

**Manitoba Canola Growers Association
Annual General Meeting
March 1, 2011
Canad Inns, Brandon, MB**

There were 248 producers in attendance for the Combine Clinic/AGM.

1. Welcome & Opening Remarks – Rob Pettinger, President – MCGA.

2. Harvest Yield Loss – Les Hill from PAMI.

3. MCGA's AGM Business & Special Meeting 10:27A.M:

- Rob Pettinger, President – Welcome & opening remarks.
- Director Barry Chappell resigned in 2010.
- Director Hugh Drake of Elkhorn replaces Barry Chappell until the end of the term.
- Introduced MCGA directors and out of town guests.

4. Adoption of Agenda:

Motion: To correct the motion that appoints the auditor for 3 years. The correction is 1 year instead of 3 years.

M/S/C (Chorney, Drake)

Motion: To accept the agenda for the March 1, 2011.

Carried

Motion: To accept the February 11, 2010 Annual General Business Meeting Minutes.

M/S/C (Chorney, Dalgarno)

5. Business arising from the February 11, 2010 Minutes:

- Ed Hiebert enquired about bylaws & resolutions from the last year and where they are in the new proposed bylaws.

6. President's Report – Rob Pettinger:

Motion: To accept the President's report as read.

M/S/C (Rempel, Sirski)

- Enquiry about who participated in drafting the President's report & the proposed bylaws.
- Membership was advised that the entire board participated in drafting the proposed bylaws and there is 100% board support for these proposed bylaws.

7. Financial Report – D. F. George, Chartered Accountant and Bruce Dalgarno, Treasurer:

Motion: To Accept the Financial Report for 2009-2010 as presented.

M/S/C (Maddess, Fossey)

Motion: To Appoint D. F. George as the auditor for MCGA for one year.

M/S/C (Tolton, Harder)

8. Adjourn AGM at 11:12 A.M.

M/S/C (Rempel, Gryba)

9. Move to Special Meeting Regarding Bylaws at 11:12 A.M:

- Previous resolution was to find new legal counsel.
- Tom Dooley was hired as MCGA's new legal counsel.
- Tom Dooley helped develop new Bylaw proposal, rather than fix old Bylaws that were "not working".
- New Bylaws are unanimously supported by MCGA directors.
- New Bylaws contain: confidentiality requirements, mail in ballot system, and term limits.
- Tom Dooley reviewed the new Bylaw proposal document, point by point.
- Changes need to be made for point 6.03 (c).
 - Retiring directors, if qualified, shall be eligible for re-election, provided however, no individual who has been a director for three consecutive four (4) year terms shall be eligible for re-election.

Motion: To approve the new Bylaws as presented.

M/S/C (Chorney, Rempel)

- Discussion followed, about protocol concerning resolutions, Bylaws and board governance.
- Comments from membership commending MCGA for reviewing the new Bylaws thoroughly.
- Concerns from membership that previous resolutions are not clear in new Bylaws.
- It was noted that protocol within the new Bylaws cover areas of concern and that the new Bylaws provide as guidance not actual projects.
- Term limits are set out within the new Bylaws.

Question called by Reg Dyck "Are we in favour of the Bylaws?"

Vote Taken – Carried.

**10. Rob Pettinger – Adjourned Special Meeting at 12:24 P.M.
Annual General Business Meeting is resumed.**

Resolution #1

Whereas, the Manitoba Canola Growers Association's annual meeting is no longer associated with Manitoba Ag-Days in Brandon and,

Whereas, many canola producers from Eastern Manitoba find it inconvenient to travel 2 or 3 hours one way to attend the two hour annual business meeting of the MCGA.

Therefore, Be It Resolved, that starting in 2012 that the location of the MCGA annual meeting be rotated between the eastern and western side of the province in an attempt to increase producer attendance and participation.

M/S/C (Fossay, Klassen)

Resolution #2

Be it resolved that; "MCGA encourage, promote, or develop a farmer friendly delivery and production contract."

M/S/C (Gryba, Harder)

Resolution #3

Be it resolved that MCGA use its membership power (9500 members) to "encourage" the CGC to enforce its legal obligation and "encourage" grain companies to develop delivery contracts that include and protect farmers' rights and interests.

WITHDRAWN By Ed Hiebert.

Resolutions #4

Whereas the check-off for canola went from 50 cents to \$1 per tonne a few years ago and with the amount of canola marketed since that time it should have put substantial funds available to operate with.

And whereas this check-off is by far the highest check-off for most farms and if left as is it will have contributors applying for it back.

Therefore, be it resolved that there be a cap of \$350. per farm unit put on the check-off.

Resolution was not brought forward since the Mover and Seconder were not present.

Resolution #5

Be it resolved, that with cost elimination being among the most productive cost effective ways of advancing a farmer's profitability, that MCGA as a top priority (time and money) within its lawful democratic means, politically and legally, do whatever it takes to rid farmers of these discriminatory and one-sided take-it-or-leave-it contracts of enslavement that our federally and provincially mandated and regulated (ex. CGC) elevator service sector companies, as the tail wagging the dog, require farmers to sign related to the variety declaration contracts, the price target contracts and the pre-delivery sales contracts, before these companies will perform their service sector duty.

WITHDRAWN By Ed Hiebert.

Resolution #6

Whereas MCGA's farmer members foot 100% of MCGA's operations and

Whereas from time to time the members at a members' meeting adopt a resolution based on the democratic principle that we the members democratically self-determine our organization's path forward, and

Whereas MCGA bylaw #19 requires that "The board of Directors shall be responsible for...the implementation of all resolutions passed at the annual meeting" and likewise MCGA bylaw #26 "The President is responsible...for ensuring that all policies and actions approved by the membership or the Board are properly implemented.

Whereas MCGA bylaw #13 requires "Any Director who is not present at three consecutive Board of Director's meeting shall be deemed to have resigned as a Director",

Be it resolved that those individual MCGA Directors who within 3 months of the members' meeting refuse by way of Directors resolution to implement the member's resolution nor take steps to exercise their due diligence responsibilities by formally showing cause, then of that date those Directors who have refused to carry out the members' resolution shall be deemed to have resigned as a Director.

Be it further resolved that to "show cause" means before and adjudicator, who hearing both sides shall, on the basis of providing reasons stated shall decide the matter.

Be it further resolved that any person agreed upon between the Board and the mover and seconder of the resolution (or the mover and seconder's designated alternates, who too must be MCGA) may serve as the adjudicator, with preference given to MCGA members.

Be it further resolved, should the just referenced MCGA members not be able to agree on one adjudicator, then each party may appoint one and the two appointed adjudicators by agreement appoint a third as the chair of the adjudicating panel.

Be it further resolved that the mover and seconder of the resolution, as the representatives of the MCGA members who adopted the resolution, have their reasonable legal expense and per diems paid by MCGA.

Be it further resolved that any dispute may be appealed to the next AGM or special meeting and by simple majority, decided by the membership.

RESOLUTION LOST BY VOTE.

Motion: "To ratify MCGA's Board of Directors actions of the 2009 – 2010 fiscal year."

11. Rob Pettinger – President, adjourned the 2011 Annual Business Meeting at 12:58 P.M.

DRAFT