Nova Scotia Federation of Agriculture Bylaws

Definitions

1. In these by-laws:
    a) "Federation" means Nova Scotia Federation of Agriculture;
    b) "Council" means the Council of Leaders of the Federation;
    c) "County or Regional Federation" means a Federation of Agriculture formed within a County or such other territory as may from time to time be approved by the Council of Leaders of the Federation;
    d) "Designated Representative" means any person, appointed by a NSFA Member as the voting representative for that farm, and one farm only, providing that a Designated Representative form is signed by the NSFA Members and presented to the NSFA by the day prior to the annual meeting;
    e) "Member" means a member of the Federation as defined herein;
    f) "Non-Registered Farm" means a farm operated as a sole proprietorship, partnership, corporation, company, co-operative or other legal form which is actively involved in farming including growing crops or raising livestock, which farm is not registered under the Farm Registration Act.
    g) "Registered Farm" means a farm currently registered under the Farm Registration Act
    h) "Special Business" means a motion passed by not less than two-thirds of such Members entitled to vote as are present in person, or present by phone by other permitted electronic means including video conference or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the motion as special business has been duly given.
    i) Shall is understood as imperative, may is understood as permissive, the singular includes the plural, the masculine includes the feminine and vice-versa.

MEMBERSHIP CLASSES, RIGHTS AND RESPONSIBILITIES

2. The Federation is accountable to the Members of the Federation.

3. Any Member of legal age is entitled to hold any office.

4. There shall be two (2) voting membership categories of the Federation and shall consist of:
    a) Registered Farms:
        i. Those Registered Farms who support the objects of the Federation, as outlined in the Federations of Agriculture Act,
        ii. Those Registered Farms whose name and address is written in the Register of Members by the Farm Registrar; and
        iii. Those who pay an annual fee in an amount to be recommended by the Federation and approved by the Nova Scotia Department of Agriculture (NSDA) Farm Registration System.
    b) Non-Registered Farms:
        i. Those Non-Registered Farms who support the objects of the Federation, as

outlined in the Federations of Agriculture Act, and

ii. Those who pay an annual fee to the Federation in an amount equivalent to the fee prescribed in the Farm Registration System.

5. Membership classes:

   a) Member (Voting): a person or body corporate and his or its heirs, executors or other Designated Representative; currently operating a Registered Farm or Non-Registered Farm choosing to join the NSFA. Principle of one farm = one vote shall apply.

   b) County or Regional Federations of Agriculture (Non-voting): a body corporate formed within a county or other such territory meeting the objects of the county or regional federations and designated by the Council.

6. Membership in the Federation is not transferable.

7. Membership in the Federation shall cease:
   a) If the Member resigns by written notice to the Federation, or
   b) If the Member ceases to qualify for membership in accordance with these by-laws.

8. The Members, through their Designated Representatives, or in person, or present by phone or by other permitted electronic means including video conference, at the annual general meeting may repeal, amend or add to these by-laws when proper notice of special business regarding a change to the bylaws has been given, including the proposed changes.

MEMBERS' MEETINGS

9. A general or special meeting of the Members may be held at any time and shall be called:
   a) If requested by the President, or
   b) If requested by a majority of the Council, or
   c) If requested in writing by 40 members.

10. Notice to Members is required for general or special meetings. The notice must:
   a) Specify the date, place and time of the meeting,
   b) Be given to each Member fifteen (15) days prior to the meeting by regular mail, newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means,
   c) Specify the nature of business, such as the intention to propose a motion of special business, a copy of such motion, and the non-receipt of notice by any Member shall not invalidate the proceedings

11. An annual general meeting shall be held not later than one hundred and twenty days (120) days after the end of every fiscal year at such place and upon such date as may be determined

by the Council and notice is required which must:

a) Specify the date, place and time of the meeting
b) Be given to the Members thirty (30) days prior to the meeting by mail, newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means,
c) Specify the intention to propose a motion of special business, a copy of that motion, and
d) The non-receipt by any Member shall not invalidate the proceedings

12. At the annual general meeting of the Federation the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:

a) Minutes of the previous annual general meeting;
b) Consideration of the annual report of the Council;
c) Consideration of the annual financial report of the Federation;
d) The appointment of the auditors for the ensuing year; and
e) Presentation and consideration of the budget.

