



PORK PROMOTION-  
RESEARCH AGENCY

# PORK PROMOTION – RESEARCH AGENCY BYLAWS

2021-04-27

# CANADIAN PORK PROMOTION-RESEARCH AGENCY

## BY-LAWS

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**DEFINITIONS**            (contents)

1. In these By-laws unless the context otherwise specifies or requires:
  - a) “Act” means the *Farm Products Agencies Act*, R.S.C. 1985, c.F-4;
  - b) “Agency” means the Canadian Pork Promotion-Research Agency established by Proclamation;
  - c) “Annual Business Program” means the business plan and budget submitted annually by the Agency to Council in accordance with section 8 of the Schedule to the Proclamation;
  - d) “Annual Report” means the report and audited financial statements required to be submitted by the Agency to Council within three months after the end of each fiscal year in accordance with section 30 of the Act;
  - e) “By-laws” means any by-laws of the Agency from time to time in force and effect;
  - f) “Import Levy” means the levy imposed on importers of hogs and hog products by the *Pork Promotion and Research Levies Order*;
  - g) “Member” means a Member elected to the Agency pursuant to the Proclamation and the By-laws;

- h) “Officers” has the meaning referred to in Article 22;
- i) “ordinary resolution” means a resolution passed by a vote of a majority of 50% plus one (1) of those individuals who, if entitled to do so, vote in person or by mail, fax or electronic ballot;
- j) “Person” means an individual or corporation;
- k) “Proclamation” means the Canadian Pork Promotion and Research Agency Proclamation, as amended from time to time;
- l) “provincial pork associations” means, in respect of the Province of
  - (i) Ontario, Ontario Pork Producers’ Marketing Board;
  - (ii) Quebec, the Les Éleveurs de porcs du Québec;
  - (iii) Nova Scotia, Pork Nova Scotia;
  - (iv) New Brunswick, Porc NB Pork;
  - (v) Manitoba, Manitoba Pork Council;
  - (vi) British Columbia, British Columbia Hog Marketing Commission;
  - (vii) Prince Edward Island, Prince Edward Island Hog Commodity Marketing Board;
  - (viii) Saskatchewan, Saskatchewan Pork Development Board; and
  - (ix) Alberta, Alberta Pork Producers’ Development Corporation;
- m) “special resolution” means a resolution passed
  - (i) at an Agency meeting of which not less than 30 days’ notice specifying the intention to propose the resolution has been duly given, and
  - (ii) by a majority of not less than 2/3 of the votes of those individuals who, if entitled to do so, vote in person;

**INTERPRETATION** [\(contents\)](#)

2. In each By-law and in each resolution of the Agency, the singular shall include the plural, the plural shall include the singular and the masculine shall include the feminine and the neuter. Wherever reference is made in this or any other by-law or in any resolution of the Agency to any statute or section thereof, such reference shall be deemed to extend and refer to any amendment to or re-enactment of such statute or section, as the case may be.

**STATUS** [\(contents\)](#)

3. The Agency is a body corporate.

**AGENCY** [\(contents\)](#)

**Number of Members** [\(contents\)](#)

4. Subject to Article 8, the Agency shall consist of 12 Members elected by the delegates at the Agency's Annual General Meeting in accordance with section 2 of the Proclamation.

**Eligibility** [\(contents\)](#)

5. To be eligible to be a Member, the individual shall:
  - a) be over 18 and under 70 years of age, with power under law to contract;
  - b) be a resident of Canada;
  - c) not be personally bankrupt; and
  - d) not be a current employee or contractor of the Agency.

**Nomination of Members** [\(contents\)](#)

6. All nominations referred to in section 2 clause (a) and all applications referred to in section 2 clauses (b) and (c) of the Proclamation shall be in writing and in the form prescribed by the Agency and shall contain:
  - a) the name, address and contact information of the person submitting the nomination or application;
  - b) the name, address, contact information, experience and qualifications of the individual being nominated or the individual submitting the application; and
  - c) the written or electronic consent of the individual being nominated or applying agreeing to act as a Member if elected.
7. The nominations and applications shall be provided to the Agency by the dates established by the Agency.

**Election of Members** [\(contents\)](#)

8. Subject to Articles 9 and 10, the Members shall be elected in accordance with section 2 of the Proclamation a copy of which is attached as Schedule "A" attached hereto.
9. Where only one individual or where fewer than or only a sufficient number of individuals are nominated to fill the Member positions, the returning officer shall declare the individual or individuals nominated as Members as being elected by acclamation.

