

Prince Edward Island Federation of Agriculture Constitution

1. Name

This organization shall be known as the *Prince Edward Island Federation of Agriculture* hereinafter referred to as the *Federation*.

2. Purpose

The purpose of the Federation shall be to advance the welfare of Federation members.

3. Objectives

The objectives of the Federation shall be:

- a. to coordinate the efforts of Federation members in the province to promote their common interests;
- b. to represent the province as a member of the Canadian Federation of Agriculture and as a member of the Atlantic Farmers Council;
- c. to render such services to those engaged in agricultural or cooperative pursuits as conditions may justify;
- d. to assist in formulating and promoting provincial, regional, national and international agricultural policies to meet changing conditions;
- e. to promote and encourage better understanding and exchange of views between agricultural groups and urban business and industrial groups and organizations;
- f. to administer extension programs/program disbursements as needed;
- g. to inform members of Federation activities and other matters of interest or benefit to them;
- h. to cooperate with governments in the development/delivery of assistance to Federation members; and
- i. to establish and maintain appropriate affiliation with groups and/or organizations pertinent to the objectives described herein.

4. Head Office

The head office of the Federation shall be situated in Charlottetown or at such other place as the Board of Directors may deem necessary.

5. Non-Discriminatory

The Federation shall be non-political, non-sectarian, non-partisan and free of racial and gender discrimination.

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6. Non-profit

The Federation shall be carried on without purpose of gain and all funds shall be used to promote its objectives.

7. Membership

There shall be four types of Federation memberships:

- a. Farm Business/Individual Farm Member;
- b. Additional Voting Member;
- c. Commodity Board/Agricultural Organization Member
- d. Associate/Retired Farmer Member

The annual membership fees for the types of memberships shall be in such amounts as may be determined by resolution passed at an annual or special general meeting of the Federation.

i. *Farm Business/Farmer Member*

A farm business or farmer that pays an annual fee to the Federation falls into this category. A membership card will be issued in the farm business or farmer's name. One person must be designated by the member to be its representative. One person may represent only one farm business/farmer.

ii. *Additional Voting Member*

Any family member of a farm business/farmer member is eligible to apply to become an Additional Voting Member of the Federation on a reduced fee basis as determined by the Board. An additional voting member has the right to vote and to hold office in the Federation.

iii. *Commodity Board/Agricultural Organization Member*

Commodity boards and/or agricultural organizations, whether incorporated or unincorporated, are eligible to apply to the Federation to be admitted as members. The membership fees shall be determined by a resolution passed at any annual or special general meeting of the Federation. A commodity board/agricultural organization may resign its membership in the Federation by notice in writing to the President. The Board may terminate the membership of a commodity board/agricultural organization by a two-thirds vote of those present at a meeting of the Board for either of the following reasons: (i) failure to pay its fees and/or (ii) failure to advance the objectives of the Federation.

iv. *Associate/Retired Farmer Members*

Individuals, partnerships, associations and corporations (including retired farmers) who do not qualify as members under subsection (a), (b) or (c), but support the objectives of the Federation are eligible to apply for associate membership. The rights and privileges of an Associate Member are limited to receiving Federation publications, attending and participating in discussion at general meetings with no right to vote or hold office for any position within the Federation.

8. Sponsors

Any person (including corporations, partnerships or other forms of entity) supporting the objectives of the Federation through a donation or specific sponsorship may be recognized as a Federation sponsor.

9. Board of Directors

a. There shall be a Board of Directors consisting of:

- i) the Executive Committee elected at the Federation's annual meeting;
- ii) two farm business/individual farmer members from each of the provinces three counties; and
- iii) one representative from each commodity board/agricultural organization appointed by the board of directors of that commodity board or agricultural organization. All representatives from the commodity board/agricultural organizations shall be farm business/farmer/additional voting members of the Federation.

b. Term of Office and Eligibility

- i) Executive Committee members are elected to an executive post for a two-year term. Executive Committee members having served two full consecutive terms (4 years) at the same executive post shall not be eligible for re-election to a third consecutive term at that same executive post.
- ii) County representatives on the Board of Directors from each of the province's three counties will be elected to the board for a two-year term. County representatives on the Board of Directors having served two consecutive terms (4 years) shall not be eligible for re-election until the expiry of two full years after the completion of his/her second term. In the implementation phase of the change the positions will be staggered to ensure both representatives are not replaced at the same time.
- iii) Representatives appointed from member organizations as board representatives from their respective commodity board or agricultural organization shall be appointed to a two-year term. Appointed

representatives having served two consecutive terms (4 yrs) shall not be eligible for re-appointment from the member commodity board or agricultural organization until the expiry of two full years after the completion of his/her term.

