By-law No. 2024-1

A By-law relating generally to the conduct of the affairs of

THE ONTARIO BROILER CHICKEN HATCHING EGG PRODUCERS ASSOCIATION

(the "Association")

BE IT ENACTED as a by-law of The Ontario Broiler Chicken Hatching Egg Producers Association as follows:

Section 1 –

1.01 By-Law Repeal and Re-enactment

By-Law Number 1 dated July 7, 1993 as heretofore amended from time to time, being a by-law relating generally to the conduct of the affairs of the Association be and the same is hereby repealed as an entirety without prejudice to any action being a by-law relating generally to the conduct of the affairs of the Association be and the same is hereby made and enacted in substitution therefor as a by-law of the Association.

Section 2 - General

2.02 Definitions

In this by-law and all other by-laws of the Association, unless the context otherwise requires:

(a) "*Act*" means the *Not-For-Profit Corporations Act,* 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

(b) "Association" means The Ontario Broiler Chicken Hatching Egg Producers Association;

(c) "Board" means the board of directors of the Association;

(d) "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Association as amended and which are, from time to time, in force and effect;

(e) "Director" means an individual occupying the position of director of the Association by whatever name he or she is called;

(f) "Member" means a member of the Association or the authorized representative under Section 4.07 of this By-law;

(g) "Members" means the collective membership of the Association;

(h) "Officer" means an officer of the Association;

(i) "President" means the president of the Board.

2.03 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act.* Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

2.04 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the *Act*, the provisions contained in the articles or the *Act,* as the case may be, shall prevail.

2.05 Seal

The seal of the Association, if any, shall be in the form determined by the Board.

Section 3 – Members

3.01 Members

(a) An applicant for admission to membership in the Association must be a producer with Quota or Growing Rights in Ontario of broiler chicken hatching eggs or broiler breeder replacements.

(b) Applicants may be admitted to membership from time to time by resolution of the Board;

(c) The membership of any Member so admitted shall continue until such time as the Board by resolution cancels such membership by reason of the fact that the Member is no longer a producer or until such time as the Member tenders a notice in writing resigning from the Association addressed to the Secretary of the Association;

(d) Any person whose membership is cancelled or resigns from membership is eligible for readmission for membership in the Association upon making further application to the Board and upon satisfying the Board as to being a producer as set out above; and

(e) A membership in the Association is not transferable.

3.02 Disciplinary Action or Termination of Membership for Cause

(a) Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.

(b) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the

disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

(c) Any member suspended by the Board for non-payment of Association fees may, upon payment of all unpaid Association fees, be reinstated as a member in good standing by resolution of the Board.

3.03 Association Fees

(a) The Board may from time to time fix and determine Association fees payable by Members;

(b) Such Association fees shall vary from Member to Member in quantum. All members admitted as broiler chicken hatching egg producers shall be assessed in respect of such fees on a dollar value per saleable chick hatched basis. All members admitted as broiler breeder replacement producers shall be assessed in respect of such fees on a dollar value per pullet placed (excluding cockerels) basis. Members by reason of their membership in the Association consent to their hatchery deducting from monies otherwise payable to them such Association fees and to the hatchery forwarding on such fees on a regular monthly basis to the Association.

(c) The Secretary of the Association shall notify the Members of the Association fees payable by them from time to time and the rate by which such fees have been calculated and assessed.

Section 4 – Members' Meetings

4.01 Annual Meeting

The annual meeting of Members shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report or other financial information required by the By-laws or articles, together with such other information or reports relating to the Association's affairs as the Directors may determine.

The business transacted at the annual meeting shall include:

(a) receipt of the agenda;

(b) receipt of the minutes of the previous annual and subsequent special meetings;

(c) consideration of the financial statements;

(d) report of the auditor or person who has been appointed to conduct a review engagement;

(e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;

(f) the report of the Board of the affairs of the Association for the previous year;

(g) election of Directors; and

(h) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Association of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

4.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the *Act* provides otherwise. Special meetings shall be held at any date and time and at any place within Ontario as determined by the board.

