

THE CANADIAN FARM WRITERS FEDERATION

CONSTITUTION

1 - NAME

The name shall be The Canadian Farm Writers Federation (hereinafter called “The Federation”)

2 - OBJECTS

The objects shall be:

1. To organize and unite into one National body, all individuals who are engaged in preparing and presenting agricultural editorial and promotional material for use in print, broadcast, telecast, Internet, or other media so that they may combine their efforts to encourage improvement in and development of Canadian agriculture and rural life. Anyone so engaged shall be deemed to be a farm writer for the purposes of the Federation and its Constitution.
2. To promote a better understanding of the food supply system by other sections of society.
3. To secure co-operation from news sources in providing the information and material required to carry out the objectives of the Federation.
4. To advance the status and welfare of farm writers through:
 - a) promoting the exchange of ideas on improved methods of presenting agricultural information.
 - b) establishing a uniform national code of professional ethics for farm writers to which all shall be expected to adhere.
 - c) fostering professionalism and appropriate training for existing and potential farm writers; and
 - d) such other means as are considered advisable.
5. To represent Canadian farm writers in national and international organizations with like-minded objects and to pay dues to such organizations upon direction of the membership as passed at an Annual Meeting of the Federation.
6. To conduct an annual awards program which recognizes and fosters excellence in farm writing.

3 - MEMBERSHIP AND FINANCES

1. Membership in the Federation shall be open to any individual who agrees to and supports the objectives of the Federation.
2. Applications for individual membership shall be made in writing to their respective affiliated provincial, territorial or regional association of farm writers, herein referred to as “Member Association”, which shall then submit their list to the Board of Directors of the Federation for approval.
3. The funds necessary to carry on the work of the Federation shall be provided through annual fees to be paid by individual members, or to be collected and paid by the Member Associations on behalf of the individual members within their territory, and such other means as the Board of Directors may determine from time to time. The fees from each Member Association shall be assessed on a per capita basis.
4. Any individual member may withdraw from the Federation by delivering to their Member Association a written resignation and lodging a copy of the same with the secretary of the Federation.
5. Any individual member may be required to resign from the Federation by a vote of three-quarters (3/4) of the members present at an annual meeting.

4 - MEMBER ASSOCIATIONS, BOARD OF DIRECTORS & OFFICERS

Individual members of the Federation may form Member Associations with objectives similar to those of the Federation. There can be no more than one Member Association per province or territory. Application to be a Member Association with affiliate status shall be made in writing to the Board of Directors of the Federation and shall be submitted for approval at the Annual Meeting of the Federation.

1. The governing body of the Federation shall be the Board of Directors, composed of one or more persons appointed from each Member Association as determined by Section 6.1 of the By-Laws. In addition there will be two members-at-large, one representing Western Canada (Manitoba westward) and one representing Eastern Canada (Ontario eastward) elected by the membership in attendance at the Annual Meeting. The Immediate Past President and any Officer who is an eligible member which the Board of Directors may name from outside its own ranks will also sit on the Board of Directors in ex-officio capacity. Directors must be individuals, 18 years of age, with power under law to contract. Directors shall be appointed or elected for a term of one year.

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2. The newsletter editor shall be appointed annually by the Board of Directors and is an ex officio member of the Board of Directors.
3. The officers of the corporation shall be a president, vice-president, secretary-treasurer and any such other officers as the board of directors may, through a by-law, determine.
4. Officers of the corporation shall be elected by the board of directors at the first meeting of the board of directors following an annual meeting of members.
5. The officers of the corporation shall hold office for 1 year 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.
6. An honorary committee, to be known as The Senate, will comprise the past presidents of the Federation. This Senate will meet at the call of its chairman, the most Immediate Past President in attendance, at least once immediately prior to or during the Annual Meeting. The Senate will have no official capacity other than as an advisory committee or as a study group at the call of the Board of Directors.
7. 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 elected. At the first meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the corporation.
8. The office of director shall be automatically vacated:
 - a) if at a special general meeting of members, a resolution is passed by majority of the votes cast in favour of the removal of the director
 - b) if a director has resigned his/her office by delivering a written resignation to the secretary of the corporation;
 - c) if he/she is found by a court to be of unsound mind;
 - d) if he/she becomes bankrupt or suspends payment or compounds with his creditors;
 - e) on death;provided that if any vacancy shall occur for any reason in this paragraph contained, Regional Federations shall appoint a replacement to fill the vacancy of their representative, and the board of directors by majority vote, may, by appointment, fill the vacancy for members at-large positions with an individual member of the federation.
9. 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. The News Letter Editor may be offered an honorarium for their services, the amount to be determined at the first meeting of the Board of Directors following the Annual Meeting.