- iv) If no member is elected in accordance with this constitution or if a member becomes unwilling or unable to act or if a vacancy to one or more of the elected positions occurs for any other reason, the Executive Committee may appoint a registered member of the Federation to fill the vacancy until the date of the next election.
 - c. The Board of Directors shall meet not less than three times per year.
 - d. A quorum of the Board of Directors shall be one-third of the Directors.
 - e. Parliamentary guidelines shall be followed at all Board Meetings and *Roberts Rules of Order* shall apply.
 - f. A Director representing a commodity board/agricultural organization may name a proxy to a Board Meeting, provided the Board's Secretary is notified two days prior to the Board Meeting.
10. Executive Committee
- a. The Executive Committee of the Federation shall be elected at the organization's annual meeting and shall consist of:
 - i) President;
 - ii) First Vice-President;
 - iii) Second Vice-President;
 - iv) Past President;
 - v) One member at large members nominated from the county representatives
 - vi) One representative of the Young Farmers of Prince Edward Island

Each year following the annual meeting the Executive Committee shall meet to elect a Secretary/Treasurer and representative to the Canadian Federation of Agriculture.

- b. The Secretary/Treasurer shall have responsibility for the custody of all financial books and records of the Federation, and shall carry out duties as assigned by the Executive Committee.
- c. The Executive Committee shall meet not less than every two months.

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- d. A quorum of the Executive Committee shall be one-half of the Committee.

11. Annual Meeting

- a. There shall be an annual meeting of the Federation within 90 days of the fiscal year-end, usually held in the month of January.
- b. A quorum of the annual meeting shall be 5 % of the members eligible to vote (as of November 30 of the previous year).
- c. Parliamentary guidelines shall be followed at all annual meetings and *Roberts Rules of Order* shall apply.

12. Nominations Committee

The Federation's nominations committee shall consist of one representative each from:

- a. the Executive Committee,
- b. the commodity board/agricultural organizations, and
- c. the county directors.

13. Resolutions Committee

The Federation's resolutions committee shall consist of one representative each from:

- a. the Executive Committee,
- b. the commodity board/agricultural organizations, and
- c. the county directors.

14. Honorariums

Honorariums and travel policy shall be reviewed annually by the Board of Directors.

15. By-laws

The Board of Directors has the authority to make and amend by-laws subject to the approval of members at a special or annual general meeting providing for:

- a. the fees to be paid by members;
- b. the admission, suspension or expulsion of members;
- c. the holding of annual and other meetings of the Federation, the Board of Directors and committees thereof, and prescribing the manner of notification;
- d. the expenditure of the funds of the Federation;
- e. the conferring of powers upon, or extending restrictions or delegating of powers of the Board of Directors and committees;
- f. the appointment or dissolution of standing and special committees; and

- g. such other by-laws as may from time to time be deemed necessary for the better administration and furtherance of the objectives of the Federation.

16. Indemnification of Officers and Directors

Each officer, director or duly appointed committee member of the Federation who has undertaken or is about to undertake any liability on behalf of the Federation shall at all times be indemnified and saved harmless for the debts, obligations or acts of the Federation of Agriculture unless the loss is incurred through said individual's own willful act or willful neglect.

17. Amendments to the Constitution

Amendments to this constitution may be made only on a motion of an annual meeting of members. Notice of motion may be given by a Federation member or requested by the Board of Directors. Such notice shall be in the hands of the Federation's Executive Committee at least forty-five (45) days prior to the annual meeting of members. Copies of the proposed amendments shall be forwarded to all Federation members at least thirty (30) days prior to the annual meeting. An amendment shall become effective by a majority vote of Federation members present at the annual meeting.

Prince Edward Island Federation of Agriculture By-laws

1. Non-political

No member of the Provincial Legislature or House of Commons or a permanent member of the Civil Service nor any paid organizer of any political organization shall be eligible to be a Director of the Board, and should a Director qualify as above, he/she shall thereby cease to be a Director.