4.03 Notice

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner provided in Section 17 of this By-law to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting. Provided that notwithstanding the foregoing, a meeting of members may be held for any purpose at any date and time and at any place within Ontario without notice if all the members are present in person or represented by proxy at the meeting or if all the absent members entitled to notice of such meeting shall have signified their ascent in writing to such meeting being held and such ascent may be validly given either before or after the meeting to which such ascent relates.

4.04 Omission of Notice

The accidental omission to give notice of any meeting or the non-receipt of any notice by any Member or Members of the Association shall not invalidate any other resolutions passed or any proceedings taken at any meeting of members.

4.05 Proxy

A Member may appoint a proxy holder who is also a Member or a Director to represent that Member at any meeting of the Members of the Association in accordance with the form of proxy as attached, or any reasonable facsimile thereof, to be completed and filed with the secretary of the Association before the meeting for which the proxy is authorized. A proxy holder may not hold more than five (5) proxies at any meeting of the Members.

4.06 Quorum

For the transaction of business at a Members' meeting, the presence of ten (10) Members in person, or represented by proxy at the meeting, or participating through electronic means in accordance with section 4.11 shall be a quorum of a meeting of Members. No business shall be transacted at any meeting of the Members unless the requisite quorum shall be present at the commencement of such business.

4.07 Member Representation

Each Member which is not an individual human being shall notify the Board in writing the name and address of the individual authorized by that Member to represent that Member at meetings and to exercise all the powers on behalf of that Member in accordance with subsection 48(7) of the Act.

4.08 Chair of the Meeting

In the absence of the President, the Board shall appoint one of the directors as chair of the meeting and if no director is present or if all the directors present decline to act as chair the Members present shall choose one of the Members present to chair the meeting.

4.09 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Act* or the By-law provided that:

(a) each Member shall be entitled to one vote at any meeting;

(b) votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;

(c) an abstention shall not be considered a vote cast;

(d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;

(e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and

(f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

4.10 Adjournments

The chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.11 Persons Entitled to be Present

The persons entitled to attend a Members' meeting are the Members, a duly appointed proxy holder for a Member, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Association, if any, and others who are entitled or required under any provision of the *Act* or the articles or the By-laws of the Association to be present at the meeting together with any other person invited by the Chair of the meeting or with majority consent of the members present at the meeting.

4.12 Participation in Meeting by Electronic Means

Any person entitled to attend a meeting of the Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Association makes such means available. A person so participating in a meeting is deemed for the purposes of the Act to be present at the meeting.

Section 5 – Directors

5.01 Number

The affairs of the Association shall be managed by a Board composed of eight (8) Directors.

5.02 Election and Term

The Directors shall be elected by the Members for a two (2) year term. The term of office of the Directors (subject to the provisions of this By-law) shall be from the date of the meeting at which they are elected or appointed until the later of the second (2nd) annual meeting after appointment or election to office and until the successor has been appointed and elected.

5.03 Qualifications of Directors

A Director shall be eighteen (18) or more years of age and a Member of the Association, or a shareholder or a director of a Member of the Association.

5.04 Pullet Producer Director

At least one of the eight (8) Directors elected by the Members in a general meeting shall be a Pullet Producer, who grows at least one (1) contract for an entity other than self. In the event that such a Pullet Producer is not elected by the Members at a general annual meeting, there shall be a vacancy on the board, which may be filled by the remaining Members of the Board in accordance with the provisions of Section 5.06 if they see fit to do so; and such Director so appointed shall hold office until the second (2) annual meeting after his or her appointment. For the purposes of this paragraph, "Pullet Producer, who grows at least one (1) contract for an entity other than self" means:

1. an owner of Pullet Growing Rights who is registered with The Ontario Broiler Hatching Egg and Chick Commission (the "Commission");

2. who for at least one flock which they grow, is not a registered owner or partner with any persons, companies or other entity which owns Hatching Egg Market Shares (the "HEMS") assigned by the Commission as related to said flock; and

3. has no monetary ties to any HEMS by any means, including but not limited to shares of any description, direct or indirect loans, or a guarantor of a loan for monies by an entity which owns HEMS associated with said flock.

