

CANADIAN ASSOCIATION FOR FOOD LAW AND POLICY

By-Laws

January, 2022

SECTION 1 – GENERAL

1.01 Definitions

In this by-law and all other by-laws of the Canadian Association for Food Law and Policy (“CAFLP”), unless the context otherwise requires:

- a. “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;
- b. “articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the CAFLP;
- c. “Board” means the Board of directors of the CAFLP and made up of all the directors;
- d. “by-law” means this by-law and any other by-laws of the CAFLP as amended and which are, from time to time, in force and effect;
- e. “director” means a member of the Board;
- f. “meeting of members” includes an annual meeting of members or a special meeting of members;
- g. “members” means any person satisfying the requirements for any of the classes conferring membership in the CAFLP;
- h. “ordinary resolution” means a resolution passed by a majority (for example 50% plus one) of the votes cast on that resolution;
- i. “proposal” means a proposal submitted by a member of the CAFLP that meets the requirements of section 163 (Member Proposals) of the Act;
- j. “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time; and
- k. “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;

1. “special resolution” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

1.02 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 in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Address of registered office

The registered office of the CAFLP is located in the province indicated in the articles of the CAFLP, at the address determined by the Board.

The CAFLP may, by resolution of the Board, change the address of the registered office within the country.

1.04 Corporate Seal

The CAFLP may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the CAFLP shall be the custodian of the corporate seal.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the CAFLP may be signed by any two (2) of its directors. In addition, the Board may from time to time direct the manner in which and the person or persons 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 may certify a copy of any instrument, resolution, by-law or other document of the CAFLP to be a true copy thereof.

1.06 Financial Year End

The financial year end of the CAFLP shall be March 31st.

1.07 Banking Arrangements

The banking business of the CAFLP 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 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 CAFLP and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

1.08 Annual Financial Statements

The CAFLP 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 CAFLP and any member may, on request, obtain a physical copy for a minimal fee at the registered office or an electronic copy by email.

SECTION 2 – MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.01 Membership Conditions

Subject to the articles, there shall be two (2) classes of members in the CAFLP, namely professional members and student members. Membership in the CAFLP shall be available only to individuals interested in furthering the CAFLP's purposes and who have applied for and been accepted into membership in the CAFLP 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 CAFLP. Membership shall start on July 1st of each year.

2.01.01 Professional Members

Professional members are any individual:

- a) who is interested in food law and policy, such as, but not limited to, a professional, a professor, a member of a governmental, para governmental or non-governmental organization, or an expert ;
- b) who applies for membership;
- c) who pays the annual membership fee set by the Board; and
- d) whose application is accepted by the Board.

2.01.02 Student Members

Student members are any individual:

- a) who as of July 1st is interested in food law and policy and studies at a school or university or is an articling student or a judicial clerk;
- b) who applies for membership;
- c) who pays the annual membership fee set by the Board; and
- d) whose application is accepted by the Board.

2.02 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
- b. 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.

SECTION 3 – MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership fees

The Board may set the membership fee and the annual assessment for each class of members. If such be the case, these amounts shall be paid in cash or by cheque and the annual assessment shall be due thirty (30) days before the annual general meeting of the members of the CAFLP. The Board may change these amounts from time to time to take into account professional or financial factors. The Board shall send a notice at least two (2) weeks prior to the effective date of such a change to each of the members advising them of such amendment.

3.02 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within thirty (30) days of the membership renewal date, the members in default shall automatically cease to be members of the CAFLP.

3.03 Termination of Membership

The term of membership is one (1) year renewable on July 1st of each year.

A membership in the CAFLP is terminated when:

- a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. a member fails to maintain any qualifications for membership described in Section 2.01 and Section 3.02 of these by-laws;
- c. the member resigns by delivering a written resignation to the chair of the Board in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the CAFLP is liquidated or dissolved under the Act.

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

3.04 Discipline of Members

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

- a. violating any provision of the articles, by-laws, or written policies of the CAFLP;
- b. carrying out any conduct which may be detrimental to the CAFLP as determined by the Board in its sole discretion; 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 CAFLP.

In the event that the Board determines that a member should be expelled or suspended from membership in the CAFLP, the president, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the CAFLP. If 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 final and binding on the member, without any further right of appeal.

