



Poultry Industry Council

By-Law Number 1 of the Poultry Industry Council

ADOPTED OCTOBER 20, 2015
FIRST AMENDMENT OCTOBER 20, 2016
SECOND AMENDMENT OCTOBER 25, 2018

BY-LAWS OF THE POULTRY INDUSTRY COUNCIL

BY-LAW NUMBER 1

Table of Contents

Section One – General 2

Section Two – Directors 5

Section Three – Board Meetings..... 8

Section Four – Finances 10

Section 5 – Officers..... 11

Section 6 - Protection of Directors and Others 12

Section 7 - Conflict of Interest..... 13

Section 8 – Members..... 13

Section 9 - Members’ Meetings 16

Section 10 – Notices 19

Section 11 - Adoption and Amendment of By-laws 20

Section 12 – Effective Date 21

Appendix A - Schedule A- D Job Descriptions: 21

Appendix B - Amendment to Section 1, Subsection 1.8 24

Appendix C - Amendment to Section 8, Subsection 8.1.1. 24

BY-LAWS OF THE POULTRY INDUSTRY COUNCIL

BY-LAW NUMBER 1

Section One – General

1.1 DEFINITIONS

In this by-law, unless the context otherwise requires:

- i. "Act" means the Corporations Act, (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- ii. "Board" means the board of directors of the Corporation;
- iii. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- iv. "Chair" means the chair of the Board and President as defined in the Act;
- v. "Vice Chair" means the vice chair of the Board and Vice President as defined in the Act;
- vi. "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- vii. "Day" or "days", shall refer to regular business days of the corporation;
- viii. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- ix. "Member" means a member of the Corporation as defined in section 8;
- x. "Members" means the collective membership of the Corporation; and
- xi. "Officer" means an officer of the Corporation.

1.2 INTERPRETATION

This by-law repeals all previous by-laws of the Poultry Industry Council and replaces them.

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

BY-LAWS OF THE POULTRY INDUSTRY COUNCIL

BY-LAW NUMBER 1

- i. The singular includes the plural;
- ii. The masculine includes the feminine;
- iii. “Board” means the Board of Directors of the Corporation;
- iv. “Corporation” means the Poultry Industry Council and any successor incorporated corporation within the meaning of the Corporations Act as defined herein;
- v. “Corporations Act” means the Ontario Corporations Act and / or the Ontario Non Profit Corporations Act, and regulations under these Acts. Every reference to the “Corporations Act” shall be a reference to the current legislation in force and include all amendments to these Acts and regulations and any Acts or regulations that may supersede these from time to time;
- vi. “Documents” includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings; and
- vii. All other terms defined in the Corporations Act have the same meaning in this by-law and all other by-laws and resolutions of the Corporation.

1.3 SEVERABILITY AND PRECEDENCE

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. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.4 SEAL

The seal which is impressed hereon shall be the corporate seal of the Corporation. Any officer may certify a copy of any instrument, resolution, by-law or other documents of the corporation to be a true copy thereof.

1.5 HEAD OFFICE

The head office of the Corporation shall be in the Province of Ontario.

BY-LAWS OF THE POULTRY INDUSTRY COUNCIL

BY-LAW NUMBER 1

1.6 EXECUTION OF CONTRACTS

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the staff lead or an officer as prescribed in the duties of the officers herein. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed.

1.7 AIMS

All activity and undertakings by the Poultry Industry Council will be consistent with the corporate objectives stated in the letters patent and with the Mission Statement:

“To efficiently deliver poultry extension services, event coordination, and project and program management while supporting research capacity for the betterment of the Ontario industry”.

1.8 BOOKS AND RECORDS

The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept. Such documents must include but are not limited to: letters patent, by-laws, board meeting minutes, committee minutes, annual financial statements, annual reports, minutes of annual, special and general meetings, registry of Directors and registry of members.

Letters patent, by-laws, annual financial statements, annual reports and minutes of the annual general meeting to be dated and signed by two officers in their final form and must be filed electronically for permanent storage.

The corporate seal shall be affixed to the final form of the letters patent and all by-laws.

