

Revised April 2010

**SCHEDULE “A”
ONTARIO PORK INDUSTRY COUNCIL
BY-LAW NUMBER 1**

A by-law relating generally to the conduct of the affairs of the corporation, the Ontario Pork Industry Council (“OPIC”).

WHEREAS Letters Patent were issued by the Lieutenant Governor of Ontario on the 24th day of March, 2000.

AND WHEREAS OPIC has established the following objectives:

- (1) Protecting the business interests of the members;
- (2) Promoting and protecting the interests and conserving the rights of those engaged in the pork industry in Ontario and incidental businesses;
- (3) Gathering and exchanging ideas, data and statistical, scientific and economic information relating to the pork industry in Ontario;
- (4) Coordinating activities of the corporation with those of similar organizations, societies and individuals.

AND WHEREAS the Corporation is in need of a general by-law so to govern the management and affairs of the Corporation;

BE IT RESOLVED and enacted as a by-law of the OPIC as follows:

1.00 INTERPRETATION

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

- .01** The singular includes the plural;
- .02** The masculine includes the feminine;
- .03** “Board” means the Board of Directors of the Corporation;
- .04** “Corporation” means the Ontario Pork Industry Council (OPIC) and any successor incorporated corporation within the meaning of The Corporations Act as defined herein;

- .05 “Corporations Act” means the Corporations Act, R.S.O. 1990, Chapter 89, and any statute amending or enacted in substitution therefor, from time to time;
- .06 “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 other paper writings;
- .07 “Executive Officers” means the persons who hold the offices enumerated in Section 4:01;
- .08 “Past President” means the person whose term of office as President has most recently expired and who is willing to serve as such;
- .09 “Member” means a person who has been admitted to membership in the corporation by resolution of the Board of Directors passed pursuant to Section 124 of the Corporations Act.

1.02 All terms defined in the Corporations Act have the same meaning in this by-law and all other by-laws and resolutions of the Corporation.

2.00 **HEAD OFFICE**

The head office of the Corporation shall be at the City of City of Stratford, in the County of Perth, 225 Oak Street, Stratford, N5A 8A1, in the Province of Ontario.

3.00 **BOARD**

3.01 **Board**

The affairs of the Corporation shall be managed by the board of directors who may be known and referred to as directors, trustees or governors and who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the by-laws or any special resolution of the Corporation or by statute expressly directed or required to be done in some other manner. The board of directors shall consist of the number of directors set out in the letters patent or such number of directors as may be determined from time to time by special resolution.

3.02 **Directors**

Directors, subject to the provisions of Section 3.04, shall be elected in the manner set out in Article 5.0.

3.03 Qualifications

Each director shall:

- .01 Be at the date of, or becomes within ten (10) days after, his election, and thereafter remain throughout his term, a member of the corporation who is qualified by the terms of Section 6.06 to hold office;
- .02 Be at least eighteen (18) years of age; and
- .03 Not be an undischarged bankrupt nor a mentally incompetent person.

If a person ceases to be a member of the Corporation who is qualified by the terms of the Section 6.06 to hold office, or becomes bankrupt or a mentally incompetent person, he thereupon ceases to be a Director, and the vacancy so created may be filled in the manner prescribed by Section 3.04.

3.04 Vacancies

So long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by the Directors among the qualified members of the Corporation. If no quorum of Directors exists, the remaining Directors shall forthwith call a general meeting of members to fill the vacancies on the Board.

3.05 Removal of Director

- .01 The members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of members of which notice specifying the intention to pass the resolution has been given, remove any Director for just cause prior to the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

3.06 Quorum

A quorum for the transaction of business at meetings of the Board shall be six (6) voting Directors, at least one of whom shall be the Chair or Vice Chair.

3.07 Meetings

Meetings of the Board may be held at any place.

3.08 Notice

Notice of Board of Directors meetings shall be given no less than five (5) days prior to when a meeting will take place. Notifications of meetings can include, but are not limited to, telephone, email, or mail notifications. The statutory declaration of the Secretary or Chairperson that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence. In the event that any Director cannot be reached by telephone or facsimile, then notice of the said Board meeting shall be personally delivered or mailed to the Director in accordance with the provisions hereof.

