



# 4-H Ontario Policy Manual

Section 3.1 – Ontario 4-H Council Consolidated Bylaws

Ratified: February 23, 2007

## SECTION 3.1 ONTARIO 4-H COUNCIL CONSOLIDATED BYLAWS

*(Ratified- February 23, 2007)*

CONSOLIDATED BY-LAWS RELATING GENERALLY TO THE TRANSACTION OF THE BUSINESS AND AFFAIRS OF THE

### ONTARIO 4-H COUNCIL

#### **PREAMBLE: MISSION STATEMENT, OPERATING PRINCIPLES AND OBJECTIVES**

**a) Mission Statement:**

The Ontario 4-H Council provides leadership and direction to the 4-H program.

**b) Operating Principles:**

The Council values and encourages stakeholder involvement and shared decision making of all participants.

The Council values and encourages opportunities for organizational and personal development of all participants, especially youth in Ontario.

**c) Objectives:**

- ensure the continuation and development of a strong 4-H program in Ontario;
- develop resources and implement policies and programs on a provincial basis to further the goals of 4-H in Ontario;
- act as a representative body for 4-H stakeholders in Ontario;
- promote and market 4-H as an organization for youth in Ontario;
- encourage representation from Ontario on national and international 4-H opportunities;
- encourage and support local 4-H Associations.

**d) Organization:**

Ontario 4-H Council is a corporation incorporated under the Agricultural and Horticultural Organizations Act of Ontario. It is organized pursuant to this bylaw as follows:

- the members shall be the representatives elected by the local 4-H Associations, including the president and the past president, and if so elected by the Board of Directors, the Director-Community and the Director-Youth. They shall meet periodically in members meetings.
- the members shall at the annual meeting each year elect from amongst themselves 5 directors (of the 10 total), who with the president, past president and if so elected by the Board of Directors, the Director-Community and Director-Youth, shall form the Board of Directors to manage the business and affairs of Ontario 4-H Council
- the members shall at the annual meeting each year elect a president from a slate of candidates presented by the Nominating Committee.

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

#### **ARTICLE ONE - INTERPRETATION**

**1.01 Definitions** In this by-law, all other by-laws and the resolutions of the directors and members of the Corporation, unless the context otherwise requires:



# 4-H Ontario Policy Manual

Section 3.1 – Ontario 4-H Council Consolidated Bylaws

Ratified: February 23, 2007

- "Act" means the Corporations Act (Ontario) or the Agricultural and Horticultural Organizations Act (Ontario) as the context may require, and any acts that may hereinafter be substituted therefore, as from time-to-time amended;
- "Association Representative" means a person elected or appointed by a local 4-H Association to be a member of Ontario 4-H Council;
- "Board" means the board of directors of the Corporation;
- "Corporation" means the corporation without share capital incorporated under the Agricultural and Horticultural Organizations Act by letters patent dated January 16<sup>th</sup>, 1990 and named ONTARIO 4-H COUNCIL;
- "Council" means the Ontario 4-H Council;
- "4-H Association" means any local association of 4-H Clubs within the province of Ontario and recognized by Ontario 4-H Council;
- "4-H Club" means a club affiliated with and recognized by Ontario 4-H Council;
- "4-H Stakeholder" means any individual or organization with an interest in 4-H in Ontario, either as a participant or as a supporter and associated with either a 4-H Association or Ontario 4-H Council;
- "Letters Patent" means the letters patent incorporating the Corporation as from time to time amended and supplemented by supplementary letters patent;
- "Member" shall be the representative elected or appointed by the local 4-H Association and is known as the Association Representative;
- "Meetings of Members" includes an annual meeting of members and any special meeting of members;
- "Provincial Office" shall mean the head office as defined or used in the Act;
- "Special Meeting" of members includes a meeting of any class or classes of members, as well as a special general meeting of members;

save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing number include the singular and plural; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

## ARTICLE TWO - TRANSACTION OF THE AFFAIRS OF THE CORPORATION

- 2.01 Provincial office.** Until changed in accordance with the Agricultural and Horticultural Organizations Act, the provincial office of the Corporation shall be in the County of Wellington, in the Province of Ontario.
- 2.02 Seal.** The seal of the Corporation shall be in the form impressed hereon.
- 2.03 Financial Year.** Until changed by the board, the financial year of the Corporation shall end on the 31st day of December in each year.
- 2.04 Execution of Instruments.** Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two (2) of the president, a secretary or the treasurer. In addition, the board may from time-to-time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Corporation may affix the corporate seal thereto. Until otherwise directed by the Board the Executive Director may sign and affix the corporate seal to the following types of contracts:



## 4-H Ontario Policy Manual

Section 3.1 – Ontario 4-H Council Consolidated Bylaws

Ratified: February 23, 2007

- purchase contracts under such agreements
- instructions and delegations of powers as the board may from time to time prescribe or authorize
- employment contracts for administrative staff.

