

DURHAM INTEGRATED GROWERS
FOR A SUSTAINABLE COMMUNITY
ORGANIZATIONAL BY-LAWS

This By-law contains the rules under which **Durham Integrated Growers for A Sustainable Community** (the “Corporation”) is organized. The Corporations Act (The “Act”) regulates the Corporation. Certain parts of the Act contain rules which are not included in the By-law. Members should refer to them when questions arise.

ARTICLE 1

PURPOSE OF THE CORPORATION

1.1 PURPOSE OF THE CORPORATION

The purpose of the Corporation is to:

Support local community food production and food security by:

- Sharing information, knowledge and skills
- Providing technical and developmental assistance
- Assisting with funding exploration and procurement
- Fostering potential partnerships and;
- Promoting and educating about sustainable production and access to local, healthy foods.

1.2 HEAD OFFICE

The head office of the Corporation shall be located in the Region of Durham, Province of Ontario at such place therein as the Directors may from time to time determine. It may be changed by special resolution passed by the board of directors and confirmed by a two-thirds vote of the members at a members’ meeting. Any change must be published in the Ontario Gazette as provided for in the Corporations Act.

ARTICLE 2

MEMBERSHIP

2.1 MEMBERSHIP

Membership is voluntary and open to all individuals and organizations that agree with the Corporation’s purpose and objectives, and are willing to actively participate without financial gain.

Membership in the Corporation shall consist of the following classes:

- Individual Member
- Community Groups
- Corporate.

The Board of Directors may establish other membership categories, provided that the membership category is subsequently ratified by the general membership.

Membership shall be open to any individual person, community group, or corporation.

The Board of Directors may establish other membership classes, provided that the membership class is subsequently ratified by the general membership.

An annual fee will be established by the Board of Directors.
Each member shall be notified of his or her admission as a member.

2.2 TRANSFERS, WITHDRAWALS AND TERMINATION

Members cannot transfer their membership. Any member may resign by giving written notice addressed to the board of directors and such resignation shall be effective in accordance with its terms.

The directors may by resolution terminate the membership of any member. Such a motion may not be brought unless the member concerned has been given ten (10) days prior written notice of the intention to bring the motion and has been allowed an opportunity to appear and make representations at the board meeting prior to the board making the decisions.

Written notice is defined as “in writing, signed or written” refers to documentation which may be hand written or sent via a known or recognized email address of the representative(s) involved.

2.3 DUES

Dues or fees payable by members will be determined annually by the Board of Directors. Failure to pay dues, by a time determined by the Board, will be grounds for termination of membership in the Corporation.

2.4 CLASSES OF MEMBERSHIP

a) Individual Member

b) Community Groups: These shall be not-for-profit corporations, associations, organizations.

c) Corporate Members: These shall be businesses or corporations who have been

admitted as members by the board.

- d) **Qualifying Members:** Because there is a legal requirement that directors shall be members of the Corporation, all directors shall be admitted as members by the board. This shall be done immediately before any meeting of members or within two (2) months after any election of directors. Applicants for incorporation are also considered Qualifying Members. Qualifying Members do not have a vote at members' meetings, but may attend and speak. A Qualifying Member can serve as Representative or Alternate Representative for a member in one of the other classes.
- e) **Honorary or Affiliated Members:** These shall be persons, unincorporated associations, or corporations who have been admitted by the board by virtue of their contribution to the Corporation. This is a non-voting class of membership.

2.5 REPRESENTATIVE TO MEMBERS' MEETING

- a) Each class of members may have one vote at members' meetings. Each Community Group and Corporate member shall choose its Representative in accordance with the guidelines established from time to time by the Board and ratified by the Members. References to Members' Meetings in this By-law refer to meetings of chosen Representatives.
- b) In addition to choosing a Representative, a class member may also choose a first and a second Alternate Representative. If a Representative of a class member is unable to attend a meeting of members, then the highest ranking Alternate Representative able to attend may take the place of the Representative and for all purposes of that meeting shall be considered as the Representative of that member group.
- c) Each class member shall give the Corporation written notice of the name of its' Representative and its' Alternate Representatives within 10 days of any changes in those positions.

