

By-Laws

Friends of the Central Experimental Farm (FCEF)

1. MISSION STATEMENT

The Friends of the Central Experimental Farm preserve, protect, maintain, and enhance the Dominion Arboretum, the Ornamental Gardens, and the other public areas of the Farm, in partnership with Agriculture and Agri-Food Canada, for the educational benefit and enjoyment of the public; and promote the Farm's historical significance.

2. CONDITIONS OF MEMBERSHIP

Membership in the Corporation shall be open to any person, corporation, society or association interested in furthering the objectives of the Corporation, and whose application for admission as a member has received the approval of the Board of Directors of the Corporation. Members have voting privileges at all special or annual general meetings of the Corporation.

3. The members of the Corporation pay such annual dues as are determined by the Board of Directors.

4. Membership in the Corporation may be suspended or cancelled by the Board:

- a) at the request in writing of the member;
- b) if the conduct of the member is deemed by the Board to be detrimental to the interests of the Corporation; or
- c) non-payment of membership fee.

5. HEAD OFFICE

The Head Office of the Corporation shall be in the City of Ottawa, Province of Ontario.

6. BOARD OF DIRECTORS

The property and business of the Corporation shall be managed by a board of not less than nine and not more than thirteen directors. A majority of Directors constitute a quorum.

7. (1) At the annual meeting Directors shall be elected for a three year term.

(2) No member shall serve on the Board of Directors for more than three consecutive terms.

8. The Office of the Director shall be automatically vacated:
- a) if a director shall resign his office by delivering a written resignation to the Secretary of the Corporation;
 - a) if at a special general meeting of members called by the Board of Directors or by a minimum of five (5) percent of the members, a resolution is passed by two-thirds of the members present at the meeting, that he/she be removed from office;
 - b) if the Director is absent from more than three consecutive meetings of the Board of Directors without providing a reason acceptable to the Board; or
 - c) on death.
9. If a vacancy in the Board of Directors occurs for any reason, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a Member of the Corporation until the next annual general meeting.
10. (1) Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that ten days' notice of such meeting is provided to each director,
- (2) There shall be at least (1) meeting per year of the Board of Directors.
- (3) No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors invalidates such a meeting or makes void any proceedings taken thereat
- (4) Any director may at any time waive notice of any meeting of the Board of Directors and may ratify, approve and confirm any or all proceedings taken or had thereat.
- (5) Each Director is authorized to exercise one vote.
11. (1) Directors and executive committee members, as such, shall not receive any stated remuneration for their services, but, by resolution of the Board of Directors, expenses may be allowed for their attendance at each regular or special meeting of the Board of Directors.
- (2) Nothing herein contained shall be constructed to preclude any director from serving the corporation as an officer or in any other capacity and receiving compensation therefor.
- (3) The directors shall otherwise serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties and provided further that any director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the corporation.
12. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

Approved at the Annual General Meeting on September 17, 2014

13. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

14. (1) The remuneration of all officers, agents and employees and committee members shall be fixed by the Board of Directors by resolution.

(2) Any changes to remuneration shall be included as a note within the year-end financial statements presented at each annual meeting. Upon confirmation of the financial statements the change in remuneration shall be deemed to be in effect. Failing confirmation, the remuneration to such officers, agents or employees and committee members ceases to be payable from the date of that annual general meeting.

(3) Information required for the application of this section shall be presented on such a way as to respect the privacy of individuals.

15. INDEMNITIES TO DIRECTORS AND OTHERS

Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;

- a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
- b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

16. POWERS OF THE BOARD OF DIRECTORS

The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

17. (1) The Board of Directors has the power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers of the corporation the right to employ and pay salaries to employees.
- (2) The Board of Directors shall have the power to make expenditures for the purpose of furthering the objectives of the Corporation.
- (3) The Board of Directors has the power to enter into a trust arrangement with a financial institution for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of Friends of the Farm in accordance with such terms as the Board of Directors may prescribe.

18. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Corporation.

19. OFFICERS

The Officers of the Corporation shall be a President, first Vice-President, second Vice-President, Secretary and Treasurer and any such other officers as the Board of Directors may by by-law determine. Any two officers may be held by the same person.

20. Officers of the Corporation shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following each annual meeting of the members.

21. The Officers of the Corporation shall hold office for one year from the date of appointment or until their successors are appointed in their stead.

22. All Officers are Directors of the Corporation and they shall cease to be Officers if they cease to be Directors of if they are removed by a majority vote of the Board of Directors.

