

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of
PRAIRIE CERTIFIED CROP ADVISER BOARD
(the “Corporation”)

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

HEAD OFFICE

- 1) The head office of the Corporation shall be situated in the place or municipality and the province specified in the Letters Patent, at such address as the board may, by resolution, determine. Subject to the Act, the Corporation may, by a by-law, change the place or municipality and the province in which the registered office of the Corporation shall be situated. A copy of the by-law approved by 2/3 of the votes cast in favour of the by-law shall be filed with the Minister.

CONDITIONS OF MEMBERSHIP

- 2) Membership in the Corporation shall be limited to persons who have successfully completed proper accreditation as a Certified Crop Adviser and whose membership is in good standing with the American Society of Agronomy (ASA) and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of the Corporation.
- 3) Membership dues will be collected annually from all members and paid directly to the ASA unless otherwise directed by the board of directors. These fees will be held in trust by the ASA and a portion of these fees will be paid, pursuant to the licensing agreement, to the Prairie Certified Crop Adviser Board.
- 4) Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of same with the secretary-treasurer of the Corporation.
- 5) A member will be disqualified as a member of the Corporation for not paying their membership fee to ASA, for not fulfilling the continuing educational requirement to maintain certification as a Certified Crop Adviser, or as a result of a Standards and Ethics Committee ruling for a confirmed Code of Ethics violation.

MEMBERS' MEETINGS

- 6) The annual or any other general meeting of the members shall be held at the head office of the Corporation or at any place in Canada as the board of directors may determine and on such day as the said directors shall appoint within One Hundred and Twenty (120) days of the fiscal year-end of the Corporation. The members may resolve that a particular meeting of members be held outside of Canada.

- 7) At every annual meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year.
- 8) The members may consider and transact any business either special or general at any meeting of the members. The board of directors or the chair or vice-chair shall have power to call, at any time, a general meeting of the members of the Corporation. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights. Five (5) members in good standing present in person at a meeting will constitute a quorum.
- 9) Fourteen (14) days' written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member if the member has the right to vote by proxy. Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the Corporation.
- 10) A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the *Act* or these by-laws.
- 11) No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the Corporation.
- 12) Except where the Act requires a meeting of members, a member may vote for the board of directors by a mail ballot. Mail ballots may be cast by regular mail, electronic mail or fax transmission. Members may vote for as many nominees as vacant seats on the board of directors.

BOARD OF DIRECTORS

- 13) The property and business of the Corporation shall be managed by a board of directors, comprised of three (3) elected directors, twelve (12) appointed directors and two (2) industry-representing appointed directors.
- 14) (a) The industry-representing appointed directors shall be selected by the board of directors from the following organizations to represent their interests for a three year term:
 - i) CropLife Canada;

- ii) Canadian Fertilizer Institute;
 - iii) Canadian Seed Trade Association;
 - iv) Canadian Association of Agri-Retailers;
- b) industry-representing appointed directors may serve for unlimited terms if duly appointed by their organization and the Corporation.
- c) industry-representing appointed directors will be entitled to a vote only if they are an active member of the Corporation, but may choose to abstain from their voting privileges if deemed a conflict of interest with the organization they represent.
- 15) The number of directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the resolution at a meeting of members duly called for the purpose of determining the number of directors to be elected to the board of directors. Directors must be individuals, 18 years of age, with power under law to contract.
- 16) Appointed directors plus three (3) elected provincial representatives shall be appointed for a three (3) year term by the directors via a meeting of the directors and shall retire in rotation. At the first annual meeting of the directors, for the appointment of directors in rotation, three (3) directors shall be appointed to hold office for a term of three (3) years from the date of their appointment or until the third annual meeting after such date, whichever shall occur first, two (2) directors shall be appointed to hold office for a term of two (2) years from the date of their appointment or until the second annual meeting after such date, whichever shall occur first and two (2) directors shall be appointed to hold office for a term of one (1) year from the date of their appointment or until the first annual meeting after such date, whichever shall occur first. At each subsequent annual meeting, appointed directors whose term of office has expired and each director so appointed shall hold office until the third annual meeting after his or her appointment.
- 17) The applicants for incorporation shall become the first directors of the Corporation whose term of office on the board of directors shall continue until their successors are appointed.
- At the first meeting of directors, the board of directors then appointed shall replace the provisional directors named in the Letters Patent of the Corporation,
- 18) Appointed directors are eligible to serve a maximum of two three-year terms unless they are appointed as an officer and their term of office has not yet expired. Directors appointed to the Executive Committee are allowed to be appointed for two more consecutive three-year terms if required to complete their term as an officer. Otherwise, appointed directors who have served their maximum term length may stand for re-election following a hiatus of one term of three years from the Board.
- 19) The office of director shall be automatically vacated:
- a) if a director has resigned his office by delivering a written resignation to the secretary of the Corporation;

- b) if he is found by a court to be of unsound mind;
- c) if he becomes bankrupt or suspends payment or compounds with his creditors;
- d) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the Corporation.

