



Horticulture Nova Scotia

Annual Report

2023-2024

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Horticulture Nova Scotia

Horticulture Nova Scotia is a member-driven, non-profit, non-unionized agricultural commodity group representing the interests of Nova Scotia's commercial vegetable, greenhouse vegetable, strawberry, raspberry, and highbush blueberry producers, and nursery stock producers associated with those crops. Under an annual agreement, it also administers for the Nova Scotia Potato Marketing Board, an affiliated group.

A designated commodity group under the Agricultural Marketing Act of Nova Scotia, Horticulture Nova Scotia became a registered association in March 1998 by the Nova Scotia Registry of Joint Stock Companies. Our mission is to enhance collaborative efforts among members, which will strengthen and provide leadership to the horticultural industry.

Board of Directors 2023/24 for Horticulture Nova Scotia

Executive:

Past President – Philip Keddy, vegetable & nursery stock grower

President – William Spurr, vegetable & berry grower

Vice President – Jordan Eyamie, vegetable & berry grower

Treasurer – Rick O'Regan, retired, industry

Directors at Large:

John MacDonald, farm marketing & sales

Jackson Loré, vegetable & berry farmer

Clarissa Millen, berry grower

Krilen Ramanaidu, industry

Cynthia Bazinet, greenhouse farmer

Rosalie Gillis-Madden, industry

FVGC Representatives:

FVGC Board, Atlantic – Patricia Bishop, TapRoot Farms

Labour – Andy Vermeulen, Vermeulen Farms

BRM – Richard Melvin, Melvin Farms

The office for Horticulture Nova Scotia is located at:

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General email: info@horticulturens.ca Website: www.horticulturens.ca

Horticulture Nova Scotia Annual General Meeting
11:30 a.m., January 27, 2025
Old Orchard Inn, Greenwich

AGM Agenda

1. Call to Order, Roll Call and Approval of Agenda
2. Minutes of the 2024 Annual General Meeting
3. Business Arising from the Minutes
4. Actions as the Result of the 2024 Motions and Resolutions
5. Report from the President, Horticulture Nova Scotia
6. Audited Financial Statements
7. Proposed Budget for 2024/2025 Fiscal Year
8. Appointment of Auditor for 2024/2025
9. By-Laws and Memorandum of Association
10. Motions and Resolutions
11. Nominating Committee Report
12. Business Arising from the Floor
13. Motion for Adjournment

1) Call to Order, Roll Call and Approval of Agenda

With 18 voting members present, and quorum met, the meeting was called to order by William Spurr, president, at 11:45 a.m. Peter Swetnam moved to approve the agenda, and Josh Oulton seconded. Motion was carried.

2) Minutes of the 2023 Annual Meeting

Jackson Lore moved to accept the minutes as presented, seconded by Peter Swetnam. Motion carried.

3) Business Arising from Minutes

There was no business arising from the minutes.

4) Actions as the Result of the 2023 Resolutions

Actions arising from 2023 resolutions were documented in the annual report for review. There were no further comments or questions.

5) Report from the President, Horticulture Nova Scotia

William Spurr referred people to his report within the annual report. He pointed out as there were two full pages, it showed just how busy it has been. Weather-wise it has not been a great year, but it is good we have programs to help. We have a climate change adaptation coordinator, and one for the polar vortex program. Another really good program that has been a benefit to our farmers is season extension.

With this comment, a question was asked if there would be money left to open the program again. The answer was we would not know fully how much was left in total until after the final claim deadline of June 30.

6) Audited Financial Statements

In presenting the past year's audited financial statements, Jocelyne Dumaresq of Bishop & Company mentioned it is always good to work with Marlene and Kiki during the audit process. In reviewing the Independent Auditors' Report, she noted it was a clean audit. In addressing the Statement of Financial Position, there is an increase in cash which part due to an increase in net income but also in the timing of GIC re-investments. Jocelyne made note of the large increase in Advances receivable, which refers to APP advances over the previous year. The Total Assets, which includes Restricted Cash and Restricted Marketable Securities held for projects, equals \$22,660,126. Under Current Liabilities and Net Assets, the Deferred income refers to the unexpended balance of funds received in advance for projects, and equals \$20,565,237. In Statement of Revenue and Expenditures, Administration – Advanced Payments Program is higher as this past year, the interest free portion was raised to \$300,000. Congress was lower than budgeted while Membership dues remains steady. Under Expenses, she pointed out Congress expenses were lower than anticipated, while Wages and salaries

were higher due to projects for a Deficiency of Revenue of \$45,761. The administration for Research Projects was \$11,270, and for Other Projects was \$63,048 with a bottom-line Excess of Revenue over Expenses of \$28,557.

Jordan Eyamie moved to accept the financial statements as presented, and they were seconded by John MacDonald. Motion was carried.

7) Proposed Budget for 2023-2024

Vice President Jordan Eyamie presented the proposed budget as the board treasurer was unable to attend due to illness. Though most lines are on par with last year's actuals as shown in the budget, she highlighted especially line Research and Other Projects as it was significantly higher than what was proposed last year, and is budgeted at \$100,000 for 2024 because of the admin from the season extension, polar vortex and climate change adaptation programs. The proposed Total Revenue is \$266,100, with Expenses budgeted at \$226,700. The bottom line is a budgeted net income of \$39,400.

Jordan moved the 2023-2024 proposed budget as outlined in the Annual Report be approved, which was seconded by Peter Swetnam. Motion was carried.

8) Appointment of Auditor for 2023-2024

In appointing an auditor for fiscal year 2023-2024, Jordan Eyamie moved to approve the retention of Bishop and Company as auditor. It was seconded by John MacDonald. Motion was carried.

9) Review of By-law changes and Memorandum of Association

The one by-law change was an increase in HNS Membership fee; however, the Board of Directors chose to not implement it for this year because of the hard season most members experienced.

10) Motions and Resolutions

Notice of Special Resolution by the Board of Directors to the Membership of Horticulture Nova Scotia

Jordan Eyamie brought forward the following Special Resolution on behalf of the HNS Board of Directors:

This is a Notice of Special Resolution by the Board of Directors to the Membership of Horticulture Nova Scotia. As per Article VI Board of Directors, #5 in Articles of Association, Horticulture Nova Scotia Association, the Board of Directors hereby gives notice of a proposed by-law to change the term of the association's treasurer.

Rationale: "As the treasurer position at this time is subject to the two-term rule as stated in the Horticulture NS By-Laws, and as the position and its continuity is important to the organization, the Board of Directors move this one position be exempt from the two-term bylaw. It is, however, subject to all other by-laws governing the Board of Directors." Please

see the additional by-law wording bolded below:

Article VI Board of Directors

5. Each Director can serve for a maximum of two consecutive three year terms, **with the exception of the Treasurer, who may continue to serve for continuity in financial oversight of the Association.**

Philip Keddy spoke to this proposed resolution by emphasizing most organizations find it hard to get a treasurer, let alone have one who loves the position, puts in the time, and actually wants to continue. When you do, you want to have the ability to keep them, as in this case with Rick O'Regan, who has an industry and financial background.

Jordan moved the adoption of this Special Resolution, and Philip Keddy seconded. The motion was carried.

11) Nominating Committee Report

From the Nominating Committee of Mark Sawler and Philip Keddy, Philip presents the following report:

Completing second terms are Ben Vermeulen, Lise Rand, and Rick O'Regan. Also, with one year left in second term, and leaving the board is Aaron Lohr. Nominated to the board for the full-term positions are Krilen Ramanaidu, Cynthia G. Bazinet and, with the passing of the previous resolution, Rick O'Regan. Nominated to the one-year position is Rosalie Gillis-Madden. Following three requests for further nominations, and with no more nominations from the floor, the four were voted in as directors by acclamation.