The Board shall ensure that a current record of its policies is maintained and available to reference by the Board at all times.

1.9 CONDUCT OF BUSINESS

Business of the Corporation to be conducted at any meeting shall be conducted in accordance with Roberts Rules of Order, except where these bylaws contradict such rules. These bylaws will in all cases prevail.

BY-LAWS OF THE POULTRY INDUSTRY COUNCIL

BY-LAW NUMBER 1

Section Two – Directors

2.1 NUMBER OF DIRECTORS

The Board of the Corporation shall include twelve Director seats and such ex-officio positions as the Board shall deem from time to time. At no time shall the number of sitting Directors be less than nine.

Four Appointed Directors will be non-member appointments. One Director each shall be appointed by the board of: Chicken Farmers of Ontario; Egg Farmers of Ontario; Ontario Broiler Hatching Egg and Chick Commission and; Turkey Farmers of Ontario.

The Appointed Directors shall be presented to the annual meeting each year for approval of the members.

Should any of these associations fail to appoint a director, the Board may open such seat to be filled as an Elected Director.

Eight Elected Directors will be elected from the members of the corporation.

2.2 ELIGIBILITY

Appointed Director eligibility may be determined by the association making such appointments.

Elected Directors must be a member of the Corporation in good standing.

2.3 TERM OF OFFICE

Following the implementation of this by-law as outlined in section 11.2, all Elected Directors will be elected for a term of three years. All terms will begin and end at the Annual General Meeting (AGM) for that year.

2.4 TERM LIMIT

Appointed Directors will be reviewed by the appointing association a minimum of once in every three year period. No Director, elected or appointed shall serve more than twelve years in a lifetime. For the purposes of calculating a twelve year maximum, all accumulation of time will begin upon the implementation of these bylaws.

BY-LAWS OF THE POULTRY INDUSTRY COUNCIL

BY-LAW NUMBER 1

2.5 NOMINATIONS

In every year the Board shall task a committee with presenting nominees for the available seats on the Board. Nominations will be accepted from the floor at the Annual General Meeting.

2.6 ELECTION

An election will be held each year at the Annual General Meeting. Where the number of nominees is equal to or less than the vacant positions the Chair will declare the nominees to be elected. Where there are more nominees than available positions a vote by secret ballot will be held. Where a ballot is required the members shall appoint at least one scrutineer who is not a member of the corporation.

2.7 RESIGNATION- CHANGE OF APPOINTMENT

Resignations of all Board seats is required to be delivered to the Corporation in writing. Any change to Appointed Directors must be in writing from the appointing association, detailing the removal of sitting appointee and appointment of a replacement, or decision to forfeit such seat on the Corporation's board.

2.8 VACANCIES

The office of a Director shall be vacated immediately:

- i. If the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
- ii. If the Director dies or becomes bankrupt;
- iii. If the Director is found to be incapable of managing property by a court or under Ontario law; or
- iv. If, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

2.9 ATTENDANCE

The Board will review the performance of any Director upon their absence from three consecutive Board meetings. After three consecutive absences, the Board may declare the absent Director's seat vacant by motion.

BY-LAWS OF THE POULTRY INDUSTRY COUNCIL

BY-LAW NUMBER 1

2.10 FILLING VACANCIES

A vacancy on the Board shall be filled as follows:

- i. A quorum of Directors may fill a vacancy among the Directors;
- ii. If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out herein, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- iii. If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- iv. The Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

2.11 COMMITTEES

Committees may be established by the Board as follows:

- i. The Board may appoint from their number a committee of Directors and may delegate to the committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated;
- ii. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time; and
- iii. All committees will be led by a Director.

2.12 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:

- i. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;

BY-LAWS OF THE POULTRY INDUSTRY COUNCIL

BY-LAW NUMBER 1

- ii. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act; and
- iii. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Section Three – Board Meetings

3.1 CALLING OF MEETINGS

Meetings of the Directors may be called by the Chair, Vice-Chair, Secretary or any two Directors at any time and any place on notice as required by this by-law.