- 20) The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefore.
- 21) A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

POWERS OF DIRECTORS

- 22) 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 or otherwise authorized to exercise and do.
- 23) The 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.

The board of directors is hereby authorized, from time to time:

- a) to borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;
- b) to limit or increase the amount to be borrowed;
- c) to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;
- d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or

- pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.
- e) 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 objects of the Corporation.
- 24) The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.
- 25) Remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution.

DIRECTORS' MEETINGS

- 26) Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least two (2) meetings per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.
- 27) A majority of directors in office, from time to time, which includes elected and ex-officio directors, but no less than eight (8) directors, shall constitute a quorum for meetings of the board of directors.

Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.

INDEMNITIES TO DIRECTORS AND OTHERS

- 28) Every director of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;
- a) all costs, charges and expenses which such director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made,

done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;

- b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

OFFICERS

- 29) The three (3) elected directors of the board of directors shall appoint a vice-chair. Following the 2-year term of the chair, the chair shall assume the role of past-chair for a 2-year term and the role of chair shall then be assumed by the vice-chair. Officers need to be directors, as well as members of the Corporation. The board of directors may from time to time appoint such other officers as it may by by-law determine who shall have such authority and shall perform such duties as may from time to time be prescribed by the board of directors.
- 30) Each individual officer of the Corporation shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual meeting of members.
- 31) The officers of the Corporation shall hold office for two (2) years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

DUTIES OF OFFICERS

- 32) The chair shall, when present, preside at all meetings of the Board, the Executive Committee and meetings of members. The chair shall supervise the affairs and operations of the Corporation, sign all documents requiring the chair's signature and have other powers and duties, from time to time, prescribed by the Board or incident to this office.
- 33) The vice-chair shall, in the absence or disability of the chair, perform the duties and exercise the powers of the chair and shall perform such other duties as shall from time to time be imposed upon him by the board of directors.
- 34) The board-administrator shall be ex-officio clerk of the Board or Executive Committee and shall be present at all meetings of the Board, the members and of the Executive Committee, to record all facts and minutes of those proceedings in the books kept for that purpose. The secretary-treasurer shall give all notices required to be given to members and to Directors. The finance committee chair shall be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation. The finance committee chair shall be responsible for the full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account. The finance committee chair shall cooperate with the auditors of the Corporation during any audit of the

accounts of the Corporation and perform the other duties from time to time prescribed by the board of directors or Executive Committee or incident to this office.

- 35) The chair, past-chair, or their designate shall represent the Corporation board at any and all regional board meetings.
- 36) The board of directors may appoint an Executive Director who shall hold office at the pleasure of the board. Subject to any duties or responsibilities imposed or any directions given from time to time by the board of directors, the Executive Director shall be the chief operating officer of the Corporation and shall be responsible to the board of directors for the general supervision of the business and affairs of the Corporation.
- 37) The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

COMMITTEES

- 38) The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

EXECUTIVE COMMITTEE

- 39) There shall be an executive committee composed of the chair, vice-chair, secretary-treasurer and board administrator. The executive committee shall exercise such powers as are authorized by the board of directors. Any executive committee member may be removed by a majority vote of the board of directors. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
- 40) Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least 14 days prior to the meeting. Not less than two (2) members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

EXECUTION OF DOCUMENTS

- 41) Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two (2) officers 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 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.

MINUTES OF BOARD OF DIRECTORS (AND EXECUTIVE COMMITTEE)

- 42) The board administrator shall have authority to take minutes of the board of directors. The minutes of the board of directors and the minutes of the executive committee shall not be available to the general membership of the Corporation but shall be available to the board of directors, each of whom shall receive a copy of such minutes.

FINANCIAL YEAR

- 43) The financial year of the Corporation shall be January 1st to December 31st of any given year.

AMENDMENT OF BY-LAWS

- 44) The by-laws of the Corporation not embodied in the Letters Patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the Canada Corporations Act, may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the by-law at a meeting of members duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

AUDITORS

- 45) The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements 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 the auditor. The remuneration of the auditor shall be fixed by the board of directors.

BOOKS AND RECORDS

- 46) The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

47) The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

INTERPRETATION

48) In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.