



No. S-245481
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36

AND

IN THE MATTER OF THE *COOPERATIVE ASSOCIATION ACT*, S.B.C. 1999, C 28

AND

IN THE MATTER OF BC TREE FRUITS COOPERATIVE, BC TREE FRUITS INDUSTRIES
LIMITED AND GROWERS SUPPLY COMPANY LIMITED

PETITIONERS

SUPPLEMENTAL REPORT TO THIRTEENTH REPORT OF THE MONITOR

ALVAREZ & MARSAL CANADA INC.

JULY 11, 2025

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1.0 PURPOSE

- 1.1 This supplemental report (the “**Supplemental Report**”) has been prepared by the Monitor to provide this Honourable Court with additional information in respect of a member requisition for a special general meeting (“**SGM**”) that was sent to all members of the BCTFC board of directors (the “**BCTFC Directors**”) on July 9, 2025 (the “**Member Requisition**”).
- 1.2 The Supplemental Report should be read in conjunction with the Thirteenth Report of the Monitor dated July 9, 2025 (the “**Thirteenth Report**”), and other materials filed in the CCAA Proceedings (collectively, the “**Filed Materials**”). Background information, including definitions for capitalized terms not defined herein, are contained in the Filed Materials.
- 1.3 All monetary amounts contained in this Supplemental Report are expressed in Canadian dollars unless otherwise noted.

2.0 MEMBER REQUISITION AND SGM

- 2.1 On July 9, 2025, Mr. Amarjit Singh Lalli, as the “Representative on behalf of the requisitioning members”, sent the Member Requisition via electronic mail to the BCTFC Directors requesting that the BCTFC Directors call a SGM with the stated purpose of amending the Rules of BCTFC (as revised November 16, 2021, the “**Rules**”), specifically Rule 125 (subsequently discussed). The Member Requisition was signed by 38 current members of BCTFC. A copy of the Member Requisition is attached hereto as Appendix “A”.

Proposed Rule Amendment

- 2.2 The Member Requisition seeks to pass a special resolution that would delete Rule 125 of the Rules in its entirety and replace it with the following (with changes from the current Rule 125 highlighted, the “**Proposed Rule 125**”):

125. Distribution of surplus in final year of operations

After setting aside the amount required as a reserve and paying any dividend permitted by these Rules, the Association must, but only in the year in which it intends to permanently cease operations, distribute the whole of its then accumulated surplus, including all amounts realized from the sale or other disposition of its assets (but after setting aside an amount equal to the aggregate paid up capital of all its outstanding shares), to the members ~~and former members~~ of the Association (including the heirs, executors, administrators, successors and assigns) in the same proportion that the tonnage of tree fruits accepted by the Association from each of them (or from the grower through whom the member ~~or former member~~ derives ~~or derived~~ membership) in the

*previous 6 years bears to the total tonnage of tree fruits accepted by the Association from ~~all its~~
~~grows~~ them during those same 6 years.*

Requirements for member requisitioned SGM under the CAA

- 2.3 Section 151 of the *Cooperative Association Act*, SBC 1999, c. 28 (the “CAA”) outlines the requirements for a requisitioned SGM:

151. Member requisitioned special general meetings

- (1) A requisition under section 150 (2) for a special general meeting must*
- (a) state the object of the meeting,*
 - (b) state the name and address of the representative of the requisitioning members,*
 - (c) if applicable, set out the resolution to be submitted to the meeting, and*
 - (d) be served on the association.*
- (2) If the directors receive a requisition that complies with subsection (1), then, within 7 days after the date the requisition is served on the association, the directors must*
- (a) call the requisitioned general meeting, or*
 - (b) refuse to call the requisitioned general meeting on one or more of the following grounds:*
 - (i) it clearly appears that the proposal is submitted by the members for the purposes of enforcing a personal claim or redressing a personal grievance against the association or its officers, or primarily for the purpose of promoting causes that are extraneous to the purposes of the association;*
 - (ii) substantially the same proposal was considered and defeated by the membership within 3 years immediately before the date the requisition containing the proposal was delivered to the registered office;*
 - (iii) the business of the requisitioned general meeting as stated in the requisition includes a matter outside the powers of the members.*

Requirements for member requisitioned SGM under the Rules

- 2.4 In addition to the CAA, Rule 41(2) of the Rules provides the following:

- 41 (2) The directors must call a special general meeting on receipt of a written requisition signed by:*
- (a) if there are 100 or fewer members of the Association, at least 20% of the members,*
 - (b) otherwise, at least the greater of:*
 - i) 20 members, and*

ii) *10% of the members.*

- 2.5 It is the Monitor's view that the Member Requisition meets the required criteria under both the CAA and the Rules.

