

Food Secure Canada  
Sécurité Alimentaire Canada  
(the "Association")  
BY-LAW NO. 1

Pursuant to the Canada Not-for-profit Corporations Act (S.C. 2009, c.23) and the continuance of the Corporation from the Canada Corporations Act (R.S.C. 1970, c. C-32) to the Canada Not-for-profit Corporations Act, this By-law No. 1, being a by-law relating generally to the conduct of the affairs of the Corporation, replaces all by-laws of the Corporation under the Canada Corporations Act. The Corporation is hereafter referred to as the "Association."

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SECTION 1 – GENERAL

1. Definitions

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

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

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

"Association" means Food Secure Canada, a corporation incorporated under the Canada Not-For-Profit Corporations Act S.C. 2009, c.23;

"Board" means the Board of Directors of the Association and "Director" means a member of the Board;

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

“consensus decision-making” means that each participant in the decision may either support, step aside, or (in cases where he/she believes the mission of the Association is at stake) block a motion; consensus exists when a majority support the motion and the remainder are neutral (standing aside);

"meeting of members" includes an annual meeting of members or a special meeting of members;

“membership” is defined in article 9 covering membership classes.

“network” refers to groups of organizations with a common interest, issue-based or geographic, coming together to share information, resources and to work on joint projects;

"Officer" means the Chair, the Vice-Chair, the Secretary, the Treasurer, the Executive Director and such other officers as may be determined by the Board in accordance with the provisions of Section 40 hereof.

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

"ordinary resolution" means a resolution, other than a special resolution, achieved through consensus, or failing consensus, passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Association that meets the requirements of section 163 (Member Proposals) of the Act;

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

“rules and procedures/policies” means the documents published as approved by the Board, in accordance with the by-laws, governing internal matters of the Association and subject to the provisions of the Act; and

"special resolution" means a resolution with respect to issues identified as requiring a special resolution as noted in section 197 of the Act and passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## 2. Interpretation

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

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

## 3. Corporate Seal

The seal of the Association shall be in such form as shall be prescribed by the Board of Directors of the Association.

## 4. Execution of Documents

All contracts, documents or any other instrument in writing requiring the signature of the Association shall be signed by any two officers, and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board may by resolution

appoint other senior staff to sign cheques and contracts for operations already approved by the Board of Directors. The seal of the Association, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid.

#### 5. Financial Year

The financial year of the Association shall end on a date to be determined by the Board of Directors.

#### 6. Borrowing Powers

The Directors of the Association may, without authorization of the members:

- a) borrow money on the credit of the Association;
- b) limit or increase the amount to be borrowed;
- c) give a guarantee on behalf of the Association to secure performance of an obligation of any person;
- d) issue debentures of other securities of the Association;
- e) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- f) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge, guarantee or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immoveable property of the Association, and the undertaking and rights of the Association.

The Directors may, by resolution, delegate the powers referred to in paragraph 6 herein to a director, a committee of directors or an officer.

#### 7. Annual Financial Statements

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

#### 8. Governance Policies

The Board may adopt, amend, or repeal by resolution such governance policies as not inconsistent with the by-laws of the Association relating to such matters as networks and caucuses, qualifications of Directors, terms of reference of committees, duties of officers, code of conduct of board members and conflict of interest, as well as procedural and other requirements relating to the by-laws, as the Board may deem appropriate from time to time. Any governance policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

### SECTION 2 - MEMBERSHIP

#### 9. Membership Classes and Conditions

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

Membership in the Association shall be available to individuals and organizations/ associations and social enterprises, businesses, or other such entities that are committed to the vision, mission and principles of the Association and who have applied for and been accepted into membership in the Association by resolution of the Board, or in such other manner as may be determined by the Board.

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

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

#### 10. Membership Transferability

A membership is not transferable.

Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this paragraph of the by-laws.

