.
- (2) To cast a vote, a voter must
- (a) mark on the ballot in the box opposite the name of each candidate for whom the voter wishes to vote;
 - (b) seal the marked ballot within the ballot envelope;
 - (c) seal the ballot envelope in the mailing envelope;
 - (d) affix the voter’s farm name, if any, and licence number on the mailing envelope in the spaces provided; and
 - (e) mail the mailing envelope or cause it to be delivered to the returning officer so that
 - (i) if mailed, it is postmarked no later than October 21 in the election year, or
 - (ii) if delivered other than by mail, it is consigned for delivery no later than October 21 in the election year.
- (3) The returning officer must not accept a mailing envelope unless

(a) it is marked in accordance with clause (2)(d); and

(b) it is received in accordance with clause (2)(e).

(4) On accepting a mailing envelope, the returning officer must

(a) remove the ballot envelope from the mailing envelope and deposit it in a sealed ballot box;
and

(b) immediately destroy the mailing envelope bearing the identity of the voter.

Subsection 24(3) renumbered (4): N.S. Reg. 227/2011.

Counting ballots

25 (1) The returning officer must count the ballots no later than November 5 or, if November 5 is on a Sunday, November 6 in the election year.

(2) The returning officer must do all of the following:

(a) count the ballots in the presence of at least 2 persons eligible to vote in the election;

(b) permit each candidate to be represented at the counting of the ballots by a scrutineer designated by the candidate;

(c) reject and keep separate each ballot or ballot envelope

(i) that is in a form other than as provided by DFNS in accordance with subsection 23(2),

(ii) that contains votes for more than the number of vacancies on the board of directors,

(iii) on which there is any writing or mark by which the voter may be identified, or

(iv) that has been submitted by the voter so that the voter can be identified;

(d) prepare and deliver to DFNS, in the form provided by DFNS, a record of

(i) the number of ballots cast,

(ii) the number of votes given and allowed for each candidate, and

(iii) the number of rejected ballots;

(e) retain in safe custody, for such period of time as DFNS directs, all the ballots, including the rejected ballots, if any.

Declaration of winner

26 After an election of directors is conducted, DFNS must declare elected the candidates who obtained the largest number of votes and must notify all candidates of the results of the election.

Recount

27 (1) Any candidate in an election of directors may request a recount of the ballots by notice in writing to DFNS delivered or mailed so that it is received no later than 7 days after the date the notice of the election results is given under Section 26.

(2) On receipt of a request for a recount under subsection (1), the board of directors must cause the returning officer to conduct a recount of the ballots and each candidate may designate a scrutineer for the purposes of the recount.

(3) The election of a candidate on the basis of a recount under subsection (2) is final.

(4) If, because of a tie vote among two or more candidates, the election of one or more persons to the board of directors is not determined on the counting or recounting of the ballots, DFNS must determine the director or directors by causing the returning officer to:

(i) place the names of each of the tied candidates in a hat; and

(ii) randomly draw from the hat the number of names that equal the number of positions on the board of directors to be filled, and each candidate whose name is drawn will be a director.

Subsection 27(4) replaced: N.S. Reg. 226/2009.

(5) If, for a reason other than a tie vote, the election of one or more members to the board of directors is not determined on the counting or recounting of the ballots, DFNS must declare the election void and must conduct a further election no later than 10 days after the date the election is declared void.

Subsection 27(5) added: N.S. Reg. 226/2009.

Agent to conduct election

28 DFNS may appoint an agent to conduct all or a part of an election of directors to DFNS in accordance with these by-laws.

Board of Directors Meetings

Notice of board of directors meeting

29 (1) Meetings of the board of directors must be called by the chair or, failing the chair, by at least 5 of the directors, by giving notice of the meeting to each director.

(2) Unless it is otherwise indicated in the notice calling the meeting, a meeting of the board of directors must be held at the head office of DFNS.

(3) Notice of a meeting must

(a) include the date and time of the meeting;

(b) be given in writing or by prepaid mail or electronically or orally; and

(c) be given long enough before the meeting so that each director has sufficient time to receive the notice and to attend the meeting.

Order of business at board of directors meeting

30 (1) The order of business at a meeting of the directors must be as follows:

(a) roll call;

(b) reading and approving the minutes of the last meeting;

(c) business arising out of the minutes of the last meeting;

(d) reports of the manager, treasurer and chair;

(e) other reports, if any;

(f) unfinished business;

(g) new business.

(2) The order of business may be varied by a majority vote of the directors present at a meeting.