ARTICLE 3

MEETINGS OF MEMBERS

3.1 TIME AND PLACE OF MEETINGS OF MEMBERS

The Corporation shall hold an annual meeting of members no later than:

- a) fifteen (15) months after the last annual meeting, or
- b) six (6) months from the end of the fiscal year of the Corporation.

The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Durham Region, as the board of directors may determine, and on such day as the directors decide.

3.2 SPECIAL MEETINGS OF MEMBERS

The board, or the members at a proper meeting, may call a Special Meeting of Members.

3.3 NOTICE OF MEETING OF MEMBERS.

Notice of any meeting of members shall be given to each member at its address as shown on the records of the Corporation not less than ten (10) days and no more than fifty (50) days before the date of the meeting. Notice shall include the time and place of the meeting. Notice may be sent by prepaid mail, email or facsimile. See Article 8, sub-paragraph 8.1.

Any meetings of members may be held at any time and place without such notice if all of the members of the Corporation are present, and at such meeting any business may be transacted which the Corporation at an annual general meeting may transact. Any person may participate in a meeting of the members or any committee by means of conference telephone or other communications equipment, by means of which persons participating in the meeting can hear or see the information. A person participating in a meeting pursuant to this provision shall be deemed to be present in person at that meeting. Any such meeting shall be deemed to have been held in the municipality or place where the majority of the persons participating in the meeting were located. The proceedings at any such meeting shall be effective as of the date of the meeting, but shall be ratified at the next meeting of the members.

3.4 AGENDA OF REGULAR AND SPECIAL MEETINGS OF.

- a) The agenda for each annual meeting must include:
 - i) approving the report of the financial reviewer. (If required by the funding)
 - ii) approving the financial statements; and
 - iii) appointing the financial reviewer for the next year. (If required by the funding)
- b) The agenda usually includes the election of directors, reports from the board and reports from any committees. The agenda shall also include the general nature of any other business to be dealt with at the meeting. Members may raise any matter at a meeting, but they shall not vote on such matter if such matter was not included in the agenda.
- c) The board sets the advance agenda for all members' meetings. The notice calling the meeting shall either include the agenda or be sent with the agenda. If proper notice is given, the members may make any decision or pass any version of a by-law. They may do this even if the version they pass is different from or contrary to the original.
- d) Members may add items to the agenda as stated in this Article, sub-paragraphs 3.4 (e) and (f) below. At the meeting, the members may adopt the advance agenda with or without changes. However, only those items that were included in the notice of

meeting or advance agenda distributed by the board, or in the notice as stated in this Article, sub-paragraph 3.4 (b), shall be called to vote. Items added to the agenda must be within the authority of the members.

- e) Members may have any item put on the advance agenda. However, members must give the secretary written notice of the item at least seven (7) days before the deadline for sending out the notice of the meeting.
- f) A copy of a proposed by-law need not be given with the agenda or notice of meeting. However, a copy must be given to each member at least five (5) days before the meeting.

3.5 CONTINUING A MEETING ON ANOTHER DATE

- a) If the business is not completed at a meeting, the members may make a decision to continue the meeting on another date. The members may set a specific date or state how a date will be chosen. A majority vote is needed to make the decision. The agenda of the original meeting shall be followed at the continued meeting unless the members decide to change it.
- b) If the members set a specific date for the continued meeting, there is no need to give another notice. If they do not set a specific date, the board must give at least two (2) days notice of the continued meeting unless the members decide on a different notice period.
- c) Decisions made at a continued meeting shall have the same effect as if they were made at the original meeting.

3.6 MEETING PROCEDURE:

Meetings of the Corporation will be conducted using the current version of Robert's Rules of Order.

ARTICLE 4

QUORUM AND VOTING AT MEMBERS= MEETINGS.