3.09 Voting

Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the Chairperson shall not have a second or casting vote in addition to his original vote, and in the case of an equality of votes the vote shall be considered lost. A declaration by the Chairperson 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.

3.10 Protection of Directors and Officers

No Directors or officers of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency 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 money, 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 respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and willful act or through his own wrongful and willful neglect or default. The Corporation shall maintain at all times Directors' liability insurance to protect Directors and Officers from any of the aforementioned Acts, receipts, neglects or defaults. The sufficiency of such insurance to be determined by the Board from time to time.

3.11 Responsibility for Acts

The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

3.12 Others Present

Such others as the Board may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a director, to notice of, and personally or by his delegate to attend and to speak at, meetings of the Board, but shall not be entitled to vote thereat.

4.00 OFFICERS

4.01 Executive Officers

There shall be a President/Chairperson, Vice-President/Vice-Chairperson, Secretary and Treasurer elected by the Board from among their number and Past President/Chairperson.

4.02 President/Chairperson

The President/Chairperson shall, when present, preside at all meetings of the Board and members. The President/Chairperson shall supervise the affairs of the operation of the Corporation, sign all documents requiring his signature and have the other powers and duties from time to time prescribed by the Board or incident to his office.

4.03 Vice-President/Vice-Chairperson

During the President/Chairperson's absence or inability to act, his duties and powers may be exercised by the Vice-President/Vice-Chairperson. If the Vice-President/Vice-Chairperson exercises any of those duties or powers, the President/Chairperson's absence or inability to act shall be presumed with respect thereto. The Vice-President/Vice-Chairperson shall also perform the other duties from time to time prescribed by the Board or incident to his office.

4.04 Secretary

The Secretary shall be clerk of the Board and shall ensure that all board meeting facts and minutes are recorded. He shall give all notices required to be given to the Directors. He shall be custodian of the corporate seal of the Corporation and of all books, papers, records correspondence, and documents belonging to the Corporation and shall perform other duties from time to time prescribed by the Board or incident to his office.

4.05 Treasurer

The Treasurer shall ensure full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board. He shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefore and shall render to the Board, whenever required of him, an account of all his transactions as Treasurer and of the financial positions of the Corporation. He shall co-operate with the auditors of the Corporation during any audit of the accounts of the Corporation and perform the

other duties from time to time prescribed by the Board or incident to his office.

4.06 Executive Director

The Board may appoint an Executive Director who shall hold office at the pleasure of the Board. Subject to any duties or responsibilities imposed or any directions given from time to time, the Executive Director shall be the Chief Operating Officer of the Corporation responsible for all operations of the Corporation. While the Executive Directors shall attend board meetings at the pleasure of the Board, the Executive Director shall not be entitled to a vote at a meeting of the Board.

4.07 Other Officers and Honorary Chairperson

The Board may appoint other officers, including, without limitation, Honorary Officers or an Honorary Chairperson, and agents (and with titles as the Board may prescribe from time to time) as it considers necessary and all officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such officer or agent of the Corporation appointed by the Board according to the terms of the agreement between the Board and the officer or as the Board otherwise prescribes.

5.00 ELECTION OF THE BOARD

5.01 Interim and General Election and Terms

The Nominating Committee shall be responsible for bringing forward the slate of candidates in accordance with the above. An attempt should be made to fill director vacancies with consideration for broad industry representation. If there are more candidates than the number of Directors to be filled, the election shall be by ballot at the annual general meeting of members.

The Nominating Committee shall consist of the interim Board of Directors for the first annual meeting of the Corporation and shall consist of the Board of Directors for every annual meeting thereafter.

At the first annual general meeting after incorporation, the Directors shall be elected in accordance with the above. At such meeting, three (3) Directors shall be elected from the Members at large for a term of one (1) year , three (3) Directors shall be elected from Members at large for a term of two (2) years and three (3) Directors shall be elected from Members at large for a term of three (3) years.

At the next annual general meeting and thereafter, directors shall be elected from the Members at large for a three year term to replace Directors who are retiring.

