

**BY-LAW #1**  
**OF**  
**RURAL ONTARIO INSTITUTE**  
**(the “Institute”)**

A by-law relating generally to the transaction of the affairs of the Institute without share capital incorporated under the *Ontario Corporations Act*.

*Name*

1. The (Organization/ Association) shall be known as the “**Rural Ontario Institute**” or “**ROI**”.

*Head Office*

2. The head office of the Institute shall be in the **Township of Guelph – Eramosa, in the County of Wellington** in the Province of Ontario. The directors may, from time to time, determine the specific location of the head office.

*Fiscal Year*

3. The fiscal year of the Institute shall begin on **April 1<sup>st</sup>** of each year and end on **March 31<sup>st</sup>** of the following year.

*Seal*

4. There shall be a corporate seal for the Institute. An imprint of the corporate seal is impressed in the margin.

*Members*

5. The following shall be eligible for membership in the Institute:
  - (a) Those individuals, companies, corporations, partnerships, sole proprietorships and unincorporated associations who support the objects and activities of the Institute and who apply to the directors for admission and who pay the membership fee;
  - (b) The board of directors shall have the right to invite any Federal and Provincial government institution, or their representatives, to be an ex-officio member. Ex-officio members shall have all the rights and obligations as a member enrolled pursuant to paragraph 4(a) herein, save and except, an individual ex-officio member may be removed, at the sole discretion of the board of directors, in the event the individual ceases to be associated with a Federal or Provincial government institution.
6. The membership fee shall be such sum per annum as may be fixed from time to time by the board of directors.
7. Every individual member in good standing and who has paid the applicable annual membership fee for that year is entitled:
  - (a) to attend the annual general meeting or any other meeting of the Institute;
  - (b) to vote at the annual general meeting or any meeting of the Institute; and
  - (c) to hold any office of the Institute.

Members that are corporations, unincorporated associations or trusts are entitled to vote by proxy at the annual general meeting or any other meeting.

8. A member may vote at the Annual General Meeting by open proxy vote given to another member who will be present for that meeting. In addition, notice of this proxy vote must be delivered in writing to the Secretary no later than 48 hours prior to the meeting.
9. Each member is entitled to one vote. The chair of the meeting will only vote in the event of a tie on any matter before that meeting that has been voted upon by the members.
10. Membership shall cease:
  - (a) upon death of a member;
  - (b) if the member has not renewed his or her membership and paid the applicable annual membership fee prior to or at the annual general meeting;
  - (c) if the member resigns by written notice given to the secretary;
  - (d) if the member no longer qualifies for membership in accordance with the by-laws; or
  - (e) if the membership has been terminated by a vote of at least two-thirds of the members at a meeting duly called for that purpose. Notice of the meeting shall be served upon the member and shall set out the grounds for the proposed termination of his or her membership.

#### *Meetings*

11. The annual general meeting of the Institute shall be held no later than 18 months after the incorporation and no later than 15 months after the last annual meeting in subsequent years. The following business shall be conducted at the annual general meeting:
  - (a) reading of the financial reports and the annual report;
  - (b) election of the directors;
  - (c) appointment of auditors and fixing or authorizing the board to fix the remuneration of the auditor; and
  - (d) any other business that may properly be brought before the meeting.
12. The directors may, from time to time, call a general meeting of the Institute.
13. The directors shall call a general meeting of the Institute if at least 50 percent (50%) of the members of the Institute request that a general meeting be called.
14. Notice of the annual general meeting or of a general meeting shall be given to the members by the secretary at least seven [7] days before the date of the meeting.
15. Quorum for the annual general meeting or for a general meeting of the Institute shall be twenty five percent (25%) of the members of the Institute present in person or by proxy.
16. Any meeting of the Institute may be adjourned to any time and from time to time. No notice shall be required for any adjournment. An adjournment may be made with or without a quorum being present.