3.2 REGULAR MEETINGS

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.3 NOTICE

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in this by-law to every Director of the Corporation not less than five days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

BY-LAWS OF THE POULTRY INDUSTRY COUNCIL

BY-LAW NUMBER 1

3.4 QUORUM

A quorum for the transaction of business at a Board meeting shall be fifty percent plus one of the sitting Directors, at least one of whom must be the Chair or Vice-Chair. If a quorum is present at the opening of a meeting of the Board, the Directors present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.5 CHAIR

The Chair shall preside at Board meetings. In the absence of the Chair, the Vice-Chair shall act as the Chair.

3.6 VOTING

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair will have a second or casting vote. Such casting vote must be used to defeat the motion.

An abstention shall not be considered a vote cast.

A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

3.7 PARTICIPATION BY TELEPHONE OR OTHER COMMUNICATIONS FACILITIES

A Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

3.8 OTHERS PRESENT

Such others as the Board may from time to time determine, may be invited to attend and to speak at meetings of the Board but shall not be entitled to vote.

BY-LAWS OF THE POULTRY INDUSTRY COUNCIL

BY-LAW NUMBER 1

Section Four – Finances

4.1 FINANCIAL YEAR

The financial year of the Corporation ends on the 30th day of June in each year or on such other date as the Board may from time to time by resolution determine.

4.2 REGISTERED CANADIAN CHARITABLE ORGANIZATION

In the event of dissolution or winding up of the Corporation all of its remaining assets after payment of its liabilities shall be distributed to one or more recognized charitable organizations in Canada. It is intended that this Corporation will be registered as a Canadian Charitable Organization with Revenue Canada – Taxation.

4.3 BANKING

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.4 BANKING ARRANGEMENTS

The Treasurer and either the Chair or Vice-Chair, Lead Staff Person, or any other person who shall be appointed by the Board of Directors shall be authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, and to have the following power and authority:

- i. Operate the Corporation's accounts with the banker;
- ii. make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- iii. Issue receipts for and orders relating to any property of the Corporation;
- iv. Execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- v. Authorize any officer of the bank to do any act or thing on the Corporation's behalf to facilitate the banking business.

BY-LAWS OF THE POULTRY INDUSTRY COUNCIL

BY-LAW NUMBER 1

4.5 **BORROWING BY THE CORPORATION**

Subject to limitations set out in the by-laws or in the Letters Patent of the Corporation, the Board may:

- i. Borrow money on the credit of the Corporation;
- ii. Issue, sell or pledge securities of the Corporation; or
- iii. Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation, provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

From time to time, the Board may authorize any director, officer or employee of the Corporation, or any other person to make proposals and recommendations to the Board with reference to the money so borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefore.

Section 5 – Officers

5.1 **OFFICERS**

The Board shall appoint from among the Directors a Chair and a Vice-Chair and may appoint any other person to be treasurer at its first meeting following the annual general meeting of the Corporation. The office of secretary will be filled by appointment of the lead staff person in the Corporation. The office of treasurer and secretary may not be held by the same person.

The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.2 **OFFICE HELD AT BOARD'S DISCRETION**

Any Officer shall cease to hold office upon resolution of the Board.

BY-LAWS OF THE POULTRY INDUSTRY COUNCIL

BY-LAW NUMBER 1

5.3 DUTIES

Officers shall be responsible for the duties assigned to them and they may delegate to other Directors the performance of any or all of such duties.

5.4 DUTIES OF THE CHAIR

The Chair shall perform the duties described in sections 3.5 and 9.5 Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.5 DUTIES OF THE VICE-CHAIR

The Vice-Chair shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.6 DUTIES OF THE TREASURER

The treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

5.7 DUTIES OF THE SECRETARY

The secretary shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

Section 6 - Protection of Directors and Others

6.1 PROTECTION OF DIRECTORS AND OFFICERS

No Director, Officer or committee member of the Corporation is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

BY-LAWS OF THE POULTRY INDUSTRY COUNCIL

BY-LAW NUMBER 1

- i. Complied with the Act and the Corporation's articles and By-laws; and
- ii. Exercised their powers and discharged their duties in accordance with the Act.