SECTION 4 – MEETINGS OF MEMBERS

4.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the CAFLP and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the CAFLP to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

4.02 Annual meetings

Annual meetings of the members of the CAFLP shall take place no later than six (6) months following the end of the CAFLP financial year. The Board shall determine the place, the date and the time of the annual meeting, which may be held in person, by telephonic, electronic or other communication facility at the discretion of the Board. At such meetings, the members shall receive

and take notice of the financial statements of the CAFLP and of the report of the public accountant, elect directors, appoint a public accountant and take notice of, and decide on, any other matter which the annual meeting may legally consider. The annual meeting may be called by the president of the Board or by any director.

4.03 Special Meetings

Special meetings of the members may be called at any time by two (2) directors of the CAFLP by way of a notice of meeting.

4.04 Chair of the Meeting

In the event that the president of the Board and the vice-president of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of their member to chair the meeting.

4.05 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be ten percent (10%) of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.06 Votes to Govern

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 question. 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 in addition to an original vote shall have a second or casting vote.

SECTION 5 – DIRECTORS

5.01 Election and Term

Subject to the articles, the members will elect at least five (5) and no more than eleven (11) directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term of two (2) years. The Board shall have the right to propose a slate to capture the multidisciplinary elements of the Board upon the members' approval.

The directors are appointed according to the following terms:

5.01.01 Nomination committee

Sixty (60) days before the annual meeting, the Board will constitute a nomination committee of three (3) voting members:

- The president;
- One (1) director; and
- One (1) active member not currently a member of the Board, who has been chosen by the

Board amongst the applications received following an open invitation to sit on the nomination committee sent to the active members;

The committee's mandate is to recommend the individuals who should fill the seats to be renewed pursuant to provision 3.03, or that became vacant during the year.

5.01.02 Notice for Applications

Sixty (60) days before the annual meeting, the Secretary will ensure a member of the Board sends a notice to the members with the names of the members on the nomination committee and the rules established by the committee concerning the transmission of candidacies to the committee of any member wishing to become director. The members have thirty (30) days following the notice to submit their candidacy.

5.01.03 Nomination Committee Works

The nomination committee undertakes to keep the deliberations secret and each member takes an oath to that effect. A quorum of the nomination committee shall be of two (2) members. The nomination committee meets with the active members who have submitted an application under the rules they have fixed as well as any other person it wishes to meet for an evaluation of their candidacy.

5.01.04 Nomination Committee Report

Ten (10) days before the annual meeting, the nomination committee reports to the Board on who it recommends to fill the seats to be renewed pursuant to article 3.03. Furthermore, the nomination committee reports to the Board on who it recommends for the seats that became vacant during the year. The nomination committee recommendations are submitted confidentially to the directors who do not wish to be reappointed. Those directors have full discretion to endorse or not the recommendations of the nomination committee by nominating new members who are then elected at the annual meeting. In the event that all directors wish to be reappointed, the nomination committee shall submit its recommendations directly to the members at the annual meeting.

5.01.05 Notice of Nominations of the Recommended Individuals

The Secretary will ensure a member of the Board sends a notice to the members of the CAFLP naming whose candidacy is recommended by the Board at the same time as the annual meeting notice.

5.01.06 Ratification by the Assembly and Disputed Positions

The members present at the annual meeting ratify the recommendations endorsed by the Board. In the event where the members do not ratify said recommendation, the election process is initiated pursuant to provision 5.01.07.

5.01.07 Election

The Secretary ensures the smooth operation of the election process. Only the members who submitted their candidacy under article 5.01.02 are eligible.

5.02 Qualifications

The directors must be individuals of at least eighteen (18) years of age. They have not been declared incapable by a court in Canada or in another country and they do not have the status of a bankrupt.

Co-chairs of the CAFLP Operational Committee may not concurrently be directors of the CAFLP. However, Co-chairs may be invited from time to time to assist and report to the Board.

5.03 Acceptance of Mandate

A director may accept her office expressly by signing an acceptance of office form to this end. Her acceptance may be tacit and arise from the acts or the silence of the director. A director who is present at the meeting when her election or appointment takes place and does not refuse to hold office as a director is deemed to have accepted her office.