Monitor's Observations

- 2.6 As noted in the Thirteenth Report, the Monitor's interpretation of the current Rule 125 is that the persons entitled to share in the distribution of the Surplus Funds are current members of BCTFC who delivered fruit to BCTFC in any of the years from 2018 to 2023 (the "**Current Members**") as well as former members of BCTFC who delivered fruit to BCTFC during the same time period (the "**Former Members**").
- 2.7 The Proposed Rule 125 would limit the persons entitled to share in the distribution of the Surplus Funds to the Current Members, thereby eliminating any entitlement of the Former Members to share in the Surplus Funds.
- 2.8 As noted in the Thirteenth Report, the Monitor was previously made aware that the Current Members may seek to amend the Rules as contemplated by the Member Requisition, prompting the Monitor to seek the Former Members' Representation Order so as to ensure that the Former Members had representation in these proceedings, including to respond to any steps proposed to be taken by the Current Members to amend the Rules. Representative Counsel for Mr. Lalli, in his capacity as Members' Representative, was advised of the Monitor's intentions in that regard.
- 2.9 Section 151(2) of the CAA requires the BCTFC Directors to call a SGM within seven days of receiving a requisition. As the Member Requisition was filed on July 9, 2025, absent a basis for refusing to do so, the BCTFC Directors will need to send notice of a SGM on July 16, 2025, with the SGM to be held as soon as by July 30, 2025 (minimum notice period of 14 days is required for a general meeting per Rule 45 and CAA section 146). July 16, 2025 is the same day as the hearing of the Monitor's application for the Former Members' Representation Order (the "**July 16 Hearing**").
- 2.10 The Monitor is of the view that it would be appropriate for the Former Members to have legal representation and an opportunity for them to seek relief from this Honourable Court—should they choose to do so—in respect of any steps proposed to be taken by the Current Members to affect the Former Members' entitlement to share in the Surplus Funds (or any matters).
- 2.11 For the foregoing reasons, the Monitor recommends this Honourable Court grant an order relieving the Directors of their obligation under Section 151(2) of the CAA and under the Rules to call the SGM as requested by the Member Requisition pending further order of the court.

All of which is respectfully submitted to this Honourable Court this 11th day of July, 2025.

Alvarez & Marsal Canada Inc.,
in its capacity as Monitor of
BC Tree Fruits Cooperative,
BC Tree Fruits Industries Limited and Growers Supply Company Limited



Per: Anthony Tillman
Senior Vice President



Per: Pinky Law
Vice President

Appendix A – Member Requisition

MEMBER REQUISITION FOR A SPECIAL GENERAL MEETING

TO: BC TREE FRUITS COOPERATIVE (the "Association")

AND TO: THE DIRECTORS OF THE ASSOCIATION

The representative of the requisitioning members, Amarjit S. Lalli, of 1900 McKenzie Road, Kelowna, British Columbia, V1P 1A6, brings forward this requisition pursuant to sections 150(2) and 151 of the *Cooperative Association Act*, SBC 1999, c. 28 and Rule 41(2) of the Rules of the Association to hereby requisition the board of directors of the Association to call a special general meeting of the members (the "**Special Meeting**") within 7 days after the date this requisition is served on the Association.

OBJECT OF SPECIAL MEETING

The object of the Special Meeting is to consider, and if sought fit, to pass the following special resolution:

"BE IT RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. The Rules of the Association (the "**Rules**") are amended by deleting Rule 125 of the Rules in its entirety and replacing it with the following:

125. Distribution of surplus in final year of operations

After setting aside the amount required as a reserve and paying any dividend permitted by these Rules, the Association must, but only in the year in which it intends to permanently cease operations, distribute the whole of its then accumulated surplus, including all amounts realized from the sale or other disposition of its assets (but after setting aside an amount equal to the aggregate paid up capital of all its outstanding shares), to the members of the Association (including the heirs, executors, administrators, successors and assigns) in the same proportion that the tonnage of tree fruits accepted by the Association from each of them (or from the grower through whom the member derives membership) in the previous 6 years bears to the total tonnage of tree fruits accepted by the Association from them during those same 6 years.

2. Any one director or officer of the Association is authorized and directed to file or cause the filing of a certified copy of this special resolution with the British Columbia Registrar of Companies to effect such changes.
3. Any one director or officer of the Association is authorized and directed, for, in the name of and on behalf of the Association, to execute and deliver all such further documents, agreements, authorizations, elections or other instruments, with or without the corporate seal affixed, and to take any and all such further action as such director or officer, in such director or officer's discretion, may determine to be desirable in order to complete the transactions contemplated in this special resolution, such determination to be conclusively evidenced by such director or officer's execution and delivery of any such documents,

agreements, authorizations, elections or other instruments and the taking of any such action.”

DATED effective this 9 day of July, 2025.

This requisition is submitted by the requisitioning members:



Amarjit S. Lalli
Representative on behalf of the
requisitioning members

(Signatures of the requisitioning members are
attached hereto as Schedule “A”)



SCHEDULE "A"

Signatures of requisitioning members pursuant to section 150(2) of the Cooperative Association Act, SBC 1999, c. 28 and Rule 41(2) of the Rules of the Association.