Section 7 - Conflict of Interest

7.1 CONFLICT OF INTEREST

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

Every Director must sign a conflict of interest, confidentiality and code of conduct agreement. Such agreement shall be in the form prescribed by the Board from time to time.

7.2 CHARITABLE CORPORATIONS.

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Section 8 – Members

8.1 MEMBERS

There shall be one class of members in the corporation. Every member will hold the same voting rights for the purpose of carrying out the business of the corporation.

Within the membership class there will three categories of Membership in the Corporation, namely Corporate/Association, Individual and Honorary Lifetime Members as outlined below:

BY-LAWS OF THE POULTRY INDUSTRY COUNCIL

BY-LAW NUMBER 1

8.1.1 Corporate/Association Members

- i. Corporations, unincorporated associations and trusts that:
 - (A) Support the objects and activities of the Corporation or that have similar objects and activities as the Corporation;
 - (B) Have a direct and material interest in the poultry industry;
 - (C) Apply to the corporation for admission; and
 - (D) Pay the Corporate/Association Membership Fee (as defined below).

Shall be eligible for membership as “Corporate/Association Members” of the Corporation.

“Corporate/Association Membership Fee” means such amount payable annually as determined from time to time by the directors.

- ii. Every Corporate/Association Member in good standing and who has paid the applicable Corporate/Association Membership Fee for that year is entitled to appoint one representative who may:
 - (A) Attend any meeting of the Members;
 - (B) Vote at any meeting of the Members; and
 - (C) Hold any office of the Corporation.

8.1.2 Individual Members

- i. Individuals that:
 - (A) Support the objects and activities of the Corporation or that have similar objects and activities as the Corporation;
 - (B) Have a direct and material interest in the poultry industry;
 - (C) apply to the corporation for admission; and
 - (D) Pay the Individual Membership Fee (as defined below).

Shall be eligible for membership as “Individual Members” of the Corporation.

“Individual Membership Fee” means such amount payable annually as determined from time to time by the directors.

- ii. Every Individual Member in good standing and who has paid the applicable Individual Membership Fee for that year is entitled to:

BY-LAWS OF THE POULTRY INDUSTRY COUNCIL

BY-LAW NUMBER 1

- (A) Attend any meeting of the Members;
- (B) Vote at any meeting of the Members; and
- (C) Hold any office of the Corporation.

8.1.3 Honorary Lifetime Members

- i. Individuals, corporations, unincorporated associations and trusts that:
 - (A) Support the objects and activities of the Corporation or that have similar objects and activities as the Corporation;
 - (B) Have a direct and material interest in the poultry industry;
 - (C) Have been recognized for outstanding contributions to the Corporation;
 - (D) Have been installed by motion of the Board; and
 - (E) Apply to the Directors for admission.

Shall be eligible for membership as “Honorary Lifetime Members” of the Corporation.

- ii. Every Honorary Lifetime Member is entitled to appoint one representative who may:
 - (A) Attend any meeting of the Members;
 - (B) Vote at any meeting of the Members; and
 - (C) Hold any office of the Corporation.

8.2 MEMBERSHIP

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act. Each membership is valid for one membership year (January 1 to December 31) and is only valid if fees are paid in full.

Memberships are not transferrable.

8.3 FEES

The Board shall determine from time to time the annual membership fees to be paid by members of the corporation.

BY-LAWS OF THE POULTRY INDUSTRY COUNCIL

BY-LAW NUMBER 1

8.4 DISCIPLINARY ACT OR TERMINATION OF MEMBERSHIP FOR CAUSE

- i. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
- ii. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Section 9 - Members' Meetings

9.1 ANNUAL MEETING

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. The date for the annual meeting shall be no later than fifteen (15) months after the previous annual meeting.

Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- i. Receipt of the agenda;
- ii. Receipt of the minutes of the previous annual and subsequent special meetings;
- iii. Consideration of the financial statements;
- iv. Report of the auditor or person who has been appointed to conduct a review engagement;
- v. Reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- vi. Election of Directors; and
- vii. Such other or special business as may be set out in the notice of meeting.

BY-LAWS OF THE POULTRY INDUSTRY COUNCIL

BY-LAW NUMBER 1

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.2 SPECIAL MEETINGS

The Directors may call a special meeting of the Members.