**2.05 Banking Arrangements.** The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time-to-time prescribe or authorize.

### ARTICLE THREE - DIRECTORS

**3.01 Number of Directors and Quorum.** The affairs of the Corporation shall be managed by its board of directors. Until changed in accordance with the Corporations Act, the number of directors shall be not less than 12 and not greater than 14 of whom a majority shall constitute a quorum.

**3.02 Qualification.** No person shall be qualified as a director unless he or she is a member and is eighteen (18) or more years of age at the time of his or her election at the annual meeting of the members.

*Director-Community* – no person shall be qualified as a Director-Community unless he or she is eighteen (18) or more years of age at the time of his or her election by the Board of Directors.

*Director-Youth* – no person shall be qualified as a Director-Youth unless he or she is an active 4-H Member in good standing, and be at least eighteen (18) and not more than twenty-one (21) years of age at the time of his or her election by the Board of Directors.

**3.03 Election and Term.** Under normal circumstances, each year at the annual meeting of the members, 5 directors shall be elected and hold office until the second annual meeting of members after their year of election. Exceptions to this would be in the event a President is elected who has completed  $\frac{1}{2}$  their term, then one additional director shall be appointed to a “special” one year term; or in the event a director’s position was vacated for any reason during their term, then the position of the person incumbent, who was appointed by the board between the dates of the annual meeting of the members, shall be automatically up for re-election and/or in the event this position had only completed 1 year the new incumbent would be elected to a “special” one year position to complete the cycle of rotation.

Directors, who have completed their two year term, may be re-elected at the annual meeting of the members for succeeding two year terms not exceeding three consecutive terms, provided that following a break in the continuous service of one year the same person may again be re-elected.

The following provisions shall apply to the election of directors:

(a) Nominations: Candidates for the office of director shall include:

- the slate of candidates for office proposed by the Nominating Committee, and if there is no Nominating Committee in any year, by the Executive Committee; and
- the persons whose names are put in nomination by any member at any time before nominations are closed at the meeting of members at which the election is to be held.

(b) Election Method:



# 4-H Ontario Policy Manual

## Section 3.1 – Ontario 4-H Council Consolidated Bylaws

Ratified: February 23, 2007

- where the number of candidates nominated is equal to or less than the number of offices to be filled, the person officiating at the election of directors shall declare that number of candidates elected to office;
- where the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot.

**3.03a) Ex Officio Director.** The past president shall *ex officio* be a director and shall be entitled to vote at all meetings of directors.

### **3.03b) Director-Community**

The Board of Directors, at its discretion, at any time of the year at an Ontario 4-H Council Board of Directors meeting called under normal process, has the capacity to elect a Director-Community to hold office and this position shall be entitled to vote at all meetings of directors. The length of term will be one year which will expire at the completion of the Annual General Meeting, not exceeding three consecutive terms, provided that following a break in the continuous service of at least one year the same person may again be reappointed to the position of Director Community.

### **3.03c) Director-Youth**

The Board of Directors, at its discretion at any time of the year at an Ontario 4-H Council Board of Directors meeting called until normal process, has the capacity to appoint a Director-Youth to hold office and this position shall be entitled to vote at all meetings of directors. The length of term will be one year which will expire at the completion of the Annual General Meeting, not exceeding three consecutive terms and/or be re-appointed to the office of Director-Youth if over 21 years of age (whichever is first).

**3.04 Vacation of Office.** The office of a director shall be vacated upon the occurrence of any of the following events:

- if a receiving order is made against him or if he makes an assignment under the Bankruptcy Act;
- if an order is made declaring him to be a mentally incompetent person or incapable of managing his affairs;
- on death; or
- if by notice in writing to the secretary of the Corporation he resigns his office.