12) Business Arising from the Floor

A) Jordan Eyamie brought forward a second Notice of Special Resolution from the floor: As per The Horticulture Nova Scotia By-Laws; Article IV; Meetings; 1a, the following resolution is proposed: To change the time within which an Annual General Meeting for Horticulture Nova Scotia must be held; at this time it must be within three months of the end of the fiscal year.

Rationale: "As the fiscal year of Horticulture Nova Scotia ends October 31, and as that also coincides with membership renewal, and with Scotia Horticultural Congress registration, and also with other timely duties; it is proposed the allowable time for an AGM be extended from three to six months". The proposed by-law wording **would be as follows:**

Article IV; Meetings; 1a

1.a) An annual general meeting of the Association shall be held within **six months** after the end of each fiscal year of the Association at such time and place as may be designated by the Board of Directors.

The intent is to continue holding the AGM within three months, but if that is not deemed possible, it allows the Association an option of holding it at a later date. Marlene Huntley explained in exceptional years as this past one has been especially with the added work of projects, it would be good for the organization and auditor to know this important work of the annual audit can be completed without the added pressures of short time constraints if the need arises.

Jordan moved this special resolution, and John MacDonald seconded. Motion was carried.

- B) Richard Melvin brought forward the topic of business risk management (BRM). He is an active member of the FVGC BRM Committee; that national group was working for a time on a diversified index, but it fell off the table. He emphasized the need to protect crops, especially as we are a small, specialized sector and 90 per cent of our growers do not have crop insurance. There is a farm revenue insurance being proposed, but the issue is it will take several years to advance. He noted this past year it was like bombs going off in our industry with all the weather events; we are not going to survive more years like the past one. Horticulture Nova Scotia will be sending members a survey. It will give the organization the data it needs for programs, and to fill in the gap with NS Crop & Livestock Insurance. We are trying to get the data we need to cover diversified crops. It also needs to be affordable. Right now they are trying to cover too many perils, and it could be reduced to the top two or three.

Also discussed was the possibility of retroactive programs. The first idea for a program would be based on one created for a major crop loss our industry experienced a few years ago, and there is a model for that existing with NSDA. The second would have the province cost-share premiums for crop insurance to help encourage farmers to take part. That percentage could be larger to start and then adjusted over the next few years.

13. Motion for Adjournment

The Annual General Meeting was adjourned at 12:21p.m. as moved by Peter Swetnam.

President

Corporate Secretary

Actions as a Result of the 2023 Motions and Resolutions

Regarding the following motions and resolutions:

- 1) **Special Resolution to exempt the Treasurer position from the Horticulture Nova Scotia Board of Directors two-term rule.** This has been changed in the HNS by-laws and is now in effect.
- 2) **Special Resolution to extend the allowable time for the Horticulture Nova Scotia AGM from three to six months.** This has been changed in the HNS by-laws and is now in effect.

Report from William Spurr, President of Horticulture Nova Scotia

In 2024, the season has been good to us weatherwise; some sun, some rain – overall great growing conditions, which we really needed. What has been difficult, which we know all farmers are experiencing, is the increase in costs of all our farm inputs. As what we are receiving in sales dollars is not increasing, it means profit margins are slim to none. For the survival of our farms, this is something we as an industry need to band together on if we are to make a difference.

At Horticulture Nova Scotia, much of what we do and work to accomplish on behalf of our growers is through partnerships. NS Environment and Climate Change has been working with us and other commodity groups to effect change with its Climate Adaptation Leadership Program. With the uncertainty associated with increasing climate events this program, with its on-the-ground coordinators, assists with mitigation strategies and solutions, such as soil sampling and comprehensive water workshops. In partnership with the NS Department of Agriculture (NSDA), HNS coordinated the Polar Vortex Industry Recovery Program resulting from that 2023 weather event, and it is in its third and final phase. Also in partnership with NSDA and successfully completed this year was the Season Extension Enhancement Program, which helped fruit and vegetables growers in the province with technology to extend their growing season.

Each day we prove working together with other organizations is the only way for us all to move forward; one partnership close to home is with Acadia University, especially in co-hosting our Harvest End Breakfast each November, and more recently as the host of our Scotia Horticultural Congress banquet, both with the support of Springboard Atlantic. Our 2025 Congress, with the theme “Adapting for Growth and Opportunity”, is full of great speakers and sessions, and we hope everyone takes full advantage of all that is offered. We also partner with NSCC and other educational institutions whenever possible on trials and programs. In fact, working with these groups, along with government, industry, and other commodity and non-profit groups helps us to provide the best possible support to our farmers. BRM, labour, sector trials, government issues management, and other needed programs are active parts of our organization’s advocacy efforts.

Nationally, we continue to work with the Fruit & Vegetable Growers of Canada (FVGC) to address concerns affecting our industry nationwide through focused committees for berries and vegetables, and on programs like BRM, which is an ongoing discussion and needs true improvement to be really effective for our growers. FVGC and the Canadian Produce Marketing Association (CPMA) partner on lobbying/advocacy events to advance our common issues to the federal government, which HNS

participates in on our industry's behalf. We continue to coordinate the Atlantic Canada Pavilion at CPMA's Annual Convention and Trade Show, a true inter-provincial partnership, now with the added support of ACOA; the 2025 show will be in Montreal the first week of April. Even if you are not one of our exhibitors, please come join us for the networking and educational opportunities. Other programs from the national side include AAFC's Advance Payments Program, which this year provided interest-free loans up to \$250,000, up from the normal \$100,000. We also participate in the Canadian Berry Trial, and support the Living Labs project through the NS Federation of Agriculture. Internationally, HNS is a member of the agri-business focused organization Agri-TechE in Cambridge, UK; this relationship opens doors and opportunities to members who want to connect with a worldwide agriculture network.

In June, with the onset of summer, it is always time for our annual golf tournament at Berwick Heights. Our 2024 event was blessed with excellent weather and high spirits – win or lose! Definitely one of the most fun events of the year. Also, each summer, we are grateful for our summer employee hired through the Canada Summer Jobs program; that person is a great help in the office and takes on a lot of our promotion and social media through the season.

Our board, office staff of Marlene Huntley and Kiki Cliff, and project staff, Cheryl Ritz (Climate Change Adaption) and Patricia Bishop (Polar Vortex), along with our valued committee members continue to work hard on behalf of our industry. We exist to promote, support and advocate for the growth and health of our sector. Remember, if you would like to participate, we always welcome new committee members.

Our wish for you all is a successful and healthy 2025 farming season!



William Spurr
President, Horticulture Nova Scotia

HORTICULTURE NOVA SCOTIA ASSOCIATION
Financial Statements
Year Ended October 31, 2024

HORTICULTURE NOVA SCOTIA ASSOCIATION

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Year Ended October 31, 2024

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INDEPENDENT AUDITORS' REPORT

To the Members of Horticulture Nova Scotia Association

Opinion

We have audited the financial statements of Horticulture Nova Scotia Association (the Association), which comprise the statement of financial position as at October 31, 2024, and the statements of revenues and expenditures, changes in net assets and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Association as at October 31, 2024, and the results of its operations and cash flows for the year then ended in accordance with Canadian Accounting Standards for Not-for-Profit Organizations (ASNPO).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Association in accordance with ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Matter

The budget figures for the year ended October 31, 2024 were not audited and are presented for comparative purposes only.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with ASNPO, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Association's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Association or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Association's financial reporting process.