The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

9.3 NOTICE

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

9.4 QUORUM

A quorum for the transaction of business at a Members' meeting is 10% of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

Where quorum is not attained the meeting may proceed provided that the business transacted is limited to the selection of a Chair and a Secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying the date, time and place for the resumption of the meeting, then 2 persons present in person constitute a quorum.

9.5 CHAIR OF THE MEETING

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Vice-Chair shall chair the meeting. In the absence of both Chair and Vice-Chair, members present at any Members' meeting shall choose another Director as Chair and if no Director is present or if all of the Directors present decline to act as Chair, the Members present shall choose one of their number to chair the meeting.

BY-LAWS OF THE POULTRY INDUSTRY COUNCIL

BY-LAW NUMBER 1

9.6 VOTING OF MEMBERS

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- i. Each Member shall be entitled to one vote at any meeting;
- ii. Votes shall be taken by a show of hands among all Members present and the Chair of the meeting, if a Member, shall have a vote;
- iii. An abstention shall not be considered a vote cast;
- iv. Before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct;
- v. If there is a tie vote, the Chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- vi. Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.7 PROXY

Each member is entitled to a proxy for any vote or election to be raised at a meeting of the members. Each proxy must be submitted in the form prescribed by the Board from time to time and indicating the authority and limitation of the proxy being assigned.

9.8 ADJOURNMENTS

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days of more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

BY-LAWS OF THE POULTRY INDUSTRY COUNCIL

BY-LAW NUMBER 1

9.9 PERSONS ENTITLED TO BE PRESENT

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting.

Section 10 – Notices

10.1 SERVICE

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means. Notice shall be delivered to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address. If no address has been given then notice will be sent to the last address of such Member or Director known to the secretary. In all cases 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.

10.2 COMPUTATION OF TIME

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.3 ERROR OR OMISSION IN GIVING NOTICE

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

BY-LAWS OF THE POULTRY INDUSTRY COUNCIL

BY-LAW NUMBER 1

Section 11 - Adoption and Amendment of By-laws

11.1 AMENDMENTS TO BY-LAWS

The Members may from time to time amend this by-law by a majority of the votes cast.

The Board may from time to time in accordance with the Act pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members. Such by-law amendments take effect immediately and remain in effect until being confirmed or rejected at the first annual meeting of the members following the passing.

11.2 NOTICE OF CHANGE TO BY-LAWS

Any proposal to amend the by-laws shall be subject to the same terms of notice as that of the meeting at which the proposal to amend will be considered.

11.3 IMPLEMENTATION OF THIS BY LAW

In implementation of Section Two of this bylaw the following shall be the election procedure to be used immediately upon adoption of this bylaw at the same general meeting.

All Elected Director positions shall be declared vacant.

- Three positions shall be open for a three year term.
- Three positions shall be open for a two year term.
- Two positions shall be open for a one year term.

The nomination and election process to fill these positions shall be consistent with all provisions of this bylaw.

All subsequent elections will be held in accordance with Section 2 herein.

BY-LAWS OF THE POULTRY INDUSTRY COUNCIL

BY-LAW NUMBER 1

Section 12 – Effective Date

12.1 This bylaw shall come into force without further formality upon its enactment.

Enacted this 20th day of October, 2015 in the city of Guelph, having been duly approved at a meeting of the members this day.



Ed Verkley
Chair



Keith Robbins
Secretary

Appendix A - D Job Descriptions:

- Schedule A – Job Description of Chair
- Schedule B – Job Description of Vice- Chair
- Schedule C – Job Description of Treasurer
- Schedule D – Job Description of Secretary

BY-LAWS OF THE POULTRY INDUSTRY COUNCIL

BY-LAW NUMBER 1

Appendix A - Schedule A-D

Schedule A – Job Description for Chair

The Chair of the board will:

