

A by-law relating generally to the conduct  
of the affairs of

**Canadian Organic Growers Inc. / Cultivons Biologique Canada Inc.**

(the "corporation")

BE IT ENACTED as a by-law of the corporation as follows:

**1 GENERAL**

1.1 Definitions

In this by-law and all other by-laws of the corporation, unless the context otherwise requires:

"**Act**" means the Canada Not-For-Profit Corporations Act S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the corporation;

"**board**" means the board of directors of the corporation and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the corporation as amended and which are, from time to time, in force and effect;

"**financial statements**" include a statement of financial position (balance sheet) and a statement of operations (income statement)

"**gift**" means a voluntary transfer of property without valuable consideration;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## 1.2 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## 1.3 Corporate Seal

The seal, an impression of which is stamped in the margin of this document, shall be the seal of the corporation.

## 1.4 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the corporation shall be signed by the president or such other officer of the corporation as the board may designate.

In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed.

Any person authorized to sign any document may affix the corporate seal (if any) to the document.

Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the corporation to be a true copy thereof.

## 1.5 Financial Year

The financial year end of the corporation shall be December 31 in each year.

## 1.6 Banking Arrangements

The banking business of the corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution.

The banking business or any part of it shall be transacted by an officer or officers of the corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

## 1.7 Borrowing Powers

The directors of the corporation may, **without authorization of the members**, borrow money on the credit of the corporation;

- issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;

- give a guarantee on behalf and
- mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

## 1.8 Annual Financial Statements

The corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## 2 MEMBERSHIP

### 2.1 Membership Conditions

Subject to the articles, there shall be one class of members in the corporation.

Membership in the corporation shall be available to those natural and juridical persons interested in furthering the corporation's purposes who have paid the appropriate membership dues or whose membership dues have been waived and who have applied for and been accepted into membership in the corporation by resolution of the board or in such other manner as may be determined by the board.

Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

### 2.2 Membership, Juridical Persons

One (1) individual can be elected or appointed as a representative and proxy of members who are juridical persons. This representative may also serve as a director of the corporation.

### 2.3 Membership Transferability

A membership may only be transferred to the corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

### 2.4 Membership Dues

The dues payable by members shall be those fixed from time to time by resolution of the Board of Directors. Members shall be notified in writing of the membership dues at any time payable by them. Members shall be deemed to be in arrears when their dues are not received within the defined term.

Members who are in arrears up to 30 days will be considered members of record for notification from the Corporation for annual and special general meetings. Those members must not be in arrears at the time of voting to have their ballot counted

## 2.5 Termination of Membership

A membership in the corporation is terminated when:

- the member dies or resigns;
- the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- the member's term of membership expires; or
- the corporation is liquidated and dissolved under the Act.

## 2.6 Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the corporation, automatically cease to exist.

## 2.7 Discipline of Members

The board shall have authority to suspend or expel any member from the corporation for any one or more of the following grounds:

- violating any provision of the articles, by-laws, or written policies of the corporation;
- carrying out any conduct which may be detrimental to the purpose of the corporation as determined by the board in its sole discretion;

In the event that the board determines that a member should be expelled or suspended from membership in the corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period.

In the event that no written submissions are received by the president, the

president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the corporation.

If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

The board's decision shall be final and binding on the member, without any further right of appeal.

### **3 MEMBERS' MEETINGS**

#### **3.1 Notice of Members' Meeting**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by one of the following means:

- by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of **21 to 60** days before the day on which the meeting is to be held; or
- by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of **21 to 35** days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

#### **3.2 Members Calling a Members' Meeting**

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, **on written requisition of members carrying not less than 5%** of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

#### **3.3 Place of Members' Meeting**

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

#### **3.4 Persons Entitled to be Present at Members' Meetings**

Members, non-members and the public accountant of the corporation are entitled to be present at a meeting of members.

However, only those members entitled to vote at the members' meeting according to

the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

### 3.5 Chair of Members' Meetings

The incumbent president shall be the chairperson of any members' meeting. In the absence of both the president and the vice-president, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

### 3.6 Quorum at Members' Meetings

A quorum at any meeting of members shall consist of not less than fifteen (15) members present in person, on the teleconference call or in virtual space

### 3.7 Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

### 3.8 **Absentee Voting at Members' Meetings**

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility **if the corporation has a system that:**

- enables the votes to be gathered in a manner that permits their subsequent verification, and
- permits the tallied votes to be presented to the corporation without it being possible for the corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the corporation to change this method of voting by members not in attendance at a meeting of members.

### 3.9 Participation by Electronic Means at Members' Meetings

If the corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act.

A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the corporation has made available for that purpose.

### 3.10 Members' Meeting Held Entirely by Electronic Means

If the directors or members of the corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

## 4 BOARD OF DIRECTORS

### 4.1 Powers of Directors

Subject to the Act and the articles, the board shall manage or supervise the management of the activities and affairs of the corporation.

### 4.2 Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, **if the ordinary resolution empowers the directors to determine the number, by resolution of the board.** In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the corporation or its affiliates.