(continues)

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Association's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Association's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Association to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Bishop & Company

CHARTERED PROFESSIONAL ACCOUNTANTS

Wolfville, NS
January 22, 2025

HORTICULTURE NOVA SCOTIA ASSOCIATION

Statement of Financial Position

October 31, 2024

	2024	2023
ASSETS		
CURRENT		
Cash	\$ 285,822	\$ 232,987
Marketable securities (Note 3)	220,720	33,655
Accounts receivable (Note 4)	55,522	24,479
Advances receivable (Note 5)	2,050,000	1,787,060
Harmonized sales tax recoverable	1,364	16,684
Prepaid expenses	8,712	7,535
	2,622,140	2,102,400
EQUIPMENT (Note 6)	1,204	1,505
RESTRICTED CASH HELD FOR PROJECTS	349,012	2,916,582
RESTRICTED MARKETABLE SECURITIES HELD FOR PROJECTS (Note 3)	11,725,219	17,639,639
	\$ 14,697,575	\$ 22,660,126
LIABILITIES AND NET ASSETS		
CURRENT		
Loan payable (Note 8)	\$ 2,050,000	\$ 1,787,060
Accounts payable and accrued liabilities (Note 9)	26,800	28,972
Employee deductions payable	5,086	4,832
Deferred income (Note 10)	12,074,232	20,565,237
	14,156,118	22,386,101
NET ASSETS		
General Fund - Unrestricted	541,457	273,871
APP Contingency Fund - Restricted (Note 12)	-	154
	541,457	274,025
	\$ 14,697,575	\$ 22,660,126

COMMITMENTS (Note 17)

LEASE COMMITMENT (Note 18)

ON BEHALF OF THE BOARD

 Director
 Director

See accompanying notes to financial statements

HORTICULTURE NOVA SCOTIA ASSOCIATION

Statement of Revenues and Expenditures

Year Ended October 31, 2024

	Budget	2024	2023
REVENUE			
Administration - Advance Payment Programs (APP) (Note 12)	\$ 14,000	\$ 22,500	\$ 17,871
Administration - Potato Board	4,100	4,100	4,100
Berry levies	5,000	3,858	6,090
Golf tournament	22,000	22,130	21,968
Government assistance (Note 13)	6,000	4,859	4,582
Scotia Horticultural Congress (Note 13)	70,000	72,129	63,205
Interest income (Note 14)	2,500	7,415	2,009
Membership dues	42,000	44,013	43,241
Miscellaneous	500	7	254
	<u>166,100</u>	<u>181,011</u>	<u>163,320</u>
EXPENSES			
APP administration (Note 12)	2,000	1,482	2,275
Amortization	800	301	836
Bad debts	-	63	70
Cdn Produce Marketing Association (CPMA) Travel	-	4,422	-
Fruit & Vegetable Growers of Canada (FVGC) Dues	1,600	1,546	1,407
FVGC Directors' expenses	4,500	2,779	4,009
Golf tournament	8,000	9,062	7,697
Insurance	2,600	2,387	2,540
Interest and bank charges	3,000	4,580	2,668
Miscellaneous	500	2,777	643
Office	4,500	4,005	4,767
Office rent	4,700	4,628	4,628
Professional fees	8,500	9,690	8,500
Promotion	6,000	155	3,882
Rebates - berry growers	2,500	2,194	2,186
Rebates - strawberry nursery	2,000	1,571	1,190
Research committee	6,500	6,788	2,997
Scotia Horticultural Congress	40,000	39,895	35,949
Staff expenses and professional development	4,000	3,464	3,786
Telephone	2,000	1,295	1,705
Wages and salaries (Note 15)	123,000	117,468	117,346
	<u>226,700</u>	<u>220,552</u>	<u>209,081</u>
DEFICIENCY OF REVENUE OVER EXPENSES FROM OPERATIONS	<u>(60,600)</u>	<u>(39,541)</u>	<u>(45,761)</u>
RESEARCH PROJECTS			
Revenue	50,000	-	76,574
Expenses	-	-	(65,304)
	<u>50,000</u>	<u>-</u>	<u>11,270</u>
OTHER PROJECTS (Schedule 1)			
Revenue	50,000	9,338,964	581,305
Expenses	-	(9,031,991)	(518,257)
	<u>50,000</u>	<u>306,973</u>	<u>63,048</u>
EXCESS OF REVENUE OVER EXPENSES	<u>\$ 39,400</u>	<u>\$ 267,432</u>	<u>\$ 28,557</u>

See accompanying notes to financial statements

HORTICULTURE NOVA SCOTIA ASSOCIATION

Statement of Changes in Net Assets

Year Ended October 31, 2024

	General Fund Unrestricted	APP Contingency Fund Restricted	2024	2023
NET ASSETS - BEGINNING OF YEAR	\$ 273,871	\$ 154	\$ 274,025	\$ 245,468
Excess (deficiency) of revenue over expenses	267,586	(154)	267,432	28,557
NET ASSETS - END OF YEAR	\$ 541,457	\$ -	\$ 541,457	\$ 274,025

See accompanying notes to financial statements

HORTICULTURE NOVA SCOTIA ASSOCIATION

Statement of Cash Flows

Year Ended October 31, 2024

	2024	2023
OPERATING ACTIVITIES		
Excess of revenue over expenses	\$ 267,432	\$ 28,557
Item not affecting cash:		
Amortization of equipment	301	836
	<u>267,733</u>	<u>29,393</u>
Changes in non-cash working capital:		
Accounts receivable	(31,043)	(10,084)
Harmonized sales tax payable	15,320	(16,317)
Prepaid expenses	(1,177)	4,782
Accounts payable and accrued liabilities	(1,918)	(3,222)
Deferred income	(8,491,005)	20,548,017
	<u>(8,509,823)</u>	<u>20,523,176</u>
INCREASE (DECREASE) IN CASH FLOW	(8,242,090)	20,552,569
Cash - beginning of year	<u>20,822,863</u>	<u>270,294</u>
CASH - END OF YEAR	<u>\$ 12,580,773</u>	<u>\$ 20,822,863</u>
CASH CONSISTS OF:		
Cash	\$ 285,822	\$ 232,987
Restricted cash held for projects	349,012	2,916,582
Marketable securities	220,720	33,655
Restricted marketable securities held for projects	11,725,219	17,639,639
	<u>\$ 12,580,773</u>	<u>\$ 20,822,863</u>

See accompanying notes to financial statements

HORTICULTURE NOVA SCOTIA ASSOCIATION

Notes to Financial Statements

Year Ended October 31, 2024

1. PURPOSE OF THE ASSOCIATION

Horticulture Nova Scotia Association (the Association) was incorporated March 11, 1998 by the amalgamation of Vegetable and Potato Producers' Association of Nova Scotia and Nova Scotia Berry Crop Association. The Association is a designated commodity group formed under the Agriculture and Marketing Act. It operates as a Not-for-Profit Organization to promote and assist members of the horticultural industry of Nova Scotia. The Association is exempted from income tax under Section 149(1)(l) of the Canadian Income Tax Act.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The financial statements were prepared in accordance with Canadian Accounting Standards for Not-for-Profit Organizations (ASNPO).

APP Contingency Fund

The APP Contingency Fund reports the balance of the yearly accumulated APP Net Operating Income. This Fund is capped at the three year average of APP expenses multiplied by a factor of 1.5. Balances in excess of this cap are externally restricted and must be utilized according to a plan to be approved by the Association's Board of Directors and by Agriculture and Agri-Food Canada (AAFC). The Association's policy is to allocate any APP costs in excess of revenue to operations.

