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CAROL PREST

CONSTITUTION

BC Society • Societies Act

NAME OF SOCIETY: **PACIFIC AGRICULTURAL CERTIFICATION SOCIETY**

Incorporation Number: S0043519

Business Number: 87965 7914 BC0001

Filed Date and Time: March 13, 2019 03:26 PM Pacific Time

The name of the Society is PACIFIC AGRICULTURAL CERTIFICATION SOCIETY

The purposes of the Society are:

- a) to provide the administration of an organic certification program consistent with the criteria established and audited by the Certified Organic Associations of British Columbia;
- b) to represent the Members of the Society in matters relating to the Food and Agricultural Products Classification Act of British Columbia as administered by the Certified Organic Associations of British Columbia;
- c) to provide public information activities with respect to organic agriculture;
- d) to provide certification services to organizations as requested by the membership of the Society;
- e) to be responsible for incidental matters related to the above-referenced activities.

This society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.




CAROL PREST

PACIFIC AGRICULTURAL CERTIFICATION SOCIETY

BY-LAW

By-laws relating generally to the conduct of the affairs of the PACIFIC AGRICULTURAL CERTIFICATION SOCIETY.

PART 1 - INTERPRETATION

- 1.1 **Definitions.** In these by-laws, unless the context otherwise requires:
- (i) “**Act**” means the British Columbia *Societies Act* and any regulations made under the *Societies Act*, as amended from time to time;
 - (ii) “**Constitution**” means the constitution of the Society;
 - (iii) “**Directors**” or “**Board**” or “**Board of Directors**” means the directors of the Society;
 - (iv) “**Members**” means the members of the Society, collectively, and “**Member**” means any of them;
 - (v) “**Membership**” means membership in the Society;
 - (vi) “**Person**” mean an individual, body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization; and
 - (vii) “**Society**” means the Pacific Agricultural Certification Society.
- 1.2 **Societies Act Definitions.** Except as set forth in section 1.1 above, all words which are used in these by-laws that are defined in the Act shall have the meanings given to them in the Act unless the context of these by-laws requires otherwise.
- 1.3 **Other Definitions.** Any words defined elsewhere in these by-laws shall have the meanings ascribed to them.
- 1.4 **Conflict.** If there is a conflict between these by-laws and the Act, the Act prevails.

PART 2 – MEMBERSHIP

2.1 **Entitlement.** The Members shall be those Persons who may from time to time be admitted to Membership in accordance with these by-laws. A Person may apply to the Board for Membership and the Board may accept or decline that Person as a Member in the Board's sole discretion. After acceptance by the Board, and upon payment of the applicable Membership dues, if any, the Person applying for Membership shall become a Member.

2.2 **Membership Classes.** The Society shall have one class of Membership.

2.3 **Dues.** The annual dues, if any, payable by the Members shall be those fixed from time to time by the Board.

2.4 **Assessment.** In addition to the dues described in section 2.3, the Board may from time to time impose an assessment on Members for any extraordinary expenditures which the Board considers appropriate. To be effective, an assessment must first be approved by an ordinary resolution passed at a general meeting of the Members by a simple majority of the votes of the Members cast in respect of a resolution to approve such extraordinary expenditures.

2.5 **Waiver of Dues/Assessments.** The Directors may, by resolution, waive the requirement for the payment of any dues or assessments or a portion thereof due to the Society by any Member.

2.6 **Good Standing.** A Member in good standing shall be a Member who has paid all dues and assessments owing by such Member within the period set by the Board for the payment of such dues and assessments and who has not resigned or been expelled, terminated or suspended from Membership.

2.7 **Non-Transferable.** The Membership of a Member and all rights arising from the Membership are non-transferable.

2.8 **Cessation of Membership.** A Member shall cease to be a member of the Society upon the occurrence of any of the following:

- (i) the Member dies, resigns or, in the case of a Person other than an individual, is dissolved;
- (ii) the Member is expelled or the Member's Membership is otherwise terminated in accordance with these by-laws;
- (iii) the Member's term of Membership expires;
- (iv) the Society is liquidated or dissolved pursuant to the Act; or
- (v) the Member is otherwise not in good standing.

Upon any termination of Membership, the rights of the Member automatically cease to exist. No Membership dues will be returned to a previous Member upon termination of such Member's

Membership.