5.04 Resignation

A director may resign from office by forwarding a letter of resignation to the registered office of the CAFLP. The resignation shall become effective on the date when the letter of resignation shall have been received by the CAFLP or on the date specified in the letter of resignation if the latter is subsequent. Such resignation, however, shall not relieve the director of the obligation of paying any debt owing to the CAFLP before her resignation became effective. A director shall be liable for any prejudice caused to the CAFLP before her resignation if she submits it without a serious reason and at an inopportune moment.

5.05 Vacancy

The directors may fill a vacancy in their numbers on the Board from amongst eligible members. A director appointed to fill a vacancy shall complete the unexpired portion of her predecessor's term and shall remain in office until her successor or her replacement shall have been appointed or elected. The CAFLP shall give notice of the change.

SECTION 6 – MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the Board may be called by the president of the Board, the vice-president of the Board or any two (2) directors at any time. If the CAFLP has only one director, that director may call and constitute a meeting.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given to every director of the CAFLP not less than seven (7) days before the time when the meeting is to be held by one of the following methods:

- a. delivered personally to the latest address as shown in the last notice that was sent by the CAFLP;
- b. mailed by prepaid ordinary mail to the director's address as set out in (a);
- c. by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- d. by an electronic document in accordance with Part 17 of the Act.

Notice of a meeting shall not be necessary if all of 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. 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.

6.03 Regular Meetings

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.

6.04 Special Meeting

A special meeting of the Board may be called by any means, a least twenty-four (24) hours before the meeting, by one of the persons who have the power to call a meeting of the Board, if, in the opinion of such person, it is urgent that a meeting be held. In determining the validity of a meeting so called, such notice shall be considered sufficient in itself.

6.05 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question, each director may cast one vote for each 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. Voting by proxy shall not be permitted at meetings of the Board.

6.06 Committees

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.

SECTION 7 – OFFICERS

7.01 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 CAFLP, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. **President** – The president shall be the chief executive officer of the CAFLP and shall be responsible for implementing the strategic plans and policies of the CAFLP. The president shall, subject to the authority of the Board, have general supervision of the affairs of the CAFLP.
- b. **Vice-president** – If appointed, in the absence of the president of the CAFLP or in the event of the latter's inability, refusal or failure to act, the vice-president shall possess all the powers and assume all duties of the president of the CAFLP.
- c. **Secretary** – If appointed, the Secretary shall attend and be the Secretary of all meetings of the Board, members and committees of the Board. The Secretary shall enter or cause to be entered in the CAFLP's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the CAFLP.
- d. **Treasurer** – If appointed, the treasurer shall have such powers and duties as the Board may specify.

The powers and duties of all other officers of the CAFLP shall be such as the terms of their engagement call for or the Board or president requires of them. The Board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7.02 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 CAFLP. 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.

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

7.03 Conflict of interest

An officer or representative shall avoid placing herself in a position of conflict of interest between her personal interest and that of the CAFLP and she shall declare any conflict of interest to the directors. The rules governing conflicts of interest and the disclosure of interest of the directors shall apply, with all necessary changes, to the officers and to the representatives.

SECTION 8 – NOTICES

8.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the Board, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the CAFLP or in the case of notice to a director to the latest address as shown in the last notice that was sent by the CAFLP in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the CAFLP to any notice or other document to be given by the CAFLP may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Invalidity of any provisions of this by-law

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.

8.03 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 CAFLP 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 9 – DISPUTE RESOLUTION

9.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the CAFLP are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law.

9.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the CAFLP arising out of or related to the articles or by-laws, or out of any aspect of the operations of the CAFLP is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the CAFLP as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one (1) mediator, the other party (or if applicable the Board) appoints one (1) mediator, and the two (2) mediators so appointed jointly appoint a third mediator. The

three (3) mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

- b. The number of mediators may be reduced from three (3) to one (1) or two (2) upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the CAFLP is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

SECTION 10 – EFFECTIVE DATE

10.01 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the Board.

CERTIFIED to be By-Law No. 2 of the CAFLP, as enacted by the directors of the CAFLP by resolution on the 19th day of November, 2021 and confirmed by the members of the CAFLP by resolution on the 27th day of January, 2022.

Dated as of the 28th day of January, 2022.



Sarah Berger Richardson, Director of the CAFLP