### SECTION 3 – MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

#### 11. Membership Dues

The membership dues shall be established by the Board of Directors from time to time, subject to the ratification of the members at the next annual general meeting.

#### 12. Termination of Membership

A membership in the Association is terminated when:

- a) the member organization/association is liquidated and dissolved;
- b) the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c) the member dies;
- d) the member's term of membership expires; or
- e) the Association is liquidated and dissolved under the Act.

Any member may withdraw from the Association by delivering to the Association a written resignation.

#### 13. Effect of Termination of Membership

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

#### 14. Discipline of Members

The Board shall have authority to expel any member from the Association for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or written policies of the Association;
- b) carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion;
- c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.

In the event that the Board determines that a member should be expelled or suspended from membership in the Association, the Chair of the Board shall provide to the member twenty (20) days' notice of suspension

or removal, and shall provide reasons for the proposed suspension or removal. The member may request an opportunity to appear before the Board by electronic means, or may make written submissions to the Chair of the Board in response to the notice received within such twenty (20) day period.

In the event that no appearance is requested or written submissions are received by the Chair of the Board, he/she may proceed to notify the member that the member is suspended or removed from membership in the Association.

In the event that the member appears before the Board or that written submissions are received in accordance with this Section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be made by a special resolution and shall be final and binding on the member, without any further right of appeal.

#### SECTION 4 – MEETINGS OF MEMBERS

##### 15. Notice of Members' Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

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

##### 16. Members Calling a Members' Meeting

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

##### 17. Proposals at Annual Members' Meetings

A member entitled to vote at an annual meeting of members may submit to the Association notice of any matter that the member proposes to raise at the meeting, referred to in this paragraph as a "proposal," within ninety (90) to one hundred and fifty (150) days before the anniversary of the previous annual meeting of members.

Subject to the regulations under the Act, any proposal may include nominations for the election of Directors if the proposal is signed by not less than five (5) percent of members entitled to vote at the meeting at which the proposal is to be presented.

##### 18. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented, unless otherwise provided by ordinary resolution of the members present at the meeting.

##### 19. Place and Date of Members' Meeting

The annual general meeting shall be held at any place in Canada as the Board of Directors may determine and on such day as they shall designate, which date shall be within fifteen (15) months of the last annual general meeting and not more than six (6) months following the end of the fiscal year of the Association.

At every annual meeting, in addition to any other business that may be transacted, the report of the Board and the financial statement shall be presented; the election of the Board of Directors shall be ratified; the report of the auditors shall be presented; and auditors shall be appointed for the ensuing year.

#### 20. Quorum at Members' Meetings

Quorum at any meeting of the members shall consist of a majority of the Executive of the Board of Directors of Food Secure Canada and the lesser of: (i) ten (10) percent of the members entitled to vote at the meeting, or (ii) twenty-five (25) members entitled to vote at the meeting.

#### 21. Votes to Govern at Members' Meetings

The Association uses a consensus decision-making model with respect to all matters except those requiring a special resolution under the Act. Each organizational and individual member shall have the right to exercise one vote. Each member may either support, step aside, or (in cases where the mission of the Association is at stake) block a motion. Blocking is not to be undertaken lightly; in cases where a clear majority of votes favour a proposal but no consensus has been reached, the chair of the meeting is obliged to make up to three (3) attempts to find consensus. If no consensus is achieved following those three (3) attempts, the measure shall pass if not less than three quarters (3/4) of the membership present and eligible to vote are in support. Voting at membership meetings shall be by a show of hands. In the event that members participate by electronic means (paragraph 22) or the meeting is held entirely by electronic means (paragraph 23) then voting shall be in accordance with requirements set out in the Act.

#### 22. Participation by Electronic Means at Members' Meetings

If the Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this paragraph who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

#### 23. Members' Meeting Held Entirely by Electronic Means

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

#### 24. Absentee Voting

There will be no absentee voting.