2.9 **Suspension and Expulsion.** The Board may, in accordance with section 2.11, suspend or expel any Member where the Member has failed to observe the rules of the Society, including these by-laws or where the Member carries out any conduct which may be detrimental to the Society. A Member that is suspended loses all rights of Membership until the suspension has been completed.

2.10 **Return of Dues and Restoration.** Any Member who has been expelled or suspended pursuant to section 2.9, shall not be entitled to the restoration of the Member's Membership until any requirements for restoration to Membership, as may be established by the Board from time to time, are met by the Member.

2.11 **Procedure for Expulsion or Suspension.** If grounds appear to exist for the expulsion or suspension of a Member under section 2.9 (the "**Disciplinary Action**"), the following procedure shall be followed:

- (i) **Notice** - Written notice shall be given to the Member in accordance with section 11.1 of the proposed Disciplinary Action and the reasons therefor at least 30 days prior to the date of the meeting at which the Disciplinary Action will be voted upon.
- (ii) **Hearing** - The Member shall be given every reasonable opportunity to present to the Board, either orally or in writing, his or her reasons why the Disciplinary Action should not proceed.
- (iii) **Meeting** – The Board shall decide whether or not to proceed with the Disciplinary Action, by a majority of the votes cast at a meeting of the Directors to be held not less than five days before the effective date of the Disciplinary Action. In the event the Board approves proceeding with the Disciplinary Action, the approval shall be final.

PART 3– GENERAL MEETINGS OF MEMBERS

3.1 **General Meeting.** A general meeting of the Members must be held at the time and place the Board determines.

3.2 **Notice of Meeting.** Notice of a general meeting shall be given in accordance with section 11.1 at least 14 days but not more than 60 days before the date of the meeting:

- (i) to every Member listed on the register of Members on the day notice is given;
- (ii) to every Director; and
- (iii) in the case of annual general meetings, to the auditors, if there are auditors holding office at the time notice is given.

3.3 **Omission of Notice.** The accidental omission to send notice of a general meeting to a Member, or the non-receipt of any notice by a Member, does not invalidate any proceedings at the meeting.

3.4 **Entitlement to Attend General Meetings of Members.** Only Members, Directors and the auditors may attend general meetings, provided, however, that the Board may invite non-Members to attend general meetings.

3.5 **Authorized Representative.** Each Member that is not an individual is entitled to appoint, from time to time, one individual as its representative to exercise its rights as a Member on its behalf, including attending and voting at all meetings of Members

PART 4- PROCEEDINGS AT GENERAL MEETINGS OF MEMBERS

4.1 **Chair of the Meeting.** The President shall be chair at any general meeting. If the President is absent or unable to act as chair at a general meeting, then the Vice-President shall be chair of the general meeting. If the Vice-President is absent or is unable to act as chair at a general meeting, then the Members who are present and entitled to vote shall choose a Director who is present and able to act as chair of the meeting and if no Director is present and able to act or if all the Directors present decline to take the chair then the Members who are present and entitled to vote shall choose one of their number to act as chair of the meeting.

4.2 **Adjournment.** The chair of any general meeting may, with the consent of a majority of the Members present at the general meeting and entitled to vote, adjourn the meeting to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.3 **Quorum.** A quorum at any general meeting shall be 5 Members of record in good standing and entitled to vote. No business other than the election of a chair and the adjournment or termination of the meeting shall be transacted at any general meeting unless the requisite quorum is present at the time of the transaction of such business. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present constitute a quorum.

4.4 **Rules of Order.** The Directors may, from time to time, adopt such rules of order to govern the general meetings as the Directors may determine. Any such rules of order shall be available for inspection during normal business hours at the registered office of the Society.

PART 5- VOTING AT GENERAL MEETINGS OF MEMBERS

5.1 **Voting.** Unless provided otherwise in the Act or these by-laws:

- (i) every resolution submitted at a general meeting shall be decided in the first instance by a show of hands;
- (ii) no resolution submitted at a general meeting need be seconded and the chair of a meeting may move or propose a resolution; and
- (iii) in the case of an equality of votes, the chair of the meeting shall not have a casting or second vote in addition to the vote to which the chair may be entitled as a Member and the proposed resolution shall not pass.

5.2 **Secret Ballot.** A secret ballot may be demanded by any Member who is entitled to vote at the general meeting either before or on the declaration of the result of any vote by show of hands. If at any general meeting a secret ballot is demanded on the election of a chair or on the question of an adjournment, the secret ballot shall be taken forthwith without adjournment. If at any general meeting a secret ballot is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or at an adjournment of that meeting as the chair of the meeting directs. A demand for a secret ballot may be withdrawn.