13. The Federation shall convene a General Members' Meeting within six (6) months of the Annual General Meeting, at a time determined by Council. The following items of business shall be transacted at the General Members' Meeting and shall be deemed ordinary business:

a) Election of Council members in accordance with these bylaws; and
b) Consideration and vote on policy resolutions and other matters referred to the Members by Council or properly brought forward by Members in accordance with these bylaws.

Notice requirements for General Members' Meeting shall be in accordance with Section 10 of these bylaws.

14. Only voting Members or their Designated Representative shall have the right to vote at any annual or special meeting. Principle of one farm = one vote shall apply. The voting Member or Designated Representative must be represented in person, or present by phone or by other permitted electronic means including video conference at the meeting to be eligible for a vote.

15. At all annual and special meetings, quorum shall consist of 40 Members. No business shall be conducted at any meeting unless quorum is present.

16. No quorum

a) If a meeting is convened as per by-law 10(a) or 10(b) and quorum is not present within a reasonable time from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of the Members present shall decide. Notice of the new meeting shall be given and at the adjourned meeting the Members present shall constitute quorum for only the purpose of winding up the meeting.
b) If a meeting is convened at the request of Members as per by-law 10(c) and quorum is not present within a reasonable time from the time appointed for the meeting, it shall

be dissolved.

17. The President, or in his/her absence, the 1st Vice-President, or in the absence of both of them, the 2nd Vice-President shall preside as Chair at the general or special meetings.

18. The Chair may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the Members.

19. At any meeting a declaration by the Chair that a motion has been carried is sufficient unless a poll is demanded by at least three NSFA Members or Designated Representatives. If a poll is demanded the voting method is determined by the chair, with the consent of the meeting and can include show of hands, secret ballot or electronic voting within the room.

NSFA COUNCIL OF LEADERS (COUNCIL)

20. The Council shall be the governing body of the Federation providing overall direction and operational oversight.
    a) The Council is accountable to the membership of the Federation, and
    b) The Council shall consist of:
        i. Members elected by the Members at an annual, general, or special meeting of the Federation, and
        ii. Immediate Past-President who shall be a voting member while their term remains, and then after the end of their term, is an ex-officio Member of the Council for one year.

21. No person shall be eligible to vote as a Council Member who is not also a Member of the Federation.

22. The Council has the power to carry out policy formulation on matters requiring immediate attention. Such policy formulations may be ratified at the Annual General Meeting.

23. The number of members of the Council shall be 8-12 and should broadly represent the NSFA membership.

24. Members of the Council shall retire from office at the end of their term at an annual general meeting at which their successors are elected. Retiring Members of the Council shall be eligible for re-election. Members of the Council shall be elected to three-year terms with a maximum number of three terms. Members of the Council who have served their three terms shall take a minimum one-year break before being eligible for re-election.

25. If a Member of the Council resigns his/her office or ceases to be a Member of the Federation, his/her office as Member of the Council shall be vacated and the vacancy may be filled for the unexpired portion of the term by the Council from among the Members of the Federation.

26. The management of the Federation is the responsibility of the Council. In particular, the Council may engage an Executive Director, and determine his/her duties, responsibilities and remuneration.

27. Members of the Council who have, or could reasonably be seen to have, conflicts of interest have a duty to declare this interest. The declaration should be made to the Members
    a) Upon nomination, and
    b) If serving as a Member of the Council, when the possibility of a conflict is realized.

28. A conflict of interest does not prevent a Member from serving as a Member of the Council provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

COUNCIL MEETINGS

29. The Council shall meet a minimum of 8 times each fiscal year.

30. A Council meeting may be held at the close of every annual general meeting without notice. For all other Council meetings, notice is required and must:
    a) Specify the date, place and time of the meeting,
    b) Be given to the Council Members seven (7) days prior to the meeting,
    c) Be given to the Council Members by newsletters, e-mail, telephone, fax and/or other electronic

    means,
    d) The non-receipt of notice by any Member of the Council shall not invalidate the proceedings.
    e) Notice can be waived for Council meetings with the unanimous approval of the Council.
    f) Meetings may be conducted electronically through tele-conference, video-conference or internet-based conferencing methods.
    g) Voting on a single topic can be voted on via email or other electronic means.

