

By-laws of Rare Breeds Canada Consolidated 2008

1. The name of the corporation shall be **Rare Breeds Canada (Races domestiques menacees Canada)** or hereinafter referred to as the Corporation.
2. Rare Breeds Canada is a national organization - with regional chapters in areas where there is a sufficient number of interested members (minimum of eight) to form and operate one. In regions where there is no active chapter, all activities of the Corporation will be conducted by the national board of directors. Rules for forming and operating a chapter have been set out in the RBC Chapter Affiliation Procedure.

Head Office

3. That the head office of the corporation shall be located within Canada, convenient to the transaction of the business of Rare Breeds Canada, and its location will be determined by the prevailing Board of Directors. [Office located in Castleton, Ontario from 2004).

Corporate Seal

4. An imprint of the Corporate Seal is hereto affixed in the margin.

Membership

5. Membership in the Corporation shall be by payment of an annual membership fee, which will be set by the board of directors.
6. Membership will cease upon failure to pay the annual membership fees. Membership may be revoked by the board of directors for action or behaviour contrary to the RBC mandate and vision statements.

Board of Directors

7. The property and business of the Corporation shall be managed by a board of at least six (6) directors of whom fifty percent plus one (50% + 1) of the elected board shall constitute a quorum. All directors shall be members of the Corporation. The total number of board members after the annual election shall be a multiple of three.
8. Meetings of the board of directors may be held at any time and place to be determined by the directors providing that seven (7) clear days notice of such meeting are given to each director. There shall be a minimum of four (4) meetings of the board annually.
9. To provide continuity within the board, elections for one third (1/3) of the directors will be held each year at the Annual General Meeting. Directors will be elected for a three- (3) year term.

10. The office of director shall be automatically vacated:
 - a. if a director shall resign office by delivering a written resignation to the secretary of the Corporation;
 - b. if, at a meeting of the board, a two-thirds (2/3) majority of the directors present pass a resolution calling for the resignation of a director.
11. A vacancy in the board of directors may be filled forthwith by the directors for the remainder of the three- (3) year term, by a qualified person who shall be a member of the Corporation.
12. Directors and officers of the Corporation, as such, shall not receive any remuneration for performance of their duties.
13. The board of directors may appoint such agents and contract such people 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.

Indemnities to Directors

14. Every director of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, may, with the consent of the Corporation, given at any meeting of the members thereof, 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 whatever that such director sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatever, made, done or permitted by such director, in or about the execution of the duties of their office, and
 - b. all other costs, charges and expenses that such director, sustains, or incurs, in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

Powers of Directors

15. 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 description of contract that the corporation, may by law, enter into; and may pass by-laws not contrary to law, or to

the letters patent or supplementary letters patent and, save as hereinafter provided, generally, may exercise all such powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

16. The directors by way of vote shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by motion to an officer of officers of the Corporation the right to engage employees. Money will only be spent within the limitations of the approved annual budget.
17. The board of directors shall take such steps 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 fulfilling the mandate of the Corporation.

Officers

18. There will be an executive made up of the Officers of the Corporation who shall include the chair, secretary, treasurer, and chairs of the standing committees along with the executive director. No two offices shall be held by the same person.
19. Officers and committee chairs of the Corporation will be elected annually by the new board of directors following the annual general meeting. The officers of the Corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead.
20. All officers shall be directors of the Corporation and they shall cease to be officers if they cease to be directors or, if they are removed by a motion supported by a two-thirds (2/3) majority of the directors present.

Duties of Officers

21. The chair shall be the chief executive officer of the Corporation. The chair shall preside at the annual general meeting and at all meetings of the board of directors of the Corporation, and shall perform such other duties as directed by the board as specified by motion.
22. In the absence or disability of the chair, one of the other members of the executive shall perform the duties and exercise the powers of the chair and shall perform such other duties as from time to time may be directed by the board of directors.
23. The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank, credit union or

trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. The treasurer 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 chair 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 financial statement of the financial position of the Corporation. The treasurer shall also perform such other duties as may, from time to time, be directed by the board of directors.

24. The secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The secretary shall give or cause to be given notice of all meetings of the members and of the board of directors, and, shall perform such other duties as may be prescribed by the board of directors. The secretary shall be custodian of the seal of the Corporation, which shall be delivered only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.
25. 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.

Execution of Documents

26. 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 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.

Financial Year

27. The fiscal year-end of the Corporation shall be December, 31st.

Annual General Meeting

28. The annual general meeting shall be held within six (6) months of the end of the previous fiscal year and no more than fifteen (15) months after the holding of the last preceding annual meeting. The place may vary from time to time as the board of directors shall determine to provide access to the majority of the members.