	Member Name	Member Grower Number	Address	Signature
1.	SURINDER S. SOHAL	957	10391 Chase Lake Country Rd V4V 1K7	Surinder Sohal
2.	BALWINDER KAUR SOHAL	955	10391 Chase Rd Lake Country	Balwinder Sohal
3.	CHARANJIT SINGH SYHA	1152	10050 Seals Rd LAKE CO	
4.	JABBAR S. KULLAR	591	9915 Rural Rd Lusk County	
5.	GILL CHETAN	364	10383 SEATON Rd Lake Country	Chetan S. Gill
6.				
7.	TARSEM SINGH DHOO	279-01	2165 WILLIAMS LAKE COUNTRY	Tarsem Singh Dhoo
8.	Gurdeep S Mundh	706-01	1895 Old Boucher Rd Westbank	Gurdeep Mundh
9.	Joginder K Saini	853-01	3385 E 1110th West Kelowna	
10.	Paramjit Pabla	748-01	3380 Pop Rd WEST KELOWNA	Paramjit Pabla

SCHEDULE "A"

Signatures of requisitioning members pursuant to section 150(2) of the *Cooperative Association Act*, SBC 1999, c. 28 and Rule 41(2) of the Rules of the Association.

	Member Name	Member Grower Number	Address	Signature
1.	BALWANT LALLI	1325-01	685 OLD VERNON RD Kelowna	
2.	GURDARSHAN BARR	111-02	1990 MCKENZIE RD	
3.	PARVINDER UPPAL	1417	2711 LAKHAR RD	Parvinder Uppal
4.	PARAMJIT S. GILL	368-01	2611 LAKHAR RD	Paramjit S Gill
5.				
6.				
7.				
8.				
9.				
10.				






SCHEDULE "A"

Signatures of requisitioning members pursuant to section 150(2) of the *Cooperative Association Act*, SBC 1999, c. 28 and Rule 41(2) of the Rules of the Association.

	Member Name	Member Grower Number	Address	Signature
1.	SUKHJIT SIDHU	933	1605 GREEN Rd Kelowna B.C. V1P 1C7	Sukhat Sidhu
2.	HARPREET SIDHU	1525	2015 Belgo Rd Kelowna BC V1P 1C1	
3.	BEANT CHahal	1531	2149 Belgo Rd Kelowna BC V1P1E1	Beant Chahal
4.	SSN1771DR	144	2075 BELGO Rd Kelowna B.C. V1P 1E1	SSN1771DR
5.	PARTAP SINGH SHEER GILL	1177	3775 East Kelowna B.C. V1W 4H3	Partap Singh Sheer Gill
6.	Tarsem Singh GORAYA	420-01	2795 Dunster Rd. Kelowna B.C. V1W-4H4	Tarsem Singh Goraya
7.	GIAN SINGH JASWAL	1494-01	3183 DUNSTER Rd KELLOWNA B.C. V1W 4H3	Gian Singh
8.	KURUWAT TATLA	1298	3100 ELLIOTT Rd West Kelowna BC V4T 1M2	K S T
9.	Kamaljit Jaswal	525	4280 SPIERS RD	K. Jaswal
10.	Prabh Sidhu	1544	1605 Green Rd	Prabh

SCHEDULE "A"

Signatures of requisitioning members pursuant to section 150(2) of the *Cooperative Association Act*, SBC 1999, c. 28 and Rule 41(2) of the Rules of the Association.

	Member Name	Member Grower Number	Address	Signature
1.	HARDEV Anil	26-01	6775 Bella Vista Rd Vernon BC	
2.	AVTAR MANW	1588-01	7086 JASPER DR VERNON BC	
3.	TAHIR RAZA	1291-03	9237 Hwy 97 VERNON BC	Tahir Raza
4.	JAVED ALI	10-13-01	1024 - Mount Begbie Drive	
5.	Asim Shahid	1392-01	1041 Mt Begbie Dr	
6.	KABAL RANDHAWA	108 809-01	7467 BAKER HIGHWAY RD K.S. Randhawa	K.S. Randhawa
7.	Balwinder S. Dhanoo	1465-01	4116 Cascade Dr	
8.	AVTAR LIT	1199	6162 old Kamloops Rd Vernon BC	Avtar Lit
9.				
10.				

11.	CHARANJIT JUDGE	1275	3072E Keweenaw RD Keweenaw Is. NW 443	C Judge
12.	Rajwinder Singh Rajan	1314-01	1750 McKENZIE RD	R.S. Rajan
13.	GURMIT SIDHU	1536-	2517 SEXSMITH RD	Gurmit Sidhu
14.	PARMINDER HANS	1520	3530 ROSE RD	Ph
15.	SANDEEP S. HOTHI	501-01	3410 POOLEY RD KELAVNA	Sandeep s.h.
16.	RESHAM LIDDAR	1425-01	3647 BENROSE RD	Deena Liddle
17.	JAGSHER BASSI	1124- 20	3691 Oldvonten RD	Jess Bassi
18.				
19.				
20.				