

BY-LAW 2024-1

A by-law relating to the transaction of the affairs of SOUTHWESTERN ONTARIO GLEANERS ORGANIZATION

Section 1: General

1.01 Definitions

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

- a. "Act" means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Articles" means the letters patent, dated the 4th day of May, 2012, incorporating the Southwestern Ontario Gleaners Organization, as from time to time amended and supplemented by supplementary articles;
- c. "Board" means the board of directors of the Corporation;
- d. "By-laws" means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- e. "Chair" means the Chair of the Board;
- f. "Corporation" means the corporation known as Southwestern Ontario Gleaners Organization that has passed these by-laws under the Act;
- g. "Director" means an individual occupying the position of director of the Corporation by whatever name they are called;
- h. "Member" means a member of the Corporation;
- i. "Members" means the collective membership of the Corporation; and
- j. "Officer" means an individual appointed by the Board as an officer of the Corporation.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders. Words importing persons may include individuals, corporations, partnerships, trusts, and unincorporated organizations.

1.03 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 shall prevail.

1.04 Corporate Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.05 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. 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. Any person authorized to sign any document may affix the corporate seal, if

any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.06 Repeal

All previous by-laws of the Corporation are repealed as of the coming into force of this By-law. Such repeal shall not affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles or predecessor charter documents of the Corporation obtained pursuant to, any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Members or the Board or a committee of the Board with continuing effect passed under any repealed by-law shall continue in full force and effect except to the extent inconsistent with this By-law and until amended or repealed.

Section 2: Directors

2.01 Election and Term

The Directors shall be elected by the Members at the annual meeting. Newly elected Directors shall be elected for terms of no more than three years. There is no limit to the number of terms served.

2.02 Vacancies

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b. if the Director dies or becomes bankrupt;
- c. if the Director is found to be incapable by a court or incapable of managing property under Ontario law;
- d. if the Director becomes an ineligible individual under the *Income Tax Act* (Canada); or
- e. if, at a meeting of the Members, the Members by ordinary resolution remove the Director before the expiration of the Director's term of office.

2.03 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- a. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- b. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the Articles, 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 or if there are no Directors in office, the meeting may be called by any Member; and
- c. a quorum of Directors may fill a vacancy among the Directors.

2.04 Committees

Committees may be established by the Board as follows:

- a. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated;
- b. Whenever the Board consists of more than six Directors, the Board may elect from its number an executive committee consisting of not less than three Directors, which committee shall have power to fix its quorum at

not less than a majority of the executive committee and may exercise all the powers of the Board, subject to any regulations imposed from time to time by the Board and the limitations on delegation set out in the Act;

c. 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.

2.05 Remuneration of Directors

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

2.06 Director Eligibility

The following persons are disqualified from being a Director:

- a. A person who is not an individual.
- b. A person who is under 18 years old.
- c. A person who has been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act*, as amended or re-enacted from time to time, to be incapable of managing property.
- d. A person who has been found to be incapable by any court in Canada or elsewhere.
- e. A person who has the status of bankrupt.
- f. A person who is an ineligible individual under the *Income Tax Act* (Canada).

Section 3: Board Meetings

3.01 Calling of Meetings

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

3.02 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.

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven 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.

3.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Vice-Chair shall act as chair. In the absence of both the Chair and Vice-Chair, the Directors present shall choose one of their number to act as the chair of the meeting.

3.05 Voting

Questions arising at any Board meeting shall be decided by a majority of votes. Each Director has one vote. In case of an equality of votes, the Chair shall not have a second or casting vote and the motion shall be defeated.

3.06 Participation by Telephone or Other Communications Facilities

If a majority of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit 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.

Section 4: Financial

4.01 Banking

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

4.02 Financial Year

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

Section 5: Officers

5.01 Officers

The Board shall appoint from among the Directors a Chair and may appoint any other person to be Vice-Chair, President, Vice-President, Treasurer and Secretary at its first meeting following the annual meeting of the Corporation. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The office of Chair and President may also 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. The Officers so appointed may but need not be Directors and one person may hold more than one office, save that the Chair/President may not hold the office of Secretary.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed;
- b. the Officer's resignation; or
- c. such Officer's death.

5.03 Duties

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

5.04 Duties of the Chair

The Chair/Vice-Chair shall perform the duties described in sections 3.04 and 9.06 and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the President

The President/Vice-President provides leadership to the Board, ensures the integrity of the Board's process, and represents the Board to outside parties. The President shall perform duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the Treasurer

The Treasurer shall perform duties as may be required by law or as the Board may determine from time to time.

5.07 Duties of the Secretary

The Secretary shall perform duties as may be required by law or as the Board may determine from time to time.

Section 6: Protection of Directors and Others

6.01 Limitations of Liability

No Director, Officer or committee member of the Corporation is 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:

- a. complied with the Act and the Corporation's Articles and By-laws; and
- b. exercised their powers and discharged their duties in accordance with the Act.

Section 7: Conflict of Interest

7.01 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material 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 during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

7.02 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

8.01 Members

Membership in the Corporation shall consist of persons interested in furthering the Corporation's purposes and who have completed a membership form, paid an annual fee in an amount and at such time as determined by the Board from time to time, and been accepted into Membership in the Corporation by resolution of the Board.

8.02 Membership

A Membership in the Corporation is not transferable and automatically terminates if the Member resigns in writing or such Membership is otherwise terminated in accordance with the Act or By-laws.

8.03 Disciplinary Act or Termination of Membership for Cause

- a. Upon 30 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.
- b. 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 30-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

9.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations 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:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

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.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

9.03 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, each Director 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 and state the text of any special resolution to be submitted to the meeting.

9.04 Quorum

A majority of Members who are also Directors shall constitute a quorum at any meeting of the Members. 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.

9.05 Proxy Voting

Subject to the Act, at any meeting of Members, a proxy duly and sufficiently appointed by a Member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing them, the same voting rights that the appointing Member would be entitled to exercise if present at the meeting. A proxy need not be a Member. Each Member, whether an individual or a corporation, may only appoint a single proxy. An instrument appointing a proxy shall be in writing and signed by the Member or the Member's attorney or, if the appointer is a corporation, by an officer or attorney of the corporation duly authorized. An instrument appointing a proxy shall be acted on only if 48 hours (excluding Saturdays and holidays) prior to the meeting, or such shorter time as may be fixed by resolution of the Board and specified in the notice calling the meeting, it is deposited with the secretary of the Corporation or of the meeting or as may be directed in the notice calling the meeting.

9.06 Chair of Meeting

The Chair shall preside at Members' meetings. In the absence of the Chair, the Vice-Chair shall act as chair. In the absence of both the Chair and Vice-Chair, the Directors present shall choose one of their number to act as the chair of the meeting 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.

9.07 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:

- a. each Member shall be entitled to one vote at any meeting;
- b. 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;
- c. an abstention shall not be considered a vote cast;
- d. 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;
- e. 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
- f. 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.

9.08 Adjournment

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 or 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.

9.09 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. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10: Notices

10.1 Services

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 of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, 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.

Section 11: Adoption and Amendment of By-Laws

11.01 Amendments to By-laws

The Board may from time to time in accordance with the Act amend or repeal and replace this By-law, subject to the confirmation of the Members at the next meeting of the Members.

Enacted this 6th day of April, 2024.

Chair

Secretary