Cash and cash equivalents

Cash and cash equivalents include cash on hand, balances with banks, restricted cash, marketable securities and restricted marketable securities.

Financial instruments policy

Financial instruments are recorded at fair value when acquired or issued. In subsequent periods, investments in equity instruments that are quoted in an active market are reported at fair value, with any unrealized gains and losses reported in income. All other financial instruments are subsequently reported at amortized cost, and tested for impairment when there are indicators of impairment.

Transaction costs on the acquisition, sale, or issue of financial instruments which are subsequently reported at fair value are expensed when incurred. Transaction costs on the acquisition, sale, or issue of financial instruments which are subsequently reported at amortized cost are amortized over the expected life of the instrument.

Financial assets measured at amortized cost include cash, restricted cash, marketable securities, restricted marketable securities, accounts receivable, and advances receivable.

Financial liabilities measured at amortized cost include the loans payable, accounts payable and accrued liabilities.

Prepaid expenses

Prepaid expenses are comprised of disbursements that have occurred for which the Association will receive a service subsequent to year-end. This includes deposits and other project expenses paid for events that will take place in the subsequent fiscal year.

(continues)

HORTICULTURE NOVA SCOTIA ASSOCIATION

Notes to Financial Statements

Year Ended October 31, 2024

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Equipment

Equipment is stated at cost or deemed cost less accumulated amortization. Equipment is amortized over its estimated useful life on the diminishing balance basis at the following rates and methods:

Equipment	20%
Computer equipment	20%

The Association regularly reviews its equipment to eliminate obsolete items. Government grants are treated as a reduction of equipment cost.

Revenue recognition

The Association follows the deferral method of accounting for contributions. Restricted contributions are recognized as revenue in the year in which the related expenses are incurred. Unrestricted contributions are recognized as revenue when received or receivable.

Administration fees, levies, membership dues, and annual events income are recognized as services are performed and ultimate collection is reasonably assured.

Grant revenue is recognized when there is a reasonable assurance that all conditions necessary to obtain the grant have been complied with. Grant revenues which are advanced to the Association but which are not fully utilized at year end are included in deferred income. Grant funding provided for specific events is deferred until the year in which the event takes place.

Interest income is recognized when earned.

Allocation of expenses

The Association allocates certain salaries and wages to projects proportionately on the basis of time spent. The allocation of salaries and wages does not exceed the revenue received and/or receivable for each project. The basis of allocation is applied consistently each year.

Measurement uncertainty

The preparation of financial statements in conformity with Canadian Accounting Standards for Not-for-Profit Organizations requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Such estimates are periodically reviewed and any adjustments necessary are reported in earnings in the period in which they become known. Actual results could differ from these estimates.

Contributed services

Volunteers contribute a significant amount of their time each year. Due to the difficulty in determining their fair value, contributed services are not recognized in the financial statements.

3. MARKETABLE SECURITIES

Marketable securities consist of investments in Guaranteed Investment Certificates with interest rates ranging from 3.80% to 4.77% and maturity dates between November 23, 2024 and July 29, 2025.

HORTICULTURE NOVA SCOTIA ASSOCIATION

Notes to Financial Statements

Year Ended October 31, 2024

4. ACCOUNTS RECEIVABLE

	<u>2024</u>	<u>2023</u>
Accounts receivable	\$ 31,173	\$ 12,567
Advance Payment Program interest receivable	22,886	12,120
Other receivables	1,463	-
Allowance for doubtful accounts	-	(208)
	<u>\$ 55,522</u>	<u>\$ 24,479</u>

5. ADVANCES RECEIVABLE

	<u>2024</u>	<u>2023</u>
APP 2024	\$ 2,050,000	\$ -
APP 2023	-	1,787,060
	<u>\$ 2,050,000</u>	<u>\$ 1,787,060</u>

Advance payments to producers are handled through the Association for the 2023 and 2024 crop years under the Advance Payment Program (APP). 2023 advances up to \$350,000 are non-interest bearing. Advances in excess of \$350,000 bear interest at prime less 0.75%. 2024 advances up to \$250,000 are non-interest bearing. Advances in excess of \$250,000 bear interest at prime less 0.75%.

2023 APP advances are 100% guaranteed by AAFC. Storable agricultural product loans are due by September 30, 2024, greenhouse product loans are due by May 31, 2024, and all other produce loans are due by December 31, 2023.

2024 APP advances are 100% guaranteed by AAFC. Storable agricultural product loans are due by September 30, 2025, greenhouse product loans are due by May 31, 2025, and all other produce loans are due by December 31, 2024.

6. EQUIPMENT

	Cost	Accumulated amortization	2024 Net book value	2023 Net book value
Equipment	\$ 3,750	\$ 3,388	\$ 362	\$ 63
Computer equipment	4,607	3,765	842	1,442
	<u>\$ 8,357</u>	<u>\$ 7,153</u>	<u>\$ 1,204</u>	<u>\$ 1,505</u>

7. CREDIT FACILITIES

The Association has been approved for a revolving demand facilities with the Royal Bank of Canada (RBC), limited to \$30,000, bears interest at the rate of prime plus 0% per annum with interest payable monthly. The facility is secured by a general security agreement on the Bank's form 924 signed by the Borrower constituting a first ranking security interest in all personal property of the Borrower. At the balance sheet date there are no advances on these credit facilities.

HORTICULTURE NOVA SCOTIA ASSOCIATION

Notes to Financial Statements

Year Ended October 31, 2024

8. LOAN PAYABLE

	<u>2024</u>	<u>2023</u>
RBC revolving demand facilities are limited to \$2,300,000 in total and bear interest at prime less 0.75% per annum. Advances are repayable on demand.	\$ 2,050,000	\$ -
RBC revolving demand facilities are limited to \$2,000,000 in total and bear interest at prime less 0.75% per annum. Advances are repayable on demand.	-	<u>1,787,060</u>
	\$ 2,050,000	\$ 1,787,060

The RBC revolving demand facilities are secured by the Advance Guarantee Agreement between the Association, RBC, and AAFC. Interest on advances up to \$250,000 (2023 - \$350,000) per producer is payable monthly in arrears by AAFC. Interest on advances in excess of \$250,000 (2023 - \$350,000) per producer is payable monthly in arrears by the producer. AAFC has limited the total 2024 advances to \$2,300,000.

The Association is to use the funds borrowed under these loan agreements solely for the purpose of delivering the APP in accordance with the Agricultural Marketing Programs Act.

9. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	<u>2024</u>	<u>2023</u>
Accounts payable	\$ 15,945	\$ 23,697
Wages and benefits payable	10,855	<u>5,275</u>
	\$ 26,800	\$ 28,972

10. DEFERRED INCOME

Deferred income represents the unexpended balance of funds received in advance for the following purposes:

	<u>2024</u>	<u>2023</u>
Polar Vortex Project (Schedule 1)	\$ 10,372,550	\$ 15,442,007
Season Extension Project (Schedule 1)	1,408,966	4,753,111
Climate Change Adaptation Project (Schedule 1)	285,016	370,119
CPMA 2025	7,700	-
	\$ 12,074,232	\$ 20,565,237

HORTICULTURE NOVA SCOTIA ASSOCIATION

Notes to Financial Statements

Year Ended October 31, 2024

11. FINANCIAL INSTRUMENTS

The Association is exposed to various risks through its financial instruments and has a comprehensive risk management framework to monitor, evaluate and manage these risks. It is management's opinion that the Association is not exposed to significant currency or price risk from its financial instruments. The following analysis provides information about the Association's risk exposure and concentration as of October 31, 2024.