### SECTION 5 - DIRECTORS

#### 25. Number of Directors

The Board shall consist of between five (5) and eleven (11) Directors, as specified in the articles. The Board of Directors is authorized by the membership of the Association to, by resolution, fix the number of Directors of the Association and the number of Directors to be elected at annual meetings of the members as it deems necessary from time to time.

#### 26. Qualifications of Directors

Directors are required to be members of Food Secure Canada and to have a commitment to the Association's mission and vision.

Directors will have diverse expertise and backgrounds and may be required to have experience working in certain regions, with certain networks of individuals and organizations, or have other attributes as determined by the Board from time to time. To assist with the selection of a Board that reflects the diverse membership of the Association, guidelines to use in the nomination and election process may be reviewed by members of the Association at the Annual General Meeting each year.

Directors shall serve in an individual capacity only.

#### 27. Election of Directors

Members shall, by ordinary resolution at each annual meeting at which an election of Directors is required, elect Directors to hold office for terms of three (3) years or terms as proposed by the Board.

#### 28. Additional Appointments

The Directors may appoint one or more additional Directors who shall hold office for a term expiring not later than the date of the next annual general meeting of members, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of members.

#### 29. Term of Office of Directors

A person can serve as Director of the Association for a maximum of two consecutive terms of three (3) years each.

The Board of Directors will seek staggered term limits for Directors such that not more than fifty (50) percent of the Directors leave office at any one annual general meeting. This may include designation of the terms of certain positions open for election for a duration of one or two years instead of three years, in order to balance the level of experience among Directors.

#### 30. Remuneration

The members of the Board of Directors shall not receive any remuneration for their services, but expenses related to their attendance at meetings or conferences may be paid.

#### 31. Ceasing to Hold Office

A Director ceases to hold office when the director dies, resigns, is removed in accordance with paragraph 32, or becomes disqualified in accordance with s. 126 of the Act.

In the event that a Director should accept paid employment with the Association, he/she will step down from the office of Director for the duration of that paid employment.

### 32. Removal of Directors

The members of the Association may by ordinary resolution at a special meeting remove any Director or Directors from office by reason of the following:

- a) the Director misses three consecutive meetings of the Board of Directors without adequate reason for his or her inability to attend;
- b) the Director's membership in the Association is ended by expulsion pursuant to paragraph 14; or
- c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.

### 33. Vacancy in Office

A quorum of Directors may fill any vacancy among the Directors by appointment, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the articles or a failure to elect the number or minimum number of Directors provided for in the articles.

A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

### 34. Committees of the Board of Directors

The Board of Directors shall have the authority to appoint such standing or special committees as it may deem necessary and may establish ad hoc sub-committees or advisory groups from time to time to oversee or consult on matters relating to the Association.

### 35. Executive Committee

The Board shall appoint an Executive Committee composed of the Chair, the Vice-Chair, the Treasurer (if a Director), the Secretary (if a Director) and, if required, two (2) additional Directors. If either or both of the Secretary or Treasurer is not a Director, one or two additional Directors shall be appointed. The Executive Director and Secretary (if not a Director) and/or Treasurer (if not a Director) are entitled to receive notice of and attend meetings of the Executive Committee, except those meetings that are held in camera.

The Board may delegate to the Executive Committee any of the powers of the Board, except those powers which may not be delegated by the Board pursuant to subsection 138(2) of the Act.

A quorum shall be three (3) members of the Committee present in person or by telephonic, electronic or other communication facility that the Association has made available.

### 36. Nominating Committee

The Board shall appoint a nominating committee and may, by governance policies, set out terms of reference and process for this committee. The nominating committee shall coordinate the nomination process for Directors to be proposed for election at the annual meeting.

## SECTION 6 – MEETINGS OF DIRECTORS

### 37. Calling of Meetings of the Board of Directors

The Board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular



meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

A Board of Directors' meeting may also be formally called by the Chair or Vice-Chair or on the direction, in writing, of two (2) Directors.

