

BY-LAWS

CANADIAN NATIONAL GOAT FEDERATION/ FÉDÉRATION NATIONALE CANADIENNE DES CHÈVRES

(Revised July 21, 2005)

MISSION STATEMENT

1. The Canadian National Goat Federation is a national, non-profit organization that endeavours to represent all Canadian goat producers through their member organizations. Established in 2003, the primary responsibility of the organization is to set national policy for the goat industry. Its mission is to work closely and cooperatively with all levels of government and industry related organizations, both domestic and foreign, to further the viability, expansion, and prosperity of the Canadian goat industry, including milk, meat, and fibre.

CORPORATE SEAL

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

CONDITIONS OF MEMBERSHIP

3. Membership in the Federation shall be limited to the provincial and territorial goat organizations, national goat organizations, companies and associates interested in furthering the objectives of the Federation and shall consist of anyone whose application for admission as a member has received the approval of the Board of Directors of the Federation. The following conditions apply:
 - (a) Every national, provincial or territorial goat organization, operating within a province or territory in Canada, shall be entitled -- upon application to and approval by the Board of Directors -- to a full voting membership in the Federation and will receive Board communications. Each organization which contributes its full share towards the funding of the Federation, or provides appropriate intent as determined by the Board, has the right to appoint one representative to the Federation. The representative will be appointed by the member organization to serve during the whole CNGF fiscal year.
 - (b) Other organizations and/or companies may become full voting members of the Federation subject to the discretion of the Board of Directors. These other organizations and/or companies must apply for membership in the Federation. Such applications for membership will be subject to approval by the Board of Directors of the Federation.
 - (c) A member organization and/or company which fails to pay its dues within 60 days of the beginning of the fiscal year will have its membership lapse. Organizations or companies wishing for reinstatement must re-apply to the Board of Directors of the Federation.

(d) Non-voting associate memberships will be available to organizations with an interest in the goat industry upon application to and approval by the Board of Directors. A non-voting associate member which fails to pay its dues within 60 days of the beginning of the fiscal year, will have its membership lapse but can be reinstated through a re-application to the Board of Directors of the Federation.

4. The membership fees or dues, unless otherwise directed by the Board of Directors, shall be determined on an annual basis by the Board of Directors.
5. Any member organization may withdraw from the Federation by delivering to the Federation a written resignation and lodging a copy of the same with the General Manager of the Federation.
6. Membership in the Federation is not transferable without approval of the Board of Directors.

HEAD OFFICE

7. The head office of the Federation shall be at a location to be determined by the Executive Committee, and subject to annual review. The Federation may establish such other offices and agencies elsewhere within Canada as the Board of Directors, by resolution, deems expedient.

BOARD OF DIRECTORS

8. The property and business of the Federation shall be managed by a Board of Directors. Directors must be individuals, 18 years of age, with power under the law to contract. Directors must represent member organizations in good standing. All Directors shall be appointed for a term of one year by their respective member organization.
9. The office of Director shall be automatically vacated:
 - a) if a Director resigns his office by delivering a written resignation to the General Manager of the Federation.
 - b) if the individual is found by a court to be of unsound mind;
 - c) if the individual becomes bankrupt or suspends payment of compounds with his creditors;
 - d) if at a specific general meeting of Directors a resolution is passed by two-thirds (2/3) of the Directors present at the meeting that he be removed from office;
 - e) on death;

Provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors of the Federation will by formal request ask the provincial or national goat organization and/or company to appoint a new Director.

10. Meetings of the Board of Directors may be held at any time and place to be determined by the Executive Committee, provided that 5 days notice of such meeting shall be given, other

than by mail, to each Director.

A Director may participate in a meeting of the board or of a committee of the Board by means of telephone conference (or other electronic means) as permits all persons participating in the meeting to communicate with each other, and a Director participating in such a meeting, by such means, is deemed to be present at the meeting.

Quorum for any meeting of the Board of Directors shall be 60% of the Board, excluding the President.