Credit risk

The Association is exposed to credit risk in connection with the collection of its accounts receivable. The Association mitigates this risk by performing credit checks for APP applicants, as well as actively monitoring and managing the receivables, and maintaining strong communication with members and event sponsors. As such, the Association does not anticipate significant loss for non-collection. An allowance for doubtful accounts is established based upon factors surrounding the credit risk of specific accounts, historical trends and other information.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Association has a comprehensive plan in place to meet their obligations as they come due - primarily from cash flow from operations.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency rate risk, interest rate risk and other price risk. The Association is mainly exposed to interest rate risk.

Interest rate risk

Interest rate risk is the risk that the value of a financial instrument might be adversely affected by a change in the interest rates. The Association is exposed to interest rate risk on its fixed and floating rate interest bearing financial instruments which includes advances receivable, loans payable and investments in guaranteed investment certificates. Changes in the bank lending rates can cause fluctuations in cash flows and interest expense. The Association does not use any derivatives to manage this risk.

HORTICULTURE NOVA SCOTIA ASSOCIATION

Notes to Financial Statements

Year Ended October 31, 2024

12. ADVANCE PAYMENT PROGRAM (APP) SUMMARY

	<u>2024</u>	<u>2023</u>
APP Revenues		
Administration fees	\$ 22,500	\$ 17,871
APP Expenses		
Wages	(18,704)	(11,889)
Direct costs	(1,482)	(2,275)
Overhead	(3,062)	(3,553)
	<u>(748)</u>	154
Costs allocated to operations	<u>594</u>	-
	<u>\$ (154)</u>	<u>\$ 154</u>

Expenses are allocated to this Program on the following basis:

- Wages are allocated based upon management's estimate of hours worked in the Program;
- Direct costs include credit service charges and professional fees; and
- Overhead includes office costs and is applied based upon management's estimate of hours worked in the Program.

In 2022 the Association adopted the policy to allocate any APP costs in excess of revenue to operations. This policy reflects the purpose of the Association to assist members by providing this service.

These Program revenues and expenses are included in the Statement of Revenues and Expenses.

13. GOVERNMENT ASSISTANCE

Government assistance was received or accrued during the year under the following programs. These amounts are reported in income and are not repayable.

	<u>2024</u>	<u>2023</u>
Amounts reported as Government assistance		
Government of Canada - Canada Summer Jobs Program	\$ 4,859	\$ 4,582
Amounts reported as Scotia Horticulture Congress revenue		
Nova Scotia Department of Agriculture Speaker Series Assistance Program	\$ 3,366	\$ -
Municipality of the County of Kings - Community Festivals and Special Events	-	400
	<u>\$ 3,366</u>	<u>\$ 400</u>

Government assistance to related projects is detailed in *Schedule 1*.

HORTICULTURE NOVA SCOTIA ASSOCIATION

Notes to Financial Statements

Year Ended October 31, 2024

14. INTEREST INCOME

The following interest income was earned on non-restricted marketable securities and bank balances during the year.

	<u>2024</u>	<u>2023</u>
Interest Income Earned From Operations		
Marketable securities	\$ 7,415	\$ 2,009

The following interest income was earned on restricted marketable securities and bank balances held for the use of the projects during the year.

Interest Income Earned From Projects		
Polar Vortex Project	\$ 545,531	\$ 465,902
Season Extension Project	150,764	141,893
Climate Change Adaptation Project	17,024	10,062
	\$ 713,319	\$ 617,857

15. ALLOCATION OF WAGES AND SALARIES

As described in *Note 2*, wages and salaries are allocated proportionately on the basis of time spent.

	<u>2024</u>	<u>2023</u>
Total salaries and wages	\$ 231,240	\$ 149,506
Allocation to projects	(113,772)	(32,160)
	\$ 117,468	\$ 117,346

16. RELATED PARTY TRANSACTIONS

As a member-based agricultural association, the Association regularly engages in transactions with its members who are considered related parties. Transactions with members are not disclosed separately. They are undertaken in the normal course of operations and are recorded at the exchange amount which is the amount of consideration established and agreed to by the related parties.

17. COMMITMENTS

The Association has committed \$12,000 over a 4-year period beginning on April 1, 2023 for the *Living Labs* project. As of year-end, \$6,000 has been spent in conjunction with the Climate Adaptation project.

The Association has committed \$10,000 over a 5-year period beginning on April 1, 2023 for the *Canadian Berry Trials*. As of year-end, \$3,155 has been spent.

The Association has committed \$2,500 over a 5-year period beginning on April 1, 2023 for the *Novel Pest Management Strategy for Cucumber Beetle Control in Squash and Watermelon*. As of year-end, no funds have been spent.

HORTICULTURE NOVA SCOTIA ASSOCIATION

Notes to Financial Statements

Year Ended October 31, 2024

18. LEASE COMMITMENT

Effective September 1, 2024, the Association entered into a 3-year lease with AAFC for office premises. Annual lease payments are \$7,893 plus HST.

Lease payment schedule:

2025	\$	7,893
2026		7,893
2027		<u>7,235</u>
	\$	<u>23,021</u>

HORTICULTURE NOVA SCOTIA ASSOCIATION
Schedule of Other Project Income and Expenses
Year Ended October 31, 2024

(Schedule 1)

The Association has undertaken the following non-research projects to promote and assist the members of the horticulture industry:

Pavilion 2024 - In March 2024, an agreement was reached with the Nova Scotia Department of Agriculture (NSDA) for the Association to administer Atlantic Canada's presence at the Canadian Produce Marketing Association (CPMA) Convention and Trade Show in Vancouver in April 2024. A subsequent proposal was submitted in November for funding through the Atlantic Canada Opportunities Agency (ACOA), confirmed in December. The funding partners are ACOA, Invest NS (formerly NSBI), NSDA, New Brunswick Department of Agriculture, Fisheries and Aquaculture (NBAFA), and PEI Department of Agriculture (PEIDA).

Pavilion 2025 - In November 2024, a proposal was submitted to NSDA and ACOA for the Association to administer Atlantic Canada's presence at the CPMA Convention and Trade Show in Montreal in April 2025. The projected cost of the 2025 project is \$183,000. The funding partners are ACOA, Invest NS, NSDA, NBAFA, and PEIDA.

Polar Vortex - In March 2023, an agreement was signed with NSDA to provide industry programming of \$15,000,000 that will address and mitigate the production and business continuity impacts of the Polar Vortex Event of February 3 and 4, 2023 on the fruit, apple, and grape industries and other sectors as identified and approved by the Minister. As of October 31, 2024, \$5,638,883 has been spent (*Note 10*).

Season Extension Enhancement Program - In March 2023, an agreement was signed with NSDA for a program to support fruit and vegetable growers in extending their growing seasons, adapt to a changing climate and to open up new market opportunities. Funding for this project is \$5,000,000. As of October 31, 2024, \$3,883,691 has been spent (*Note 10*).

Climate Change Adaptation - In March 2023, an agreement was signed with NS Environment and Climate Change for a two-year, \$200,000 climate change adaptation project. The project's goal is to increase climate change adaptation capacity in the horticulture sector by supporting the industry in implementing its own strategy and hiring a climate change adaptation coordinator to help in development and implementation. As of October 31, 2024, \$142,069 has been spent (*Note 10*).