31. Quorum shall consist of 50% of the Council members. No business shall be conducted at any meeting of the Council unless a quorum is present.

32. The President or, in his/her absence, the 1st or 2nd Vice-President or, in the absence of both of them, any Member of the Council appointed from among the Members of the Council shall preside as Chair of the Council.

OFFICERS

33. Officers of the Federation shall be elected by Members of the Council. Officers of the Federation are: President, 1st Vice-President, 2nd Vice-President, Corporate Secretary and Treasurer.

34. The President is responsible for the effective functioning of the Council and shall perform other duties as assigned by Council.

35. The President must serve on the Council for at least one year prior to election as President.

36. The 1st or 2nd Vice-President shall perform the duties of the President during the absence, illness or incapacity of the President, or when the President may request him/her to do so and shall perform other duties as assigned by Council.

37. The Corporate Secretary and Treasurer shall be responsible for the oversight, review and approval of all NSFA books and records which include minutes of Member and Council meetings, financial statements and a register of members. The Corporate Secretary Treasurer shall perform other duties as assigned by Council from time to time.

38. Council may appoint a Recording Secretary
    a) Who is responsible for taking minutes of all Council and Member meetings, and
    b) Who need not be a Member of the Council

39. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Federation by any two of the Executive Director, the President, the 1st Vice-President or the Corporate Secretary, as prescribed by motion or policy direction of the Council.

OTHER COMMITTEES

40. Nominating Committee
    a) The Nominating Committee is established by the Council and shall be responsible for ensuring qualified nominees are presented for vote at the Annual Meeting
    b) The current President and Executive Director shall be ex-officio (non-voting) Members of the Nominating Committee;
    c) Nominations shall be accepted through application in a format determined by the Nominating Committee;
    d) The application period shall be open 45 calendar days prior to the 1st day of the Annual Meeting;
    e) Applications must be received 15 calendar days prior to the 1st day of the Annual Meeting;
    f) The application must be signed by the nominee and five (5) additional members of the NSFA;
    g) The list of qualified nominees will be communicated 10 calendar days prior to the 1st day of the Annual Meeting;
    h) If there are an insufficient number of applications to fill the vacancies then nominations will be taken from the floor at the Annual Meeting.

41. Policy Advisory Committee (PAC)
    a) The Policy Advisory Committee is established by the Council through applications from NSFA Members,
    b) that shall meet a minimum of four times per year,

c) carry out policy and position formulation, study and prepare resolutions and liaise member and industry trends and issues, and
d) shall be responsible to NSFA Council.

42. The Council may appoint standing or special committees as deemed necessary. Those appointed shall be responsible to Council.

FINANCE

43. The fiscal year end of the Federation shall be the last day of March.

44. The Members of the Council shall annually present to the members a written report on the financial position of the Federation. The report shall be in the form of:
    a) a balance sheet showing its assets, liabilities and equity, and
    b) a statement of its income and expenditure in the preceding fiscal year.

45. A copy of the financial report shall be signed by the auditor or by two Members of the Council.

46. An auditor of the Federation may be appointed by the Members at the annual general meeting and, if the Members fail to appoint an auditor, the Members of the Council may do so.

47. The Federation may only borrow money as approved by a special resolution of two-thirds Council vote or in accordance with the NSFA budget.

48. The Members may inspect the annual financial statements and minutes of annual, general or special and Council meetings of the current year at the registered office of the Federation with one week's notice.

49. Members of the Council and officers shall be paid remuneration, the amount to be recommended to the Members of the Federation at the Annual Meeting for approval. Members of the Council or officers may be paid reasonable expenses incurred in the performance of his/her duties.

50. The Federation shall not make loans, guarantee loans or advance funds to any Member.

RULES OF ORDER

51. At all meetings Robert's Rules of Order shall govern the proceedings of the meeting.