5.3 **Entitlement to Vote.** No Member shall be entitled to vote at any general meeting unless the Member is in good standing pursuant to the provisions of section 2.6. Any Member who is in good standing is entitled to one vote on any show of hands or secret ballot at a general meeting.

5.4 **Simple Majority.** At all general meetings every resolution put to the vote at a general meeting shall, unless otherwise required by these by-laws or under the Act, be decided by a simple majority of the votes duly cast on the resolution.

5.5 **Evidence that Resolution Carried.** At any general meeting, unless a ballot is demanded in accordance with section 5.2, a declaration by the chair of the meeting following a show of hands that a resolution has been carried unanimously, carried by a particular majority or not carried by a particular majority shall be conclusive evidence of the fact.

5.6 **Voting by Proxy.** All Members may appoint a proxyholder to attend and vote at any meeting of the Members or any adjournment of that meeting. A proxy shall be in writing, shall be deposited at the registered address of the Society prior to the meeting or deposited with the Secretary (or his or her nominee) at the meeting at which the Person named in the proxy proposes to vote and shall be in the following form, or any other form that is approved by the Directors:

Pacific Agricultural Certification Society

The undersigned hereby appoints _____ of _____ or failing him or her _____ of _____ as proxyholder for the undersigned to attend at and vote for and on behalf of the undersigned at the meeting of the Society being held on the ____ day of _____, _____ and at any adjournment of that meeting.

Name of Member

Authorized Signatory

Any individual 19 years of age or older may act as proxyholder of a Member whether or not that individual is entitled on his or her own behalf to be present and to vote at the meeting at which that individual acts as proxyholder. In addition, Members shall be permitted to attend any meeting of the Members by telephone or other communications medium in accordance with the Act.

PART 6- BOARD OF DIRECTORS

6.1 **Number of Directors on the Board.** The affairs of the Society shall be managed by a Board consisting of such number of Directors as may be determined from time to time by the Members entitled to vote at a general meeting, provided that the number of Directors shall not be less than 5 or more than 9.

6.2 **Qualifications for Director.** A Person is qualified to become a Director of the Society if that Person:

- (i) is not an undischarged bankrupt;
- (ii) has never been convicted of an indictable offence involving fraud or in connection with the promotion, formation or management of a society or corporation or such other offence as the Directors in their sole discretion may determine from time to time; and
- (iii) is not mentally incompetent. For the purposes of this section 6.2(iii), a Person shall be deemed to be mentally incompetent if two medical practitioners set forth their opinion in writing that the Person in question is incapable of managing his or her affairs.

6.3 **Powers and Duties of Board.** The Board shall be responsible for conducting all business of the Society and may exercise all such powers and do all such acts and things as may be exercised or done by the Society that are not by the Constitution, these by-laws or the Act expressly directed or required to be done in some other manner, and may from time to time by majority vote pass resolutions relating in any way to the Society or to the conduct of its affairs. No act or proceeding of the Board is invalid by reason only of there being vacancies among the Directors or less than the prescribed number of Directors in office.

6.4 **Election of Directors.** The Members shall, at each annual meeting at which an election of Directors is required, elect Directors to hold office for a term expiring at the close of the second annual meeting of Members following such election. If Directors are not elected at a meeting of Members, the incumbent Directors continue in office until their successors are elected. A Director is eligible for re-election at the end of his or her term of office if he or she

has served as a Director for less than 6 consecutive years. Any Director that is ineligible for re-election at a annual meeting of Members pursuant to the foregoing sentence shall be eligible for election as a Director at the next annual meeting of Members. Any Director that is ineligible for re-election at an annual meeting of Members pursuant to the foregoing sentence shall be eligible for election as a Director at the next annual meeting of Members.

6.5 **Vacancy.** The Directors may at any time and from time to time appoint a qualified individual to act as a Director to fill a vacancy on the Board. A Director so appointed holds office only until the close of the third annual meeting of Members following such appointment, but is eligible for re-election at such annual general meeting.

6.6 **Power of Board if a Vacancy.** Where there is a vacancy or vacancies on the Board, the remaining Directors may exercise all the powers of the Board as long as a quorum of the Board remains in office.