23. DUTIES OF OFFICERS

The President shall

- a) be the Chief Executive Officer of the Corporation;
- b) preside at all meetings of the Corporation and of the Board of Directors;
- c) have the general and active management of the affairs of the Corporation;
- d) see that all orders and resolutions of the Board of Directors are carried into effect.

24. The Vice-President, in the absence or disability of the President, shall perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

25. The Treasurer shall

- a) have the custody of the funds and securities of the Corporation and keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time;
- b) disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation; and
- c) perform such other duties as may from time to time be directed by the Board of Directors.

26. (1) The Secretary may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry on the affairs of the Corporation generally under the supervision of the Officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose.

(2) The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board of Directors, and perform such other duties as may be prescribed by the Board of Directors and President, under.

(3) The Secretary shall be custodian of the seal of the Corporation, which he/she shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

27. The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

28. EXECUTIVE COMMITTEE

The Executive Committee is composed of the President, the Vice-President, the Secretary, the Treasurer, and up to two other members of the Board as elected by the Board.

29. The members of the Executive Committee shall be elected by and from the Board of Directors at its first meeting following the annual meeting.

30. The Board of Directors by a majority vote passed by the Board of Directors may, at its pleasure remove an Executive Committee member from that committee.

31. Notice of meetings of the Executive shall be sent to all Executive members in the manner prescribed for notice of meetings of the Board and not less than ten days prior to the date of the meeting, provided, however, that in case of urgency, notice of meeting may be given less than ten days in advance by with unanimous consent of the Executive Members.

32. At meetings of the Executive, majority of the Executive, one of which must be the President or in the President's absence the Vice-President shall constitute a quorum for the transaction of business.

Approved at the Annual General Meeting on September 17, 2014

33. The Executive Committee shall:

- a) be the administrative body of the Corporation;
- b) carry out those policies that have been established by the Board of Directors;
- c) have and carry out all powers and duties of the Board between meetings excepting the development, amendment or approval of policy, unless otherwise provided; and
- d) in addition to the powers expressly conferred upon it in this section, do all such acts and things as are not, by these By-laws, required to be done by the Board.

34. **BORROWING POWERS**

The Directors of the Corporation may from time to time

- a) borrow money upon the credit of the Corporation;
- b) limit of increase the amount to be borrowed;
- c) issue debentures or other securities of the Corporation;
- d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

35. Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

36. **EXECUTION OF DOCUMENTS**

- (1) Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed are binding upon the Corporation without any further authorization or formality.
- (2) The Directors have the power from time to time by resolution to appoint an Officer or Officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing.
- (3) The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Corporation.

37. MEETINGS

The annual general meeting or any other general meeting of the members shall be held at the head office of the Corporation or at any place in Canada as the Board of Directors may determine and on such day as the Board of Directors appoints.

38. (1) At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented, a Board of Directors elected and auditors appointed for the ensuing year.
- (2) The members may consider and transact any business either special or general at any meeting of the members.
- (3) The Board of Directors or the President or Vice-President shall have the power to call, at any time, a general meeting of the members of the Corporation.

39. (1) Fourteen days' prior notice shall be given to each member of any annual or general meeting of members.
- (2) Ten members present in person at a meeting constitute a quorum.
- (3) Each member present at a meeting shall have the right to exercise one vote.

40. No error or omission in giving notice of any annual general meeting or other general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

41. MINUTES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEES

The minutes of the Board of Directors or the minutes of the Executive Committee shall be distributed to the Board of Directors and available to the general membership of the Corporation by being posted in the office and on the Corporation's web site.

42. VOTING OF MEMBERS

At all meetings of members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these By-laws.

43. FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors the fiscal year-end of the Corporation is December 31st.

44. COMMITTEES

The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors.

45. **AMENDMENT OF BY-LAWS**

The By-laws of the Corporation not embodied in the Articles of Continuance may be repealed or amended by By-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of members at a meeting duly called for the purpose of considering the said By-law, provided that the repeal or amendment of such By-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

46. **FINANCIAL REVIEW AND AUDITORS**

- (1) The members at each annual general meeting shall appoint an auditor to conduct a financial review of the accounts of the Corporation and to hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of auditor.
- (2) Auditors will perform a financial review.
- (3) The remuneration of the auditor shall be fixed by the Board of Directors.

47. **BOOKS AND RECORDS**

The Board of Directors shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

48. **RULES AND REGULATIONS**

The Board of Directors may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, failing which those rules and regulations cease to have force and effect.

49. **INTERPETATION**

In these By-laws and in all other By-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number shall include the plural number and vice versa, and references to persons shall include firms and corporations.

50. **CORPORATE SEAL**

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Friends of the Central Experimental Farm.