5.02 Re-election

A Director, if otherwise qualified, is eligible for election for a maximum of six (6) consecutive years , regardless of the number of terms, and thereafter is not eligible for re-election until a period of twenty three (23) months has elapsed from the date of his retirement, except when a person holding the position of vice-chair or chair in the sixth year of their term, they shall be eligible for re-election for another three year term. (Revised April 2004)

5.03 Nominations

Candidates for the office of director shall include:

- .01** the slate of candidates for office proposed by the Nominating Committee;
- .02** the persons whose names are put in nomination by any member entitled to vote at the time before nominations are closed at the meeting of members at which the election of Directors is held.

5.04 Election Method

Where:

- .01** the number of candidates nominated is equal to the number of offices to be filled, the Secretary at the meeting shall cast a single ballot electing that number of candidates for the offices; and
- .02** the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot.

5.05 Forms

The Board may prescribe the form of nomination paper and the form of a ballot.

6.00 MEMBERSHIP

6.01 Membership in the Corporation shall consist of such persons as are admitted as members by the Board.

6.02 Classes

There shall be two or more classes of membership in the Corporation, and as defined by resolution passed by the Board of Directors:

- .01** Ordinary Members; and
- .02** Honorary Members.

6.03 Applications for Membership

Unless otherwise determined by the Board, an individual who has some association with the pork industry, who is committed to the objects of the Corporation and who pays membership fees to the Corporation annually, shall be admitted as an ordinary member of the Corporation, unless declined at the initiative of the applicant member himself or itself. The membership fee will be set and reviewed annually by the Board of Directors.

6.04 Honorary Members

From time to time, the Board may admit for life or lesser term without payment of any fees or assessment as an Honorary Member a person who, in the opinion of the Board has made an outstanding contribution to the development of the Corporation.

6.05 Voting Classes

No person who is not an ordinary member shall be entitled to vote in any proceedings of the Corporation.

6.06 Holding Office

No person who is not an Ordinary Member shall be qualified to hold office in the Corporation as a Director.

6.07 Transfer of Membership

Except for the transfer of membership from one class to another as otherwise provided in the by-laws of the Corporation, if at all, a membership in the Corporation is not transferable.

6.08 Revocation of Membership

Any member may be expelled from the Corporation for cause by a two-thirds (2/3) vote taken by ballot of the members present and eligible to vote at any annual or other general meeting of members.

6.09 Termination of Membership

- .01** if the person, in writing, resigns as a Member of the Corporation;
- .02** if the Member dies;
- .03** if a person is expelled from the Corporation pursuant to Section 6.08; or

.04 if a Member does not pay his or its dues as assessed.

6.10 Membership Dues

Membership dues, assessments and similar obligations (assessments) may be amended if authorized by:

.01 three-quarters (3/4) of the members of the Board present at a meeting

6.11 Liability of Members

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

6.12 Annual Meeting

The annual meeting of the members shall be held each year within Ontario, at a time, place and date determined by the Board, for the purpose of:

- .01 hearing and receiving the reports and statements required by the Corporation Act to be read at and laid before the Corporation at an annual meeting;
- .02 electing such Directors as are to be elected at such annual meeting;
- .03 appointing the auditor and fixing or authorizing the Board to fix his remuneration; and
- .04 the transaction of any other business properly brought before the meeting.

6.13 General Meeting

The Board may at any time call a general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A general meeting of members may also be called by the members as provided in the Corporation s Act.

6.14 Notice of Meetings

Notice of time, place and date of meetings or members and the general nature of the business to be transacted shall be given at least ten (10) days before the date of the meeting to each member (and in case of the annual meeting to the auditor of the Corporation) by sending by prepaid mail to the last address of the addressee shown on the Corporation's records.

6.15 Quorum

At any meeting of the general membership, ten (10%) percent or twenty members whichever is less, present in person constitute a quorum, and no business shall be transacted at any meeting unless the requisite quorum is present at commencement of such business.

PROVIDED HOWEVER that where:

- .01** less than 10% or less than twenty members are present in person one-half hour after the commencement time specified in the notice calling the meeting of members; and
- .02** the business transacted is limited to the selection of a Chairperson 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.

PROVIDED FURTHER that at the meeting at the date, time and place specified in the motion to adjourn referred to in subsection 6.15.02, numbers of persons present required for a quorum shall be divided by two.

6.16 Voting by Members

Unless otherwise required by the provisions of the Corporations Act or the by-laws of the Corporation, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast by members entitled to vote. In the case of an equality of votes, the Chairperson presiding at the meeting shall not have a second or casting vote and in the case of an equality of votes, the vote shall be considered lost.