*Notice*

17. Any notice required to be given under the Act, the Letters Patent, the by-laws or otherwise by a member, director, officer or auditor shall be deemed to have been given if it is:
- (a) delivered personally to the person to whom it is to be given;
  - (b) delivered to the person's address as recorded in the Institute's records;
  - (c) mailed to the person's address as recorded in the Institute's records by prepaid ordinary mail;
  - (d) sent to the person's address as recorded in the Institute's records by any means of prepaid transmittal, delivery or recorded communication; or,
  - (e) sent via email to the person's email address recorded in the Institute's records. In the event notice is sent via email, a receipt must be attached.

A notice shall be deemed to have been given when it is delivered personally or to the person's address, or three [3] days after it was mailed or transmitted.

18. The notice shall specify the business to be attended to at the annual general meeting, the general meeting or the meeting.

*Board of Directors*

19. The affairs of the Institute shall be managed by a board of directors of not less than three (3) and not more than twelve (12). In addition there will be ex-officio representatives appointed yearly which are to be determined and invited by the Board of Directors.
20. The board of directors shall appoint from among themselves a chair and a vice-chair. The board of directors will also appoint a secretary and treasurer. Each of the chair, vice-chair, secretary, and treasurer shall serve until the next annual general meeting or until he or she is removed from office by resolution of the board of directors. The positions of secretary and treasurer may be combined into one position where the directors consider it appropriate.
21. The directors may, on behalf of the Institute, exercise all the powers that the Institute may legally exercise under the Act, the Letters Patent or otherwise, unless the directors are restricting by law or by the members from exercising those powers. These powers include, but are not limited to, the power:
- (a) to enter into contracts or agreements;
  - (b) to making banking and financial arrangements;
  - (c) to execute documents;
  - (d) to direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the Institute;
  - (e) to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the directors may consider advisable;
  - (f) to borrow on the credit of the Institute for the purposes of operating expenses, or on the security of the Institute's real or personal property; and
  - (g) to purchase insurance to protect the property, rights and interests of the Institute and to indemnify the Institute, its members, directors and officers from any claims, damages, losses or costs arising from or related to the affairs of the Institute.

22. Each director shall be a member of the Institute at the time of his or her election or appointment, or within ten [10] days of election or appointment and shall remain a member throughout his or her term of office. A director shall be at least 18 years of age. A director may not be an undischarged bankrupt nor a mentally incompetent person.
23. The directors shall be elected and retire in rotation as follows:
  - (a) at the first annual meeting of the members of the Institute following the confirmation of this by-law, 1/3 of the directors shall be elected to hold office for a term of 1 year from their election or until the annual meeting after such date, whichever comes first;
  - (b) at the first annual meeting of the members of the Institute following the confirmation of this by-law, 1/3 of the directors shall be elected to hold office for a term of 2 years from their election or until the annual meeting after such date, whichever comes first;
  - (c) at the first annual meeting of the members of the Institute following the confirmation of this by-law, the balance of the directors shall be elected to hold office for a term of three [3] years from their election or until the annual meeting after such date, whichever comes first;
  - (d) directors shall subsequently be elected for a term of three years from their election or until the annual meeting after such date, whichever comes first; provided that a director, if otherwise qualified, is eligible to serve for six consecutive years and thereafter is not eligible for re-election until a period of eleven months has elapsed from the date of his or her retirement as a director.
24. The directors may appoint a director to fill a vacancy, provided that a quorum of directors remains in office. If there is no quorum of directors, the remaining directors shall call a general meeting of the Institute to fill the vacancies.
25. The members of the Institute may elect a director or directors, as the case may be, by a show of hands or by ballot if requested by a member.
26. The members of the Institute may remove a director by a resolution passed by at least two-thirds of the votes cast at a general meeting for which notice was given and may by a majority of votes cast elect at that general meeting any person who is qualified to be a director in his or her stead for the duration of the term.

#### *Meetings of the Directors*

27. A quorum for a meeting of the board of directors shall be a majority of directors. The board may hold its meetings at any place in Ontario as it may, from time to time, determine.
28. Meetings of the board may be called by the president, the vice-president, the secretary or any two members of the board.
29. No formal notice of any meeting of the board shall be necessary if all the elected directors are present or if those absent have indicated their consent to the meeting being held in their absence.