One vote per director and no proxy voting

31 Each member of the board of directors has 1 vote and there must be no proxy voting.

Voting by directors

32 (1) This Section does not apply to votes regarding the removal of an elected director under Section 12.

(2) Each matter arising at a meeting of the board of directors must be decided by a majority vote of the directors present.

(3) The chair of a meeting of the board of directors has no vote unless there is a tie vote, in which case the chair shall cast the deciding vote.

Section 32 replaced: N.S. Reg. 227/2011.

Transacting business other than at meeting

33 (1) The board of directors may transact a matter of business other than at a meeting called and conducted in accordance with Sections 29 and 30, if

(a) the chair is of the opinion that the matter of business should be decided sooner than a meeting may be called;

(b) the chair submits the matter to be decided to the secretary of DFNS;

(c) the chair or the secretary submits the matter to be decided to the directors by prepaid mail or electronically or orally; and

(d) the secretary makes a record in the minute book of the board of directors of the matter to be decided and the decision of each director.

(2) If the conditions set out in subsection (1) are complied with and the record shows a majority of directors in favour of or against the matter to be decided, it must be decided accordingly.

(3) A record made by the secretary under subsection (1) must be read and confirmed at the next meeting of the board of directors.

Minutes of board of directors meeting

34 Minutes of each meeting of the board of directors must be signed by the chair of the meeting and the secretary.

Quorum at board of directors meeting

35 A majority of the elected directors of the board of directors constitutes a quorum whether or not a vacancy exists.

Members' Meetings

Timing of annual general meeting

36 An annual general meeting of the members must be held no later than 6 months after the fiscal year end of DFNS.

Calling special meeting of members

37 (1) A special meeting of the members may be called at any time by the board of directors, or on written request signed by at least 15% of the members.

(2) A special meeting called on the written request of members must be called no later than 30 days after the date of the request.

(3) The order of business for a special meeting may be set at the meeting by the majority of members present.

Notice of members' meeting

38 Notice of a meeting is sufficiently given if mailed at least 2 weeks in advance to all members, but non-receipt of the notice by any member does not invalidate the proceedings of the meeting.

Quorum at members' meeting

39 (1) Business must not be transacted at a meeting of the members unless a quorum of members is present at the beginning of the meeting.

(2) A quorum is 15% of the members.

Quorum not present at members' meeting

40 If a quorum of members is not present within 30 minutes after the time appointed for a meeting of the members, the meeting,

(a) if convened on the request of members, must be dissolved;

(b) if convened by the board of directors, must stand adjourned to any time and place that the majority of the members then present directs.

Chair of members' meeting

41 (1) The chair of DFNS must preside as chair at every annual general meeting and special meeting of the members.

(2) If at any meeting the chair is not present, the vice-chair must preside as chair of the meeting.

(3) If at any meeting, neither the chair nor the vice-chair is present, the members present must choose another member present to be chair of the meeting.

Casting vote at members' meeting

42 (1) The chair of a members' meeting has no vote except in the case of an equality of votes.

(2) In the case of an equality of votes, the chair of the meeting has the deciding vote.

One vote per member

43 Except as provided in Section 44, only members present are entitled to vote at a meeting of members, each member has 1 vote and there must be no proxy voting.

Member may designate proxy

44 (1) If, because of absence or illness, a member who is not a corporation or partnership is unable to vote at a meeting of members, the member may designate an individual to vote on the member's behalf.

(2) If, because of absence or illness, there are no designated shareholders or partners of a member corporation or partnership who are able to vote at a meeting of members, the member corporation or partnership may designate an individual to vote on behalf of the member corporation or partnership.

(3) An individual designated under subsection (1) or (2) to vote on behalf of a member must be at least 18 years old and

(a) for a member who is not a corporation or partnership, must be a spouse, parent, son, daughter or employee of the member; or

(b) for a member that is a corporation or partnership, must be a spouse, parent, son or daughter of a shareholder in the corporation or a partner in the partnership, as applicable.

(4) There must be no proxy voting other than as provided in this Section.

Order of business at annual general meeting

45 (1) The order of business at an annual general meeting of the members must be as follows:

(a) roll call, which may be completed and tabulated before the call to order;

(b) reading and approving the minutes of the last meeting;

(c) matters arising out of the minutes of the last meeting;

(d) reports of the manager, treasurer, auditor and chair;

(e) other reports, if any;

(f) any other matters that the board of directors includes in the notice calling the meeting.

(2) The order of business at an annual general meeting may be varied by a majority vote of the members present.

(3) Minutes of an annual general meeting must be signed by the chair of the meeting and by the secretary.