5 - CHANGES OF CONSTITUTION

The mode of repealing, amending or enacting the Constitution shall be:

1. Any repeal, amendment of, or addition to the Constitution may be made if supported by two-thirds of the votes cast by the delegates present at the annual meeting.
2. Notification of proposed changes in the Constitution may be given by the Board of Directors of the Federation, or provincial or regional member associations, and must be in the hands of the Federation Secretary 80 days before the annual meeting.
3. The Secretary of the Federation shall forward copies of all proposed changes to the member associations at least 60 days before the annual meeting at which they are to be considered.
4. No amendment, deletion from or addition to the Constitution of the Federation shall be enforced or acted upon until the approval of the annual meeting has been obtained. Changes of the Constitution become effective immediately after they have received approval.

BY-LAWS

1 - HEAD OFFICE

Until change in accordance with the act, the Head Office of the Corporation shall be in the Municipality of Ormstown, Province of Quebec.

2 - MEMBERSHIP OF THE MEMBER BODIES

1. All the classes of membership of the Member Associations shall be recognized by the Federation.
2. All individual members of the member associations shall share on an equal basis in the activities of the Federation, except that Associate members of the member bodies shall not be eligible for election to the office of President or Vice President of the Federation.

3 – FEES

1. Each individual member shall pay an annual fee to the Federation in an amount to be fixed at the annual meeting.
2. Each member association shall submit, along with the annual fees collected from individual members, a complete list of its members in good standing by classes.
3. All fees shall be payable to the Secretary-Treasurer of the Federation and shall become due on January 1st. Member associations whose fees are not paid by July 1st will be deemed in arrears.
4. A member association shall be removed from the membership roll of the Federation on August 1st, if after receiving notification of its arrears position in writing from the Secretary-Treasurer, it has not paid its fees. If such an association wishes to be re-instated as a member of the Federation it shall make application as a new member. If the application is approved, re-instatement would follow upon payment of all outstanding debts to the Federation, and the current year's fees.

4 - BOARD OF DIRECTORS

1. The Board of Directors shall have general charge of the affairs of the Federation.
2. The Board of Directors and officers shall be elected as set forth in Article IV of the Constitution.
3. Members of the Board of Directors shall hold office for one year, relinquishing their duties immediately after adjournment of the annual meeting.
4. The Board of Directors may delegate such of its duties as it sees fit to the officers of the Federation, and may appoint, at any time, committees for specific purposes.
5. Persons who have served on the Board of Directors shall be eligible for re-election; however, they may not hold the same office of the Federation for more than 2 years in succession. "Office" in this instance refers to President and Vice-President, only.
6. The incoming Board of Directors each year shall assemble, in the first instance, at the call of the Immediate Past President, who shall preside during the election of officers. The Past President shall then turn the meeting over to the new President. Thereafter, the Board of Directors will assemble at the call of the President. Meetings of the Board of Directors may include meetings using electronic media where Directors have been notified at least seven (7) days in advance.
7. Vacancies on the Board of Directors and in the offices of the Federation shall be filled either by election at a Board meeting or by appointment by the President. If the person being replaced is one of the members who represent member associations, his/her vacancy on the Board shall be filled by a member nominated from and by the same association.

The office of director shall be automatically vacated:

- a) **if a director shall resign his office by delivering a written resignation to the secretary of the Corporation;**
 - b) **if he or she is found by a court to be of unsound mind;**
 - c) **if he or she becomes bankrupt or suspends payment or compounds with his or her creditors;**
 - d) **if at a special general meeting of members a resolution is passed by two-thirds of the members present at the meeting that he or she be removed from office;**
 - e) **on death;**
8. The Board of Directors shall have the power to expend such monies as it may consider necessary to conduct the ordinary affairs of the Federation. It shall determine how accounts are to be kept and payments made. All Federation expenses shall be properly supported by voucher or other satisfactory explanation of payment.

5 - DUTIES OF DIRECTORS & OFFICERS

1. It shall be the duty of members of the Board of Directors to:
 - a) attend all meetings,
 - b) act as Chair of Federation Committees,
 - c) keep in close touch with the work and activities of the association they represent, and
 - d) act as liaison between the Federation and the association they represent on matters of Federation program and general policy.
2. The President shall preside at all meetings of the Federation and of the Executive. He/She shall authorize meetings of the Federation and the Board of Directors when necessary, and perform the usual functions of such office.
3. The Vice-President of the Federation shall exercise the rights and powers of the President in the absence of the latter.
4. The Secretary-Treasurer shall attend all meetings or special meetings of the Federation and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/She will deliver such minutes to his/her successor in office. He/She shall keep a record of all receipts and disbursements of the Federation, and shall make records available for audit at fiscal year end. He/She shall disburse the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the corporation. **He/She will keep custody of the corporate seal.**
5. 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.