Project	Funding			Costs	Net Revenue
	Government	Industry Partners	Total		
Pavilion 2024	\$ 126,940	\$ -	\$ 126,940	\$ 115,400	\$ 11,540
Polar Vortex	5,614,988	-	5,614,988	5,602,438	12,550
Season Extension	3,494,909	-	3,494,909	3,236,026	258,883
Climate Change	102,127	-	102,127	78,127	24,000
Total	\$ 9,338,964	\$ -	\$ 9,338,964	\$ 9,031,991	\$ 306,973

Government funding was received from the following sources and is not repayable:

NSDA	\$ 9,234,439
NSBI	11,990
ACOA	70,000
NBAFA	20,120
PEIDA	2,415
	<u>\$ 9,338,964</u>

See accompanying notes to financial statements

Horticulture Nova Scotia Budget 2024/2025

REVENUE	Actual 2021	Actual 2022	Actual 2023	Proposed 2024	Actual 2024	Proposed 2025
Horticultural Congress	63,615	23,335	63,205	70,000	72,129	73,000
Administration						
- APP	11,000	10,000	17,871	14,000	22,500	15,000
- N.S. Potato M.B.	4100	4100	4100	4100	4100	4100
Membership dues	44,160	44,757	43,241	42,000	44,013	45,000
Strawberry levy	8165	4761	6,090	5000	3858	4000
Miscellaneous	0	500	254	500	7	500
Grants	40,313	8,954	4582	6000	4859	6000
Interest earned	664	690	2009	2500	7415	5000
Golf tournament	19,566	21,652	21,968	22,000	22,130	23,000
Sub Total Revenue	202,849	133,654	237,638	166,100	181,011	175,600
Research & other projects	11,266	14,905	72,318	100,000	306,973	100,000
Sub Total Revenue	202,849	133,654	237,638	266,100	487,984	275,600
EXPENSE	Actual 2021	Actual 2022	Actual 2023	Proposed 2024	Actual 2024	Proposed 2025
Horticultural Congress	36,746	7660	35,949	40,000	39,895	42,000
Bank charges	2252	2099	2668	3000	4580	4600
Amortization office equip.	618	705	836	800	301	300
Directors FVGC expenses	893	0	4009	4500	2779	5000
Dues & fees	1291	1382	1407	1600	1546	1650
CPMA (CGIM) expenses	0	0	0	0	4422	4500
Insurance	2059	2381	2540	2600	2387	2600
Miscellaneous	390	700	643	500	2777	1000
Office Expenses	2109	2496	4767	4500	4005	4500
Professional fees	4500	5000	8500	8500	9690	10000
Berry growers' prepayment	2714	2500	2186	2500	2194	2500
Strawberry nursery rebate	1481	2041	1190	2000	1571	2000
Rent	4628	4628	4628	4700	4628	7900
Promotion	6148	1358	3882	6000	155	5000
Phone/fax/internet	1797	1730	1705	2000	1295	2000
Staff expenses/Prof. dev.	4538	2476	3786	4000	3464	4000
Research Committee	3444	5895	2997	6500	6788	7000
Staff compensation	97,301	105,346	117,346	123,000	117468	123,000
APP Administration	617	749	2275	2000	1482	2000
APP Default	0	0	0	0	0	0
Bad Debts	0	0	70	0	63	0
Golf Tournament	7095	7154	7697	8000	9062	9500
Expense	180,621	156,300	209,081	226,700	220,552	241,050
Revenue over expense	22,228	(22,646)	28,557	39,400	267,432	34,550

By-Laws for Horticulture Nova Scotia Association

Approved by Special Resolution at the Annual General Meeting of the Membership, January 28, 2013.
Updated by Special Resolution at AGM on January 27, 2014.

ARTICLES OF ASSOCIATION HORTICULTURE NOVA SCOTIA ASSOCIATION

DEFINITIONS

In these by-laws unless there is something in the subject of context inconsistent herewith

- a) "Association" means Horticulture Nova Scotia Association;
- b) "Registrar" means the Registrar of the Joint Stock Companies appointed under the Nova Scotia Companies Act;
- c) "Special Resolution" means a resolution passed by not less than three quarters of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to purpose the resolution has been duly given;
- d) "Natural Products Act" means the act to provide for regulating the marketing of certain natural products;
- e) "Producer Category" means one of the vegetable or strawberry/bramble/ highbush blueberry producers, including greenhouse vegetable, or strawberry/bramble/ highbush blueberry nursery stock or perennial vegetable nursery stock producers or any other crops recognized as commodities eligible for membership in the Association on the approval of the Association at the annual meeting (amended 2015);
- f) "Producer Member" means any producer who meets the membership requirements as determined by the Board of Directors and approved by the Association at the annual meeting;
- g) "Producer" means any individual, partnership or corporation engaged in the production of any product as designated in the Producer category;
- h) "Affiliated Organization" means any marketing board under the Natural Products Act or other horticultural organization administered by the Association who pays a fee on behalf of its membership, by special agreement as set out in Article III of these by-laws.

Article I MEMBERSHIP

1. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these by-laws, and none others, shall be members of the Association, and their names shall be entered in the Register of Members accordingly.
2. Membership in the Association shall consist of any of the following who upholds the objects of the Association and contributes annually to the support of the Association a membership fee set by the Board of Directors and approved by the members at an annual meeting and appended to these By-laws as Schedule A:
 - a) Producer members: Individuals, partnerships, or corporations engaged in the growing of vegetables or strawberries/brambles/ highbush blueberries, including greenhouse vegetable, or strawberry/bramble/highbush blueberry nursery plants, or other producer categories as set out in the Definitions (amended 2015);
 - b) Agri-business member: Any person engaged in the manufacture or distribution of farm equipment, supplies, or services to the horticultural industry;
 - c) Associate member: Any other person or group who has an interest in the horticulture of Nova Scotia, but is not engaged growing of vegetables and small fruit or grows less than one acre or is in an agri-business as defined in Schedule A;
 - d) Honorary member: Any producer, individual, or organization who has been awarded a honorary membership for outstanding contributions to the Association or distinguished attainments in agriculture shall be a life member in good standing as determined by the Board of Directors.

3. For the purposes of registration the number of members in the Association is unlimited.
4. Every member of the Association in good standing shall be entitled to attend any annual meeting and all other meetings of the Association and to hold any office, and any producer member shall be entitled to vote at any regular or annual meeting of the membership, but there shall be no proxy voting.
5. Membership in the Association shall be non-transferable.
6. No formal admission to membership shall be required and any entry in the Register of Members by the Secretary of the name and address of any individual or organization shall constitute an admission to membership in the Association.
7. Membership in the Association shall cease upon the death of a member or if, by notice in writing to the Association, he resigns his membership, or if he ceases to qualify for membership in accordance with these by-laws.
8. All members in good standing shall be entitled to receive regularly such communications as may be sent out by the Association to its members from time to time, and any other services that the Association may provide or arrange.

Article II MEMBERSHIP FEES

1. Fee schedules shall be determined by the Board of Directors with the consent of the general membership at a regular or annual general meeting and this decision shall be appended to these by-laws as Schedule A. Notice of a proposal to change dues shall be given at least 10 days previous to the meeting.

Article III AFFILIATED ORGANIZATIONS

1. The Board of Directors may accept application for affiliation from any marketing organization established under the Natural Products Act of Nova Scotia, or any horticultural organization, and said group may be admitted to the Association upon approval of the membership at an annual meeting;
2. Any affiliated organization, upon being admitted to the Association shall pay an annual administration fee agreed to by both parties and approved by the Board of Directors;
3. Any member of an affiliated organization may become a member of the Association as outlined in Article 1 of these by-laws;
4. An affiliated organization shall provide the Association annually with the names and addresses of all officers of the organization with the minutes of the annual business meeting of the organization. An affiliated organization shall also provide the Association with a copy of the Constitution of the organization and with a membership list, where applicable, and shall advise the Association annually of any revisions thereof;
5. Any affiliated organization must give notice of termination at an annual meeting and shall not withdraw until a minimum of six months have elapsed after the notice of termination.