Majority decides

46 (1) Except as provided in subsection (2), each matter arising at a meeting of the members must be decided by a majority vote of the members present.

(2) For a meeting of members called by the board of directors, the board of directors may state in the notice calling the meeting that matters arising at the meeting must be decided other than by a majority vote of the members present.

Officers, Manager and Executive Committee

Election of chair and vice-chair of board of directors

47 (1) Each year at its first meeting after the annual general meeting of the members, the board of directors must elect from among themselves a chair and a vice-chair.

(2) If both the chair and vice-chair are absent from a meeting of the directors, the board of directors may elect a chair from the directors present at the meeting.

Appointment of secretary and treasurer

48 (1) Each year, at the same meeting at which the chair and vice-chair are elected under Section 47, the board of directors must appoint a secretary and treasurer for DFNS.

(2) The same person may be appointed secretary and treasurer.

(3) The secretary and treasurer must not be members.

Secretary's duties

49 The secretary of DFNS must do all of the following:

(a) attend all meetings of the members and the board of directors and keep true minutes of the meetings;

(b) conduct the correspondence of the board of directors;

(c) keep a record of

- (i) all transactions of the members and board of directors,
- directors,
(ii) all resolutions, orders, directions or determinations of the members and board of
- (iii) all reports of committees that are appointed by the board of directors, and
- (iv) all annual financial statements and auditor's reports.

Treasurer's duties

50 The treasurer of DFNS must do all of the following:

- (a) receive all money paid to DFNS and immediately deposit it to the credit of DFNS in a bank listed in Schedule I or II to the Bank Act (Canada) or in a credit union, as DFNS by resolution directs;
- (b) keep the securities of DFNS in safe custody;
- (c) keep or cause to be kept proper books of account and make or cause to be made entries in the books of account of all receipts and expenditures of DFNS;
- (d) prepare the annual financial statements of DFNS;
- (e) prepare reports showing the financial position of DFNS, as the board of directors directs.

Manager

51 DFNS may hire a manager, and the manager's duties are as directed by the board of directors.

Executive committee

52 (1) There must be an executive committee of DFNS composed of the chair, vice-chair and 1 director.

(2) The director who sits on the executive committee must be elected from and by the board of directors at the same meeting at which it elects the chair and vice-chair under Section 47.

(3) The executive committee's duties and responsibilities are as determined by the board of directors.

General and Financial Administration

Head office

53 The head office of DFNS must be in a place in Nova Scotia determined by the board of directors.

Fiscal year

54 The fiscal year of DFNS ends on July 31 in each year, or on another date fixed by the board of directors.

Expenditures and cheques

55 (1) An expenditure must not be made unless it is authorized by the board of directors in accordance with the powers conferred on the board of directors by the Act and its regulations.

(2) Each cheque of DFNS requires the signatures of 2 persons chosen by the board of directors.

Appointment of auditor and audited accounts

56 (1) Each year at the annual general meeting, the members must appoint an auditor for DFNS to act during the current fiscal year.

(2) No later than 2 months and 15 days after the end of a fiscal year or the date of the DFNS board meeting held immediately before an annual general meeting, whichever is earlier, the auditor must provide the board of directors with a report on the accounts examined by the auditor for the fiscal year last ended.

(3) An auditor's report must be accompanied by all financial statements referred to in the report, and must state whether, in the auditor's opinion, each financial report exhibits a true and correct view of the state of DFNS's affairs as shown by its books and the treasurer's financial statements.

(4) An auditor's report, together with all financial statements referred to in the report, must be laid before the members at the annual general meeting following the board of directors' meeting at which the report is considered by the directors.

Financial statements and reports circulated to members

57 The secretary must include the following documents with notice of an annual general meeting:

(a) a copy of the auditor's report required by Section 56 for the fiscal year last ended, together with copies of all financial statements referred to in the report; and

(b) a general report on DFNS's operations for the fiscal year last ended.

Seal

58 (1) DFNS must have a corporate seal.

(2) The seal must be in the form of a circle with the name of DFNS inserted in the space inside the circle.

(3) When the seal is used, it must be attested by the chair or vice-chair and the secretary.

(4) The secretary has custody of the seal.

Annual budget

59 (1) Subject to subsection (2), the annual budget for DFNS requires the approval of the board of directors only.

(2) Before approving an annual budget, the board of directors must give the members an opportunity to discuss and make recommendations to the board of directors on the annual budget, either at an annual general meeting or special meeting of the members.

Section 60 repealed: N.S. Reg. 114/2010.

Last updated: 08-08