

LIVESTOCK BREEDERS ASSOCIATION OF THE DISTRICT OF BEAUHARNOIS

GENERAL BY-LAWS

MEMBERSHIP

COMMISSION DES FINANCES PUBLIQUES

Déposé le : 30/05/2017

N° : CFB-119

Secrétaire : 

1. The membership of the Corporation shall consist of:
 - 1.1 Class A Members;
 - 1.2 Class B Members; and
 - 1.3 Class C Members.
2. Class A Members
 - 2.1 Each Class A member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A member shall be entitled to one (1) vote at such meeting.
 - 2.2 Any person or persons who may be appointed a Class A member by a resolution passed by the board of directors and ratified by the members at a special or annual general meeting.
 - 2.3 The membership fee for each Class A member shall be \$40 or such other amount fixed, from time to time, by the board of directors and approved by the members.
3. Class B Members
 - 3.1 Each Class B member is entitled to receive notice of, attend and vote at all meetings of members and each such Class B member shall be entitled to two (2) votes at such meeting.
 - 3.2 Any person or persons who may be appointed a Class B member by a resolution passed by the board of directors and ratified by the members at a special or annual general meeting.
 - 3.3 The membership fee for each Class B member shall be \$100 or such other amount fixed, from time to time, by the board of directors and approved by the members.
4. Class C Members
 - 4.1 Each Class C member is entitled to receive notice of, attend and vote at all meetings of members and each such Class C member shall be entitled to ten (10) votes at such meeting.
 - 4.2 Any person or persons who may be appointed a Class C member by a resolution passed by the board of directors and ratified by the members at a special or annual general meeting.

- 4.3 The membership fee for each Class C member shall be \$450 or such other amount fixed, from time to time, by the board of directors and approved by the members.
5. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of same with the Secretary of the Corporation. For greater certainty, the membership fee will not be refunded to the member.

MEETINGS OF MEMBERS

6. The annual general meeting of the members of the Corporation shall be held on such day as may be fixed by resolution of the board of directors, upon the call of the President or Vice-President and upon not less than ten (10) days' notice in writing to each member of the Corporation mailed to his last known address or emailed to his last known email address, to receive the annual report of the directors, balance sheet, general statement of income and expenditures and, the report, if any, of the auditor or auditors of the Corporation, to elect directors and, if appropriate, to appoint an auditor or auditors for the ensuing year and to transact the general business of the Corporation.
7. Special general meetings of the members of the Corporation may be held at any time upon the call of the President or Vice-President or at the request of the majority of the board of directors or upon the written request of not less than one-tenth of the members of the Corporation addressed to the board of directors. Notice of such meeting shall be given to the members in the same manner as herein provided for that of the annual general meeting, which notice shall specify the nature of the business to be transacted thereat.
8. Meetings of members, both annual and special, may be held without previous notice if all the members be present or if all the members sign a written waiver of notice of the time, place and purpose of such meetings.
9. At any meeting of members, a quorum shall be members entitled to vote or representing by proxy not less than 51 % of the votes.

BOARD OF DIRECTORS

10. The affairs of the Corporation shall be managed by a board of directors consisting of nine (9) Class B and/or Class C members of the Corporation whose services will not be remunerated, elected at the annual general meeting of the Corporation or at any special general meeting called for such purpose.
11. The board shall have full power and authority to administer and shall have the management of the business and affairs of the Corporation, and may from time to time appoint such committees and sub-committees from amongst the members of the board or the members at large at the board's discretion and delegate to or vest the same with such powers as may be deemed advisable.
12. Directors, as such, shall not receive any stated remuneration for their services, but, by resolution of the board, expenses incurred respecting their attendance at each regular or

special meeting of the board may be allowed. Such fixed sum may be paid to the directors as the members may by resolution, determine, provided that nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.

13. In addition to the powers and authority by these by-laws expressly conferred upon them, the board of directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or these by-laws required to be exercised or done by the members of the Corporation at general meetings.
14. Without prejudice to the general powers above-mentioned and the powers otherwise conferred by statute, by the Letters Patent of the Corporation and by other by-laws, it is hereby expressly provided that the board of directors shall have the following powers, that is to say:
 - 14.1 To purchase or otherwise acquire for the Corporation any property, rights, privileges, stocks, bonds, debentures or other securities which the Corporation is authorized to acquire, at such price or consideration and generally on such terms and conditions as they think fit;
 - 14.2 To borrow money upon the credit of the Corporation:
 - 14.2.1 To issue bonds or debentures and pledge or sell the same for such sums and at such prices as may be deemed expedient;
 - 14.2.2 To hypothecate the immoveable and moveable property or otherwise affect the moveable property of the Corporation.
 - 14.3 At their discretion to pay for any property, rights, privileges, stocks, bonds, debentures or other securities acquired by the Corporation, either wholly or partly in money, stocks, bonds, debentures or other securities owned by the Corporation;
 - 14.4 To sell, lease or otherwise dispose of any property, real or personal, assets, interest or effects of the Corporation for such price or consideration and generally on such terms and conditions as the board of directors may think fit;
 - 14.5 To appoint any person or corporation to accept and hold in trust for the Corporation any property belonging to the Corporation or in which it is interested or for any other purpose, and to execute and do all such deeds and things as may be requisite in relation to any such trust; and
 - 14.6 To authorize and to determine who shall, in the name and on behalf of the Corporation, draw, accept, make, endorse, sign or otherwise execute and deliver the bills of exchange, cheques, promissory notes, or other securities or undertakings for the payment of money.