- act as an ambassador for the corporation
- act as a signing officer for the corporation
- chair all board meetings of the board and the members according to accepted rules of order for the purposes of
 - encouraging all members to participate in discussion
 - arriving at decisions in an orderly, timely and democratic manner
- ensure that structures and procedures are in place for effective recruitment, training, and evaluation of board members
- work with the Secretary to develop the board calendar and all meeting agendas, ensuring the fulfillment of the responsibilities of the board
- act as the sole linkage between the Board and the staff lead, ensuring clear and measurable goals are set out and clearly agreed upon in writing.
 - meets periodically with the staff lead;
 - ensures that periodic performance reviews of the staff lead are conducted;
 - participates in the hiring and evaluation of the staff lead
- ensure the strategic focus of the corporation by supporting the board's role in strategic planning and conducting regular evaluations of the achievement of the stated mission
- provide leadership to the Board by:
 - periodically consulting with board members on their roles and helping them assess their performance
 - regularly evaluating the effectiveness of the Board and seeking to improve governance processes
- chair the Governance committee

Schedule B – Job Description for Vice-Chair

The Vice-Chair of the board will:

- chair any meeting where the Chair is absent or unable to act.
- act in the place of the Chair to fulfill those duties of the Chair that may be required from time to time
- report to the Chair
- work closely with the Chair
- perform other duties as assigned by the Board

BY-LAWS OF THE POULTRY INDUSTRY COUNCIL

BY-LAW NUMBER 1

Schedule C – Job Description for Treasurer

The Treasurer of the board will:

- report to the Chair
- act as a signing officer for the corporation
- chair all meetings of the finance committee
- lead the board's finance committee ensuring
 - review of the annual budget with staff
 - recommendation of the annual budget to the board for members' approval
 - with staff development and board review of financial policies and procedures
 - with staff make an annual recommendation of the auditor or financial examiner
- oversee the financial policies, activities and performance of the corporation, monitoring compliance with all applicable statutes, by-laws and policies

Schedule D – Job Description for Secretary

The Secretary of the board will:

- act as a signing officer of the corporation
- ensure the maintenance of all books and records of the corporation
- ensure minutes are distributed to board members as directed by Board policy
- provide support to the Chair to develop agendas and calendars to accomplish the work of the board
- provide timely and appropriate reporting of Board decisions and actions to members and/or stakeholders
- be sufficiently familiar with legal documents (articles, by-laws, letters patent, etc.) to note applicability during meetings

Appendix B

Motion to approve amendment to the Poultry Industry Council's By-law Number 1

Motion: Moved by Greg Lansink, seconded by Gary Fread to accept the passing of the amendment made to the Poultry Industry Council's By-Law Number 1, by the Poultry Industry Council's Board of Directors, at the September 8, 2016, Board of Directors meeting which reads:

"The Poultry Industry Council amends their By-Law Number 1: Section 1 - General: Subsection 1.8 – Books and Records to strike the words:

~~All such records are to be dated and signed by two officers in their final form and must be filed electronically for permanent storage."~~

And Replace with: "Letters patent, by-laws, annual financial statements, annual reports and minutes of the annual general meeting to be dated and signed by two officers in their final form and must be filed electronically for permanent storage."

CARRIED

Enacted this 20th Day of October 2016 in the city of Guelph, having been duly approved at a meeting of the members this day.



Ed Verkley
Chair



Keith Robbins
Secretary

BY-LAWS OF THE POULTRY INDUSTRY COUNCIL

BY-LAW NUMBER 1

Appendix C – Amendment to Section 1, Subsection 1.8

**Motion to approve amendment to the Poultry Industry Council's
By-law Number 1**

Motion: Moved by Trish Botter, seconded by Charlie Elliott to accept the passing of the amendment made to the Poultry Industry Council's By-Law Number 1, by the Poultry Industry Council's Board of Directors, at the April 17, 2018, Board of Directors meeting which reads:

"To replace the term "Honorary Lifetime Member" with "Founding Member" in Section 8 and to strike - Subsection 8.1.1 Sub Headings D and E

~~D: Have been installed by motion of the Board; and~~

~~E: Apply to the Directors for admission.~~

CARRIED

Enacted this 25th Day of October 2018 in the city of Guelph, having been duly approved at a meeting of the members this day.



Ed Verkley
Chair



Keith Robbins
Secretary