Article IV MEETINGS

1.
 - a) An annual general meeting of the Association shall be held within six months after the end of each fiscal year of the Association at such time and place as may be designated by the Board of Directors;
 - b) An extraordinary general meeting of the Association may be called by the President or by the Directors at any time, and shall be called by the Directors if requisitioned in writing by at least ten per cent (10%) of the members of the Association.
2. Ten days' notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given electronically and/or by sending it through the post in a prepaid letter addressed to each member at his or her last known address. Any notice shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. The non-receipt of any notice of any member shall not invalidate the proceedings of any general meeting.
3. At each ordinary or general meeting of the Association, the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - Minutes of the preceding general meeting;
 - Consideration of the annual report of the Directors;
 - Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;
 - Election of Directors for the ensuing year;
 - Appointment of Auditors.All other business transacted at any ordinary or annual meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Association.
4. No business shall be transacted at any annual or regular meeting of the Association unless a quorum of members is present at the commencement of such business and such quorum shall consist of 15 members.
5. If within one half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned.
6.
 - a) The President of the Association shall preside as Chairperson at every general meeting of the Association;
 - b) If there is no President, or if at meeting s/he or he is not present at the time of holding the same, a Vice-President will preside as Chairperson;
 - c) If there is no President or Vice-President or if at any meeting neither the President nor Vice-President is present at the holding of the same, the members shall choose someone of their number to be Chairperson.
7. The Chairperson shall have no vote except in the case of an equality of votes; s/he shall have the casting vote.

8. The Chairperson may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
9. At any general meeting, unless a poll is demanded by at least three members, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the book of the proceedings of the Association shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
10. If a poll is demanded in the manner aforesaid, the same shall be taken in such manner as the Chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the Association in general meeting.

Article V VOTES OF MEMBERS

1. a) Each producer member is entitled to one vote and no more and there shall be no proxy vote;
- b) Agribusiness, Associate and Honorary members are not entitled to a vote at annual or regular meetings of the membership, but may hold any office in the Association and vote on issues related to said office, with the exception of those holding the position of Director, who by virtue of their office, shall have the right to vote at any general or regular meeting of the membership during their term of office.

Article VI BOARD OF DIRECTORS

1. Unless otherwise determined by general meeting, the number of Directors shall be set at **nine** (amended 2004);
2. Any member of the Association shall be eligible to be elected a Director of the Association;
3. **Three** Directors shall be elected by the members at each ordinary or annual meeting of the Association for a **three** year term from nominations presented by the Nominating Committee or from the floor;
4. The Nominating Committee Shall consist of the **two most recent Past Presidents who are current paid members of the Association** and shall present an interim report to the Board of Directors no later than the end of November of each year previous to the annual meeting;
5. Each Director can serve for a maximum of two consecutive three year terms, with the exception of the Treasurer, who may continue to serve for continuity in financial oversight of the Association.
6. In the event that a Director resigns his/her office or ceases to be a member in the Association, whereupon his/her office as Director shall ipso facto be vacated, the vacancy thereby created may be filled for the unexpired term by the Board of Directors from among the members of the Association;
7. The Association may, by special resolution, remove any Director before the expiration of the period of the office and appoint another person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held office if s/he had not been removed;

8. Meetings of the Board of Directors shall be held as often as the business of the Association may require and shall be called by the **President**. A meeting of the Directors may be held at the close of every ordinary or annual general meeting of the Association without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each Director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board of Directors (amended 2004).
9. No business shall be transacted at any meeting of the Board of Directors unless at least five in number of the Directors are present at the commencement of such business;
10. The Chairperson, or in his/her absence, a Vice Chairperson, or in the absence of all of them, any Director appointed from among those Directors present shall preside as Chairperson at the meetings of the Board;
11. The Chairperson shall have no vote except in the case of an equality of votes; s/he shall have the casting vote.
12. The immediate Past President shall be retained on the Board as an ex officio member. In the event of the death, resignation, or removal of a President, the most recent Past President may be retained as an ex officio member.
13. If a Director misses more than four consecutive Board meetings, at the Board's discretion said Director may be notified to step down for replacement (amended January 07).

Article VII POWERS OF THE DIRECTORS

1.
 - a) The management of the activities of the Association shall be vested in the Directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and all such acts and things as may be exercised or done by the Association and are not hereby or by Statute expressly directed or required to be exercised to be done by the Association in general meeting;
 - b) The Directors may appoint an executive committee, consisting of the officers and other such persons as the directors decide;
 - c) The Directors may determine remuneration as is deemed appropriate for conduct of the activities of the Association.

Article VIII OFFICERS

1. The officers of the Association shall be a President, First Vice-President, Second Vice President, Treasurer and Secretary. The offices of Secretary and Treasurer may be combined;
2. The Directors shall elect one of their members to be President of the Association. The President shall, when present, preside at all meetings of the Association and Board of Directors and shall decide all questions of order and make any suggestions as s/he may deem necessary in the interests of the Association and perform such duties as may be assigned to him/her by the Board of Directors from time to time. S/he shall be ex officio, a member of all committees appointed by the Association. S/he shall call general meetings of the Association and Directors or Executive meetings as the interests of the Association demand;
3. The Directors may also elect from their number a First Vice -President and a Second Vice

President. The First Vice-President shall, at the request of the Board and subject to its directions, perform the duties of the President during the absence, illness or incapacity of the President, or during such period as the President may request him/her to do so, and failing the presence of the First Vice President, the Second shall perform such duties;

4. a) There shall be a Secretary of the Association who shall keep the minutes of the meetings of members and Directors and shall perform such other duties as may be assigned to him/her by the Board. The Board shall appoint the Secretary and may also appoint the Treasurer of the Association to carry out such duties as the Board may assign. If the Directors think fit, the same person may hold both offices of Secretary and Treasurer;
 - b) The Directors may appoint a temporary substitute for the Secretary who shall, for the purpose of these by-laws, be deemed to be Secretary;
 - c) In lieu of a Secretary and/or a Treasurer, a Secretary-Treasurer to be known as the Executive Secretary may be appointed by the Board to be an ex officio clerk to the Board of Directors and shall not be entitled to vote. The Executive Secretary shall hold office at the pleasure of the Board and shall receive such remuneration as shall be determined by the Board. S/he shall attend meetings of the Association, its officers, Board of Directors or Committees and record such facts and minutes of all proceedings in the books kept for that purpose, and shall keep proper books of account as Treasurer and of the financial position of the Association;
5. Ex-officio appointments shall be decided by the Board of Directors.

Article IX COMMITTEES

1. The Board of Directors shall be responsible for appointing **Chairpersons for Committees as deemed necessary to carry out the objectives of the Association and it shall be the responsibility of said Chairs to assure that Committees shall consist of at least three members** (amended 2004).

(Article IX Section 2 removed by Spec. Resol. January 17, 2003)

Article X FISCAL YEAR

1. The fiscal year of the Association shall be the period from November 1st in any year to October 31st in the year next following.

Article XI RECORDS

1. The Board of Directors shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are maintained.

Article XII AUDIT OF ACCOUNTS

1. The auditor of the Association shall be appointed annually by the members of the Association at the annual general meeting and, on failure of the members to appoint an auditor, the Directors may do so.

2. The Association shall make a written report to the members as to the financial position of the Association and the report shall contain a balance sheet and operating account. The auditors shall make a written report to the members upon the balance sheet and operating account and, in every such report, s/he shall state whether in his/her opinion the balance sheet is a full and fair balance sheet containing the particulars required by the Association and properly drawn up so as to exhibit a true and correct view of the Association's affairs, and such a report shall be read at the annual meeting.
3. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen days after the annual meeting in each year, as required by law.