5.05 Consent to Act

A Director shall file written consent with the Association to hold office as such within ten (10) days of the election provided that no consent is required by a Director who is re-elected with no break in the term of office.

5.06 Vacancies

The office of a Director shall be vacated immediately if the Director;

(a) ceases to be a Member or is suspended as a Member by the Board for non-payment of fees to the Association,

(b) dies,

(c) resigns by written notice to the Association, or

(d) is removed by Ordinary Resolution of the Members before the expiration of the Directors term of office.

5.07 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

(a) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution at the meeting of the Members at which the Director is removed;

(b) if there is not a quorum of Directors or there has been a failure to elect the number of Directors set out in section 5.01, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and

(c) a quorum of Directors may fill a vacancy among the Directors.

5.08 Committees

The Board may establish any committee with such membership and terms of reference and duties as it determines necessary for the execution of the Board's responsibilities which committee shall serve at the pleasure of the Board. The Board may dissolve any committee by resolution at any time.

5.09 Remuneration of Directors

No Director shall directly or indirectly receive any profit from occupying the position of Director, subject to the following:

(a) Directors shall be paid a reasonable per diem amount for services rendered to the Association in attending to various duties associated with the objectives of the Association in an official capacity to be set by the Board on a yearly basis.

(b) Directors shall be reimbursed for reasonable expenses they incur in the performance of their Director's duties;

(c) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Association in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:

(i) considered reasonable by the Board;

(ii) approved by the Board for payment by resolution passed before such payment is made; and

(iii) in compliance with the conflict of interest provisions of the *Act*.

(d) The President of the Board, the Canadian Hatching Egg Producer ("CHEP") Representative and the CHEP Alternate Representative shall receive an annual honorarium in an amount to be set by the Board on a yearly basis.

Section 6 – Appointment of Representatives to Ontario Broiler Chicken Hatching Egg and Chick Commission

6.01 The Board in its discretion shall appoint in each year four (4) representatives or Commissioners to sit as members of the Ontario Broiler Chicken Hatching Egg and Chick Commission.

6.02 Such appointment shall be made by the Board subsequent to the annual meeting of Members of the Association in each year, and on or before the next Board meeting.

6.03 No person may be so appointed as a member of the Commission unless:

(a) Such person has served as a Director of the Association for at least one (1) year prior to being appointed; and
(b) Such person holds a licence as a producer of hatching eggs or broiler breeder replacement chicks; or
(c) Such person is a licence holders' officer.

6.04 Where a person so appointed by the Board to such Commission dies, resigns or becomes unavailable to act before his or her term of office has expired, then the Board shall appoint a person to fill the vacancy for the unexpired term. Any person to be eligible for such appointment must be in compliance with the provisions of subsection 6.03 above.

Section 7 – Board Meetings

7.01 Calling of Meetings

Meetings of the Directors may be called by the President or any two Directors and the Secretary, by direction of the President or any two (2) Directors at any time at the head office of the Association or at any place on notice as required by this By-law stating the time and place of the meeting.

7.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

7.03 Quorum

Five (5) Directors shall constitute a quorum for the transaction of business.

7.04 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 15 of this By-law to every Director of the Association not less than three (3) business days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting, If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Association.

7.05 President as Chair

The President shall preside at Board meetings. In the absence of the President, the Directors present shall choose one of their number to act as the chair.

7.06 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.

7.07 Participation by Telephonic or Electronic Means

If all of the Directors of the Association consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

Section 8 – Submission of Contracts or Transactions to Members for Approval

8.01 The Board in its discretion may submit any contract, act or transaction for approval or ratification at any annual meeting of the Members or at any special general meeting of the Members called for the purpose of considering the same and any contract, act or transaction that shall be approved or ratified by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the *Act)* shall be as valid and as binding upon the Association and upon all the Members as if it had been approved or ratified by every Member of the Association.

Section 9 – Conflict of Interest

9.01 Conflict of Interest

Conflicts of Interest by Directors and Officers are governed by the provisions of Section 41 of the *Act* as set out in Schedule "A" attached hereto together with any Conflict of Interest Policy adopted by the Board and approved by the Members from time to time.

