

CANADIAN HONEY COUNCIL BY-LAWS

These by-laws reflect the intent of the Agreement in Principle reached at the Winnipeg Summit Meeting (October 18, 2007) and documented in the Summit Meeting Report. They have been approved by the Board of Directors at the Annual General Meeting 24th January 2008 and modifications approved at board meetings convened April 23rd 2008 and 9th July 2008.

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BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of the Canadian Honey Council /Conseil Canadien du Miel

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

CORPORATE SEAL

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation.

HEAD OFFICE

2. The head office of the Corporation shall be situated at such address in Canada as the board may, by resolution, determine. The corporation may establish other offices and agencies elsewhere within Canada as the board of directors, by resolution, deems necessary.

CONDITIONS OF MEMBERSHIP

3. Membership in the corporation shall be limited to provincial beekeeper organizations (or associations of provincial beekeeper organizations) and other bee industry organizations including associations, cooperatives and companies that support the principles and purposes of the corporation, and shall consist of any organization whose application for admission as a member has received the approval of the board of directors of the corporation.

...a) Provincial beekeeper organizations (or associations of provincial beekeeper organizations) shall be entitled, upon board approval of application, to a full voting membership in the corporation and will receive all general communications. Such organizations of beekeepers that contribute their full share towards the funding of the corporation, or provide appropriate intent as determined by the board, have the right to appoint one (1) director to the corporation. Such directors appointed to the corporation will be board members of their organizations, or appointed by their Board and holding the rights and privileges of their Board.

i) Each provincial beekeeper organization (or association of provincial beekeeper organizations) that is a full voting member of the corporation, in good standing, shall be eligible to appoint one (1) additional director to the board when the number of hives in its geographic area exceeds 150,000.

...b) Other bee organizations including associations, cooperatives and companies also be entitled to a full voting membership and receive all general communications. The following, and other organizations, may apply for membership and such application is subject to approval by the board of directors of the corporation:

- bee co-operatives
- organizations of bee pollinators
- organizations of bee suppliers
- organizations of queen bee breeders
- organizations of honey packers

i) Each such organization that contributes its full share towards the funding of the corporation, or provides appropriate intent as determined by the board, may appoint one (1) director to the corporation who is a board member of the organization, or appointed by his Board and holding the rights and privileges of his Board.

...c) An organization that fails to pay its dues will have its membership lapse but may apply for reinstatement.

...d) Applications for non-voting associate memberships may be approved by the board for organizations with an interest in the bee industry, who support the principles and purposes of the corporation. A non-voting associate member that fails to pay its dues will have its membership lapse but may apply for reinstatement.

4. Membership fees, unless otherwise directed by the board, shall be determined on an annual basis by the board.

5. Any member may withdraw from the corporation by delivering to the corporation a written resignation.

...a) Membership in the corporation is not transferable without approval of the board.

6. Any member organization may be required to resign by a vote of two-thirds (2/3) of the voting member organizations.

ANNUAL MEETINGS OF MEMBERS, QUORUM, PROXY, NOTICE

7. The annual meeting of directors shall be held at any place as the board may determine and on such day, within 90 days of the fiscal year end, as the directors shall appoint.

A special general meeting may be requisitioned by a majority of voting members.

8. 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.

9. Fourteen (14) days notice shall be given of any annual meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit members to form a reasoned judgement on decisions to be taken. Notice of each meeting must remind members if they have 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.

10. A majority of votes cast by members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number is required by the Act or these by-laws.

A quorum is to be a majority of the number of voting members.

11. No error or omission in giving notice of any annual or general meeting or any adjourned meeting of the members of the corporation shall invalidate such meeting or make void any proceedings taken and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken. For the purpose of sending notice to any member for any meeting or

otherwise, the address of the member shall be his last address recorded on the books of the corporation.

BOARD OF DIRECTORS

12. The property and business of the corporation shall be managed by a board comprised of a minimum of five directors. Directors must be individuals, at least 18 years of age, with power under law to contract:

...a) Board members, or appointees of their Board holding the rights and privileges of their Board, of provincial beekeeper organizations (or associations of provincial beekeeper organizations) who are members of the corporation, in good standing.

...b) Board members, or appointees of their Board and holding the rights and privileges of their Board, of other bee organizations who are members of the corporation, in good standing.