29. Twenty-eight (28) days prior written notice shall be given each member of any annual general meeting of members and fourteen (14) days prior written notice shall be given each member of any special general meeting of members. Each member present shall have the right to exercise one (1) vote.
30. The quorum for the annual general meeting shall be fifteen (15) members.
31. Any individual member in good standing of Rare Breeds Canada who is unable to attend an AGM or special meeting may designate another full member to vote by proxy on his or her behalf. Alternatively, a member may designate the Secretary to hold their proxy. Proxy voting will be used in the election of officers and in any matter of substance upon which a vote is taken. Proxy forms must be sent to the person designated to represent a member. If the designated person is the Secretary, the proxy must be received at the Rare Breeds Canada office 24 hours before the meeting. No member with the exception of the Secretary may bring more than 5 proxies to a meeting.
32. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be

presented and a board of directors elected 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 shall have power to call at any time a general meeting of the members of the Corporation.

Auditors

33. The members at each annual general meeting shall appoint one or more auditors to hold office until the close of the next annual meeting, and, if an appointment is not so made, the auditor in office continues in office until a successor is appointed. The directors may fill any, casual vacancy in the office of auditor, but while the vacancy continues the surviving or continuing auditor, if any, may act. The remuneration' of the auditor shall be fixed by the board of directors.

By-laws

34. The by-laws of the corporation may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the board of directors, verified by the Corporation's lawyer and sanctioned by an affirmative vote of a two-thirds (2/3) - majority of the members at the annual general meeting or a meeting duly called for the purpose of considering the said by-law, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Consumer & Corporate Affairs has been obtained.

**Summary of proposed changes to the By-laws of RBC
Passed by the Board of Directors, March 23,2003
Brought to Annual General Meeting May 3, 2003**

Bold= new ~~Strike through= deleted~~ (*Brackets/italics*) = replacement

Paragraph 7

To add "The total number of board members after the annual election shall be a multiple of three."

Explanation - As members are elected for three years, we have a three year rotation on the board. A multiple of three board members will ensure that each year we re-elect 1/3 of the board.

Paragraph 9

To delete the last two sentences (a)"To initiate this process members of a new board will be elected for one (1), two (2) and thee (3) terms.

(b) There will be a limit of six (6) consecutive years that a person may serve as a director."

Explanation (a) This was put in place to establish the initial board and is no longer needed.

(b) It is not reasonable or necessary to limit the term of directors. The membership should be able to elect a director for as long as it wishes.

Paragraph 11

Change to read - "A vacancy in the board of directors may be filled by the directors for the remainder of the 3 year term, by a qualified person who shall be a member of the corporation. And to delete "...and that appointee shall serve until an election is held at the next annual general meeting.

Explanation This is changed to facilitate the three year rotation of board members. It also gives the board of directors the option of waiting to find a suitable replacement for a vacancy.

Paragraph 19

To delete the last sentence "There will be a limit of three (3) consecutive years on the time that a member shall occupy the same position.

Explanation This is not reasonable - especially for positions of secretary and treasurer, where we would try to reduce turnover as much as possible.

Change – 2006

NOTICE OF CHANGE TO THE BYLAWS OF RARE BREEDS CANADA

to be brought to the
2006 Annual General Meeting

At a Meeting of the Board of Directors held on February 19, 2006, it was agreed that the following amendment to the Bylaws would be brought to the 2006 Annual General Meeting:

RESOLVED: That the head office of the corporation shall be located within Canada, convenient to the transaction of the business of Rare Breeds Canada, and its location will be determined by the prevailing Board of Directors.

Change ratified at AGM, February 23, 2008, Cornwall, Ontario
From the minutes.

a. Currently by-law 30 reads as follows: Quorum for the annual general meeting shall be thirty (30) members. The amended by-law will read:

Quorum for the annual general meeting shall be fifteen (15) members in good standing, either present or by proxy.

b. Currently by-law 31 reads as follows: At all meetings of members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws. The amended by-law will read:

Any individual member in good standing of Rare Breeds Canada who is unable to attend an AGM or special meeting may designate another full member to vote by proxy on his or her behalf. Alternatively, a member may designate the Secretary to hold their proxy. Proxy voting will be used in the election of officers and in any matter of substance upon which a vote is taken. Proxy forms must be sent to the person designated to represent a member. If the designated person is the Secretary, the proxy must be received at the Rare Breeds Canada office 24 hours before the meeting. No member with the exception of the Secretary may bring more than 5 proxies to a meeting.

M/S/C Arn Snyder/Liz McKenzie Voting 56 for 6 against. No abstentions.
