

BY-LAWS

CANADIAN NATIONAL GOAT FEDERATION FÉDÉRATION NATIONALE CANADIENNE DES CHÈVRES

The following by-laws relate generally to the transactions of the business and affairs of the Canadian National Goat Federation, hereinafter referred to as the “Corporation”

DEFINITIONS

MEMBER – A provincial, national, regional, or commodity-specific goat organization that has applied to, been approved by, and paid for annual membership in the CNGF.

DIRECTOR – The representative of the individual member organization, appointed by that organization, that sits on the CNGF Board of Directors.

THE ACT – Canada Not-for-profit Corporations Act, S.C. 2009, c.23. (<http://laws.justice.gc.ca/eng/acts/C-7.75/>)

NAME

1. The name of the Corporation shall be the **Canadian National Goat Federation**. The French language name of the Corporation shall be **Fédération Canadienne Nationale de la Chèvre**.

CONDITIONS OF MEMBERSHIP

2. There shall be one class of members in the Corporation. Membership in the Corporation shall be available only to organizations interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board of Directors or in such other manner as may be determined by the Board of Directors. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.
 - a. If membership is denied to any organization, the Board of Director's written decision shall be final and binding, without any further right of appeal.
 - b. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).
 - c. Other organizations and/or companies may become full voting members of the Corporation subject to the discretion of the Board of Directors. These other organizations and/or companies must apply for membership in the Corporation. Such applications for membership will be subject to approval by the Board of Directors of the Corporation, and should respect all by-laws criteria.

MEMBERSHIP DUES

3. Members shall be notified in writing of membership fees due.
 - a. A member organization and/or company which fails to pay its dues within 90 days of the beginning of the Corporation fiscal year will have its membership lapse. Organizations or companies wishing for reinstatement must re-apply to the Board of Directors of the Corporation.

- b. The membership fees, unless otherwise directed by the Board of Directors, shall be determined on an annual basis by the Board of Directors.
- c. Membership in the Corporation is not transferable without approval of the Board of Directors.

EFFECTIVE TERMINATION OF MEMBERSHIP

- 4. To withdraw from the Corporation, the member organization must deliver to the Corporation a written resignation and lodge a copy of the same with the office of the Corporation.
 - a. Upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist and all sums, money and/or costs paid by the member cannot be reimbursed.

DISCIPLINE OF MEMBERS

- 5. The Board of Directors shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:
 - a. Violating any provision of the articles, by-laws, or written policies of the Corporation;
 - b. Carrying out any conduct which may be detrimental to the Corporation as determined by the Board of Directors;
 - c. For any other reason that the Board of Directors considers to be reasonable, having regard to the purpose of the Corporation.
- 6. In the event that the Board of Directors determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the Board of Directors, shall provide thirty (30) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Chair, or such other officer as may be designated by the Board of Directors, in response to the notice received within such thirty (30) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the Board of Directors, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further thirty (30) days from the date of receipt of the submission. The Board of Director's written decision shall be final and binding on the member, without any further right of appeal.

MEMBERSHIP TRANSFERABILITY

- 7. Membership may be transferred only to the Corporation. Pursuant to Section 197(1) of the Act. A special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

HEAD OFFICE

8. The head office of the Corporation shall be at a location to be determined by the Executive Committee, and subject to annual review. The Corporation may establish such other offices and agencies elsewhere within Canada as the Board of Directors, by resolution, deems expedient.

NUMBER OF DIRECTORS OF THE BOARD

9. The minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates. The maximum number of directors may not be more than thirty (30), at least two of whom are not officers or employees of the Corporation or its affiliates.

ELECTION AND TERM

10. Member organizations elect representatives to the Corporation's Board of Directors and the directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election.

POWERS OF DIRECTORS

11. The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter, by-laws, public laws or otherwise authorized to exercise and do.
12. The Board of Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.
13. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Corporation, as by its charter, or otherwise authorized to exercise and do.

DISCLOSURE OF INTEREST

14. Pursuant to Section 141 of the Act, a director or an officer of a corporation shall disclose to the corporation, in writing or by requesting to have it entered in the minutes of meetings of directors or of committees of directors, the nature and extent of any interest that the director or officer has in a material contract or material transaction, whether made or proposed, with the corporation, if the director or officer:
 - a. is a party to the contract or transaction;
 - b. is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
 - c. has a material interest in a party to the contract or transaction.
15. A director required to make a disclosure under subsection shall not vote on any resolution to approve the contract or transaction, and shall not participate in the discussions prior to the vote.

DESCRIPTION OF OFFICES

16. All offices are to be filled by Directors of the Board. Unless otherwise specified by the Board of Directors (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:
- a. President – if appointed, the President shall be the chief executive officer of the Corporation and shall be responsible for, or cause the, implementation of the strategic plan and policies of the Corporation. The President shall, subject to the authority of the board, have general supervision of the affairs of the Corporation. The President does not have a vote, except in the case of a tie. The President normally acts as Chair of the Board.
 - b. Vice-President – the vice-president of the Board of Directors, if one is to be appointed, shall be a director. If the president of the Board of Directors is absent or is unable or refuses to act, the vice-president of the Board of Directors shall, when present, preside at all meetings of the Board of Directors and of the members. The vice-president shall have such other duties and powers as the Board of Directors may specify.
 - c. Secretary – if appointed, the secretary shall attend and be the secretary of all meetings of the Board of Directors, executive committee, members and committees of the Board of Directors. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings of such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the auditor and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
 - d. Treasurer - If appointed, the treasurer shall have such powers and duties as the Board of Directors may specify.
 - e. Past President – the past president will remain in office for one year following his or her term as president of the Board of Directors.
17. The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors or president requires of them. The Board of Directors may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

APPOINTMENT OF OFFICERS

18. The Board of Directors may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation.
19. The directors may designate the offices of the corporation, appoint as officers persons of full capacity, specify their duties and delegate to them powers to manage the activities and affairs of the Corporation:
- a. A director may be appointed to any office of the Corporation; and
 - b. Two or more offices of the corporation may be held by the same person
 - c. Directors of the Corporation may appoint from their number a managing director or a committee of directors and delegate to the managing director or committee any of the powers of directors.