**3.05 Removal of Directors.** The members may, by resolution passed by at least two-thirds (2/3) of the votes cast thereon at a special meeting of members called for the purpose, remove any director before the expiration of his term of office and may, by majority vote, elect any person in his stead for the remainder of his term.

**3.06 Vacancies.** Vacancies on the board may be filled for the remainder of the term of the director whose position has become vacant either by the members at a special meeting called for the purpose or by the board if the remaining directors constitute a quorum.

**3.07 Calling of Meetings.** Meetings of the board shall be held from time to time at the call of the board or the president or any two (2) directors. Notice of the time and place of every meeting so called shall be delivered, telephoned, emailed, faxed or mailed by regular mail to each director not less than forty-eight (48) hours (excluding Saturdays, Sundays and bank holidays) before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.



## 4-H Ontario Policy Manual

Section 3.1 – Ontario 4-H Council Consolidated Bylaws

Ratified: February 23, 2007

- 3.08 First Meeting of New Board.** Provided a quorum of directors is present, each newly-elected board may without notice hold its first meeting immediately following the meeting at which such board is elected.
- 3.09 Regular Meetings.** The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board fixing the place and time of 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.
- 3.10 Place of Meeting.** Meetings of the board shall be held at the provincial office of the Corporation or elsewhere in Canada or, if the board so determines or all directors consent, at some place outside Canada.
- 3.10 a) Meeting by Telephone.** If all the directors of the Corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or a committee of the board by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other, simultaneously and instantaneously, and a director participating in such meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and committees of the board.
- 3.11 Chairman.** The president or, in his absence, a vice-president who is a director shall be chairman of any meeting of directors; and, if no such officer be present, the directors present shall choose one of their number to be chairman.
- 3.12 Votes to Govern.** At all meetings of the board, every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.
- 3.13 Interest of Directors in Contracts.** No director shall be disqualified by his office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or in which any director is in any way interested be liable to be avoided nor, subject to the provisions of the Act, shall any director so contracting or being so interested be liable to account to the Corporation or any of its members for any profit realized by any such contract or arrangement by reason of such director holding that office or the fiduciary relationship thereby established.
- 3.14 Declaration of Interest.** It shall be the duty of every director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation, to declare such interest to the extent, in the manner and at the time required by the Act and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Act.
- 3.15 Remuneration.** The directors shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office. The directors shall be paid their travelling and other out-of-pocket expenses properly incurred by them in attending meetings of the board or of the members. No confirmation by the members of any such payment shall be required.
- 3.16 Nominating Committee.** The Board shall in each year appoint a Nominating Committee consisting of 3 persons who are directors, and such other persons who are not directors as the Board sees fit, to prepare in cooperation with the 4-H Associations a slate of candidates for the next annual meeting for the position of director. Such committee shall report to the Secretary of the Board at least one month prior to the anticipated date of each annual meeting.



## 4-H Ontario Policy Manual

Section 3.1 – Ontario 4-H Council Consolidated Bylaws

Ratified: February 23, 2007

- 3.17 Executive Committee.** There shall be an Executive Committee consisting of the Past President, the President, the Vice President and one director chosen annually by the Board. Any vacancy may be filled by the board from amongst its numbers.
- 3.18 Powers of Executive Committee.** Between meetings of the Board the Executive Committee shall possess and may exercise, subject to any regulations or directions which the Board may from time to time impose, all the powers of the Board in the management and direction of the affairs and business of Council in such manner as the Executive Committee shall deem best for the interests of Council in all cases in which specific direction has not been given by the Board.
- 3.19 Quorum for Executive Committee.** A majority of the members of the Executive Committee shall constitute a quorum.
- 3.20 Meetings of Executive Committee.** Meetings of the Executive Committee may be held at the provincial office of Council or at such other place as may be specified in the notice calling the meeting or may be held by teleconference whereby each member is able to communicate with all other members.
- 3.21 Notice of Meeting of Executive Committee.** Each member of the Executive Committee shall be given written or oral notice of a meeting at least 48 hours in advance of such meeting. All members may waive the giving of such notice.
- 3.22 Committees.** The board may from time to time appoint such committee or committees, as it deems necessary or appropriate for such purposes and with such powers as it 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. The board may remove any member of any committee and may set remuneration for any member as it deems appropriate.

