

B.C. TURKEY ASSOCIATION

SCHEDULE 'B' – BY-LAWS

1) TERMS OF ADMISSION OF MEMBERS AND THEIR RIGHTS AND OBLIGATIONS:

- a) **Members Terms of Admission:** All persons, firms or corporations presently registered by the British Columbia Turkey Marketing Board to produce turkeys or turkey hatching eggs in British Columbia
- b) **Member powers:**
- i) An active member may hold any office.
 - ii) An active member may sit on any committee.
 - iii) An active member has the right to vote, so long as they are in good standing within the meaning of these bylaws.
 - iv) An active member has full privileges, rights and liabilities of a member in the Society.
- c) **Members Obligations:**
- i) To meet the expenses of this Society and the carrying out of its objectives and Purposes,
 - (1) The Society may rent the facilities it owns. If the Society does rent such facilities, it shall rent firstly to the BC Turkey Marketing Board and failing that to another renter.
 - (2) Each member shall pay to the Society such special assessments as the Directors may from time to time determine, and which are passed as a Special Resolution.

2) CONDITIONS OF WITHDRAWALS OF MEMBERS AND MANNER, IF ANY, IN WHICH A MEMBER MAY BE EXPELLED:

- a) It is a condition of membership, that all Active Members be listed on the BC Turkey Marketing Board's Register of Growers. If any Active Member, for any reason has been removed from the BC Turkey Marketing Board's Register of Growers, the Active Member's membership shall terminate.
- b) If a member makes default in payment of any money due the Society and continues in default for a period of thirty (30) days after notice of such default has been mailed to his address, the Secretary-Treasurer of the Society shall thereupon notify such member, in writing, of the default and the potential discipline that may result from such default. Unless all arrears shall be paid at the expiration of fifteen (15) days from the mailing of such last-mentioned notice, his or her name shall be brought before the next meeting of the directors for action and if the Directors by a two-third's vote shall so determine, such member may be suspended from membership until all arrears have been paid.

- c) Any member of the Society may be suspended or expelled for violation of any By-Law or Regulation of the Society, by Resolution of the Directors by a two-thirds vote of the members of the Board. The Secretary-Treasurer shall mail to the member complained of a Notice of the time and place of the meeting of the Directors at which the complaint is to be considered, a summary of the complaint and the proposed discipline which may result from the complaint. The member so complained of shall be entitled to be heard at such meeting. A complaint relative to any member under this clause may be made in writing by any two members of the Society.
- d) Any suspended member shall no longer be a member in good standing and shall not, during the period of such suspension, be entitled to vote at any meeting of the Society or Board of Directors, is not deemed to be a voting member for purposes of a requisition of voting members, shall not be entitled to participate in any of the benefits of the Society and shall not be eligible to be elected a Director or Officer for the period of suspension. If a suspended member is an officer or on the Board of Directors he or she shall cease to be so during the period of suspension, provided however, that nothing in this section shall release any member from any liability associated with their duties.
- e) Any member suspended or expelled under Clause 2[c] shall have a right of appeal to a General Meeting of the Society, and the Secretary-Treasurer, upon receipt of a written request from such member shall call a meeting of the Society to be held within fifteen (15) days after receipt of such request for the purpose of dealing with same.

3) MODE AND TIME OF CALLING GENERAL AND SPECIAL MEETINGS OF THE SOCIETY AND NUMBER CONSTITUTING A QUORUM OF ANY SUCH MEETING AND RIGHTS OF VOTING:

- a) The Annual General Meeting of the Society shall be held at a place to be determined by the directors on a date not later than the 31st day of March of each calendar year, and should be held on the same day and at the same place as the Annual General Meeting of the BC Turkey Marketing Board. The Annual General Meeting may be deemed to have been held if all voting members in good standing consent, in writing, to a resolution deeming the Annual General Meeting to have been held in compliance with section 72 of the *Societies Act*.
- b) Special General Meetings of the Society may be held at any time on the call of the President or Vice-President or shall be called by the Secretary-Treasurer on a requisition signed by 10% of voting members in good standing, of the Society.
 - i) A requisition for a Special General Meeting must:
 - (1) contain the names and signatures of the voting members seeking the requisition;
 - (2) must state in 200 words or less the business to be considered at the meeting; and
 - (3) be delivered to the delivery address or mailed by registered mail to the mailing address of the Society, to the attention of the Secretary-Treasurer.