6 - NOMINATIONS FOR THE BOARD OF DIRECTORS

1. Each Member Association shall be entitled to annually appoint one of its members to the Board of Directors, such appointment to be provided in writing prior to the annual meeting of the Federation, to take effect immediately upon the conclusion of the annual meeting. Any Member Association with a paid membership exceeding 80 members at the time of the annual meeting shall be entitled to but not required to appoint a second member to the Board of Directors on the same terms as the first member. In the event that there are less than two Member Associations affiliated with the Federation, directors will be elected at the annual meeting on the basis of one director per province or territory with at least 5 paid members at the time of the annual meeting; provinces or territories with membership exceeding 80 members at the time of the annual meeting

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will be entitled to but not required to appoint a second member to the Board of Directors on the same terms as the first member.

2. Delegates at the annual meeting shall elect two “at-large” directors, one of which is to be a member of a Western Canada association (Manitoba & west) while the other is to be a member of an Eastern Canada association (Ontario & east). “At large” nominees may be recommended by the Board of Directors, nominated in writing prior to the annual meeting by a member association and/or nominated and seconded from the floor at the annual meeting. If necessary, separate elections shall be conducted for the Eastern and Western at-large directors. All members of member associations in attendance at the annual meeting shall be entitled to vote in each election.

7 - FINANCIAL REVIEW

The members shall, at each annual meeting, appoint a third-party auditor to audit the accounts and annual financial statements of the Federation, to verify and certify as to the correctness of the financial statements 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 auditor may not be a director, officer or employee of the Corporation without the consent of all members.** The remuneration of the auditor shall be fixed by the board of directors.

8 - OFFICIAL & FISCAL YEAR

The official and fiscal year of the Federation shall commence January 1st and end December 31st.

9 - ANNUAL MEETING

1. The Board of Directors shall fix the place of the annual meeting of the Federation, subject to confirmation by delegates at each annual meeting respecting the meeting place for the following year.
2. Any fully paid up member in good standing of a member association is entitled to vote at the annual meeting or any special meeting of the Federation.
3. Twenty members as defined in Section 9.2 above, provided they include at least one representative of a majority of the member associations, shall constitute a quorum for any annual or special meeting of the Federation.
4. On all voting a simple majority rule shall be practiced, except where otherwise specified in the Constitution.

5. The presiding officer may call for a show of hands or a ballot. A ballot shall be taken if requested by any delegate or Board member.
6. Resolutions, passed at the annual meeting shall be, in effect, recommendations for action to the Board of Directors. The Board of Directors shall report at the following annual meeting on the action taken with respect to each resolution.
7. The annual meeting shall be held in conjunction with the Annual Conference as determined by the Board of Directors on such days as the said directors shall appoint.
8. 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.
9. 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. The members may consider and transact any business either special or general at any meeting of the members. The board of directors or the president or vice-president shall have power to call, at any time, a general meeting of the members of the corporation.
10. 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.
11. **The Members of the Corporation may hold a Special General Meeting by teleconference provided that either a majority of the members consents to meeting by teleconference or have been approved by resolution passed by the members at a meeting of the members of the Corporation. The same rules of procedure for annual meetings shall apply.**
12. **The Members of the Corporation may hold Special General Meetings by other electronic means that permit each member to communicate adequately with each other, provided that:**
 - a) **the members of the Corporation have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with the procedures for establishing quorum, and recording votes;**
 - b) **each member has equal access to the specific means of communication to be used;**
 - c) **each member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.****The same rules of procedure for regular meetings shall apply.**

10 - RULES OF PROCEDURE

Business at all meetings of the Federation and at meetings of the Board of Directors of the Federation shall be conducted in accordance with Robert's Rules of Order.

11 - DIRECTORS' MEETINGS

1. 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 one (1) meeting 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.
2. Fifty percent of directors in office 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.
3. **The Directors of the Corporation may meet by teleconference provided that either a majority of the directors consents to meeting by teleconference or have been approved by resolution passed by the directors at a meeting of the directors of the Corporation. The same rules of procedure for regular meetings shall apply.**
4. **The Directors of the Corporation may meet by other electronic means that permit each director to communicate adequately with each other, provided that:**
 - a) **the directors of the Corporation have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with the procedures for establishing quorum, and recording votes;**
 - b) **each director has equal access to the specific means of communication to be used;**
 - c) **each director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.****The same rules of procedure for regular meetings shall apply.**

12 – EXECUTION OF DOCUMENTS

1. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two 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. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

13 - AMENDMENT OF BY-LAWS

1. 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.