4.1 QUORUM

"Quorum at members meetings" means the minimum number of voting members who must be present for the Corporation to hold a members' meeting and to make decisions or to transact any business. Twenty (20%) percent of the members make up a quorum.

4.2 ATTENDANCE BY NON-MEMBERS

- a) Staff of the Corporation have the right to attend and participate in the discussions at members' meetings. They shall not be permitted to vote or to make motions.
- b) Other non-members may attend and speak at meetings only if the chair gives them permission. The members may reverse the chair's permission. Non-members shall not be permitted to vote or to make motions.

4.3 VOTING

- a) Every member in good standing except for Honorary or Affiliated members, has the right to one vote at any members' meeting provided that they have been a member 60 days prior to the meeting.
- b) Only those voting members who are physically present at the meeting are allowed to vote.
- c) A majority vote of the voting members present is needed to make any decision unless a By-law or the Act states differently.
- d) A two-thirds majority vote of the voting members present is needed to pass or amend by-laws.
- e) An abstention is not counted as a vote.
- f) A tie vote defeats the motion. The chair, if a voting member, may vote to make or break a tie, but shall not have a second or casting vote.
- g) Every question shall be decided in the first instance by a show of hands unless a poll or a ballot is demanded by any member. The demand for a poll or ballot may be withdrawn, but if a poll or ballot is demanded and not withdrawn, the question shall be decided by the votes of the voting members present, and such poll or ballot shall be taken in such manner as the chair shall direct.

ARTICLE 5

BOARD OF DIRECTORS

5.1 POWERS AND DUTIES OF THE BOARD

- a) The board of directors manages and directs the business of the Corporation. It may use all the powers of the Corporation, unless the Act or the by-laws states that a members' meeting is needed to decide on a specific matter.
- b) The board shall act only by decision made at a properly constituted board meeting.

5.2 NUMBER OF DIRECTORS AND QUORUM

- a) The board is comprised of up to 10 Directors
- b) "Quorum at board meetings" means the minimum number of directors who must be present to hold a board meeting and make decisions or transact any business.
- c) Two-fifths of the directors constitutes a quorum to deal with the business of the Corporation.

- d) The number of directors may be changed by special resolution passed by the board of directors and confirmed by a two-thirds vote of the members. Any change must be published, as provided in the Corporations Act.
- e) The number of appointed directors may be increased by the Board, provided the number of voting appointed directors does not at any time number greater than two (2) less than the number of directors.

5.3 WHO CAN ACT AS A DIRECTOR

- a) Directors must be 18 years of age or older and members of the Corporation, either at the time of the election or within ten days thereafter, and throughout his or her term of office.
- b) Anyone who is an undischarged bankrupt cannot be a director.

5.4 ELECTION OF DIRECTORS

- a) The election of the directors will be held at the annual general meeting.
- b) If the elected Director ceases to be a member in good standing, good standing being defined as anyone who meets the qualifications for membership established by the Board from time to time, they shall cease to remain a director.
- c) If vacancies occur, it may, so long as a quorum of directors remain in office, be filled by the board.
- d) If there is not a quorum of directors, the remaining directors shall, as soon as possible, call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy, or vacancies, to the number of the authorized increase shall be deemed to have occurred.
- e) The Directors shall be elected to hold office for a two (2) year period and not more than two (2) consecutive terms. To ensure continuity, the directors shall be on a rotating basis with $\frac{1}{2}$ elected in one year and $\frac{1}{2}$ elected the alternate year for a two year term.
- f) Under special circumstances a director may be elected for an additional term or portion thereof.

5.5 INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every director and officer of the Corporation and his or her heirs, executors and administrators respectfully shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation only from and against:

- a) all costs, charges and expenses whatsoever such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any deed, act, matter or thing

whatsoever, made, done or committed by him or her, in or about the execution of the duties of his or her office;

- b) all other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of the Corporation; except such costs, charges and expenses as are occasioned by his or her own negligence or default, or failure to act honestly and in good faith with a view to the best interests of the Corporation. The Corporation may provide insurance to cover this liability of the Corporation.