10. Where no Member or where fewer than the number of Members allowed have been elected or declared elected by acclamation, the Members who have been elected may appoint eligible individuals to the vacant positions and the individuals so appointed shall hold office as if elected.
11. If any election results in a tie vote, a new election shall be held immediately. If the second election results in a tie vote, the scrutineer appointed to count the ballots shall flip a coin to resolve the tie.

**Term of Office**            [\(contents\)](#)

12. In accordance with section 3 of the Proclamation, a Member holds office for a one-year term beginning at the close of the Annual General Meeting at which the member is elected.
13. Subject to Article 5, there is no limit on the number of terms an individual may hold office as a Member of the Agency.

**Vacancy of Members**            [\(contents\)](#)

14. The office of a Member shall be automatically vacated if:
  - a) the Member has resigned from office by delivering a written resignation to the Chair;
  - b) the Member ceases to be eligible to be a Member pursuant to Article 5;
  - c) the Member is removed from office pursuant to Articles 16 to 18;
  - d) the Member is found by a court to be mentally incompetent or incapable of managing their own affairs; or
  - e) the Member dies while in office.
15. All vacancies in the office of a Member shall be filled in accordance with section 4 of the Proclamation.

**Removal of Members**            [\(contents\)](#)

16. The Agency may, at a special meeting, remove any Member from office, who is in breach of his fiduciary duties or his duties and responsibilities to the Agency, as set out in the Act, Proclamation, By-laws and policies of the Agency in place from time to time, as approved by the Agency.
17. The following procedure shall be followed to remove a Member:
  - a) A resolution may be brought by a Member calling for a special meeting to consider the removal of a Member.

- b) Where the Agency passes a resolution referred to in Article 17(a), the Chair shall call a special meeting of Agency to consider a resolution to remove a Member from office.
  - c) The notice for the special meeting of the Agency shall:
    - (i) identify the Member and specify the grounds on which the Member is sought to be removed and the duty or responsibility the Member has allegedly breached;
    - (ii) set the date, time and place for the special meeting of the Agency; and
    - (iii) subject to clause (d), be sent to the Members at least thirty (30) days prior to the date fixed for the special meeting.
  - d) Notice can be sent to the Member sought to be removed, in accordance with Articles 100 to 104 but the notice must be actually received by the Member. Article 104 does not apply to the notice sent to the Member sought to be removed from office.
  - e) The Member sought to be removed from office is entitled to be represented at the special meeting of the Agency and to make representations in respect to the motion to remove him from office.
  - f) The motion to remove a Member shall be determined by a special resolution of the Agency unless on or before the date of the special meeting the Member resigns from office.
  - g) Subject to Article 18, where a vacancy is created by the removal of a Member the vacancy shall be filled in accordance with Article 15.
  - h) The decision of the Agency shall be final.
18. The individual removed from office as a Member pursuant to Article 17 is not eligible to be elected or appointed to fill the vacancy created by the removal of that Member.

**DUTIES OF THE AGENCY**     (contents)

19. The Agency is responsible for:
- a) overseeing the strategic and business goals and objectives of the Agency as developed and implemented by the Agency;
  - b) overseeing the management and administration of the affairs, property and business of the Agency in relation to those goals and objectives;
  - c) approving the Agency's Annual Business Program and ensuring that the Program is implemented in accordance with its terms;

- d) collecting and managing of the use and disbursement of the Import Levy;
  - e) reviewing and adjusting the Import Levy;
  - f) approving the annual audited financial statements;
  - g) preparing and approving the Agency's Annual Report to the Council; and
  - h) ensuring that the Agency comply with the Act, Proclamation, By-laws, Agency policies and any directions of Council.
20. The Agency shall oversee the management and administration of the affairs, property and business of the Agency and exercise all the powers, act and things that the Agency may exercise and do, and which are not by these By-laws, the Proclamation or the Act or otherwise lawfully directed or required to be exercised by Council.

