

BY-LAW NO.1
being the **General By-law of**
AGRICULTURAL INSTITUTE OF CANADA
(the “Institute”)

INTERPRETATION

1. Interpretation. This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) all references to “Letters Patent” shall mean to the original letters patent of the Institute as amended by supplementary letters patent and all references to “By-laws” shall mean to these by-laws;
- (b) all terms contained in these By-laws and which are defined in the *Canada Corporations Act* (referred to herein as the “Act”) or the Regulations under the Act (referred to herein as the “Regulations”) shall have the meanings given to such terms in the Act or the Regulations; and
- (c) words importing the singular number only shall include the plural and vice versa; and the word “person” shall include individuals, corporations, partnerships, trusts and any number of persons.

HEAD OFFICE

2. Head Office. Until changed in accordance with the Act, the head office of the Institute shall be in the City of Ottawa, in the Province of Ontario.

CORPORATE SEAL

3. Seal. The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Institute.

DIRECTORS

4. Duties and Number. There shall be a board of directors comprised of a minimum of three (3) directors. The precise number of directors of the Institute from time to time shall be determined by resolution of the board of directors, having reference to the recommendations of the Nominating Committee.

5. Qualifications. Every director shall be at least eighteen (18) years of age and have power under the law to contract.

6. Election. Subject to the provisions of this By-law, the directors shall be elected by the members from a slate of candidates recommended by the Nominating Committee in its report to the members. The Nominating Committee shall prepare its report so as to ensure that the requirements relating to board composition described in paragraph 9 are met. The election of directors may take place at a meeting of members, by mail ballot or by electronic mail transmission.

7. Term. The directors of the Institute shall hold rotating terms of office. In 2005, approximately half of the directors shall be elected by the members for a term of three (3) years until the annual general meeting in 2008 or until their successors are elected and the remaining half shall be elected for a term of four (4) years until the annual general meeting in 2009 or until their respective successors are elected (the “Initial Terms”). Upon expiry of the Initial Terms, directors shall be elected for terms of three (3) years from the date of the meeting at which they are elected until the third annual meeting next following or until the director’s successor is elected. Thereafter, each year, a number of directors equal to the number of directors retiring shall be elected by the members to serve terms of three (3) years each, it being the intention that directors shall be elected and shall retire in rotation. Directors shall be eligible for re-election for a maximum of two (2) consecutive terms, including the Initial Term.

8. Transition. The following provisions shall apply to the Institute following confirmation of these by-laws by the members at the annual general meeting of members in 2004:

- (a) The board of directors in office immediately prior to the annual general meeting of members in 2004 shall remain in office until the annual meeting of members in 2005. In the event that a director resigns during this period, the vacancy shall be filled in accordance with paragraph 11 of the By-laws.
- (b) The members of the Institute in good standing as of the annual general meeting in 2004 shall automatically become members of the following new membership categories established under paragraph 31 of the By-laws for the balance of their membership term:

Previous Membership	New Membership
Full Member	Organizational Member
Associate Member	Organizational Member
Patron Member	Patron Member
Individual with Unique Status	Individual Member

9. Composition of Board. Subject to the provisions of this By-law, the board of directors shall be comprised of directors giving consideration to but not limited to: geographic representation across Canada; gender; and who bring a range of skills and experience that are of value to the mission of the Institute.

10. Vacancies. The office of a director shall automatically be vacated:

- (a) if the director fails to attend three (3) meetings of the board of directors in any year (without a satisfactory explanation being provided to the board);
- (b) if the director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;

- (c) if the director is found by a court to be of unsound mind;
- (d) if the director has resigned his office by delivering a written resignation to the Secretary of the Institute;
- (e) if at a special meeting of members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the members removing the director before the expiration of the director's term of office; or
- (f) if the director dies.

11. Filling Vacancies. A vacancy occurring in the board of directors shall be filled in accordance with the recommendation of the Nominating Committee as follows:

- (a) if the vacancy occurs as a result of the removal of any director by the members in accordance with paragraph 10(e) above, it may be filled upon the vote of a majority of the members and any director elected to fill a removed director's place shall hold office for the remainder of the removed director's term;
- (b) any other vacancy in the board may be filled for the remainder of the term by the directors then in office, provided there is a quorum. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy and, in default or if there are no directors then in office, the meeting may be called by any member.

