

B.C. PORK PRODUCERS ASSOCIATION

CONSTITUTION

The name of the Society is the **B.C. PORK PRODUCERS ASSOCIATION**.

The purposes of the Society are:

1. To promote interest in the breeding and production of swine within the Province of British Columbia, in whatever way the Association may see fit.
2. To promote interest in exhibiting swine and to co-operate with Exhibition Boards in arranging classifications and adjusting rules and regulations of such exhibitions.
3. To promote and encourage the exchange of information between packing, retail, and feed groups of the swine industry and the consuming public.
4. To administer programs pertaining to the hog industry in British Columbia.
5. To do everything incidental and necessary to attain the preceding objective throughout the Province of British Columbia.

**BYLAWS OF
B.C. PORK PRODUCERS ASSOCIATION (THE “SOCIETY”)**

Part 1 - Definitions and Interpretation

Definitions

1.1 In these Bylaws:

“Act” means the *Societies Act* of British Columbia, as amended from time to time;

“Board” means the directors of the Society;

“Bylaws” means these Bylaws as altered from time to time;

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 - Members

Classes of membership

2.1 There shall be the following classes of members:

(a) Active members; and

(b) Associate members.

Application for membership

2.2 Active membership in the Society shall be open to any individual, partnership or corporation engaged in pork production in the Province of British Columbia who is a registered producer under the B.C. Hog Marketing Scheme, or who has previously been a registered producer for a minimum of 10 years. For certainty, any such registered producer will be entitled to a single active membership upon application to the Board, notwithstanding whether such individual, partnership or corporation is the owner of multiple different pork production locations.

2.3 Associate membership in the Society shall be open to representatives from the pork allied trades such as packing, retail and feeding industries.

2.4 Associate members will not be entitled to vote at meetings of the members of the Society and are not eligible to stand for election to the Board.

Duties of members

- 2.5** Every member must uphold the constitution of the Society and comply with these Bylaws.

Amount of membership dues

- 2.6** The directors may levy membership dues for each class of members of the Society to cover the operating expenses of the Society in such amounts as the directors deem appropriate from time to time.

Member not in good standing

- 2.7** A member is not in good standing if the member has failed to pay the member's current annual membership fee, or any other subscription or debt due and owing by the member to the Society, and the member is not in good standing so long as the debt remains unpaid.

Member not in good standing may not vote

- 2.8** A voting member who is not in good standing:
- (a) May not vote at a general meeting, and
 - (b) Is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership

- 2.9** A person ceases to be a member of the Society:
- (a) By delivering such person's resignation in writing to the secretary of the Society or by mailing or delivery it to the address of the Society;
 - (b) On his or her death or, in the case of a corporation or registered society, on dissolution; or
 - (c) The member is expelled under Bylaw 2.10.

Expulsion of member

- 2.10** A member may be expelled by a special resolution of the members passed at a general meeting.

Process for discipline and expulsion of member

- 2.11** Before a member is expelled under Bylaw 2.10:
- (a) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion; and

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

Part 3 - Inspection of Records

A member may inspect records to be kept under Section 20(1) of the Act

- 3.1 A member of the Society, without charge, may inspect a record the Society is required to keep under Section 20(1) of the Act.

A director may inspect records under Section 20 of the Act

- 3.2 A director may inspect a record the Society is required to keep under Section 20 of the Act, without charge.

A person other than a member or director may not inspect records

- 3.3 Except as may be required by applicable law, a person, other than a member or director, may not inspect a record the Society is required to keep under Section 20 of the Act.

Part 4 - Meetings of Members

Time and place of general meeting

- 4.1 A general meeting must be held at the time and place the Board determines.
- 4.2 Written notice of the date, time and location of a general meeting must be sent to every member of the Society at least 14 days before such meeting.

Ordinary business at general meeting

- 4.3 At a general meeting, the following business is ordinary business:
 - (a) Adoption of rules of order;
 - (b) Consideration of any financial statements of the Society presented to the meeting;
 - (c) Consideration of the reports, if any, of the directors or auditor;
 - (d) Election or appointment of directors;
 - (e) Appointment of an auditor; and
 - (f) Business arising out of a report of the directors not requiring the passing of a special resolution.

Annual general meeting

- 4.4 Subject to Section 71(3) of the Act, the directors of the Society must call annual general meetings so that an annual general meeting is held in each calendar year.

Notice of special business

- 4.5 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

- 4.6 The following individuals are entitled to preside as the chair of a general meeting:
- (a) The President or, if the President is unable or unwilling to preside as the chair, the Vice-President; or
 - (b) One of the other directors present at the meeting, if both the President and Vice-President are unable to preside as the chair.