2. Membership

- a. Applications for membership shall be made to the Federation and shall include such information concerning the applicant as the Board of Directors may require.
- b. All members of the Federation must be of legal voting age.
- c. Membership fees shall be fixed annually for the ensuing year by the Board of Directors on or before the date of the Federation's year-end (November 30).
- d. Commodity boards/agricultural organizations may withdraw from the Federation at any time by notice in writing to the Executive Committee, but shall remain liable for payment of dues up to the end of the current year.
- e. Upon payment of the prescribed fee, each farm business/farmer member, additional voting member and agricultural/commodity organization member shall receive a membership card for the current year and upon first becoming a member shall receive a copy of the constitution and by-laws.
- f. Any member whose fees are in arrears for three months shall cease to be a member. Such member may recover his/her membership on payment in full of his or her dues or may be admitted in the same manner as a new member.

3. Executive Committee

- a. Members of the Executive Committee shall be elected at the annual meeting.
- b. Members of the Executive Committee shall be farmers whose occupation is that of a primary agricultural producer.
- c. The President of the Federation will be an ex-officio member of any special or standing committee.

- d. Any Executive Committee member who, without due reason, is absent from three consecutive Executive Committee meetings, shall cease to be a member of the Executive Committee. The nominations committee shall be responsible for an interim replacement.

4. Duties of President

The President shall exercise all the duties usually pertaining to such office. He/she shall call and preside at all meetings of the Federation, Board of Directors and Executive Committee. In his/her absence, the duties shall be assumed by the First Vice-President, or in his/her absence, the Second Vice-President. The President or his/her designee shall exercise his/her ballot only in the event of a tie vote.

5. Board Meetings

Any Director who, without due reason, is absent from three consecutive meetings of the Board, shall cease to be a Director. In the case of commodity board/agricultural organization members, organizations will be requested to appoint a new representative.

6. Annual Meeting

- a. Members eligible to vote at the annual meeting shall be in good standing.
- b. An auditor shall be appointed annually by the Federation and shall be done at the annual meeting.

7. Nominations Committee

The nominations committee shall accept nominations for the positions of Executive Committee up until forty-eight (48) hours prior to the annual meeting.

8. Meeting Notice

- a. The Federation shall give written notice no less than thirty (30) days prior to the date of the annual meeting, setting forth the date, place and time of such meeting.
- b. Ten (10) days written notice shall be required for any special general meeting of the Federation
- c. The Board of Directors shall receive notice of any Board meetings not later than one week prior to the date of the meeting.

Executive Committee meetings may be called when deemed necessary.

9. Special Meetings

A special general meeting of the Federation may be called at any time, subject to due notice, by the Board of Directors, and shall be called upon receipt by the Board of a written request signed by five Directors stating the objective of the meeting.

10. **Duties/Powers of the Board**
 - a. The Board of Directors shall be responsible for the management and regulation of all business of the Federation.
 - b. The Board may delegate all or any of its powers to the Executive Committee and may appoint such special committees as may be required from time to time. The actions of all committees shall be subject to the approval of the Board.
 - c. The Board of Directors shall present a detailed financial statement to the Annual Meeting each year. This statement shall be duly audited before the annual meeting.
 - d. The Board of Directors shall have Directors Liability Insurance.
11. **Annual Reports**
 - a. The Board of Directors and each committee appointed therein shall present a report of the year's work to the annual meeting.
 - b. Each commodity board/agricultural organization shall present a brief report covering the organization's activities for the year to the annual meeting.
12. **Executive Director**
 - a. There shall be a full-time Executive Director employed by the Federation who shall be an ex-officio member of the Board of Directors, Executive Committee and all other committees of the Federation.
 - b. The books and records of the Federation in his/her charge shall be open at all times to the inspection of the Board of Directors.

13. Borrowing Powers

The Executive Committee may, with the approval of the Board, borrow money for the purposes of furthering Federation objectives and secure the repayment of monies so raised or borrowed in such manner and upon such terms and conditions in all respects as the Executive Committee may determine.

14. Distribution of Funds

- a. The profit of the Federation for any year shall be expended as determined by the Board of Directors.
- b. In the event of dissolution of the organization, all its remaining assets, after payment of liabilities, shall be distributed to one or more recognized Canadian agricultural charity organizations in Canada or to a Canadian municipality.