MEETINGS OF THE BOARD OF DIRECTORS

15. Meetings of the board of directors may be called by order of the board or by the President or Vice-President of the Corporation on six days' written notice, to be delivered either personally or by mail to each director provided always that such meetings may be held at any time without notice if all the directors be present or if all the directors sign a written waiver of notice of the time and place of such meetings.
16. Five (5) directors personally present shall constitute a quorum at all meetings of the board of directors.
17. All by-laws and resolutions of directors shall be enacted or adopted at duly convened meetings. Notwithstanding the foregoing, the signature of all the directors of the Corporation to any instrument (which may be signed in counterparts) setting out a by-law or resolution which might be enacted or adopted by the directors shall give to such by-law or resolution the same force and effect as if it had been unanimously enacted or adopted, as the case may be, by vote of the directors at a meeting duly convened and held.
18. If the office of a member of the board of directors shall be or become vacant by reason of death, resignation, disqualification or otherwise, the remaining directors (provided a quorum exists) by a majority vote may elect or appoint a member of the Corporation to fill such vacancy for the balance of the current year or until the next annual general meeting of the Corporation.

OFFICERS

19. The officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer and such other officers as the board of directors may by by-law determine. The offices of Secretary and Treasurer may be held by the same person.
20. The officers of the Corporation shall be elected annually by the board of directors from among its members at its first meeting after the annual general meeting of the members of the Corporation.

PRESIDENT AND VICE-PRESIDENT

21. The President, and in his absence the Vice-President, shall preside at all meetings of the members of the Corporation and also all meetings of its board of directors and shall exercise a general supervision over the affairs of the Corporation. If both the President and Vice-President be absent or decline to act, the persons present may choose someone of their number who is a member of the board of directors to be Chairman.
22. The Chairman so acting at any meeting of the members of the Corporation shall have power to exercise a casting vote upon any question raised at the meeting in the event that such casting vote should be required to resolve an equal division of votes by the members.

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23. The President or Vice-President, and the Secretary or Treasurer shall sign all documents and other instruments requiring execution by the Corporation unless otherwise ordered by resolution of the board of directors.

SECRETARY

24. The Secretary shall:

- 24.1 Keep the minutes of the meetings of members and of the directors in books provided for that purpose;
- 24.2 See that all notices are duly given in accordance with the provisions of the by-laws of the Corporation or as required by law;
- 24.3 See that all books, reports, certificates and all other documents and records required by law are properly kept and filed; and
- 24.4 Perform all duties incidental to the office of Secretary and such other duties as may be assigned to him by the board of directors.

TREASURER

25. The Treasurer shall discharge his duties faithfully and shall:

- 25.1 Have charge and custody of and be responsible for all funds, securities, books, vouchers and papers of the Corporation, except such as are under the control of the Secretary, and deposit all such funds and securities in the name of the Corporation in such bank, trust company or other depository as may be designated by the directors of the Corporation;
- 25.2 Submit at each meeting of the directors a cash statement showing receipts and disbursements and such information relative to the financial position of the Corporation as the directors may from time to time determine, if so required by a director;
- 25.3 Render a detailed report (which may or may not be audited) of the conditions of the finances of the Corporation at the regular meeting of the board of directors preceding the annual meeting of members, and render such other reports, audited or otherwise, as the board of directors may require from time to time;
- 25.4 Receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; and
- 25.5 In general, perform all duties incidental to the office of Treasurer and such other duties as may be assigned to him from time to time by the board of directors.

SIGNATURE AND CERTIFICATION OF DOCUMENTS

26. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two of the President, Vice-President, Secretary, Treasurer, an Assistant-Secretary or an Assistant-Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign contracts, documents and instruments in writing. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

27. Every director or officer of the Corporation and his heirs, legatees, liquidators, assigns, mandataries and other legal representatives, estate and effect, 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:
- 27.1 All costs, charges and expenses, whatsoever which such director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in 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; and
- 27.2 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.

ADJOURNMENTS

28. If less than a quorum be in attendance at the time for which any meeting of members or directors shall have been called, the meeting may, after the lapse of fifteen minutes from the time appointed for holding the meeting, be adjourned, from time to time by the members present, or by the directors present, as the case may be, for a period not exceeding one month at any one time without any notice other than by announcement at the meeting until a quorum shall attend. Any meeting at which a quorum is present may also be adjourned in like manner for such time as may be determined by vote.

At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been as originally called.

AUDITOR

29. At the annual meeting of members an auditor or auditors may be appointed for the purpose of auditing and verifying the accounts of the Corporation. The auditor shall not be a director or an officer of the Corporation.

FINANCIAL YEAR

30. The directors may from time to time fix the financial year end of the Corporation but until so fixed, the financial year end of the Corporation shall be the thirty first (31st) day of October in each year.

MAKING, REPEALING OR AMENDING BY-LAWS

31. In addition to the present by-laws, the board of directors may from time to time make further by-laws for the regulation and management of the business and affairs of the Corporation and may likewise from time to time, repeal or amend the present by-laws, but every such by-law and every repeal, amendment or re-enactment thereof, unless in the meantime approved and confirmed at a special general meeting of the members of the Corporation called for that purpose, shall only have force until the next annual meeting of the Corporation and, in default of confirmation thereat, shall, at and from that time cease to have force.