13. Directors shall be appointed for up to three (3) consecutive 2-year terms, i.e. for no more than six (6) years, and full voting member organizations shall appoint their directors such that there are no vacant Board positions for longer than six (6) months.

14. The office of director shall be automatically vacated:

1. if the director is removed by the same group that appointed or elected him;
2. if a director has resigned his office by delivering a written resignation to the secretary of the corporation;
3. if he is found by a court to be of unsound mind;
4. if he becomes bankrupt or suspends payment or compounds with his creditors;
5. on death.

15. No director shall directly or indirectly receive any profit from his position; 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 in any other capacity and receiving compensation therefore.

16. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted or his successor is appointed.

POWERS OF DIRECTORS

17. The directors 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.

18. 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; i.e. the chief executive officer or other, 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.

19. 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 principles and purposes of the corporation.

20. The board of directors may appoint agents and engage a chief executive officer and such employees who shall have such authority and perform duties as prescribed by the board of directors.

21. Remuneration for all, officers, agents, employees, and committee members shall be fixed by the board of directors by resolution.

DIRECTORS' MEETINGS

22. Meetings of the board of directors may be held at any time and place determined by the directors, or by teleconference, provided that 48 hours notice of such meeting shall be given by phone or email to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least two (2) face-to-face 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.

1. Directors and members of committees of the corporation may meet by teleconference provided that either a majority of the directors and members of committees consent to meeting by teleconference or such meetings have been approved by resolution passed by the directors and members of committees of the corporation.

23. A majority of directors in office but no less than five (5) 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

24. 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;

1. 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 or 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;

2. 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 wilful neglect or default.

OFFICERS

25. The officers of the corporation shall be a chair, vice-chair, treasurer and secretary. Any two offices, except chair, may be held by the same person.

26. Officers of the corporation shall be elected by the board of directors.

27. The officers of the corporation shall hold office in keeping with their terms of office as directors or until 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

28. The chair shall preside at all meetings of the board of directors. He shall see that all orders and resolutions of the board are carried into effect by the chief executive officer employed by the corporation.

29. 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.

30. The treasurer shall have custody of the funds and securities of the corporation. He shall oversee the keeping of full and accurate accounts of all assets, liabilities, receipts and

disbursements of the corporation in the books belonging to the corporation and oversee the deposit of all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank or trust company as may be designated by the board. He shall oversee the disbursement of the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the directors at the regular meeting of the board of directors, or whenever they may require, an accounting of all the transactions and a statement of the financial position, of the corporation. He shall also perform such other duties as may from time to time be directed by the board of directors.

31. The secretary shall oversee recording 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 board of directors, and shall perform such other duties as may be prescribed by the board or chair. The secretary shall be the custodian of the seal of the corporation.

32. The duties of the chief executive officer and other agents and employees of the corporation shall be such as the terms of their engagement call for, or as the board of directors requires.

COMMITTEES

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

EXECUTIVE COMMITTEE

34. There shall be an executive committee composed of the chair, vice-chair, treasurer and secretary. The chief executive officer employed by the corporation shall be an ex-officio non-voting member of this committee. 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.

35. Meetings of the executive committee shall be held at any time and place determined by the members of the committee provided that forty-eight (48) hours written notice of such meeting shall be given by phone or email to each member of the committee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. Not less than two (2) members of the executive 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

36. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two of the chair, vice-chair, treasurer, secretary of the corporation 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 the chief executive officer or agents or other employees 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 the chief executive officer or any agent appointed by resolution of the board of directors.

MINUTES OF BOARD OF DIRECTORS (AND EXECUTIVE COMMITTEE)

37. The minutes of the board of directors (or the minutes of the executive committee) shall be available only to members of the board, each of whom shall receive a copy of such minutes.

FINANCIAL YEAR

38. The financial year of the Corporation shall be determined by the board of directors.

AMENDMENT OF BY-LAWS

39. 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 members at a meeting of the board 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.

40. 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 members may fill any casual vacancy in the office of the auditor.

BOOKS AND RECORDS

41. The board 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

42. The board may prescribe such rules and regulations not inconsistent with these by-laws

relating to the management and operation of the corporation as they deem necessary.

DISSOLUTION

In the event of dissolution of the corporation the assets shall be divided among the member organizations as determined by the board.

INTERPRETATION

43. 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.