The Chair may decide to hold an in-camera meeting of the Board, with only members of the Board of Directors present.

#### 38. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in paragraph 15 on giving notice of meeting of members of this by-law to every Director of the Association not less than seven (7) days before the time when the meeting is to be held. No formal notice of any meeting shall be necessary if all the Directors are present or if those who will be unable to attend have signified their consent to the meeting being held in their absence.

No error or omission in giving notice for a meeting of Directors shall invalidate or make void any proceedings taken or had at such meeting, and any Director may at any time waive notice of such meetings and may ratify and approve any or all proceedings.

Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

#### 39. Votes to Govern at Meetings of the Board of Directors

Fifty (50) percent of the members of the Board of Directors, including 50% of Executive members, shall constitute a quorum.

The Board of Directors uses a consensus decision-making model. Each Director shall have the right to exercise one vote. Each Director may either support, step aside, or (in cases where the mission of the Association is at stake) block a motion. Blocking is not to be undertaken lightly; in cases where a clear majority of votes favour a proposal but no consensus has been reached, the chair of the meeting shall call for further discussion to resolve the contradiction and may, after three (3) attempts at resolution, call for the question to be decided by a majority of not less than three quarters (3/4) of the votes of those present.

### SECTION 7 – OFFICERS

#### 40. Appointment of Officers

The Board may designate the offices of the Association, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Association. A Director may be appointed to any office of the Association. An officer may, but need not be, a Director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

#### 41. Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Association, if designated and if officers are appointed, shall have the following duties and powers associated with the positions:

- a) The Chair shall convene and preside at all meetings of the Association and the Board of Directors. It is the responsibility of the Chair to see that all orders and resolutions of the Board are carried out.
- b) The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be imposed upon her/him by the Board.
- c) The Treasurer shall oversee the custody of the funds and securities of the Association and ensure that full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association are kept. She/he shall ensure the financial health of the organization and respect for the Financial Policies of the association and also perform such other duties as may from time to time be directed by the Board of Directors.
- d) The Secretary shall attend all meetings and act as clerk thereof and shall ensure accurate record keeping of all proceedings by the Executive Director or other person as decided by the Board of Directors.
- e) The Executive Director as appointed by the Board shall have full power to manage and direct the business and affairs of the Association, subject to the direction and authority of the Board. The Executive Director shall implement the decisions of the Board of Directors. The Executive Director shall give to Directors all information they may reasonably require regarding the affairs of the Association. The Executive Director shall be accountable to the Board of Directors, attend meetings of the Board when asked, and perform all duties and responsibilities assigned to him or her by the Board of Directors, including acting as primary spokesperson for the Association.
- f) The duties of all other officers of the Association shall be such as the terms of their engagement call for or the Board of Directors requires of them.

#### 42. Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Association. Unless so removed, an officer shall hold office until the earlier of:

- a) the officer's successor being appointed;
- b) the officer's resignation;
- c) the officer ceasing to be a director (if a necessary qualification of appointment); or
- d) the officer's death.

If any office of the Association shall be or become vacant, the Board may, by resolution, appoint a person to fill such vacancy.

### SECTION 8 - DISPUTE RESOLUTION

#### 43. Mediation and Arbitration

Unless otherwise required by the provisions of the Act, disputes or controversies among members, directors, officers, committee members, or volunteers of the Association must be resolved in accordance with mediation and/or arbitration procedures set out in the Association's Dispute Resolution policy.

### SECTION 9 - BY-LAWS AND EFFECTIVE DATE

#### 44. By-laws and Effective Date

Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Association. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

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

CERTIFIED to be By-Law of the Association, as approved by the members of the Association by special resolution on the day of 27 November, 2013, and to be effective on the date that the Association continues under the Canada Not- for-Profit Corporations Act.

DATED as of the 27th day of November, 2013.