**Article XIII
REPEAL AND AMENDMENT OF BYLAWS**

1. The Association has the power to repeal or amend these by-laws by special resolution passed by three quarters of voting delegates present at a meeting duly called and the intent of the special resolution has to be circulated to all members at least ten days before the annual or special meeting.

**Article XIV
MISCELLANEOUS**

1. The Association shall file with the Registrar with its Annual Statement a list of its Directors with their civic and mailing addresses, occupations and dates of appointment or election, and within fourteen days of a change of Directors, notify the Registrar of the change.
2. The Association shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
3. The seal of the Association shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
4. Custody of books and records, and custody of the minutes of all the meetings of the Association and the Board of Directors shall be the responsibility of the Secretary.
5. The books and records of the Association may be inspected by any member at any reasonable time within two days prior to the annual meeting at the registered office of the Association.
6. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by the President or Vice-President and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
7. The borrowing powers of the Association may be exercised by special resolution of the members.

Scientific Research and Experimental Development (SR&ED) Tax Credits:

Horticulture Nova Scotia is the recognized agent of its members, acting on their behalf, on matters relating to SR&ED; so that SR&ED contributions made by Horticulture Nova Scotia will be considered by the Canada Customs and Revenue Agency as a direct payment from the members to the actual performers of the SR&ED. (*Added by Spec. Resol. January 1, 2003*)

**Schedule A
Membership Fees**

(1) Producer Fees

Each producer shall pay a membership fee composed of the total of:

- a) Base rate of \$69.00
plus
- b) \$4.00 per producing acre
plus
- c) A sliding scale (as below) based on the prior year's gross farm income on eligible products.
 - To \$50,000 - \$14.00 per \$10,000.00
 - Over \$50,000 to \$100,000 - \$174.00
 - Over \$100,000 to \$250,000 - \$347.00
 - Over \$250,000 to \$500,000 - \$694.00
 - Over \$500,000 to \$1 million- \$1042.00
 - Over \$1 million - \$1389.00

The maximum total membership fee is \$2499.00

(d) The amount of such levies as are collected on strawberry plant sales from the previous fiscal year shall be deemed as pre-payment against an individual's membership fees as determined above (added 2004);

(e) Those nursery plant producers who collect the levy on strawberry plant sales on behalf of the Association shall have a credit against their membership fee in the amount of 25% of the amount of levy collected (added 2004).

(2) Agribusiness Membership Fees

Per business: \$139.00 If the owner of a business is also a grower, the grower fee must be paid. Each business shall designate one person to whom member benefits shall apply.

(3) Associate Member Fees

(a) Individual: \$69.00 per individual. This is for individuals interested in the horticultural industry but not a group or business (students, researchers, retired farmers, members of other commodity groups, etc). Producers of 1 acre or under of eligible horticultural produce may choose to apply as an associate member.

(b) Group: \$139.00 per group. This is for recognized groups interested in the horticultural industry. Each group shall designate one person to whom member benefits shall apply.

Memorandum of Association

Name

- 1) The Association shall be known as HORTICULTURE NOVA SCOTIA ASSOCIATION.
- 2) The object of the Association shall be to enhance collaborative efforts among members, which will strengthen and provide leadership to a sustainable horticultural industry:
 - a) By information dissemination: to maintain a system suitable for accumulating and communicating timely information to the membership;
 - b) By special promotions. To identify and develop special promotions as required;
 - c) By liaison with government and other organizations: To liaise, promote unity and cooperation with agricultural groups, government agencies, and other organizations, to represent the interests of the organization;
 - d) By research: To promote unity and cooperation with the research community and to facilitate the identification of research priorities and specifically directed research designed to benefit the horticultural industry;
 - e) By education and awareness: To upgrade the level of awareness of horticulture, its needs and its issues;
 - f) By annual conference: To organize, promote and deliver an annual conference to encourage unity, provide information and promote communications between membership and others interested in the horticultural industry. An annual meeting of the membership may be included in the conference agenda or held separately as decided by the Board of Directors; and:
 - g) To acquire by way of grant, gift, purchase, bequest, devise, or otherwise, real and personal property and to use and apply such property to the realization of the object of the Association;
 - h) To buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objects of the Association.

PROVIDED that nothing herein contained shall permit the Association to carry on trade, industry or business and the Association shall be carried on without purpose of gain to any of the members and that any surplus or any accretions of the Association shall be used solely for the purposes of the Association and the promotion of the objects.

PROVIDED, further, that if for any reason the operations of the Association are terminated or are wound up, or are dissolved and there remains, at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to some other charitable organization in Canada, having objects similar to those of the Association.

Location

3. The activities of the Association are to be carried on in Nova Scotia;
4. The registered office of the Association is situated at 32 Main St., Blair House, Kentville Agricultural Centre, Kentville, NS B4N 1J5

Schedule B

The products eligible for producer membership in Horticulture Nova Scotia are as follows:

Berries

Blackberries
Raspberries
Strawberries
Highbush blueberries

Vine Crops

Cantaloupe (Muskmelon)
Honeydew
Watermelon

Vegetables

Artichoke
Asparagus
Beans (fresh market)
 Green or yellow wax beans
 Shell beans
 Dried beans
 Broad and lima beans
Beets
Broccoli
Brussels sprouts
Cabbage
 Cabbage, Green
 Cabbage, Red,
 Cabbage, Savoy
 Cabbage, Chinese
Carrots
Cauliflower
Celeriac
Celery
Chinese vegetables
Corn
Cucumber, table (field
grown & greenhouse)
Cucumber, pickling
Eggplant (aubergine)
Fennel
Greens (potherbs)
 Dandelion
 Cardoon
 Collards
 Kale
 Mustard
 Spinach
 Swiss Chard

Greens (salad)

Chicory
Cress
Endive
Escarole
Lettuce
Ground cherry
Herbs, culinary, (field
grown):
 Basil
 Chervil
 Ginseng
 Marjoram
 Mint
 Parsley
 Sage
 Savoury
 Other
Kohlrabi
Leeks
Okra
Onion:
 Bulb onions
 Scallions (green onions)
 Garlic
 Shallot
Parsnip
Peas (fresh market)
Peas, edible podded
Peppers, (field grown &
greenhouse)
 Sweet peppers
 Hot peppers
Pumpkin
Radish
Rapini
Rhubarb
Rutabaga
Salsify
Squash, Summer
Squash, Winter
Sweet Potatoes
Tomatoes, (field grown &
greenhouse)
Tomatillos
Turnip, white summer

Nursery Crops

Asparagus crowns
Blackberry canes
Raspberry canes
Rhubarb crowns
Strawberry plants
Highbush blueberry plants

Motions and Resolutions

Notice of motion by the Nova Scotia Potato Marketing Board to the Membership of Horticulture Nova Scotia:

Whereas the Nova Scotia Potato Marketing Board is in process of closing, and

Whereas potatoes still require commodity representation.

Therefore, the Nova Scotia Potato Marketing Board requests potatoes be added to the list of commodities represented by Horticulture Nova Scotia.

Nominating Committee Report 2024-2025

Completing second terms are:

William Spurr

Rosalie Gillis-Madden (completing a one-year vacated position)

Nominated to the board for three-year terms are:

Jodi den Haan

Philip Keddy

As passed at last year's AGM, the treasurer's position no longer falls under the three-year term requirement.

Submitted by:

2024-2025 Nominating Committee: Mark Sawler and Philip Keddy