Section 10 – Protection of Directors and Others

10.01 Protection of Directors and Officers

(a) No Director, Officer or committee member of the Association is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Association or for joining in any receipt or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

(i) complied with the *Act* and the Association's letters patent and By-laws; and

(ii) exercised their powers and discharged their duties in accordance with the *Act*.

(b) The Directors for the time being of the Association shall not be under any duty or responsibility in respect of any contract, act, or transaction whether or not made, done, or entered into in the name or on behalf of the Association, except such as shall have been submitted to and authorized or approved by the Board. If any Director or Officer of the Association shall be employed by or shall perform services for the Association otherwise than as a director or officer or shall be a member of a firm, or a shareholder, director or officer of a company which is employed by or performs services for the Association, the fact of being a director or officer of the Association shall not disentitle such directors or officer or such firm or company as the case may be, from receiving proper renumeration for such services.

10.02 Director and Officer Indemnification

Every Director and Officer or former Director or Officer of the Association or an individual who acts or acted at the Association's request as a director or officer and their heirs, executors, 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 Association, from and against:

(a) all costs, charges and expenses whatsoever, including an amount paid to settle an action or satisfy a judgment, which the Director or Officer reasonably sustains or incurs in respect of any civil, criminal, administrative, investigative or any action, suit or proceeding which is brought, commenced or prosecuted against such Director or Officer for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Director or Officer or about the execution of the duties of their office; and

(b) all other costs, charges, expenses which such Director of Officer sustains or incurs in or about or in relation to the affairs thereof.

10.03 Limitation

The Association shall not indemnify an individual unless the individual acted honestly and in good faith with a view to the best interests of the Association, as the case may be; and if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual has reasonable grounds for believing that his or her conduct was lawful.

10.04 Right to Indemnity

A Director and Officer is entitled to indemnity from the Association in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other action or proceeding to which the individual is subject because of the individual's association with the Association as described in Section 9.03, if the individual,

(a) was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done; and

(b) fulfills the conditions set out in Section 9.04.

10.05 Director and Officer Liability Insurance

The Association shall purchase and maintain in force a Directors' and Officers' liability insurance policy as deemed appropriate by the Board.

Section 11 – Officers

11.01 Officers

The Board shall appoint from among the Directors a President, the Vice-President or Vice-Presidents and may appoint in their discretion any other person to be treasurer and secretary at its first meeting following the annual meeting of the Association. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

11.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

(a) the Officer's successor being appointed;

(b) the Officer's resignation; or

(c) such Officer's death.

11.03 Remuneration of Officers

The Board may fix the remuneration (if any) to be paid to Officers of the Association who are not Directors.

11.04 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

11.05 Duties of the President

The President shall be the chief executive officer of the Association and shall possess and may exercise such powers and shall perform such other duties as may from time to time be assigned to the President by the Board.

11.06 Duties of the Vice-President

The Vice-President or, if more than one, the Vice-Presidents in order of seniority shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice-President or, if more than one, the Vice-Presidents shall possess and may exercise such other powers and duties as may from time to time be assigned to the Vice-President or Vice-Presidents by the Board.

11.07 Duties of the Treasurer

The treasurer shall collect all Association fees and, subject to the provisions of any resolution of the Board, shall have the care and custody of the funds and securities of the Association and shall deposit the same in the name of the Association in such banks or with such depository or depositories as the Board may direct. The treasurer shall keep or cause to be kept the books of account and accounting records required by the *Act.* The treasurer shall perform all duties incident to the office of treasurer or that are properly required of the treasurer by the Board. The treasurer may be required to give such bonds for the faithful performance of the treasurer's duties as the Board in their uncontrolled discretion may require but no Director shall be liable for failure to require any bond or for the insufficiency if any bond or for any loss by reason of the failure or the Association to receive any indemnity thereby provided.

11.08 Duties of the Secretary

The secretary shall, when present, act as secretary of all meetings of Directors and Members, and shall have charge of the minutes of the Association. The secretary shall perform all duties incident to the office of secretary or that are properly required of the secretary by the Board.