30. The board may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled no additional notice is required. A meeting of directors may also take place without notice immediately after an annual general meeting or a general meeting to transact any business.
31. No error or omission with respect to notice for a meeting of the board shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting.
32. The directors shall vote on any resolution arising at any meeting of the board. A majority of votes shall decide the resolution. In case of a tie vote, the chair of the meeting shall have a casting vote.
33. A declaration by the secretary that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour or against any resolution.
34. If all the directors of the Institute consent, a meeting of directors may be held by means of such telephone, electronic or other communication facilities as permit all person participating in the meeting to hear each other simultaneously and instantaneously, and a director participating in such meeting by such means is deemed to be present at that meeting.

#### *Compensation*

35. If not otherwise provided by their company or sponsoring agency, Directors of the Institute shall be eligible for remuneration for expenses incurred in attending Board meetings or other functions as determined by financial policies and procedures in respect of the performance by them of their duties as the Board may from time to time determine.

#### *Officers*

36. The officers of the Institute shall have the following duties:
  - (a) Chair - chair all meetings of the Institute and of the board, when present in person and able; have general supervision of the affairs of the Institute; sign all by-laws and execute any documents with the secretary; perform any other duties which the board may, from time to time, assign;
  - (b) Vice-Chair - exercise any or all of the duties of the Chair in the absence of the Chair or if the Chair is unable for any reason to perform those duties; and perform any other duties which the board may, from time to time, assign;
  - (c) Secretary - keep and maintain the records and books of the Institute, including the registering of officers and directors, the registry of members, the minutes of the annual general meeting, general meetings and meetings of the board, the by-laws and resolutions; have custody of the corporate seal; certify copies of any record, registry, by-law, resolution or minute; give any notice required for the annual general meeting, general meetings and meetings of the board of directors; and perform any other duties which the board may, from time to time, assign;

- (d) Treasurer - keep and maintain the financial records and books of the Institute; be one of the signing authorities for cheques, payments or other legal documents, as the case may be; assist the auditor in the preparation of the financial statements of the Institute; and perform any other duties which the board may, from time to time, assign; and,
- (e) Chief Executive Officer – shall perform those duties and tasks which the board may, from time to time, assign.

#### *Indemnification*

37. The Institute shall indemnify and save harmless the directors, their heirs, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:
- (a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office; and
  - (b) all other costs, charges and expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by his or her own wilful neglect or default.

#### *Committees*

38. The board of directors may establish any committee or committees as they deem expedient. The board of directors may cancel such duties or powers so delegated at any time.

#### *Borrowing*

39. The Directors may from time to time:
- (a)
    - (i) borrow money on the credit of the Institute; or
    - (ii) issue, sell or pledge securities of the Institute; or
    - (iii) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Institute, including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Institute.
  - (b) authorize any Director, Officer or employee of the Institute or any other person to make arrangements with reference to the money borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Institute as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Institute.

#### *Dissolution or Winding Up*

40. In the event of a dissolution or winding up of the Institute, all decisions pertaining to the disposal of assets and the general winding up of the business is to be decided by the Members of the Institute by Special Resolution at a meeting or meetings called for that purpose. The net assets remaining after the discharge of all liabilities shall be paid or applied to or for the benefit of such non-share organizations as the Members may by Special Resolution determine.

*Execution of Instruments*

41. Contracts, documents or any instruments in writing requiring the signature of the Institute may be signed by

- (a) any one of the Past Chair, Chair, Vice-Chair, Secretary, Treasurer and Chief Executive Officer;
- (b) any two directors; or
- (c) any one of the aforementioned officers together with any one director;

and all contracts, documents and instruments in writing so signed shall be binding upon the Institute without any further authorization or formality. The board of directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Institute either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The term "contracts, documents or instruments in writing" as used in this By-law shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

The seal of the Institute when required may be affixed to any instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

*Amendments*

42. By-laws of the Institute may be enacted, repealed, amended, added to or re-enacted by the directors in accordance with the provisions of the *Ontario Corporations Act*.

**PASSED** by the board of directors this 6<sup>th</sup> day of April, 2010.

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Name: Jim Whaley  
Title: Chair

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Name: Julie Cayley  
Title: Secretary