6.7 **Termination of Office.** The office of a Director shall automatically be terminated if any of the following events occur:

- (i) the Director's term of office expires in accordance with section 6.4;
- (ii) the Director is removed from office in accordance with section 6.9;
- (iii) the Director becomes bankrupt, suspends payment of his or her debts generally or made a compromise or arrangement with his or her creditors;
- (iv) the the Director is mentally incompetent. For the purposes of this section 6.8(iv), an individual shall be deemed to be mentally incompetent if two medical practitioners set forth their opinion in writing that the individual in question is incapable of managing his or her affairs;
- (v) the Director is convicted of an indictable offence involving fraud or in connection with the promotion, formation or management of a society or corporation or such other offence as the Directors in their sole discretion may determine from time to time; or
- (vi) the Director resigns from his or her office by notice in writing to the Society. Any such resignation shall be effective at the time it is received by the Society or at the time specified in the notice, whichever is later.

6.8 **Removal of Directors.** The Members may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given in accordance with these by-laws, remove any Director before the expiration of his or her term of office and may, by the majority of votes cast by the Members present and entitled to vote at that general meeting, elect any qualified individual to serve in the place of the removed Director until the close of the third annual general meeting of the Members following such election.

6.9 **Remuneration.** No Director shall be paid for serving as a Director and will not receive any profit from his or her position as a director. Notwithstanding the foregoing, a Director may be reimbursed for reasonable expenses incurred by him or her in the performance of his or her duties as a Director.

PART 7- MEETINGS OF THE BOARD

7.1 **Place of Meeting.** The Board may meet together at the times and places for the dispatch of business and adjourn and otherwise regulate their meetings and proceedings as they see fit.

7.2 **Holding of Meetings.** The President or any three of the Directors may at any time, and the Secretary shall, at the request of the President or such Directors, convene a meeting of the Board.

7.3 **Chair of the Meeting.** The President shall be chair at any meeting of the Directors. If the President is unable to act as chair or if the President is not present within thirty minutes after the time appointed for holding the meeting of Directors, then a Vice-President shall be chair of the meeting of Directors. If the Vice-President is absent or is unable to act as chair at a meeting of the Directors, then the Directors who are present shall choose one of their number to act as chair of the meeting. The chair of a meeting may submit a question for consideration to the Directors.

7.4 **Notice of Meetings.** Notice of each meeting the Board shall be given to each Director in accordance with section 11.1 at least 14 days before the time appointed for holding the meeting or such lesser time as may be reasonable under the circumstances. Notwithstanding the foregoing, it shall not be necessary to give to any Director notice of a meeting of Directors immediately following an annual general meeting at which that Director has been elected or notice of a meeting of Directors at which that Director was appointed. Accidental omission to give notice of a meeting of Directors to or the non-receipt of notice by any Director shall not invalidate the proceedings of that meeting.

7.5 **Participation by Telephone or Other Communications Medium.** The Board may hold meetings by means of conference telephone or any other communication facility whereby all Directors participating in the meeting can hear each other and make themselves heard, provided that all the Directors consent to the holding of a meeting in such manner. Such consent may be made generally or in respect of a particular meeting. A Director participating in a meeting in accordance with this section 7.5 shall be deemed to be present at the meeting and to have so consented and shall be counted in the quorum for the meeting and shall be entitled to speak and vote at the meeting.

7.6 **Quorum.** The quorum necessary for the transaction of business of the Board may be fixed by the Directors and unless so fixed shall be a majority of the Directors then in office. Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Board.

7.7 **Voting.** No question submitted at a meeting of the Directors need be seconded.

Each Director shall have one vote. Questions arising at any meeting of Directors shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall not have a casting or second vote in addition to the vote to which the chair is otherwise entitled and the proposed resolution shall not pass.

7.8 **Written Resolutions.** A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Such resolution may be in one or more counterparts, all of which together shall be deemed to constitute one instrument.

7.9 **Acts Valid.** All acts done at any meeting of Directors, any meeting of any committee of the Board, by any Persons acting as Directors or by any member of a committee constituted by the Directors shall, notwithstanding that it may afterwards be discovered that there was some defect in the election or appointment of any such Directors or Persons acting as such, or that they or any of them were disqualified, be as valid as if every such Person had been duly appointed and was qualified to act as a Director.

7.10 **Regulations.** The Directors may by resolution make such rules and regulations for the conduct of their affairs and of the affairs of the Society as they deem necessary or desirable, provided that such rules and regulations are not inconsistent with these by-laws or the Act.