If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

12. Remuneration of Directors. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director; provided that a director may be reimbursed for reasonable expenses incurred by the director in the performance of the director's duties.

COMMITTEES

13. Nominating Committee. The board of directors shall appoint a Nominating Committee, the members of which shall hold office for a term of one (1) year from the date of their appointment, or until their successors are appointed. Members of the Nominating Committee may not serve more than two (2) consecutive terms on the Committee. The Nominating Committee shall be comprised of up to five (5) committee members including the Past-President who will serve as Committee chair, a current or former director of the Institute and up to three (3) members drawn from the Individual and Organizational membership of the Institute. Board members who serve on the committee must agree not to run for re-election to the board of directors. The primary task of the Nominating Committee shall be to recruit and secure strong balanced leadership for the Institute.

In particular, the duties of the Nominating Committee will be as follows:

- (a) The Nominating Committee will prepare a report to the voting members which will include a slate of at least one (1) candidate for each director's office which is or which will become vacant and for which the voting members will be electing a replacement. In preparing its report to the members, the Nominating Committee will strive to ensure that the slate of nominee directors presented to the members complies with paragraph 9 relating to board composition.
- (b) The Nominating Committee's report to the members shall include the names of those nominated.
- (c) The Nominating Committee will deliver its report to the head office of the Institute within such timeframe as the board of directors shall determine, having regard to the proposed date of the annual general meeting of members and the required timing under clause (d) for delivery of the Nominating committee's report to the members. The report shall include a brief biographical sketch of each nominee and confirmation of the consent of each nominee to stand for election as director.
- (d) Not later than 45 days prior to the annual general meeting of members, the Institute shall send a notice to its members including the report of the Nominating Committee (together with the biographical information). The notice will invite groupings of any five (5) voting members of the Institute to submit further nominations for the office of director, to be delivered to the head office of the Institute not later than 20 days from the date of the notice, such further nominations to include the biographical sketch and consent of the nominees to stand for election as director.
- (e) In the event that no nominations are received from the voting members and if the slate of nominees prepared by the nominating committee does not exceed the number of vacancies on the board, the nominees listed in the report of the Nominating Committee shall be acclaimed and shall be formally announced at the annual general meeting.
- (f) If the Nominating Committee report includes more candidates than there are vacancies on the board or if further nominations are received under clause (d) so that there are more nominations for the board of directors than the number of vacancies, the Institute shall send a notice to its voting members including a complete listing of nominees and their biographical sketches and a mail ballot or electronic ballot election form. The notice will require voting members of the Institute to return their completed mail ballots to the head office within 10 days of the date of the notice.
- (g) The individual (or individuals in the event that more than one director is to be elected) receiving the highest number of votes by mail or electronic ballot shall be considered duly elected by the voting members, such election to be effective at the annual general meeting immediately following the mail/electronic ballot election. The election of directors in this manner shall be formally announced at the annual general meeting.

- (h) The Nominating Committee will also make recommendations to the board of directors regarding names of persons to fill vacancies on the board, in officers' positions or on committees that occur throughout the year.

Nominating committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

14. Other Committees. The board of directors may from time to time appoint any other committee or committees, as it deems necessary or appropriate for such purposes and with such powers as the board shall see fit. Any committee member may be removed by resolution of the board of directors. The board may fix any remuneration for committee members who are not also directors of the Institute.

MEETINGS OF DIRECTORS

15. Place of Meeting. Meetings of the board of directors may be held at any place within or outside Canada.

16. Notice. A meeting of directors may be called by the President, Vice-President or any two (2) directors at any time. The Executive Director or Secretary shall then convene a meeting of directors. In general, thirty (30) days written notice (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given) of a meeting shall be given to each director in the manner specified in paragraph 48. In the case of urgent business, forty-eight (48) hours written notice may be provided to directors, provided that such notice is provided electronically or in person and not by mail.