Alternate chair of general meeting

- 4.7 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

- 4.8 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting active members is present.

Quorum

- 4.9 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

- 4.10 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) In the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - (b) In any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for

holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 4.11** If at any time during a general meeting there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

- 4.12** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 4.13** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 10 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

- 4.14** The order of business at a general meeting is as follows:
- (a) Elect an individual to chair the meeting, if necessary;
 - (b) Determine that there is a quorum;
 - (c) Approve the agenda;
 - (d) Approve the minutes from the last general meeting;
 - (e) Deal with unfinished business from the last general meeting;
 - (f) If the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors; and
 - (iv) appoint an auditor;

- (g) Deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and
- (h) Terminate the meeting.

Resolution must be seconded

4.15 A resolution proposed at a general meeting must be seconded.

Chair may propose resolution

4.16 The chair of a general meeting may propose a resolution.

Chair has no casting or second vote

4.17 The chair of a general meeting does not have a casting or second vote at the meeting in addition to the vote to which the chair may be entitled as a member.

Methods of voting

4.18 Each active member in good standing present at a general meeting is entitled to have one vote.

4.19 Where an active member consists of a partnership or corporation with two or more individual participants, such active member shall delegate its voting rights to one of its participants or employees by executing in writing such form as the Board shall from time to time require. Such individual participant or employee shall be known as the “authorized representative” of the active member and shall exercise all rights, voting or otherwise, of the active member until such time as his or her authority is withdrawn by the active member by notice in writing to the Society.

4.20 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, a majority of voting members present at a general meeting request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

4.21 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

4.22 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 5 - Directors

Responsibilities of directors

- 5.1** The directors of the Society, subject to the Act, the regulations and these Bylaws, must supervise the management of the activities and internal affairs of the Society.
- 5.2** The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to
- (a) All laws affecting the Society;
 - (b) These Bylaws; and
 - (c) Rules, not being inconsistent with these Bylaws, that are made from time to time by the Society in a general meeting.

Number of directors

- 5.3** The Board shall be composed of a minimum of three (3) and a maximum of five (5) directors.
- 5.4** Each director must be an active member of the Society or an authorized representative of an active member.

Term of directors

- 5.5** A director's term of office commences at the conclusion of the annual general meeting at which he or she is elected or on the date he or she is appointed by the directors under Bylaw 5.6 and expires on the close of the second annual general meeting following his or her election or appointment. A director may stand for re-election an unlimited number of times following the expiry of his or her term of office pursuant to this Bylaw 5.5.

Directors may fill vacancy on the board

- 5.6** The Board may at any time and from time to time fill a vacancy that arises on the board of directors as a result of the resignation, removal, death or incapacity of a director during the director's term of office.
- 5.7** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Removal of directors

- 5.8** The members may by special resolution remove a director before the expiration of his or her term of office and may elect a successor to complete the term of office.

Ceasing to be a director

- 5.9** A director of the Society ceases to hold office when:
- (a) The director's term of office expires;
 - (b) The director resigns or dies;
 - (c) The director is removed from office in accordance with Bylaw 5.7;
 - (d) The director ceases to be an active member or an authorized representative of an active member; or
 - (e) The director is a member who is not in good standing.

Part 6 - Directors' Meetings

Calling directors' meeting

- 6.1** The directors may meet at the places they think fit to conduct business and call, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 6.2** For a first meeting of the directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

Proceedings valid despite omission to give notice

- 6.3** The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

- 6.4** The directors may regulate their meetings and proceedings as they think fit.
- 6.5** The president will be the chair 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 must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.

Quorum of directors

- 6.6** The directors may from time to time set the quorum necessary to transact the business of the directors, and, if not so set, the quorum is two (2) directors.

How matters decided

- 6.7** Matters arising at a directors' meeting must be decided by majority vote, and, in the case of a tie vote, the chair does not have a casting or second vote.
- 6.8** A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair may move or propose a resolution.

Directors' resolution

- 6.9** A directors' resolution may be passed by the directors without a meeting if all of the directors consent to the resolution in writing.

Participation by telephone or other communications medium

- 6.10** A director may participate in a meeting of the board of directors by telephone or other communications medium if all directors participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other.

Committees

- 6.11** The directors may delegate any, but not all, of their powers to committees consisting of director(s) as they see fit.
- 6.12** A committee may have persons who are not directors on it, but must be chaired by a director.