11. The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position as such; however, a Director may be paid reasonable expenses incurred by the individual in the performance of his duties (except as provided in Article 14.)
12. 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 appointed.
13. The Board of Directors may appoint agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform duties as shall be prescribed by the Board of Directors at the time of appointment.
14. A reasonable remuneration for an officer, Director, agent, employee, or committee member may be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

INDEMNITIES TO DIRECTORS AND OTHERS

15. Every Director or officer of the Federation or other person who has undertaken, or is about to undertake any liability on behalf of the Federation or any company controlled by it 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 Federation, from and against;
 - a) all costs, charges and expenses which such Director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against the individual or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by the individual, in or about this 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 the individual's own willful neglect or default.

EXECUTIVE COMMITTEE

16. The Executive Committee shall consist of 5-9 members, elected by the Board of Directors. The number of members of the Executive Committee may be changed by a majority vote of the Board of Directors.
17. The Executive Committee shall consist of the President, Vice President, Past President, Treasurer and two (2) Directors elected by the Board of Directors and appointed annually. 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, subject to board approval.
18. Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such committee provided that seventy-two (72) hours written notice of the meeting shall be given, other than by mail, to each member of the committee.

Three (3) voting 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 Federation shall invalidate the meeting or make void any proceedings taken thereat and any member meeting may ratify, approve and confirm any or all proceedings taken or had thereat.

19. The Executive Committee may establish such other committees as it may deem necessary for the conduct of the business of the Federation and may delegate to such committees such authority and duties as it may determine.

POWERS OF DIRECTORS

20. The Directors of the Federation may administer the affairs of the Federation in all things and make or cause to be made for the Federation, in its name, any kind of contract which the Federation 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 Federation is by its charter or otherwise authorized to exercise and do.
21. The Board of Directors shall have power to authorize expenditures on behalf of the Federation from time to time and may delegate by resolution to an officer or officers of the Federation 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 Federation in accordance with such terms as the Board of Directors may prescribe.

22. The Board of Directors shall take such steps as they may deem requisite to enable the Federation 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 Federation.

OFFICERS

23. The officers of the Federation shall be a President, Vice President, Past President, General Manager/Secretary, Treasurer and any such officers as the Board of Directors may by by-law determine. The Executive Director/Secretary Treasurer can be one person performing the duties of two positions.
24. With the exception of the General Manager/Secretary and Treasurer, all officers shall be elected at an annual meeting of the Board of Directors , in accordance with Section 17 of these bylaws. The General Manager/Secretary Treasurer shall be appointed by resolution of the Board of Directors. Other officers of the Federation shall be appointed by resolution of the Board of Directors at the annual meeting of the Board of Directors.
25. The officers of the Federation shall hold office for one year from the date of appointment or election until their successors are elected or appointed in their stead and shall be subject to removal by resolution of the Board of Directors at any time. Members of the Executive Committee shall not hold office for more than three consecutive yearly terms. The Past President shall serve for a one year term following the conclusion of a term as President of the Board of Directors.

DUTIES OF OFFICERS

26. The President shall be the chief executive officer of the Federation. He shall preside at all meetings of the members of the Federation and of the Board of Directors and Executive Committee. He shall see that all orders and resolutions of the Board of Directors are carried into effect.
27. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon the individual by the Board of Directors.
28. The Treasurer, shall have the custody of the funds and securities of the Federation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Federation in the books belonging to the Federation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Federation in a chartered bank, credit union or trust company, or in the case of securities, with a registered dealer in securities as may be designated by the Board of Directors from time to time.

He shall disburse the funds of the Federation 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 transactions and a statement of the financial position of the Federation. He shall also perform such duties as may from time to time be directed by the Board of Directors.

29. The General Manager may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry on the affairs of the Federation generally under the supervision of the President thereof, and 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 individual shall give or cause to be given notice of all meetings of the Executive Committee and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the individual shall be. The individual shall be custodian of the seal of the Federation, which the individual shall deliver 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.
30. The duties of all other officers of the Federation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

EXECUTION OF DOCUMENTS

31. Contracts, documents or any instruments in writing requiring the signature of the Federation, shall be signed by any two officers (or General Manager, if mandated by the Executive Committee or the Board of Directors) and all contracts, documents and instruments in writing so signed shall be binding upon the Federation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an officer or officers (or General Manager) on behalf of the Federation to sign specific contracts, documents and instruments in writing. The Directors may give the Federation's power or 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 Federation. The seal of the Federation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers (or General Manager) appointed by resolution of the Board of Directors.