11.09 Other Officers

The Board may, from time to time, appoint an Executive Director, General Manager, or Manager as the case may be and may delegate to that person full authority to manage and direct the business and affairs of the Association (except such matters and duties as by law must be transacted or performed by the Board or by the Members in general meeting) and to employ and discharge agents and employees of the Association or may delegate to that person any lesser power. Any such person shall conform to all lawful orders of the Board and shall at all reasonable times provide the Directors or any of them all information they may require regarding the affairs of the association.

11.10 Vacancies

Any vacancies in the office of President, Vice- President, Treasurer, or Secretary may be filled by the Directors.

Section 12 – Financial

12.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Association shall be placed for safekeeping.

12.02 Cheques, Drafts, Notes, etc.

All cheques, drafts or orders for payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Association, and in such manner as the Board may from time to time designate by resolution.

Section 13 - Head Office

The Board may from time to time by resolution fix the location of the head office of the Association within Ontario.

Section 14 – Custody of Securities

All shares and securities owned by the Association shall be lodged (in the name of the Association) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the Board, which such other depositories or in such other manner as may be determined from time to time by the Board of Directors.

Section 15 - Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by the President and the Vice-President and the Secretary. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any documents may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Association to be a true copy thereof.

Section 16 - Financial Year

The financial year of the Association ends on the 30th day of November in each year or on such other date as the Board may from time to time by resolution determine.

Section 17 – Notices

17.01 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Association shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Association; and to such Director at his or her latest address as shown in the records of the Association or in the most recent notice or return filed under the *Corporations Information Act,* whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the

time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

17.02 Signature to Notices

The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

17.03 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not be counted in such number of days or other period but the day for which notice is given shall be so counted.

Where the term "business day" is used in this by-law it shall mean Mondays, Tuesdays, Wednesdays, Thursdays and Fridays except where such days fall on statutory holidays.

17.04 Proof of Service

A certificate of the President, the Vice-President, the Treasurer or the Secretary of the Association or of any other Officer of the Association in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any Member, Director, Officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every Member, Director, Officer or auditor of the Association, as the case may be.

17.05 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 18 – Adoption and Amendment of By-laws

18.01 Amendment to By-laws

The Board may from time to time in accordance with the *Act* amend or repeal and replace this By-law.

Enacted: Sept 5, 2024

Chair

Secretary

Schedule "A"

Section 41 of the *Act* – Conflicts of Interest

Disclosure: conflict of interest

41 (1) A director or officer of a corporation who,

(a) is a party to a material contract or transaction or proposed material contract or transaction with the corporation; or

(b) is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the corporation,

shall disclose to the corporation or request to have entered in the minutes of meetings of the directors the nature and extent of his or her interest. 2010, c. 15, s. 41 (1).

By director

(2) The disclosure required by subsection (1) must be made, in the case of a director,

(a) at the meeting at which a proposed contract or transaction is first considered;

(b) if the director was not then interested in a proposed contract or transaction, at the first meeting after he or she becomes so interested;

(c) if the director becomes interested after a contract is made or a transaction is entered into, at the first meeting after he or she becomes so interested; or

(d) if a person who is interested in a contract or transaction later becomes a director, at the first meeting after he or she becomes a director. 2010, c. 15, s. 41 (2).

By officer

(3) The disclosure required by subsection (1) must be made, in the case of an officer who is not a director,

(a) forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a meeting of directors;

(b) if the officer becomes interested after a contract is made or a transaction is entered into, forthwith after he or she becomes so interested; or

(c) if a person who is interested in a contract or transaction later becomes an officer, forthwith after he or she becomes an officer. 2010, c. 15, s. 41 (3).

Contract or transaction does not require approval

(4) Despite subsections (2) and (3), if subsection (1) applies to a director or officer in respect of a material contract or transaction or proposed material contract or transaction that, in the ordinary course of the corporation's business, would not require approval by the directors or members, the director or officer shall disclose to the corporation or request to have entered in the minutes of meetings of the directors, the nature and extent of his or her interest forthwith after the director or officer becomes aware of the contract or transaction or proposed contract or transaction. 2010, c. 15, s. 41 (4).