### 4.3 Election of Directors

#### 4.3.1 Call for Nominations

The vice president (elections officer) shall, **at least fifty (50) days prior** to the date of the annual members' meeting, notify the members that nominations for the office of director are being accepted.

The notice shall indicate the number of vacancies to be filled by election.

#### 4.3.2 Nomination Requirements

Nominations shall be signed by the nominee and submitted in writing to the elections officer at the address shown in the notice **no later than thirty (30) days** prior to the date of the annual members' meeting.

#### 4.3.3 Nomination Requirements, Supporting Documents

In order to be accepted, the nominations must be accompanied by letters of support from at least three (3) members of the corporation and may include a written policy statement of not more than 150 words.

#### 4.3.4 Election by Acclamation

In the event that there are exactly as many as or fewer accepted nominees than the

number of vacancies to be filled by election, the nominees shall be declared elected by acclamation and members shall be given notice that the nominees have been acclaimed.

#### 4.3.5 List of Nominees

In the event that there are more accepted nominees than the number of vacancies to be filled by election, the elections officer shall deliver a list of all accepted nominees, together with their policy statements, if any, to the members in the same manner as the notice of a members' meeting.

#### 4.3.6 Election by Voting

The members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility, if the corporation chooses to make available such a facility, by selecting all those nominees from the list of accepted nominees who they feel would make an acceptable director.

#### 4.3.7 Election Results

Those accepted nominees with the largest number of votes, whose number is equivalent to the number of vacancies to be filled by election, shall be considered elected as directors.

#### 4.3.8 Tie

In the event that two or more accepted nominees receive the same number of votes, causing the number of accepted nominees with the largest number of votes to exceed the number of vacancies to be filled by election, the nominee with the earlier membership date shall be considered elected as director, while the other nominees who received the same number of votes shall be considered for appointment as directors by the board.

#### 4.3.9 Term, Office of Director

The directors shall be elected to hold office for a term expiring not later than the close of the fourth annual meeting of members following the election.

#### 4.3.10 Term Limits, Office of Director

A director may be **elected** to a maximum of two (2) consecutive terms. Once a director has been elected to two consecutive terms, he/she may not be elected to the board for one year after completion of the second term.

### 4.4 Meetings of Board of Directors

#### 4.4.1 Calling of Meetings of Board of Directors

Board meetings may be called by the president or vice-president or by the secretary on written direction of two directors.



#### 4.4.2 Notice of Meeting of Board of Directors

- 4.4.2.1 Notice of the time and place for the holding of a meeting of the board shall be given by telephonic or electronic communication facility to every director of the corporation not less than 3 days before the time when the meeting is to be held.
- 4.4.2.2 Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.
- 4.4.2.3 Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
- 4.4.2.4 Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting..

#### 4.4.3 Quorum at Meetings of Board of Directors

A quorum at any meeting of the board shall consist of not less than two thirds (**2/3**) of all directors present in person and/or by means of a telephonic communication facility. For a meeting of the board conducted by means of an electronic communication facility quorum is achieved when 2/3 of all directors cast a vote.

#### 4.4.4 Chair of Meetings of Board of Directors

The incumbent president shall be the chairperson of any meeting of the board. In the absence of both the president and the vice president, the directors who are present shall choose one of their number to chair the meeting.

#### 4.4.5 Votes to Govern at Meetings of Board of Directors

Unless otherwise required by the Act or the articles of the Corporation, **questions arising at any meeting of the board shall be decided by a consensus of the directors present at the meeting.**

A consensus will be considered to have been reached when no director objects to the question on the floor during the meeting.

Should the chair of the meeting determine, **after a reasonable effort to achieve consensus has been made**, that a consensus will not be reached regarding a particular question, then the chair shall refer the question to be decided by a majority of votes cast by the directors.

In that event, each director is authorized to exercise one vote.

In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

## 4.5 Board Officers

### 4.5.1 Appointment of Board Officers

The board may designate the offices of the corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the corporation.

### 4.5.2 Description of Board Offices

The offices of the corporation shall be president, vice-president, secretary and treasurer or, in lieu of a secretary and a treasurer, a secretary-treasurer and any such other office as the board of directors may determine.

All officers shall be directors of the corporation.

Unless otherwise specified by the board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the corporation shall have the following duties and powers associated with their positions:

- President - the president, subject to the authority of the board, has general supervision of the affairs of the corporation. The president chairs the executive committee, board and members' meetings, signs all by-laws with at least one other officer, signs all contracts and legal documents on behalf of the corporation and acts as the principal spokesperson, making public statements of position on behalf of the corporation.
- Vice-President - the vice-president takes on president's duties if the president is absent or is unable or refuses to act. He or she acts as an elections officer.
- Secretary - the secretary records the minutes of board and members' meetings and coordinates and reports the results of on-line motions and gives, or causes to be given, as and when instructed, notices to members, directors, the public accountant and members of committees.
- Treasurer. The treasurer, subject to the authority of the board, oversees the financial affairs of the corporation.

### 4.5.3 Vacancy in Office

In the event that any office shall become vacant, the board of directors shall fill such vacancy from among its members at the next meeting following the occurrence of the vacancy.

