

**The Agribition Community Foundation Inc.
(the "Corporation")**

By-Laws

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

1. **Definitions**

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

"Act" means the *Non-profit Corporations Act, 2022*, S.S. 2022, c.25 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation.

"Board" means the board of directors of the Corporation and "director" means a member of the board.

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

"Corporation" means The Agribition Community Foundation Inc.

"CWAA" means Canadian Western Agribition Association.

"Meeting of Members" includes an annual meeting of members or a special meeting of members.

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

"Proposal" means a proposal submitted by a member of the Corporation.

"Regulations" means the regulations made under the Act.

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

2. **Mission Statement**

To effectively administer the funds entrusted to the Corporation, ensuring funds are both raised and disbursed for the betterment and growth of the youth education, communities and organizations that contribute to the future of agriculture research in Canada.

3. **Mandate**

To award scholarship and bursary assistance by providing an effective application system and fair and equitable adjudication and selection process for applicants wishing to pursue furthering education, development of charitable community projects, research, and other charitable organizations.

To determine successful applicants for scholarships and bursaries from the selected qualified applicants to be awarded at least annually.

To ensure funds for the successful applicants are paid to a qualifying institution that they will attend.

To ensure the Corporation is adequately funded by raising funds directly through donations, bequests, and grants.

To generate funds through various fund-raising activities consistent with the core values of the Corporation and in compliance with any regulatory bodies which require approval.

4. **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.

5. **Execution of Documents**

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the way and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy thereof.

6. **Financial Year End**

The financial year end of the Corporation shall be January 31 of each year.

7. **Head Office**

The Head Office of the Corporation shall be in the City of Regina, Saskatchewan.

8. **Banking Arrangements**

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

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

9. **Borrowing Powers**

Directors of the Corporation may not borrow from the Corporation under any circumstance.

At no time shall the Corporation have the ability to borrow funds or pledge or mortgage its corporate assets.

10. **Annual Financial Statements**

The Corporation will prepare a financial statement on a review basis or as required by law, prepared by a Chartered Professional Accountant. The Corporation may, instead of sending copies of the annual financial statements and other documents to the members, publish a notice to its members stating that the annual financial statements and documents are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

11. **Membership Conditions**

- a. The members of the Corporation shall be the members on record that have met the conditions of the Canadian Western Agribition Association Membership.
- b. There shall be no membership fees or dues for membership in the Corporation, however one must be a member of CWAA, unless otherwise directed by this board.
- c. Associate Member: Any person, agency, education institution, foundation, society, or corporation that is not eligible for regular membership may be admitted as an associate member of the Corporation from time to time by ordinary resolution of the board of directors upon application for membership and payment of a membership fee, if any. The associate members of the Corporation shall be entitled to receive notice of and attend any meeting of the members. Except as provided in the Act, associate members shall not be entitled to vote at any meeting of the members, nor to elect any directors of the Corporation.
- d. Honorary Member: Any person, agency, educational institution, foundation, society, or corporation may be admitted as an honorary member of the Corporation from time to time by ordinary resolution of the board of directors. The honorary members of the Corporation shall be entitled to receive notice of and attend any meeting of the members. Except as provided in the Act, honorary members shall not be entitled to vote at any meeting of the members, or to elect any directors of the Corporation.

12. **Notice of Annual General 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, no later than 21 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.

13. Termination of Membership

A membership in the Corporation is terminated when:

- a. The member dies or resigns;
- b. The member is expelled, or their membership is otherwise terminated in accordance with the articles or bylaws;
- c. The member's term of membership expires; or
- d. The Corporation is liquidated and dissolved under the Act.

14. Effect of Termination of Membership

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

15. Discipline of Members

The board, by a vote of no fewer than two-thirds (2/3) of the directors, shall have the authority to suspend or expel any member from the Corporation for cause defined as conduct that is illegal, breaches of these bylaws, or is criminal in nature. The member shall be entitled to a hearing before the board prior to decision.

16. Director's Election

- a. The inaugural board is composed of members which are selected by a selection committee and those board members shall retain their seats from commencement of the Corporation, which is hereinafter recorded to be August 10, 2021 and shall not expire until the Call to order of the 3rd Annual AGM
- b. At the 3rd Annual Meeting, following establishment of the Corporation all inaugural board members shall resign their seat and must be nominated to run for one of the following term lengths.
 - i. Up to two (2) board seats shall be two (2) year in length.
 - ii. Up to two (2) board seats shall be of (3) years in length.
 - iii. The balance of the board shall be for 1 year term in length.
 - iv. The Vice President of CWA has protected seat and shall always make up one of the board. There is no expiry for this seat unless an amendment is brought forth to the membership base for ratification and change to the constitution is made.