### ARTICLE FOUR - OFFICERS

- 4.01 Past President.** Unless otherwise determined by resolution of the board, the office of past president shall be automatically filled, immediately after any election of a new president, by the person who held the office of president immediately preceding such election. The term of such office shall be until the next president is elected.
- 4.02 Election of President.** At the annual meeting members shall elect, from a slate of candidates from the current Board of Directors, a President, who shall be President of the Corporation for the next ensuing year and who shall hold office until the close of the next annual meeting following the meeting at which the President was elected.
- 4.03 Appointment of Other Officers.** From time-to-time, the board shall appoint or elect a vice-president, secretary and treasurer, or a secretary-treasurer, and an executive director, who may also be the secretary, and such other officers as the board may determine. The officers so appointed may, but need not be directors and any person may hold more than one office, save that the president may not hold the office of secretary-treasurer.
- 4.04 Terms of Employment and Remuneration.** The terms of employment and remuneration of officers elected or appointed by the board shall be settled by it from time to time. The board may remove at its pleasure any officer of the Corporation. Otherwise, each officer elected or appointed by the board shall hold office until his successor is appointed, save that the term of office of any officer who is a director shall expire if and when he shall cease to be a director.
- 4.05 President.** The president shall be responsible for the general management and direction, subject to the authority of the board, of the organization and transaction of the affairs of the Corporation, and shall, when present, preside at all meetings of the members of the



## 4-H Ontario Policy Manual

Section 3.1 – Ontario 4-H Council Consolidated Bylaws

Ratified: February 23, 2007

Corporation and of the board. The president shall have such other powers and duties as the board may prescribe.

- 4.06 Vice-President.** During the absence or disability of the president, his or her duties shall be performed and his powers shall be exercised by a vice-president or, if there is more than one, by the vice-presidents in order of seniority by date and time of appointment. A vice-president shall have such other powers and duties as the board or the president may prescribe.
- 4.07 Secretary.** The secretary shall attend and be the secretary of all meetings of members and directors and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings thereat; he shall give or cause to be given, as and when duly instructed, all notices to members and directors; he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation except when some other officer or agent has been appointed for that purpose;
- 4.07 b) Treasurer.** The treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; he shall render to the board whenever required an account of all his transactions as treasurer and of the financial position of the Corporation; and he shall perform such other duties as the board or the president may prescribe.
- 4.07 c) Executive Director.** The executive director shall administer the affairs of Ontario 4-H Council under the direction of the board, and shall have and carry out such duties as shall from time to time be assigned to him by the board.
- 4.08 Duties of Other Officers.** The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or as the board or the president may prescribe. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board or the president otherwise directs.
- 4.09 Variation of Duties.** From time to time the board may vary, add to or limit the powers and duties of any officer.
- 4.10 Agents and Attorneys.** The board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management or otherwise (including the power to appoint as may be thought fit).
- 4.11 Fidelity Bonds.** The board may require such officers, employees and agents of the Corporation as the board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the board may from time to time prescribe.

### ARTICLE FIVE - PROTECTION OF DIRECTORS AND OFFICERS

- 5.01 Limitation of Liability.** No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune



# 4-H Ontario Policy Manual

Section 3.1 – Ontario 4-H Council Consolidated Bylaws

Ratified: February 23, 2007

whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own willful neglect or default.

**5.02 Indemnity.** Every director and officer of the Corporation and his heirs, executors, administrators and estate, respectively, shall from time-to-time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- all costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and
- all other costs, charges and expenses that he sustains or incurs in, about, or in relation to, the affairs of the Corporation;

Except such costs, charges or expenses as are occasioned by his own willful neglect or default.

## ARTICLE SIX - MEMBERS

**6.01 Members.** The membership of the Corporation shall consist of such persons who shall be elected or appointed annually as Association Representative by the 4-H Associations and such other persons as are admitted to the membership in the Corporation by resolution of the board. There shall be one Association Representative appointed by each 4-H Association. In default of such election or appointment by any 4-H Association, or in the event of the death or resignation of an Association Representative, the Board may admit as a member a person chosen by the Board to act in the place of such Association Representative.

**6.02 Term of Membership.** The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon:

- notification of the Secretary of Ontario 4-H Council by a 4-H Association that it has appointed or elected a new Association Representative;
- upon death;
- a member resigning;

**6.03 Resignation.** A member may resign by a resignation in writing which shall be effective upon delivery of the resignation or a copy thereof to the board, or upon notification of the Secretary of Ontario 4-H Council by a 4-H Association that such person has resigned.