17. Error or Omission in Giving Notice. No error or accidental omission in giving notice of any meeting of directors shall invalidate such meeting or make void any proceedings taken at such meeting.

18. Quorum. A majority of the directors in office shall form a quorum for the transaction of business. For the purpose of determining quorum, a director may be present in person, or, if authorized under paragraphs 20 and/or 21, by teleconference and/or by other electronic means.

19. Voting at Meetings of Directors. Each director is authorized to exercise one (1) vote. Questions arising at any meeting of directors shall be decided by a majority of votes. In all matters of parliamentary process, not referred to in these bylaws, Robert's Rules, of Order, 10th edition will stand as the parliamentary authority.

20. Telephone Participation. The directors of the Institute may meet by teleconference provided that either a majority of the directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the board of directors at a meeting of the directors of the Institute.

21. Meetings by Other Electronic Means. The directors of the Institute may meet by other electronic means that permits each director to communicate adequately with each other, provided that:

- (a) the board of directors of the Institute has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- (b) each director has equal access to the specific means of communication to be used;
- (c) a majority of directors has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

POWERS OF DIRECTORS

22. Administer Affairs. The board of directors of the Institute shall administer the affairs of the Institute in all things and make or cause to be made for the Institute, in its name, any kind of contract which the Institute may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Institute is by its Letters Patent or otherwise authorized to exercise and do.

23. Agents and Employees. The board of directors may appoint such agents and engage such employees (and may delegate this function to any officer or officers of the Institute) as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed at the time of such appointment. The remuneration of officers, agents, employees and committee members shall, subject to the other provisions of this By-law, be fixed by the board of directors by resolution provided that the board of directors may delegate this function to an officer or officers of the Institute.

OFFICERS

24. Officers. The officers of the Institute shall be a President, Vice-President, Secretary and Executive Director. The Vice President or Executive Director can be the Secretary. None of the officers are required to be directors except for the President and the Vice-President.

25. Election and Appointment. The President and the Vice-President shall be elected by the Board of the Institute at the first meeting of the Board following the annual meeting of members. The President and Vice-President can be re-elected to the position as long as that person is a Director. The Secretary shall be appointed by the board of directors. The Executive Director shall hold office in accordance with the terms of his or her engagement with the Institute. The board of directors may appoint such other officers as it may deem necessary.

26. Term and Vacancies. Except for the Executive Director (whose term shall be established by contract) all officers shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time. If the office of any officer of the Institute shall become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

27. Remuneration and Removal of Officers. The board of directors may fix the remuneration (if any) to be paid to officers of the Institute who are not directors. Subject to the provisions of any written employment contract, the board of directors may remove any officer by resolution.

28. Powers and Duties. All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the board of directors. The duties of the officers shall include:

- (a) **President.** The President shall, when present, preside at all meetings of the board of directors and the members.
- (b) **Vice-President.** If the President is absent or is unable or refuses to act, the Vice-President if any, shall, when present, preside at all meetings of the board of directors and the members.
- (c) **Nomination Committee Chair** A past-director of the Institute, to be appointed by the board, shall chair the Nominating Committee and carry out such other duties as the board of directors may prescribe.
- (d) **Secretary.** The Secretary shall give or cause to be given notices for all meetings of the board of directors or committees of directors, if any, and members when directed to do so and have charge of the corporate seal of the Institute, the minute books of the Institute and of the documents and registers referred to in Section 109 of the Act.
- (e) **Executive Director.** The board of directors may from time to time appoint an Executive Director and may delegate to that person full power to manage and direct the business and affairs of the Institute and to employ and discharge agents and employees of the Institute. The Executive Director shall supervise the day to day operations and administration of the Institute. The Executive Director shall conform to all lawful orders given by the board of directors of the Institute and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Institute.

LIMITATION OF LIABILITY

29. For the Protection of Directors and Officers. No director or officer of the Institute shall be liable for the acts, neglects or defaults of any other director, officer or employee or for any loss, damage or liability whatsoever which may happen in the execution of the duties of his/her respective office or in relation thereto unless the same shall happen by or through such director's or officer's wilful act, wilful neglect or default.