LIMITS ON AUTHORITY

20. No managing director and no committee or directors has the authority to:
- a. Submit to members any question or matter requiring the approval of members;
 - b. Fill a vacancy among the directors or in the office of auditor or appoint additional directors
 - c. Issue debt obligations except as authorized by directors
 - d. Approve any financial statements
 - e. Adopt, amend or repeal by-laws or
 - f. Establish contribution to be made, or dues to be paid, by members under Section 30 of the Act
21. The Board of Directors may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board of Directors may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

VACANCY IN OFFICE

22. In the absence of a written agreement to the contrary, the Board of Directors may remove any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:
- a. The officer's resignation;
 - b. The officer ceasing to be a director (if a necessary qualification of appointment); or
 - c. Such officer's death
23. If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

MEETINGS OF THE BOARD OF DIRECTORS

24. Meetings of the Board of Directors may be held at any time and place to be determined by the president or the vice-president.
25. Notice of the time and place for the holding of a meeting of the Board of Directors shall be given in the manner provided in the section on giving notice of meeting of directors of this by-laws to every director of the Corporation not less than five (5) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.
26. At all meetings of the Board of Directors, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the President of the meeting shall have a casting vote.
27. A director may participate in a meeting of the board or of a committee of the board by means of telephone conference (or other electronic means) as permits all persons participating in the meeting to communicate with each other, and a director participating in such a meeting, by such means, is

deemed to be present at the meeting.

28. Quorum for any meeting of the Board of Directors shall be a simple majority (50% plus one) of directors, excluding the president.

29. There is no remuneration for officers or members.

- a. Directors, an officer or an employee may receive indemnification for their expenses incurred on behalf of corporation as a director, an officer of an employee.

VOTING OF DIRECTORS

30. At all meetings of Directors of the Corporation every question shall be determined by a majority of votes cast. In the event of a tie, the president shall cast the deciding vote.

EXECUTION OF DOCUMENTS

31. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers (or General Manager, if mandated by the Executive Committee or the Board of Directors) and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers (or General Manager) on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Corporation.

MEETINGS OF THE MEMBERS

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

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

33. At every annual meeting, in addition to any other business that may be transacted, the report of the committee chairs, the financial statement and the annual financial report shall be presented. The directors may consider and transact business either special or general at any meeting of the directors.

34. The Board of Directors or Executive Committee shall have power to call, at any time, a general meeting of the members of the Corporation. The president shall call a special meeting of the directors on written requisition of directors carrying not less that **50%** of the voting rights.

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

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

chair the meeting.

37. A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a simple majority (50% plus 1) of the members entitled to vote at the meeting.
38. At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall have a casting vote.
39. If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

MEMBERS CALLING A MEMBERS' MEETING

40. The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 25% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

PLACE OF MEMBERS MEETINGS

41. Subject to compliance with section 159 of the Act, meetings of the members may be held at any place within Canada determined by the Board of Directors or, if all of the members entitled to vote at such meeting so agree, outside Canada.

ABSENTEE VOTING AT MEMBERS' MEETINGS

42. Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxy holder, who is not required to be a member, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:
 - a. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
 - b. a member may revoke a proxy by depositing a written statement to the office of the Corporation or the chairperson at the meeting for which the proxy is intended;
 - c. the proxy must be provided to the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;

- d. a proxy holder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and to vote at the meeting by way of a show of hands;
- e. a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxy holder is to vote the membership in respect of each matter or group of related matters;
- f. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information.

43. Pursuant to Section 197(1) of the Act, a special resolution of the members is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

FINANCIAL YEAR END

44. Unless otherwise ordered by the Board of Directors the fiscal year end of the Corporation shall be December 31.

BANKING ARRANGEMENTS

45. The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time-to-time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

BORROWING POWERS

46. The Corporation may not, without authorization of the members:

- a. Borrow money on the credit of the corporation;
- b. Issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- c. Give a guarantee on behalf and
- d. Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation

AUDITORS

47. At each annual meeting, the Directors shall appoint an auditor to audit the accounts of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be approved by the board of directors.

ANNUAL FINANCIAL STATEMENTS

48. The Corporation shall send via email to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) of the Act or a copy of a publication of the

Corporation reproducing the information contained in the documents. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

POLICY

49. The board of directors shall prescribe such rules and regulations consistent with these by-laws relating to the management and operation of the Corporation in their Policy Document.

BY-LAWS AND EFFECTIVE DATE

50. Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

Passed by the Board of Directors of CNGF on this 16th day of April, 2013

Passed by the Members of CNGF on this 16th day of April, 2013.

Corporate Seal

Geraldine Goodman

Geraldine Goodman
President, CNGF

(Filed with Corporations Canada on 20th day of November, 2013)