## 4.6 Committees of Board of Directors

4.6.1 The executive committee of the board shall be comprised of the officers of the corporation. It shall be responsible for on-going oversight of the day-to-day activities of the corporation.

**4.6.2** The board may from time to time establish other committees, working groups or advisory bodies, as it deems necessary or appropriate for such purposes and,

subject to the Act, with such powers as the board shall see fit. Any such committee, working groups or advisory body may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board

## **5 CHAPTERS**

### **5.1 Authorization to Establish**

The board may by resolution authorize members of the corporation to establish chapters for the sole purpose of promoting and carrying out the purposes of the corporation set out in the articles.

### **5.2 Name and Geographical Boundaries**

Each chapter shall be designated by such name as the board may approve upon recommendation of the members of the chapter, provided that any name shall include the words "chapter of Canadian Organic Growers".

The chapter shall have such geographical boundaries as may be approved by the board.

### **5.3 Chapter Members' Meetings**

#### **5.3.1 Calling a Chapter Members' Meeting**

A chapter members' meeting may be called by the chapter chair or by any two members of the chapter steering committee.

#### **5.3.2 Requisition of a Chapter Members' Meeting**

The chapter chair shall call a chapter members' meeting if a requisition, stating the business to be transacted at the meeting, is signed by at least 5% of the members of a chapter. If the chair fails to call a meeting pursuant to the requisition within a reasonable time, any chapter member who signed the requisition may call the meeting

#### **5.3.3 Annual Chapter Members' Meeting**

Each chapter shall hold an annual meeting of members at which a steering committee shall be elected and the chapter's financial statements and the chair's report shall be presented.

#### **5.3.4 Notice of Chapter Members' Meeting**

Notice of the time and place of a chapter members' meeting shall be given to each chapter member in the manner set out in s. 4.1 and 7.1 of these by-laws.

#### **5.3.5 Chair of Chapter Members' Meeting**

The incumbent chapter chair should be the chairperson of any chapter members' meeting. In the absence of the chair the chapter members who are present shall

choose one of their number to chair the meeting.

### 5.3.6 Quorum at Chapter Members' Meetings

A quorum at any chapter meeting of members shall consist of not less than three (3) members present in person or by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other.

### 5.3.7 Votes to Govern at Chapter Members' Meetings

At any chapter meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes the chair of the meeting in addition to an original vote shall have a second or casting vote.

### 5.3.8 Participation by Electronic Means at Chapter Members' Meetings

If the chapter chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a chapter meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility.

A person participating in a chapter meeting by such means is deemed to be present at the meeting.

Notwithstanding any other provision of this by-law, any person participating in a chapter meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the chapter has made available for that purpose.

## 5.4 Chapter Steering Committee

Subject to the Act, the articles and the by-laws, the chapter steering committee shall manage or supervise the management of the activities and affairs of the chapter.

A steering committee shall consist of not less than three (3) persons, elected for a one (1) year term and shall include a chair.

The chair may be elected by the members of the chapter, failing which the chair may be elected by the steering committee from among its members.

There shall be such other chapter offices as the steering committee may determine from time to time.

## 5.5 Financial affairs

While all chapter assets remain the property of the corporation, and subject to the Act, the articles and the by-laws, the chapter steering committee shall manage or supervise the management of the chapter's financial affairs.

The chapter must, upon request, provide its financial records to the corporation.

#### 5.6 No borrowing powers

A chapter may not borrow money on the credit of the corporation without prior approval from the board.

#### 5.7 Removal of a Member of Chapter Steering Committee

The board may, for cause that it deems to be justified, **by a unanimous vote**, remove from office any member of the steering committee of a chapter.

A thirty (30) days' notice of a resolution to take such action must be provided to the directors, the chair of the affected chapter and the affected member of the chapter steering committee.

**Any member of the steering committee of the affected chapter** shall be entitled to participate in the discussion of and make submissions on the proposed resolution.

The chapter shall hold an election to replace those members of the steering committee who have been removed from office within seventy (70) days. The members of the chapter steering committee who have been removed from office may not be nominated in this election.

If the chapter does not hold an election to replace those members of the steering committee who have been removed from office, the board may appoint replacement members of the steering committee to serve until the chapter's next annual general meeting

#### 5.8 Dissolution of a Chapter

The board may, for cause that it deems to be justified, **by a unanimous vote**, revoke the authorization to establish a chapter.

A thirty (30) days' notice of a resolution to take such action must be provided to the directors and the chair of the affected chapter.

**Any member of the affected chapter shall be entitled to participate in the discussion of and make submissions on the proposed resolution.**

Upon the passing of such resolution, the chapter shall be considered dissolved, its name may no longer be used and all of the assets under its control shall be turned over to the control of the board.

## 6 OTHER

#### 6.1 Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) of the Act;
- if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the corporation to any notice or other document to be given by the corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

## 6.2 Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

## 6.3 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## 6.4 By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the corporation.

Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution.

If the by-law, amendment or repeal is confirmed or confirmed as amended by the

members it remains effective in the form in which it was confirmed.

The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.