INDEMNIFICATION

30. Indemnities to Directors and Officers. Every director or officer of the Institute who has undertaken or is about to undertake any liability on behalf of the Institute and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Institute, from and against,

- (a) all costs, charges and expenses whatsoever which such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or

prosecuted against the director or officer for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and

- (b) all other costs, charges and expenses which the director or officer sustains or incurs in or about or in relation to the affairs thereof,

except such costs, charges or expenses as are occasioned by their own willful neglect or default.

MEMBERSHIP

31. Entitlement. Subject to the provisions of the By-laws, there shall be three (3) categories of members in the Institute, namely, Individual members, Organizational members and Patron members. Membership in any one of these categories shall be available to persons meeting the following membership criteria (the “Membership Criteria”):

- must be interested in furthering the objectives of the Institute;
- must have completed the required application form;
- must have paid the applicable membership fees; and
- their application for admission as a member has received the approval of the board of directors of the Institute.

The board of directors may also pass membership rules, providing, among other things, for the admission of members by the Secretary of the Institute. Each member shall be promptly informed by the Secretary of their admission as a member.

The following categories of members are hereby established:

(a) Individual Members

- (i) Individual membership shall be available to individuals who meet the Membership Criteria.
- (ii) Each Individual member is entitled to receive notice of, attend and vote at all meetings of members and each Individual member shall be entitled to one (1) vote per Individual member.

(b) Organizational Members

- (i) Organizational membership shall be available to institutes of agrologists, scientific societies or other organizations that meet the Membership Criteria.
- (ii) Each Organizational member is entitled to receive notice of, attend and vote at all meetings of members and each Organizational Member shall be entitled to one (1) vote per Organizational member.

(c) Patron Members

- (i) Patron membership shall be available to persons who do not qualify for membership as Individual or Organizational members and that meet the Membership Criteria.
- (ii) A Patron member is not entitled to receive notice of, attend or vote at any meeting of the members. Patron members may be invited to attend a meeting of members for information purposes.

32. Membership Term. The term of membership shall be one year and shall be effective upon payment of the applicable membership fees. In order to vote, an Individual member must be in good standing and have paid all required membership fees at the time that his or her vote is to be exercised.

33. Resignation. Any member may resign upon notice in writing to the Executive Director or Secretary of the Institute. In the case of resignation, a member shall remain liable for payment of any outstanding membership dues levied or which became payable by the member to the Institute prior to such person's resignation.

34. Termination of Membership. The interest of a member in the Institute is not transferable and lapses and ceases to exist upon death or dissolution of the member, when the member resigns or the term of membership expires without renewal. A member may also be removed as a member by resolution of the board of directors provided that the member shall be granted the opportunity to be heard at such meeting.

35. Membership Dues. Members shall be notified in writing of the membership fees at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, as the case may be, the members in default shall thereupon cease to be members of the Institute.

MEMBERS' MEETINGS

36. Time and Place of Meetings. The annual meeting of the members shall be held on such day in each year and at such time and place as the directors may determine.

37. Special Meetings. Other meetings of the members may be convened by order of the President, the Vice-President or by the board of directors at any date and time and at any place. The board of directors shall call a special general meeting of members on written requisition of voting members carrying not less than 25% of the voting rights.

38. Notice. Notice of any annual or special general meeting of members shall be provided to the voting members of the Institute not less than sixty (60) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given) before the meeting is to take place in the manner specified in paragraph 48. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member that the member has the right to vote by proxy.

39. Error or Omission in Giving Notice. No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the members of the Institute shall invalidate any resolution passed or any proceedings taken at any meeting of members.

40. Quorum. A quorum at any meeting of the members shall be five per cent (5%) of the voting members present in person or represented by proxy or, if authorized under paragraphs 42 and/or 43, present by teleconference and/or other electronic means. A quorum at any meeting shall also be all those members present 45 minutes after the stated start of the member's meeting.

41. Chairperson of the Meeting. In the event that the President and the Vice-President are absent, the persons who are present and entitled to vote shall choose one of their number to be chairperson of the meeting.