**6.04 Removal.** The board may pass a resolution authorizing the removal of a member for cause from the register of members of the Corporation. No such resolution shall be put before the board until after the member in question has been notified in writing of the cause and afforded an opportunity for a hearing before the board. The board shall notify any such member of the act which, in their opinion, is improper or detrimental to the Corporation and of the time and place of the meeting of the board at which the member in question will be heard. Such notice shall be given at least one week prior to such meeting.

## ARTICLE SEVEN - MEETINGS OF MEMBERS

**7.01 Annual Meeting.** The annual meeting of the members shall be held at such time and on such day in each year as the board or the president may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing or appointing directors, appointing the auditor of the Corporation and fixing or authorizing the board to fix the remuneration of the auditor of the Corporation, and for the transaction of such other matters as may properly be brought before the meeting.





## 4-H Ontario Policy Manual

Section 3.1 – Ontario 4-H Council Consolidated Bylaws

Ratified: February 23, 2007

- 7.02 Special Meetings.** The board, the president, or any two (2) directors, shall have the power to call a special meeting of members at any time.
- 7.03 Place of Meetings.** Meetings of members shall be held at the provincial office of the Corporation or elsewhere in the municipality in which the provincial office is situated or, pursuant to section 7.05, or if the board shall so determine, at some other place in Canada or elsewhere; provided that every meeting of members at which directors are elected shall be held within Canada.
- 7.04 Notice of Meetings.** Notice of the time and place of each meeting of members shall be given in the manner hereinafter provided not less than ten (10) days before the day on which the meeting is to be held to each member of record at the close of business on the day on which the notice is given. In the case of an Annual Meeting at least 21 days' notice shall be given by mailing it to each member of Council and to the auditor of Council, and,
- by publishing it in a newspaper generally circulated in the area of the headquarters of 4-H Council; or
  - by publishing it in a periodical that is generally circulated in the agricultural community.
- Notice of a special meeting of members shall state the general nature of the matters to be considered at it. The auditor of the Corporation is entitled to receive all notices and other communications relating to any meeting of members that any member is entitled to receive.
- 7.05 Meetings Without Notice.** A meeting of members may be held at any time and place without notice if all the members entitled to vote thereat are present in person or represented by proxy or waive notice of, or otherwise consent to, such meeting being held, and at such meeting any matters may be considered which the Corporation at a meeting of members may transact.
- 7.06 Chairman, Secretary and Scrutineers.** The president or, in his absence, a vice-president who is a director of the Corporation shall be chairman of any meeting of members; if no such officer is present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairman. If the secretary of the Corporation be absent, the chairman shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chairman with the consent of the meeting.
- 7.07 Persons Entitled to be Present.** Persons entitled to attend a meeting of members shall be those entitled to vote thereat, the auditor of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or by-laws to be present at the meeting or who are admitted on the invitation of the chairman of the meeting or with the consent of the meeting.
- 7.08 Quorum.** A quorum for the transaction of business at any meeting of members shall be at least fifty-one percent (51%) of the members in person.
- 7.09 Right to Vote.** At any meeting of members, every person shall be entitled to vote who is at the time of the meeting entered in the books of the Corporation as a member of the Corporation.
- 7.10 Proxies.** 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 him, the same voting rights that the member appointing him would be entitled to exercise if present at the meeting. A proxy need not be a member but must be a nominee or delegate of the same Association as the Association Representative. An instrument appointing a proxy shall be in writing and shall be acted on only if, at least 2 hours prior to the time of voting, it



## 4-H Ontario Policy Manual

Section 3.1 – Ontario 4-H Council Consolidated Bylaws

Ratified: February 23, 2007

- is deposited with the secretary of the Corporation or the secretary of the meeting or as may be directed in the notice calling the meeting.
- 7.11 Votes to Govern.** At any meeting of members, every question shall, unless otherwise required by the letters patent or by-laws of the Corporation or by law, be determined by the majority of votes cast on the question.
- 7.12 Show of Hands.** Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not so carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.
- 7.13 Polls.** After a show of hands has been taken on any question, the chairman may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the chairman shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each member present in person or represented by a duly appointed proxy shall be entitled to one vote, and the result of the poll shall be the decision of the members upon the said question.
- 7.14 Casting Vote.** In case of an equality of votes at any meeting of members either upon a show of hands or upon a poll, the chairman of the meeting shall be entitled to an additional or casting vote.
- 7.15 Adjournment.** The chairman at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time-to-time and from place to place.

