

## **CONSTITUTION**

1. The name of the society is the **Peace Region Forage Seed Association**.
  
2. The purpose of this Association shall be the advancement of the Peace River Region's forage seed growing industry in all its phases. This shall be done by:
  - a) providing an annual forum for all interested parties(i.e. seed growers, seed trade personnel, seed research personnel, seed extension personnel) to collectively contribute to the development of this forage seed industry.
  
  - b) facilitating co-operation and mutual respect among all interested parties.
  
  - c) identifying factors that limit the realization of the potential and/or expansion of the forage seed industry in the Peace by collecting information and making it available to its members and by developing strategies for overcoming these limitations.

## **BYLAWS OF PEACE REGION FORAGE SEED ASSOCIATION**

### **Part 1: Interpretation**

1. (1) In these bylaws, unless the context otherwise requires,
  - a) "Directors" means the directors of the association for the time being;
  - b) "Association" means the "Peace Region Forage Seed Association";
  - c) "Society Act(s)" means the Society Act of British Columbia and the Society Act of Alberta from time to time in force and all amendments to it;
  - d) "Registered address" of a member means his address as recorded in the register of members.(2) The definitions in the Society Acts on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

### **Part 2: Membership**

3. The members of the association are the applicants for incorporation of the association, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
4. A person may apply to the directors to be an active, associate or patron member:
  - a) **Active Members:** Any resident of the Peace River region of Alberta or British Columbia involved in the growing of forage seed and contributes to the levy as set out in the *Grain Industry Development Fund Regulation* in British Columbia and the *Alberta Peace Region Forage Seed Growers Plan Regulation* in Alberta. This entitles the member to full membership privileges for four calendar years.
  - b) **Associate Members:** Any person involved in the forage seed industry may be admitted as an associate member upon application, payment of the prescribed fee and approval of the application by the Board of Directors.
  - c) **Patron Members:** Patron membership may be granted to any person or firm approved by the Board of Directors, upon payment of an annual prescribed fee.
5. The first annual membership fees shall be determined by the directors and after that the annual membership fees shall be determined at the annual general meeting of the association.
6. Every person shall uphold the constitution and comply with these bylaws.
7. A person shall cease to be a member of the association:
  - a) by delivering his resignation in writing to the secretary of the association or by mailing or delivering it to the address of the association;
  - b) on his death or in the case of a corporation on dissolution;
  - c) on being expelled; or
  - d) Corporate Members and Associate Members cease to be a member on failing to be a member in good standing for 12 consecutive months.
  - e) Active Members cease to be a member on failing to contribute to the levy referred to in paragraph 4(a) for four (4) consecutive fiscal years.
8. (1) A member may be expelled by a special resolution of the members passed at a general meeting.

(2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

(3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

9. All members are in good standing until they cease to be a member. All members of the association, in good standing, shall be entitled to receive copies of any literature that may be sent out by the association and any other services and privileges, for which the association may provide.

### **Part 3: Meetings of Members**

10. General meetings of the association shall be held at the time and place, in accordance with the Society Act, that the directors may decide.

11. An annual meeting of the Association shall be held at such time and place as the Board of Directors may designate, after the end of the calendar year, Dec. 31.

12. The first annual general meeting of the association shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the folding of the last preceding annual general meeting.

13. Special general meetings may be called at discretion of the Board of Directors.

14. A special general meeting shall be called within thirty days of the receipt of a petition signed by 10% or more members in good standing.

### **Part 4: Proceeding of Meetings of Members**

15. Special business is

- a) all business at a special general meeting except the adoption of rules or order; and
- b) all business transacted at an annual general meeting, except the adoption of rules of order, the consideration of financial statements, the report of the directors, the report of the auditor & the appointment of the auditor if required, the other business that, under these bylaws, ought to be transacted at an annual general meeting or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

16. A quorum is 4 directors or a greater number that the directors may determine at a general meeting.

17. No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present. If at any time during a general meeting there ceases to be a quorum present, business shall be suspended until there is a quorum present or until the meeting is adjourned.

18. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

19. If at a general meeting there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting; or the president and all other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman. In the absence of both the president and the vice president, one of the other directors shall preside as the chairman of the meeting.
20. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
  - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
21. (1) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
  - (2) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
22. (1) An Active member in good standing present at a meeting is entitled to one vote.
  - (2) Voting is by show of hands.
  - (3) Voting – a simple majority (50% or more) of all active members present.
23. (1) Associate members will not be entitled to a vote.
  - (2) A Patron member in good standing present at a meeting will be entitled to one vote.

#### **Part 5: Directors and Officers**

24. (1) The directors may exercise all the powers and do all the acts and things that the association may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed to, required to exercised or done by the association in general meeting, but subject, nevertheless to all laws affecting the association, these bylaws, and rules, being consistent with these bylaws, which are made from time to time by the association in general meeting.
  - (2) No rule, made by the association in a general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
25. (1) The Board of Directors shall be comprised of 6 active members, elected at the annual meeting plus the Seed Trade Representative as set out in paragraph 25(5). The six Directors comprised from active members shall be elected as follows, for terms of three years:
  - Three Directors from the Alberta Peace River region,
  - Three Directors from the B.C. Peace River region.
  - (3) Representation of active members on the Board of Directors shall be as fair as possible a reflection of the range of crops and interests in the Association.
  - (4) Directors shall not serve for more than three consecutive terms.
  - (5) The Seed Trade Representative shall be recommended for a term of three years by the seed processors which have a Registered Seed Establishment (RSE) in the Alberta and British Columbia Peace Region and a current Corporate Membership in good standing with the Association. The Seed Trade Representative holds voting privileges on the Board of Directors.

26. In addition the Board of Directors will invite appointment of Technical Representatives as needed from organizations and agencies such as: Agriculture Canada, Canadian Seed Trade Association, Canadian Seed Growers Association, Alberta Agriculture, B.C. Ministry of Agriculture, Fisheries and Food, Univ. of B.C., etc. to be Technical Members of the Board of Directors.
27. (1) The Directors shall elect from among their number, the President, Vice President and Treasurer, who shall hold office for one year until the conclusion of the next annual meeting. The incumbent president may not hold office for more than three consecutive years.  
(2) The Directors shall appoint the Secretary who shall hold office at the will of the Directors.  
(3) All elected officers and Directors, except the Secretary shall be active members of the Association in good standing.
28. (1) Directors shall retire from office at annual general meeting when their successors shall be elected.  
(2) Separate elections shall be held for each office to be filled.  
(3) An election may be by acclamation, otherwise it shall be by ballot.  
(4) If no successor is elected the person previously elected or appointed continues to hold office.
29. Any Director who misses 3 consecutive Directors' meetings, without reasonable cause, or fails to notify the Board of their inability to continue, shall be replaced before his term of office expires, unless a majority vote of Directors determines other action is warranted. A Director or Officer may be removed if the members pass a resolution for his removal at any general, annual or special general meeting.
30. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.  
(2) No act or proceeding of the directors is invalid only by reason of their being less than the prescribed number of directors in the office.
31. Directors shall receive monetary remuneration of a per diem rate set yearly at the A.G.M., and current provincial mileage rates.

#### **Part 6: Proceedings of Directors**

32. It shall be the duty of the directors to direct the operations of the Association, develop and execute the policy of the Association, and take such action as may at any time seem advisable, in promoting the work of the Association toward fulfillment of its declared objectives.
33. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit  
(2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.  
(3) The president shall be chairman of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as chairman, but if neither is present the directors present may choose one of their number to be chairman at that meeting.  
(4) A director may at any time, and the secretary, on the request of a director, shall convene a meeting of the directors.

34. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director(s) as they think fit.  
(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
35. The Board of Directors shall appoint a Resolution Committee and a Nominating Committee, at least one month prior to the annual meeting and the President shall appoint replacements on the Resolutions and nominating Committee when vacancies occur.
36. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.
37. The members of a committee may meet and adjourn as they think proper.
38. (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.  
(2) In case of an equality of votes the chairman does not have a second or casting vote in addition to the vote which he may be entitled as director and the proposed resolution shall not pass.
39. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.
40. A resolution in writing, signed by all the directors and placed with the minutes of the directors is a valid and effective as if regularly passed at a meeting of directors.

#### **Part 7: Duties of Officers**

41. The president shall:
  - a) preside at all meetings of the association.
  - b) be the chief executive officer of the association and shall supervise the other officers in the execution of their duties.
42. The vice president shall carry out the duties of the president during his absence.
43. The secretary shall:
  - a) conduct the correspondence of the association;
  - b) issue notices of meetings of the association and directors;
  - c) keep minutes of all meetings of the association and directors,
  - d) have custody of all records and documents of the association except those kept by the treasurer,
  - e) maintain the register of members.
44. The treasurer shall be a director and shall:
  - a) receive, deposit and make disbursement of all monies of the association, provided that no disbursements shall be made except upon the authorization of a resolution to the Board of Directors,
  - b) keep the financial records, including books of account, necessary to comply with Society Act,

- c) render financial statements to the directors, and others when required.
45. In the absence of the secretary, the directors shall appoint another person to act as secretary at a meeting.
46. Signing officers for the Association, shall be appointed by the Board of Directors.
47. At each annual meeting of the Association, the retiring officers shall present a full report of their proceedings to the members. There shall also be presented, a detailed financial statement prepared by the Treasurer, accompanied by the auditor's report.

**Part 8: Seal**

48. The directors may provide a common seal for the association and may destroy a seal and substitute a new seal in its place.
49. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary.

**Part 9: Borrowing**

50. The Association will not engage in borrowing money, except in the case of applying for a credit card to cover research and extension expenses

**Part 10: Auditor**

51. The auditor of the Association shall be as appointed for such duties at the previous general annual meeting.
52. No director or employee of the Association shall be auditor.

**Part 11: Notices to Members**

53. A notice may be given to a member, either personally or by mail to him at his registered address. Notice may also be through the public press.
54. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 55.(1) Notice of a general meeting shall be given at least 30 days prior to every member on the register of members on the day notice is given and the auditor, if Part 10 applies.
- (2) Notice of a special meeting of the Association shall be given at least 10 days prior, and such notices shall name the time and place at which the meeting is to be held.
- (3) At least 10 days notice is required for a meeting to consider changes to bylaws.
- (4) No other person is entitled to receive a notice of general meeting.
56. An officer's, directors' and committee meetings shall be called by mailing or other notification (telephone, personal) at least seven days before the date of meeting, a notice of time and place of the said meeting, to each officer who is concerned.
57. Meetings, other than annual or special meetings of members of the Association, may be held on shorter notice, provided that each member of the body concerned, is notified and consents thereto.

**Part 12: Bylaws**

58. On being admitted to membership, each member is entitled to and the association shall give him, without charge, a copy of the constitution and bylaws of the association.

59. These bylaws shall not be altered or added to except by special resolution.

60. The bylaws of the Association may be amended, only as set forth in the Society Acts, and such amendments shall be agreeable to a least 75% of members present at the annual meeting or attending a special meeting of the Association, called for the purpose of considering the same.

**Part 13: Dissolution**

61. Subject to the Society Acts, on dissolution of the Association, its property and assets shall, after the payment of all liabilities, be donated for such charitable, benevolent or educational purposes, as may be decided by the Association in a general meeting.

**Part 14: Previously Unalterable Constitution Provisions**

62. The Association will not be involved in the marketing of seed. This is an unalterable provision. "This provision was previously unalterable"

**Part 15: Marketing of Seed Prohibited**

63. The Association will not be involved in the marketing of seed. The amendment of this provision requires unanimous approval among members present at a general meeting, called for the purpose of considering the same.