MEETINGS

32. The annual or any other general meeting of the Directors shall be held at the head office of the Federation or at any place in Canada as the Board of Directors may determine and on such day as the said Directors shall appoint, within 90 (ninety) days of the fiscal year end. The Board of Directors may resolve that a particular meeting of Directors, with the exception of the annual meeting, may be held outside Canada.
33. At every annual meeting, in addition to any other business that may be transacted, the reports of the Committee Chairs, the financial statement and the report of the auditors shall be presented and the auditors appointed for the ensuing year. The Directors may consider and transact business either special or general at any meeting of the Directors. The Board of Directors or Executive Committee shall have power to call, at any time, a general meeting of the members of the Federation. The President shall call a special meeting of the Directors on

written requisition of Directors carrying not less than 60% of the voting rights.

34. Twenty-one (21) days written notice shall be given to each voting Director of any annual or special general meeting of Directors. Notice of any meeting where special business will be transacted should contain sufficient information to permit the Director to form a reasoned judgment on the decision to be taken.
35. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Directors or members of the Federation shall invalidate such meeting or make void any proceedings taken thereat and any Director or 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 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 the individuals last address recorded on the books of the Federation.

MINUTES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEES

36. The minutes of the Board of Directors or the minutes of the Executive Committee shall not be available to the general membership of the Federation but shall be available to the Board of Directors, each of whom shall receive a copy of such minutes. The minutes of the annual general meeting will be available for general distribution.

VOTING OF DIRECTORS

37. At all meetings of Directors of the Federation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws. The President shall have the option of voting. A tied vote shall be considered a lost vote.

FINANCIAL YEAR

38. Unless otherwise ordered by the Board of Directors the fiscal year end of the Federation shall be December 31..

AMENDMENT OF BY-LAWS

39. The by-laws of the Federation not embodied in the letters patent may be repealed or amended by by-law 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 Directors at a meeting 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 Consumer and Corporate Affairs Canada has been obtained. Notice of proposed changes shall be available to Directors a minimum of 30 days prior to the general meeting and shall be provided by that Director to the Board of Directors of their member organization if so requested.

40. In the event of dissolution of the Federation the assets shall be divided among the full member organizations who have contributed their full share toward funding of the Federation over the previous four years.

AUDITORS

41. The Directors shall, at each annual meeting, appoint an auditor to audit the accounts of the Federation for report to the members at the next annual meeting. The auditor shall be at arm's length from all financial transactions for the period being audited. The auditor shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be approved by the Board of Directors.

BOOKS AND RECORDS

42. The Directors shall see that all necessary books and records of the Federation required by the by-laws of the Federation or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

43. The Board of Directors may prescribe such rules and regulations consistent with these by-laws relating to the management and operation of the Federation 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 Federation when they shall be confirmed, and failing such confirmation at such annual meeting of members shall at and from time to time cease to have any force and effect.
44. The rules contained in *Robert's Rules of Order* shall govern the society in all cases to which they are applicable, and in which they are not inconsistent with the rules of order or by-laws of this society.

Passed by the CNGF board this _____ day of _____, 20_____.

CNGF Seal

President, CNGF

General Manager, CNGF

Appendix

Membership list

***BY-LAWS
CANADIAN NATIONAL GOAT FEDERATION/
FÉDÉRATION NATIONALE CANADIENNE DES CHÈVRES***

- Alberta Goat Breeders' Association
- Alberta Mohair Producers' Association
- British Columbia Goat Breeders' Association
- British Columbia Milk Goat Association
- Canadian Goat Society
- Canadian Meat Goat Association (formerly Canadian Boer Goat Association)
- Comité de mise en marché des chèvres de boucherie (Quebec Meat Goat Marketing Board)
- Manitoba Goat Association
- Goat Association of Nova Scotia
- Ontario Dairy Goat Co-operative Inc
- Ontario Goat Breeders' Association
- Société des éleveurs de chèvres laitières de race du Québec (Quebec Purebred Dairy Goat Breeders Society)
- Syndicat des producteurs de chèvres du Québec (Quebec Goat Producers' Organization)
- Regroupement des éleveurs de chèvres de boucherie du Québec (Quebec Meat Goat Breeders' Organization)
- Saskatchewan Goat Breeders' Association
- Vancouver Island Goat Producers