- ii) After the requisition is received, notice will be sent to members, including the text received concerning the business to be considered at the general meeting.
- iii) The general meeting shall be called not more than fifteen (15) days from the date of receipt.
- c) Notice of all general meetings of the Society shall be mailed by the Secretary-Treasurer at least seven days before the date of the meeting so called.
- d) Quorum will be constituted as follows:
 - i) Ten (10) voting members in good standing, or proxies of such members, shall constitute a quorum at any Annual General Meeting of the Society.
 - ii) Three (3) voting members in good standing or proxies of such members shall constitute quorum at any General Meeting of the Society.
- e) Each Member in good standing shall be entitled to one vote upon any resolution;
- f) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is before or on the declaration of the result of the show of hands, demanded by at least one member entitled to a vote – and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost, shall determine the result of the vote, and an entry to that effect in the book of the proceedings of the Society shall be conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of or against the resolution. Votes at any General Meeting may be given in person or by proxy duly authorized in writing. The Proxy holder must be a member of the Society.
- g) If a poll be duly demanded it shall be forthwith taken at the same meeting and shall be taken in such manner as the Chairman of the Meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- h) On a poll each member shall have one vote.

4) APPOINTMENT AND REMOVAL OF DIRECTORS AND OTHER OFFICERS AND THEIR DUTIES, POWERS AND REMUNERATIONS:

- a) The officers of the Society shall consist of President, a Vice-President and a Secretary-Treasurer; the President and Vice-President shall be elected from the Directors and the Secretary-Treasurer who may be a Director or a non-Director and shall be appointed at the first Directors' meeting following the Annual Meeting. Each officer shall hold office for one year unless removed under Section 4[f] or ceasing to be a member of the Society. The Directors may appoint such Committees as it may consider advisable.

- b)** There shall be a Board of Directors consisting of up to six members, but no less than three members. Each Director's term shall expire at the close of two calendar years from the date of the director's election or appointment. The terms of directors shall be staggered so as to provide continuity. Directors will be elected by and from Active Members.
- c)** Any casual vacancy occurring in the Board of Directors may be filled by the directors by appointment. Any person appointed to fill a casual vacancy shall hold office for the unexpired portion of the term created by the casual vacancy.
- d)** A director whose term has expired, or whom has resigned may be eligible for re-election.
- e)** The President and Vice-President shall be ex-officio members of all committees.
- f)** Any Officer or member of the Board of Directors may be removed for misconduct or for neglect of duty at any Annual General Meeting or Special General Meeting called for that purpose, by a two-thirds vote of the members present. All complaints must be reduced to writing and delivered to the Secretary-Treasurer, who shall mail to the person complained of at his last known address, a notice of said meeting and the purpose of the complaint, at least seven (7) days before the date of such meeting and such person shall be entitled to be heard at such meeting.
- g)** The President shall preside at all meetings of the Society and of the Board of Directors and shall perform such other duties as are herein provided.
- h)** The Vice-President shall, in the absence of the President, preside at all meetings of the Society and of the Board of Directors. In the absence of the President and Vice-President, a Chairman shall be elected from the Board of Directors.
- i)** The Directors shall lay before the members at the Annual General Meeting of the Society, a balance sheet and statement of revenue and expenditures made up the 31st day of December immediately preceding said Annual General Meeting. The balance sheet shall be accompanied by a report of the Auditors and by a report of the President on behalf of the Directors as to the state of the financial affairs of the Society, and the budget for the Society's operations for the following year.
- j)** The Secretary-Treasurer shall be responsible for all correspondence, the checking of accounts, collection of information and statistics in connection with the work of the Society and shall perform such other duties as the Directors may require. The remuneration of the Secretary-Treasurer shall be fixed by the Board of Directors.
- k)** The Secretary-Treasurer shall have charge of the collection of all dues, assessments and money for and on account of the Society and shall deposit all money so collected in a

chartered bank approved by a resolution of the Board of Directors. He shall see that an accurate record is kept of all money received and disbursed by the Society, and of the assets and liabilities of the Society, and full statements thereof duly audited by the Auditor of the Society shall be presented at the Annual General Meeting of the Society.

- l) The funds of the society shall be in the custody of the Secretary-Treasurer, and all cheques, notes and orders for the payment of money shall be signed by one Director and the Secretary-Treasurer, or in the absence of the Secretary-Treasurer, by such other person as the Directors may appoint. All commitments of a special nature must be authorized by the Board of Directors.
- m) Three Directors shall constitute a quorum at any meeting of the Board of Directors. A director's resolution may be passed without a meeting of directors provided at least three of the directors' consent to the resolution in writing.
- n) Meetings of the Board of Directors may be called at any time by the President, Vice-President or Secretary-Treasurer, or by any four Directors, and the Directors may regulate the calling of all proceedings at their meetings as they see fit.
- o) Funds of the Society may be used for the purposes of:
 - i) Reimbursing the Officers, Directors and Committee Members for reasonable travelling and other expenses as approved from time to time at Directors' Meetings.
 - ii) Directors, Officers, and Committee Members may be remunerated by the Society for holding the position of a Director or Officer. The amount of such remuneration will be determined from time to time by membership at Annual General Meetings of the Society.