- v. The Board may nominate a slate of Directors with appropriate terms. Members may submit additional names for election at the Annual General Meeting. The slate may be submitted for election and if approved, voting as per subsection 3 shall not be required.

c. **Voting, if required**

- i. Voting for open seats shall be done by secret ballot of the membership group.
- ii. A ballot counter shall be appointed by vote of the membership, and the results shall be considered final upon delivery by the ballot counter.
- iii. The highest 2 candidates based on the number of votes shall receive an open seat.
- iv. The membership and voting base shall be hereinafter declared as the members in good standing of CWA as approved by the CWA Board of Directors.
- v. Each member or delegate of an organization may only receive one (1) vote.
- vi. Membership votes the appropriate candidates from the field when inputting the selection on their ballot.
- vii. The chair of the Corporation at the commencement of the AGM shall have a secret deciding vote which will only be opened by the ballot counter in the event of a tie.
- viii. The ballot counter shall only reveal the winner and not the number of votes for each candidate. The deciding vote shall be included in the count as necessary but remain confidential.

d. **Chairperson**

- i. Following election of the board, a meeting shall be called by the Vice-President of CWAA to determine the chairperson of the Board of Directors.
- ii. Majority of votes in an open ballot shall be elected the Chairperson, with the CWA Vice-President casting the deciding vote. In event that an agreement cannot be reached by voting, a revote will be cast until a chairperson can be named.

e. **Withdrawal or Removal**

- i. Any Board of Director may withdraw from the board by delivering to the corporation a written resignation and lodging a copy of the same to the CEO.
- ii. Any Board of Director may be removed from the board without cause by a majority vote of all directors then in office.
- iii. Upon removal of an individual from the board, subsection 6 shall apply.

- f. Board members shall be selected by a nominations committee, which shall be struck by the board, when a board seat becomes vacant due to resignation, death, removal from the board for any other purpose. The board will ratify the nomination committee's recommendation if the recommended person(s) can be considered duly qualified and can demonstrate attributes consistent with fulfilling the mandate of the Corporation. Such director shall hold office until the next annual meeting.

17. Place of Members' Meeting

Meetings of the members may be held at any place within Canada determined by the board.

18. Persons Entitled to be Present at Members' Meetings

Members, directors, staff members, those considered essential to conducting the business, and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting. A quorum for purposes of a members meeting shall be those in attendance. Staff may not vote.

19. Votes to Govern at Members' Meetings

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

20. Participation by Electronic Means at Members' Meetings

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

21. Number of Directors

The minimum number of directors may not be greater than nine (9), nor fewer than five (5), at least four (4) of whom are not officers or employees of the Corporation. The Vice-President of Canadian Western Agribition Association shall have an automatic voting seat on the board of the Corporation and be considered as one of the directors as per

bylaw 16.

Any Board of Director may withdraw from the corporation by delivering to the corporation a written resignation and lodging a copy of the same to the CEO.

22. Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator.

23. Notice of Meeting of Board of Directors

Notice of a meeting shall not be necessary if all the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

24. Vacancy in Office

The board may remove, whether for cause or without cause, any officer of the Corporation. 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. Such officer ceasing to be a director (if a necessary qualification of appointment);
or
- d. Such officer's death.

25. Voting at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

26. Committees of the Board of Directors

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

27. Appointment of Officers

The board may designate the officers of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any

office of the Corporation. 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.

28. **Invalidity of Provisions of this By-law**

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions.

29. **Omissions and Errors**

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

30. **Policies**

The board may from time to time, as it deems necessary and appropriate, establish policies relating to dispute resolution (mediation and arbitration), privacy, codes of conduct, discipline procedures, donations, fundraising, and general management operations and to amend or repeal such policies as circumstances arise.

31. **By-laws and Effective Date**

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

32. **Fund Investment**

The Board of Directors shall have the power to invest funds of the Association in such manner and in such investments as from time to time seems advisable to it, if and so long as the investment is one which is authorized by *The Trustee Act 2009*, S.S. 2009, c. T-23.01, and amendments thereto for the investment of trust moneys.

33. **Dissolution and Winding-Up**

In the event of dissolution or winding-up of the Corporation, all of its remaining assets after payment of liabilities, shall be distributed to one or more eligible donees as described in section 188(1.3) of the Income Tax Act (Canada), as amended, as determined by the Board of Directors in their discretion.