6.17 Proxies

Every member entitled to vote at meetings of members may by means of a proxy appoint another member to represent him, to attend and act at the meeting in the manner, to extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the member entitled to vote or his attorney authorized in writing ceases to be valid one year from its date. Subject to the requirements of the Corporations Act, a proxy may be in such form as the Board from time to time prescribes or in such other form as the Chairperson of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.

6.18 Show of Hands

At all meetings every question shall be decided by a show of hands unless otherwise required by a

by-law of the Corporation or unless a secret ballot is requested by any member entitled to vote. Upon a show of hands, every member present in person, or proxy holder for a member entitled to vote, shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a secret ballot is requested, a declaration by the Chairperson that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion. Provision for voting by electronic mail may be made by the board.

6.19 President/Chairperson

In the absence of the President/Chairperson, or the Vice-President/Vice-Chairperson, the members entitled to vote present at any meeting of members, shall choose another director as President/Chairperson and if no Director is present or if all the Directors present decline to act as President/Chairperson, the members present shall choose one of their number to be President/Chairperson.

7.00 COMMITTEES

7.01 Standing Committee

There may be such Standing Committees and for such purposes as the Board may determine from time to time by resolution.

7.02 Combined and Inactive Committees

From time to time by resolution the Board may combine the work of two or more Standing Committees under such name as the Board shall select; and may permit any Standing Committee to be added or deemed to be inactive.

7.03 Ad Hoc Committees

There may be such Ad Hoc Committees and for such purposes as the Board or the Executive Committee (if any) may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated automatically upon:

- .01** the delivery of its reports;
- .02** the completion of its assigned tasks;
- .03** a change in the membership of the Board or Executive Committee by which it was constituted; or

- .04 a resolution to that effect of the Board or Executive Committee by which it was constituted;

whichever first occurs.

PROVIDED HOWEVER that, in the case of termination pursuant to subsection 7.03.03, the Board or the Executive Committee (as the case may be) may by resolution continue such Ad Hoc Committee.

8.00 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.

9.00 BANKING ARRANGEMENTS

9.01 The Treasurer and either the President/Chairperson or Vice-President/Vice-Chairman 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:

- .01 operate the Corporation's accounts with the banker;
- .02 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;
- .03 issue receipts for and orders relating to any property of the Corporation;
- .04 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto;
- .05 authorize any officer of the bank to do any act or thing on the Corporation's behalf to facilitate the banking business; and
- .06 to authorize conservative investments of the Corporation's assets.

10.00 BORROWING BY THE CORPORATION

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

- .01 borrow money on the credit of the Corporation;

- .02 issue, sell or pledge securities of the Corporation; or
- .03 charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertaking, 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.

10.02 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 therefor.

11.00 **FINANCIAL YEAR**

11.01 The financial year of the Corporation shall terminate on the 31st day of December in each year or such other date as the Board may from time to time by resolution determine.

12.00 **OBJECTS AND SPECIAL PROVISIONS**

12.01 The objects and special provisions of the Corporation shall be as those contained in the Letters Patent of OPIC.

13.00 **NOTICE**

13.01 **Computation of Time**

In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, excluded.

13.02 **Omissions and Errors**

The accidental omission to give notice of any meeting of the Board or of members or the non-receipt of any notice by any Director or member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any director, member or the auditor of the Corporation may at any time waive notice of any meeting and ratify and approve any or all proceedings taken thereat.

14.00 BY-LAWS AND AMENDMENTS, ETC.

14.01 Enactment

By-laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the Corporations Act.

15.00 EFFECTIVE DATE

15.01 This by-law shall come into force without further formality upon its enactment.

Passed by the members a meeting properly held and constituted the 13 day of April, 2010, all in accordance with the Corporations Act, as evidenced by the signature of the President/ Chairperson of the Corporation of the 13th day of April,

c/s
President/ Chairperson

Passed by the Directors of the Corporation at a meeting properly held and constituted the day of April 13, 2010 all in accordance with the Corporations Act, as evidenced by the President/ Chairperson of the Corporation this 13th day of April, 2010

c/s
President/ Chairperson