42. Meetings by Teleconference. If a majority of the voting members of the Institute consents (either at a meeting of members by simple resolution or by consents signed individually by a majority of the members), a meeting of members of the Institute may be held by teleconference.

43. Meetings by Other Electronic Means. The voting members of the Institute may meet by other electronic means that permits each member to communicate adequately with each other, provided that:

- (a) the board of directors of the Institute has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- (b) each member has equal access to the specific means of communication to be used;
- (c) a majority of the members has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

44. Voting of Members. Each Individual member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be an Individual member of the Institute. No member shall be entitled either in person or by proxy to vote at meetings of members of the Institute unless the member has paid all dues or fees, if any, then payable by the member.

45. Written Resolutions. Except where the Act requires a meeting of members with respect to the matter to be voted on by the members, a resolution in writing, signed by members entitled to vote on that resolution at a meeting of members, is as valid as if it had been passed at a meeting of members. A majority vote of the members shall be required to approve any matter that can be voted on by written resolution.

46. Mail and Electronic Ballots. Except where the Act requires a meeting of members with respect to the matter to be voted on by the members, a mail or electronic ballot may be used by members entitled to vote on that resolution at a meeting of members and any decision made by the members in this manner is as valid as if it had been passed at a meeting of members. Where a notice of meeting states that the members may vote by mail or electronic ballot, the form of ballot shall be attached to the notice of meeting and the notice shall specify that the mail or electronic ballot must be completed, signed by the member and received by the Secretary of the Institute (at the address specified) by a date specified in the notice if the member wishes to record his or her vote. Any votes

received by mail or electronic ballot after that time shall not be counted for the purposes of the meeting. A majority vote of the members shall be required to approve any matter that can be voted on by means of a mail or electronic ballot.

EXECUTION OF INSTRUMENTS

47. Execution of Instruments. All documents requiring the signature of the Institute may be signed by any two (2) of its officers and such documents so signed shall be binding upon the Institute without any further authorization or formality. The board of directors shall have power from time to time by resolution to appoint any other person or persons on behalf of the Institute either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The seal of the Institute when required may be affixed to any instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

NOTICES

48. Service. Any notice or other document required by the Act, the Regulations, the letters patent or the By-laws to be sent to any member or director or to the auditor shall be:

- (a) delivered personally,
- (b) sent by prepaid mail, or
- (c) sent by electronic means such as e-mail or facsimile

at such person's latest address as shown in the records of the Institute and to the auditor at its business address, or if no address be given therein then to the last address of such member or director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

49. Proof of Service. With respect to every notice or other document sent by mail, it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 48 of this By-law and mailed at a post office or mail box. With respect to any notice or other document sent by electronic means, it shall be sufficient to produce the electronic confirmation that the notice or other document was sent electronically. A certificate of an officer of the Institute in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Institute as the case may be.

RULES AND REGULATIONS

50. Rules and Regulations. The board of directors may prescribe such rules and regulations not inconsistent with the By-laws relating to the management and operation of the Institute and other matters provided for in these By-laws as they may deem expedient.

BY-LAWS

51. By-laws. The board of directors may from time to time enact By-laws relating in any way to the Institute or to the conduct of its affairs, including, but not limited to, By-laws providing for applications for supplementary letters patent, and may from time to time by By-law amend, repeal or re-enact the By-laws but no By-law shall be effective until sanctioned by at least two-thirds (2/3) of the votes cast at a meeting of the members duly called for the purpose of considering same and the repeal or amendment of By-laws not embodied in the Letters Patent shall not be enforced or acted upon until the approval of the Minister of Industry in respect thereof has been obtained.

AUDITORS

52. Auditors. The members shall at each annual meeting appoint an auditor to review the accounts of the Institute for report to members. The auditor shall hold office until the next following annual meeting; provided, however, that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

FINANCIAL YEAR

53. Financial Year. The financial year of the Institute shall terminate on the 31st day of December in each year or on such other date as the directors may from time to time by resolution determine.

ENACTED this 4th day of December 2008.

WITNESS the seal of the Institute.

President

Secretary