5.6 RESIGNATION OF A DIRECTOR

- a) A director may resign by giving written notice, delivered either to the president or to the Corporation office.
-) The resignation does not take effect until the board accepts it. The board must accept any resignation at the first meeting after it is received, unless it is withdrawn.

5.7 BOARD MEETINGS

-) Place of meetings: Board meetings may be held anywhere within or outside Ontario. No formal notice of a board meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors meetings may be formally called by the president or vice-president, or by the secretary on direction by any two directors. Notice of such meeting shall be delivered, telephoned, emailed or sent by facsimile to each director not less than seven (7) days before the meeting is to take place. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and at such regular meeting, no notice need be sent. A directors' meeting may also be held, without notice, immediately before or after any meetings of the members of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.
- b) If none of the directors present at a meeting objects, any or all directors may participate in a board meeting by telephone or other communications equipment. All the directors must be able to communicate with each other. A person participating in a meeting pursuant to this provision shall be deemed to be present in person at that meeting. Any such meeting shall be deemed to have been held in the municipality or place where the majority of the persons participating in the meeting were located. The proceedings at any such meeting shall be effective as of the date of the meeting, but shall be ratified at the next meeting of directors.
- c) The chair may be either the president or another person chosen by the board. The chair may vote on all matters which come before the board meetings, but shall not vote a second time to break a tie. A majority vote is required to make a decision unless this By-law states differently. If the vote is tied, the motion is defeated.

5.8 POWERS OF THE BOARD

The directors of the Corporation shall administer the affairs of the Corporation on all things and shall make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

The Board may establish committees from time to time in order to conduct its business more effectively. All committees are accountable to the Board of Directors.

ARTICLE 6

OFFICERS

6.1 DEFINITION OF OFFICERS

Unless this By-law or the Act state differently, the word “officers” means only the officers as stated in this Article. It does not refer to employees of the Corporation.

6.2 ELECTION OF OFFICERS

The board elects the following officers from amongst themselves annually or more often as needed:

President

Vice-President

Secretary

Treasurer

and such other officers as the board of directors may determine from time to time. The board may combine the duties of any of these positions. All officers shall be elected at the first meeting after the board’s election. The board can fill officer vacancies as necessary.

6.3 REMOVAL OF OFFICERS

The majority of the board may remove any officer by decision at any time, for dereliction of duty. Notice of this decision shall be given to all directors. The directors shall immediately choose another qualified person to fill the vacancy.

6.4 RESIGNATION OF OFFICERS

An officer may resign by giving written notice to the president or the office of the Corporation. The resignation takes effect when the board accepts it. The board must accept any resignation at the first meeting after it is received, unless it is withdrawn.

6.5 DUTIES OF PRESIDENT AND VICE-PRESIDENT

The president shall, when present, preside at all meetings of the members of the Corporation and of the board of directors. The president shall also be charged with the general supervision of the affairs and operations of the Corporation. During the absence or inability of the president, his or her duties and powers shall be exercised by the vice-president.

6.6 DUTIES OF SECRETARY

The secretary shall attend all meetings of the board of directors and record all facts and minutes of all proceedings and the books kept for that purpose. The secretary shall give all notices required to be given to members, and directors. He or she shall ensure that all legally required official notices are duly filed with the relevant government bodies. The secretary shall perform other such duties as may from time to time be determined by the board of directors. Any of these duties may be delegated to employees or contractors of the Corporation.

6.7 DUTIES OF TREASURER

The treasurer shall understand and review the Corporation's finances and report on them to the board and the members. Staff or contractors of the Corporation may be responsible for the day-to-day financial management of the Corporation and reporting to the board in conjunction with the treasurer. If so, such staff shall cause all proper books of account and financial record to be kept and the treasurer shall make himself or herself generally aware of this aspect of their work. The treasurer shall also perform such other duties as may from time to time be determined by the board of directors.

6.8

Where the Director of the Corporation has financial interest, direct or indirect, in any matter where the Corporation is concerned, they shall disclose their interest and shall not take part in the consideration or discussion or vote on any question with respect to the matter.