PART 8 - OFFICERS, SENIOR MANAGERS AND COMMITTEES

8.1 **Officers.** The Board may designate the offices of the Society, appoint and remove individuals as officers and specify their duties. The term of office for each officer shall be one year. Officers shall retire from office at the expiration of their term of office when their successors have been elected or appointed at the first meeting of the Directors held following the annual general meeting of the Members. If no successor is elected or appointed, then the individual previously elected or appointed as an officer of the Society shall continue to hold office, unless the individual resigns or is otherwise removed from office. An officer must be a Director. Two or more offices may be held by the same Director.

8.2 **Termination of Office.** An officer shall automatically be terminated if any of the following events occur:

- (i) the officer's term of office expires;
- (ii) the officer is removed from office in accordance with section 8.3;
- (iii) the officer resigns from his or her office by notice in writing to the Society. Any such resignation shall be effective at the time it is received by the Society or at the time specified in the notice, whichever is later.

8.3 **Removal of Officer.** The Board may, by resolution, remove any officer before the expiration of his or her term of office.

8.4 **Vacancy.** The Directors may at any time and from time to time appoint a qualified Person to act as an officer to fill a vacancy. An officer so appointed holds office only until the first meeting of the Directors held following the next annual general meeting of the Members but is eligible for re-election by the Directors.

8.5 **Description of Offices.** Unless otherwise specified by the Board, the officers of the Society, in appointed, shall have the following duties and powers associated with their positions:

- (a) President. . The President shall be the chief executive officer of the Society and shall supervise the other officers in the execution of their duties. The President shall be chair of all general meetings and of all meetings of the Board. During the absence or disability of the President, the President's duties shall be exercised by the Vice-President designated by the President or as may otherwise be directed by the Board
- (b) Vice-President. The Vice-President or Vice-Presidents shall assist the President at all times in any or all of his or her duties of office. In the absence of the President, the Vice-President shall be chair of all general meetings and of all meetings of the Board. If there is more than one Vice-President, the Vice-President designated by the President shall be chair of the meeting. During the absence or disability of the President, the Vice-President designated by the President shall exercise the duties of the President unless otherwise directed by the Board. The Vice-President shall, subject to the authority of the Board and the President, have the responsibility for the general management and direction of the Society's affairs.
- (c) Secretary. The Secretary shall:
 - (i) make or cause to be made all required filings for the Society with the registrar;
 - (ii) issue or cause to be issued all notices required to be given to members and directors;
 - (iii) attend all meetings of the directors and the members and prepare and enter (or cause to be prepared and entered) in books kept for that purpose, accurate minutes of all proceedings of the meetings of directors and members (such books to be kept at the registered office of the Society);
 - (iv) keep or cause to be kept the corporate seal and the records and other instruments of the Society;
 - (v) maintain or cause to be maintained the register of members and register of directors; and
 - (vi) perform any other duties prescribed from time to time by the Board.

- (d) Treasurer. The Treasurer shall:
- (i) keep (or cause to be kept) full and accurate books of account which record all receipts, disbursements, assets and liabilities of the Society and, under the direction of the Board, control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Society;
 - (ii) provide to the Board, members and others when required an accounting of all transactions of the Society and the financial position of the Society and report on the financial position of the Society to the members at the general meeting of the members; and
 - (iii) perform any other duties prescribed from time to time by the Board.

The powers and duties of all other officers of the Society shall be such as the terms of their engagement call for or the Board requires of them.

8.6 **Senior Managers.** The Board may appoint one or more senior managers of the Society to exercise the Directors' authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society. The Board may at any time by resolution remove any senior manager.

8.7 **Variation of Duties.** From time to time the Board may vary, add to or limit the powers and duties of any officer or senior manager.

8.8 **Committees of Directors.** The Board may appoint committees of Directors from among their number and may delegate to such committees any, but not all, of the powers of the Board. Any committee so appointed may, subject to a resolution of the Board and these by-laws, meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit.

8.9 **Powers of Committees.** Every committee constituted by the Board shall have the authorities, powers and discretion which may be delegated to it by the Board and shall act in accordance with any requirements, including reporting, which the Board may impose upon the committee.

PART 9- BORROWING POWERS AND USE OF SEAL

9.1 **Borrowing Powers.** The Directors may, by resolution, cause the Society to: (i) borrow such sums of money on such terms and on such security as the Directors may determine; (ii) issue bonds, debentures, notes or other evidences of debt obligations; (iii) mortgage, hypothecate, pledge, charge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any debt obligation of the Society; and (iv) guarantee the debt of another Person.