5) POWERS OF DIRECTORS:

- a) In addition to all other powers conferred by law, the Board of Directors shall have the power:
 - i) To make arrangements with similar societies, associations or corporations within and without the Province of British Columbia, for the interchange of information relative to the raising, improving and sales of turkeys or for promoting the welfare of the Society's members.
 - ii) To watch over and protect the interest of the Society in relation to the objects of the Society.
 - iii) To take up, on behalf of any member, any legal or other proceedings involving any matter of common interest to the Society as a whole.
 - iv) To provide ways and means of raising the necessary money to pay and defray expenses incurred in carrying out the objectives of the Society, and to make in

accordance with the By-Laws, assessments on the members of the Society in such amounts and at such times as the Directors may determine, such assessments when made to constitute a debt due to the Society by the respective members.

- v) To apply for and obtain trademarks and other registrations.
- vi) To enter into contracts or agreements with any person, partnership, society or company, whether a member of this Society or company or not, in relation to the objects of the Society; all such contracts to be signed by the President or Vice-President and the Secretary-Treasurer, with the seal of the Society affixed thereon.
- vii) To acquire and own real estate.
- viii) To raise, borrow or secure the payment of any sum of money for the purpose of the Society, subject to Section (10) of compliance with the *Societies Act* of British Columbia, as amended from time to time.

6) AUDIT OF ACCOUNTS AND ELECTION OF AUDITORS:

- a) At each annual general meeting of the Society, an auditor or person to conduct a review engagement shall be appointed by ordinary resolution and shall hold office until the next Annual General Meeting.
- b) The Directors may fill any casual vacancy in the office of Auditor or person to conduct a review engagement, where such vacancy is created by means other than by ordinary resolution passed at a general meeting called for that purpose. Where an Auditor or person to conduct a review engagement is removed by ordinary resolution at a general meeting, an auditor or person to conduct a review engagement will be appointed by Ordinary Resolution passed at the same general meeting and shall serve as Auditor or person to conduct a review engagement for the remainder of the term created by the casual vacancy.
- c) The remuneration of the Auditor shall be fixed by the Directors.

7) CUSTODY AND USE OF THE SEAL OF THE SOCIETY:

- a) The seal of the Society shall remain in the custody of the Secretary-Treasurer and shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least one Director and the Secretary-Treasurer, or other persons appointed by the Board for such purpose; and a Director and the Secretary-Treasurer or such other persons shall attest by their signatures every instrument to which the Seal of the Society is so affixed in their presence.

8) MANNER OF ALTERING BY-LAWS:

- a) These By-Laws may be altered, amended, added to, changed or repealed in whole or in part and new By-Laws adopted in lieu of all or any thereof at any regular or special General Meeting of the Society, by Special Resolution provided it is stated in the notice calling such meeting that amendments of the By-Laws will be proposed and a copy of the proposed amendment or amendments or the substance thereof be incorporated in or accompany the notice of the meeting.

9) PREPARATION AND CUSTODY OF MINUTES OR PROCEEDINGS OF MEETING OF THE SOCIETY AND OF THE DIRECTORS AND OTHER BOOKS AND RECORDS OF THE SOCIETY:

- a) The Secretary-Treasurer shall cause Minutes of all proceedings of general meetings, Directors' meetings and meetings of Committees to be extended entered in the books kept for that purpose.
- b) The Minute Book and books of accounts shall be kept at the registered office of the Society, or at such other place as the Directors prescribe, and shall always be open to inspection by the members during business hours.

10) MEMBERSHIP IN OTHER SOCIETIES OR ASSOCIATIONS:

- a) The Society may subscribe to become a member of or co-operate with any other Society or Association or Corporation within or without British Columbia, whether incorporated or not, whose objects are in whole or in part similar to the objects of this Society.

11) NOTICES:

- a) The Secretary-Treasurer shall keep a register in which shall be entered the names and addresses of all members and any change in such addresses and any notice required to be given to any member may be validly given by prepaid letter addressed and mailed to the member at his address appearing in such Register and shall be deemed to be received at the expiration of five (5) days from the time at which such Notice is mailed.

12) REGISTERED OFFICE:

- a) The registered office of the Society shall be Suite 106, 19329 Enterprise Way, in the City of Surrey, Province of British Columbia.

13) RESOLUTIONS:

- a) For the purposes of these Bylaws:
 - i) An Ordinary Resolution is a resolution passed by simple majority of votes cast.
 - ii) A Special Resolution is a resolution passed by $\frac{3}{4}$ of votes cast.

14) CONFLICT WITH THE *SOCIETIES ACT*:

- a) The definitions in the *Societies Act* of British Columbia, as amended from time to time, except as otherwise defined within these Bylaws, apply to these Bylaws.
- b) If there is a conflict between these Bylaws and the *Societies Act*, or the regulations under the *Societies Act*, the *Societies Act* or the regulations, as the case may be, prevail.

15) LOCATION OF OPERATIONS:

- a) The operations of the Society are to be carried on anywhere within the Province of British Columbia.