Committee meetings

- 6.13** If at a committee meeting the appointed committee chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be chair of the meeting. If there is no director present the meeting must be adjourned.
- 6.14** Subject to Bylaw 6.15, a committee established under Bylaw 6.11 may regulate its meetings and proceedings as it thinks fit.

Obligations of committee

- 6.15** A committee of director(s) established under Bylaw 6.11, in the exercise of the powers delegated to it, must
- (a) Conform to any rules imposed on the committee by the directors, and
 - (b) Report every material act or thing done in the exercise of those powers to the earliest directors' meeting held after the material act or thing has been done.

Part 7 - Positions for Directors

Election or appointment to Board positions

- 7.1** Directors must be elected or appointed to the following Board positions and a director may hold more than one position:
- (a) President;
 - (b) Vice-president;
 - (c) Secretary; and
 - (d) Treasurer.

Directors at large

- 7.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of President

- 7.3** The President is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of Vice-President

- 7.4** The Vice-President is the vice-chair of the Board and is responsible for carrying out the duties of the President if the President is unable to act.

Role of Secretary

- 7.5** The Secretary must:
- (a) Conduct the correspondence of the Society;
 - (b) Issue notices of meetings of the Society and directors;
 - (c) Keep minutes of all meetings of the Society and directors, provided that in the absence of the secretary from a meeting, the directors must appoint another person to keep minutes for such meeting;
 - (d) Have custody of all records and documents of the Society except those required to be kept by the treasurer;
 - (e) Have custody of the common seal of the Society, if any; and
 - (f) Maintain the register of members.

Role of Treasurer

- 7.6** The Treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) Keeping the financial records of the Society in accordance with the Act; and
 - (b) Rendering financial statements to the directors, members and others when required.

Part 8 - Auditor

- 8.1** The Society at each annual general meeting shall appoint an auditor. The auditor's duties shall be to examine the books of account of the Society, vouchers for all payment and present the usual report thereon before the next annual general meeting.
- 8.2** The Board shall present before the members of the Society at the annual general meeting, a financial statement showing the income and expenditures, assets and liabilities, of the Society during the preceding fiscal year, and the said financial statements shall be signed by two or more members of the Board and the Society's auditor.
- 8.3** An auditor may be removed by ordinary resolution, provided that the directors must fill all vacancies occurring in the office of the auditor.
- 8.4** An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 8.5** A director or employee of the Society must not be its auditor.
- 8.6** The auditor may attend general meetings.

Part 9 - Remuneration of Directors and Signing Authority

Remuneration of directors

- 9.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.
- 9.2** A director may be reimbursed for all reasonable expenses necessarily incurred by the director in performing his or her duties as a director.

Signing authority

- 9.3** A contract or other record to be signed by the Society must be signed on behalf of the Society:

- (a) By any 2 officers of the Society, being the President, Vice-President, Secretary or Treasurer; or
- (b) In any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 10 - Borrowing Funds

Borrowing

- 10.1** In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by granting mortgages and general security agreements.
- 10.2** A mortgage or general security agreement must not be issued without the authorization of a special resolution.
- 10.3** The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 11 - Notice

Notice to members and directors

- 11.1** Notice is given to a member by the Society if the Society provides the notice to the member:
 - (a) By personal delivery to the member;
 - (b) By ordinary mail to the member's registered address; or
 - (c) If the member has provided an email address or fax number for that purpose, by email or fax to that email address or fax number.
- 11.2** Notice of a general meeting must be given to:
 - (a) Every member of the Society shown on the register of members on the day notice is given; and
 - (b) The auditor;

And for greater certainty no other person is entitled to receive notice of a general meeting.

Deemed receipt

- 11.3** A notice to a member is deemed to have been received:
 - (a) If delivered, on the day that the notice was delivered;

- (b) If sent by ordinary mail, on the second day (excluding Saturdays, Sundays and holidays) after the notice was mailed;
- (c) If sent by facsimile or email, on the next day (excluding Saturdays, Sundays and holidays) after the facsimile or email transmission of the notice was sent; and
- (d) If given by any other means agreed to by the Society and the member, on the day that the notice would, in the ordinary course, most likely have reached the terminus (but not necessarily the member himself or herself) of the means agreed upon.

Part 12 - Provisions Moved to the Bylaws from the Constitution

- 12.1** The operations of the Society are to be chiefly carried on in the Province of British Columbia.
- 12.2** In the event of winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations concerned with purposes similar to the purposes of this Society, as may be determined by the members of the Society at the time of winding up or dissolution. **[Previously unalterable]**