PART 10- INDEMNIFICATION AND LIABILITY OF DIRECTORS AND SENIOR MANAGERS

10.1 **Definitions.** In this Part 10:

- (a) “**eligible party**” means, in relation to the Society, an individual who is or was a Director, officer or senior manager of the Society or who holds or held an equivalent position in a subsidiary of the Society;
- (b) “**eligible proceeding**” means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which an eligible party or a representative of the eligible party, by reason of the eligible party being or having been a Director or senior manager of the Society, or holding or having held an equivalent position in a subsidiary of the Society,
 - (i) is or may be joined as a party, or
 - (ii) is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action;
- (c) “**expenses**” includes costs, charges and expenses, including legal and other fees, but does not include penalties;
- (d) “**penalty**” means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding; and
- (e) “**representative**” in relation to an eligible party, means an heir or Personal or other legal representative of the eligible party.

10.2 **Indemnification.** To the extent the Society is not so prohibited by the Act, the Society may indemnify each eligible party or a representative of the eligible party against all penalties to which the eligible party or the representative is or may be liable in respect of an eligible proceeding and the Society must after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by an eligible party or a representative of the eligible party in respect of the eligible proceeding.

10.3 **Insurance.** Subject to the Act, the Society shall purchase and maintain insurance for the benefit of an eligible party or a representative of the eligible party against any liability that may be incurred by reason of the eligible party being or having been a Director, officer or senior manager of the Society or holding or having held an equivalent position in a subsidiary of the Society.

PART 11 - NOTICES

11.1 **Method of Giving Notices.** Any notice (which term includes any communication or document) to be given to a Member, Director, officer, member of a committee of the Board, or the auditor 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 Society; 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 address for that purpose as shown in the records of the Society.

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 at a time it would be delivered in the ordinary course of mail; and a notice so sent by any means of electronic or similar communication shall be deemed to have been given when delivered to the appropriate electronic server or equivalent facility. The Secretary may change or cause to be changed the recorded address of any Member, Director, officer, auditor 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 these by-laws shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Society to any notice or other document to be given by the Society may be written, stamped, type written or printed or partly written, stamped, type written or printed.

11.2 **Omissions and Errors.** The accidental omission to give any notice to any Member, Director, officer, member of a committee of the Board or auditor, or the non receipt of any notice by any such Person where the Society has provided notice in accordance with these 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.

11.3 **Waiver of Notice.** Any Person entitled to notice may waive or abridge the time for any notice required to be given to such Person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Attendance of an Person at a meeting shall constitute a waiver of notice of the meeting except where a such Person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

PART 12- AUDITORS

12.1 **Auditors.** At each annual general meeting, the members may (but are not required to unless otherwise required by the Act) appoint auditors to audit the accounts of the Society and the auditors so appointed shall hold office until the close of the annual general meeting following the appointment. Subject to the Act, the board may fill any casual vacancy in the office of the auditors.

12.2 **Remuneration of Auditors.** Subject to the Act, the Members at an annual general meeting (or the Directors if authorized to do so by the Members), shall fix the remuneration of the auditors.

12.3 **Financial Year.** The financial year of the Society shall terminate on a day in each year to be fixed by the Board and the financial statements of the Society's affairs for presentation to the Members at the annual general meeting shall be made up to that date.

PART 13- - EXECUTION AUTHORITY

13.1 **Execution of Documents.** Deeds, transfers, assignments, contracts, obligations and other documents and instruments ("**Documents**") in writing requiring execution by the Society may be signed by any two of its officers or directors or combination thereof. The Board may also from time to time direct the manner in which and the person or persons by whom Documents generally and/or a particular Document or type of Document shall be executed. Any person authorized to sign any Document may affix the corporate seal to the Document.

PART 14- AFFILIATIONS

14.1 **Affiliations.** To promote the purposes of the Society, the Board may, in its discretion, approve the affiliation by the Society with any individuals or other organizations having purposes similar to those of the Society.

PART 15- DISSOLUTION

15.1 **Dissolution.** In the event of winding up or dissolution of the Society the funds and assets of the Society remaining after the satisfaction of its debts and liabilities must be distributed to an organization that supports the development of organic farming in British Columbia.

APPROVED by the Members this 22nd day of February, 2019.