### ARTICLE EIGHT - NOTICES

- 8.01 Method of Giving Notice.** Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer or the auditor of the Corporation shall be sufficiently given if delivered to his last address as recorded in the books of the Corporation or if mailed by prepaid ordinary mail or airmail addressed to him at his last address as recorded in the books of the Corporation or if sent to him at his said address by any means of transmitted or recorded communication. The secretary may change the address on the Corporation's books of any member, director, officer or the auditor of the Corporation in accordance with any information believed by him to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address 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 sent by any means of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.
- 8.02 Computation of Time.** In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
- 8.03 Omissions and Errors.** The accidental omission to give any notice to any member, director, officer or the auditor of the Corporation or the non-receipt of any notice by any member, director,



# 4-H Ontario Policy Manual

Section 3.1 – Ontario 4-H Council Consolidated Bylaws

Ratified: February 23, 2007

officer or the auditor of the Corporation or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

- 8.04 Waiver of Notice.** Any member, director, officer or the auditor of the Corporation may waive any notice required to be given to him under any provision of the Act or the letters patent or the by-laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

## ARTICLE NINE – AUDITOR

- 9.01 Appointment and Remuneration.** The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation and to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the auditor of the Corporation. The remuneration of the auditor of the Corporation shall be fixed by the board of directors.

## ARTICLE TEN - BYLAWS AND AMENDMENTS

- 10.01 Procedure.** The Board may pass or amend bylaws in accordance with the Corporations Act and the Agricultural and Horticultural Organizations Act or any successor legislation from time to time.
- 10.02 Notice.** Where it is intended to pass or amend a bylaw at a meeting of the Board, written notice of such intention and an outline of the changes proposed shall be sent by the Secretary to each director at his address on the records of Council at least 10 days before the date of the meeting.
- 10.03 Effective Date.** Subject to the requirements of the Corporations Act with respect to bylaws which are not effective until approved by the members, a bylaw or amendment has full force and effect from the time the motion approving it was passed, or such later date as may be specified in the motion.
- 10.04 Confirmation by Members.** A bylaw or amendment to a bylaw passed by the Board shall be presented for confirmation at the next annual or special meeting of the members of Council called for that purpose. The notice of such meeting shall refer to the bylaw or amendment to be presented. Members may at the annual or special meeting confirm or reject or amend the bylaw or amendment as presented; if rejected it thereupon ceases to have effect; if amended, it takes effect as amended.
- 10.05 Rights Acquired.** In any case of rejection, amendment, or refusal to approve a bylaw or amendment or any part of such bylaw or amendment in effect in accordance with this Article 10, no act done or right acquired under any such bylaw is prejudicially affected by such rejection, amendment or refusal.

## ARTICLE ELEVEN - REPEAL OF PRIOR BYLAWS

- 11.01 Repeal.** All prior bylaws, resolutions and other enactments of Council inconsistent with this Bylaw are hereby repealed.
- 11.02 Exception.** The repeal of prior bylaws, resolution or enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed bylaw, resolution or enactment.
- 11.03 Borrowing.** The repeal of prior bylaws, resolutions or enactments shall not extend to any bylaw or resolution previously enacted for the purpose of providing the Board of Directors the power or authority to borrow.



# 4-H Ontario Policy Manual

## Section 3.1 – Ontario 4-H Council Consolidated Bylaws

*Ratified: February 23, 2007*

Respecting the borrowing of money, the issuing of securities and the securing of liabilities.

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

1. Borrowing Powers Without limiting the borrowing powers of the Corporation as set forth in the Corporation Act (Ontario) the board may, subject to the articles, from time to time, On behalf of the Corporation, without the authorization of the shareholders:
  - borrow money on the credit of the Corporation;
  - issue, re-issue, sell or pledge debt obligations of the Corporation whether secured or unsecured;
  - subject to the Act give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
  - mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation
2. Delegation of Powers - Subject to the Act, the articles, the by-laws and any unanimous shareholder agreement, the board may, from time to time, delegate any or all of the powers herein before specified, to a director, a committee of directors or one or more officers of the Corporation.