ARTICLE 7

FINANCIAL BOOKS AND RECORDS

7.1 BOOKS AND RECORDS

- a) The fiscal year of the Corporation starts January 1st and ends December 31st of the calendar year.
- b) The directors shall ensure that all necessary books, Letters Patent, Supplementary Letters Patent, a register of its members & directors and records of the Corporation and required by the By-laws of the Corporation or by any applicable statutory law are regularly and properly kept.

- c) The Board shall each year prepare a budget for approval of the members.

7.2 FINANCIAL REVIEWERS

- a) The members **shall** appoint a financial reviewer at each annual members' meeting.
- b) The financial reviewer stays in office until the members appoint the next financial reviewer.
- c) The directors, employees, members and officers of the Corporation shall provide any information and explanations which the financial reviewer requires.

7.3 FINANCIAL REVIEWER'S REPORT

The financial reviewer shall report at the annual members' meeting on the financial statement of the Corporation.

7.4 SIGNING OFFICERS

- a) There will be 3 signing officers consisting of the treasurer plus two chosen from the following: president, vice-president or secretary.
- b) All cheques and negotiable instruments shall be signed by two signing officers. Officers shall never sign a blank cheque.
- c) Before signing a cheque or other negotiable document, the officers shall ensure that the expense has been properly approved.
- d) All other documents shall be signed by two signing officers. The board may make a specific decision to appoint any officer or director or employee to sign documents or any class of documents for the Corporation.
- e) Signing officers shall have board approval before making any commitments or entering into contracts or obligations for the Corporation.
- f) Anyone who has the authority to sign the documents can also place the corporate seal on the document.

7.5 POWER TO BORROW

The directors may from time to time;

- a) borrow money on the credit of the Corporation;

- b) issue, sell or pledge securities of the Corporation; or
- c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers and undertakings, to secure any securities or any money borrowed or other debt or any other obligation or liability of the Corporation.

7.6 INVESTMENT OF CORPORATION FUNDS

- a) The Corporation may invest the Corporation's funds in government bonds, treasury bills or other securities backed by the Government of Canada or Ontario. The board may deposit funds with a credit union, chartered bank, trust company or Province of Ontario Savings Office. The Board shall not invest the Corporation's funds in any investment or security other than those mentioned above without the approval of the members.
- d) In setting the budget for each year, the Corporation shall use any surplus from the preceding year in the current year or shall place such surplus in a reserve fund for such purpose or purposes as the members deem appropriate.

7.7 CORPORATE SEAL

The seal and impression of which is stamped in the margin hereof, shall be the corporate seal of the Corporation.

7.8 DISSOLUTION

Upon dissolution of the Corporation, after payment of all its debts and liabilities, the remaining property of the Corporation shall be distributed or disposed of to or for such like, non-profit organizations as the committee may select and as the law allows, carrying on their activities solely with the Province of Ontario.

7.9 APPROVALS REQUIRED

These By-laws shall be passed by, and may be amended by a By-law passed at the Board and confirmed with or without variation, by two-thirds of the votes cast at a meeting of members where notice of the intention to pass this By-law or such amending By-law was given with the notice of the meeting.

ARTICLE 8

NOTICE

8.1 NOTICE

A minor error or omission in any notice will not affect any decision made by the board or members. This includes accidentally failing to give notice to a person entitled to it.

It also includes a person's not receiving a notice that has been sent. Whenever, under the provisions of the By-law, the Corporation notice is required to be given, such notice may be given either personally or by depositing it in a post office or by email or by regular mail addressed to the director, officer, member or member at his or her address as the name appears in the books of the Corporation, or may be delivered by facsimile. Notice given by mail shall be deemed to be received on the third business day following mailing.

PASSED by the board of directors and sealed with the corporate seal of the Corporation this nineteenth day of February, 2015.

President

Secretary

CONFIRMED by the members of the Corporation this nineteenth day of February, 2015

President

Secretary