Director not to attend meeting and not to vote

(5) A director referred to in subsection (1) shall not attend any part of a meeting of the directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction unless the contract or transaction is,

(a) one relating primarily to his or her remuneration as a director of the corporation or an affiliate;

(b) one for indemnity or insurance under section 46; or

(c) one with an affiliate. 2010, c. 15, s. 41 (5).

Remaining directors deemed quorum

(6) If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a director is not permitted to be present at the meeting by reason of subsection (5), the remaining directors are deemed to constitute a quorum for the purposes of voting on the resolution. 2010, c. 15, s. 41 (6).

Members' approval

(7) If all of the directors are required to make disclosure under subsection (1), the contract or transaction may be approved only by the members unless the contract or transaction is one described in clause (5) (a), (b) or (c). 2010, c. 15, s. 41 (7).

Continuing disclosure

(8) A general notice to the directors by a director or officer disclosing that he or she is a director or officer of or has a material interest in a person, or that there has been a material change in the director's or officer's interest in the person, and is to be regarded as interested in any contract made or any transaction entered into with that person is sufficient disclosure of interest in relation to any such contract or transaction for the purposes of this section. 2010, c. 15, s. 41 (8).

Effect of disclosure

(9) A contract or transaction for which disclosure is required under subsection (1) is not void or voidable, and the director or officer is not accountable to the corporation or its members for any profit or gain realized from the contract or transaction, because of the director's or officer's interest in the contract or transaction or because the director was present or was counted to determine whether a quorum existed at the meeting of directors or of the committee of directors that considered the contract or transaction, if,

(a) disclosure of the interest was made in accordance with this section;

(b) the directors approved the contract or transaction; and

(c) the contract or transaction was reasonable and fair to the corporation when it was approved. 2010, c. 15, s. 41 (9).

Confirmation by members

(10) Despite anything in this section, a director or officer, acting honestly and in good faith, is not accountable to the corporation or to its members for any profit or gain realized from any contract or transaction by reason only of his or her holding the office of director or officer, and the contract or transaction, if it was reasonable and fair to the corporation at the time it was approved, is not by reason only of the director's or officer's interest in it void or voidable if,

(a) the contract or transaction is confirmed or approved by special resolution at a meeting of the members duly called for that purpose; and

(b) the nature and extent of the director's or officer's interest in the contract or transaction are disclosed in reasonable detail in the notice calling the meeting. 2010, c. 15, s. 41 (10).

Court may set aside contract

(11) Subject to subsections (9) and (10), if a director or officer of a corporation fails to disclose his or her interest in a material contract or transaction in accordance with this section or otherwise fails to comply with this section, the corporation or a member of the corporation may apply to the court for an order setting aside the contract or transaction and directing that the director or officer account to the corporation for any profit or gain realized and, upon such application, the court may so order or make such other order as it thinks fit. 2010, c. 15, s. 41 (11).

Schedule "B"

Form of Proxy

THE ONTARIO BROILER CHICKEN HATCHING EGG PRODUCERS ASSOCIATION

Annual Meeting/Special Meeting of the Members to be held on the____day of_____20___.

FORM OF PROXY

TO: The Ontario Broiler Chicken Hatching Egg Producers Association (the "Association")

I Hereby authorize _____ who is also
(Print the name of the proxy holder)

a member or director of this Association to represent me at the ____ Annual Meeting, or at any adjourned meeting, and to act on my behalf. I also authorize this person to do every act whatsoever necessary or proper to be done in or upon all matters that may lawfully come before said Annual Meeting or any adjournment thereof. I hereby revoke any proxy or proxies given by me to any person or persons.

DATED: this _____ day of _____ 20___.

_____ _____
(Print Name of Member) (Signature)

The completed form shall be filed prior to the annual meeting by email to:
obchepa@golden.net
or mailed to 483 Arkell Rd., Puslinch, ON N0B 2J0