**OFFICERS**      (contents)

**Election and appointment of Officers**      (contents)

21. After the Members have been declared elected at the Annual General Meeting, the Agency shall hold an Agency Meeting and that meeting must be held immediately following the close of the Annual General Meeting.
22. At the Agency meeting held under Article 21, the Members shall elect from among themselves the following officers:
- a) Chair;
  - b) Vice Chair;
  - c) Secretary; and
  - d) Treasurer.
23. The offices of Secretary and Treasurer may be held by the same person, in which case the office shall be referred to as Secretary-Treasurer.
24. The elections held under Article 22 shall be done in the following manner:
- a) An individual other than a Member shall act as meeting chair until a new Chair has been elected.
  - b) The meeting chair shall appoint such persons to act as scrutineer as may be appropriate.
  - c) The meeting chair shall call for nominations for Chair from among those elected to the Agency, and upon close of nominations, if there has been only one nominee, shall declare the Chair acclaimed to the position of Chair. If more than one person



has been nominated for the position as Chair, an election shall be held by secret ballot and the Chair elected by such method.

- d) Upon the election of the Chair, the newly elected Chair shall assume the role of Chair of the meeting and shall call for nominations for each of the remaining positions referred to in Article 22.
- e) Where only one person has been nominated for each of the positions, the Chair shall declare the Member nominated as being elected by acclamation. If more than one person has been nominated for any one position, an election shall be held by secret ballot and the Member elected to that position by such method.
- f) If any election results in a tie vote, a new election shall be held immediately. If the second election results in a tie vote, the scrutineer appointed to count the ballots shall flip a coin to resolve the tie.
- g) The Chair may vote in respect of the election of the Members to the other positions.

**Term of Office**            (contents)

- 25. The term of office of an Officer elected pursuant to Article 22:
  - a) commences immediately on the Officer being elected at the first Agency meeting held pursuant to Article 21; and
  - b) expires immediately on the Members being declared elected at the next Annual General Meeting.
- 26. Subject to Article 5, there is no limit on the number of terms an individual may hold office as an Officer.

**Vacancy and Removal of Officers**    (contents)

- 27. An Officer position shall be automatically vacated if the individual holding the position:
  - a) has resigned from office by delivering a written resignation to the Agency;
  - b) is no longer eligible to be a Member; or
  - c) is removed from office pursuant to Article 28.
- 28. The Agency may, by ordinary resolution at any Agency meeting, remove any Officer from office, without removing them as a Member provided that at least 30 days' written notice specifying the intention to remove the Officer has been duly given.
- 29. Where an Officer ceases to hold office or where a vacancy is created by the removal of an Officer before the expiry of that Officer's term of office:

- a) in the case of the Chair, the Vice-Chair will serve as Chair for the unexpired portion of the term; and
  - b) in the case of the other Officer positions, the Agency shall elect another Member to fill the position for the unexpired portion of the term, in the same manner as set out in Article 24.
30. An Officer removed from office pursuant to Article 28 is not eligible to be elected or appointed to fill the vacancy created by the removal of that Officer.

**General Responsibilities of the Officers** [\(contents\)](#)

31. The Officers shall be responsible for:
- a) executing the decisions of the Agency and oversight of such execution by management;
  - b) providing leadership to the Agency and management;
  - c) acting as the official signatories for any Agency for which signing authority has not been delegated to management; and
  - d) ensuring that accurate and comprehensive records of all meetings and resolutions of the Agency, and/or any committee are maintained.

**Duties of the Chair** [\(contents\)](#)

32. The Chair shall:
- a) when present, chair all Agency meetings and Executive Committee meetings;
  - b) oversee the management and operation of the Agency;
  - c) act as the chief spokesperson for the Agency:
    - (i) with respect to all Executive Committee, Agency or Annual General Meeting decisions; and
    - (ii) to government, along with others as designated by the Agency;
  - d) be an ex officio member of all committees but shall not be a Chair of any committee except the Executive Committee;
  - e) encourage consensus at meetings of the Agency and monitor relationships between members of the Agency; and
  - f) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Chair from time to time by the Agency.

**Duties of the Vice-Chair**      [\(contents\)](#)

33. The Vice-Chair shall:

- a) in the absence of the Chair, chair all Agency meetings and Executive Committee meetings;
- b) be an ex officio member of all committees;
- c) be vested with all the powers and shall perform all the duties and exercise the powers of the Chair in the absence or inability or refusal of the Chair to act; and
- d) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Vice-Chair from time to time by the Agency.

**Duties of the Secretary**      [\(contents\)](#)

34. The Secretary shall:

- a) oversee the secretarial activities delegated to the management of the Agency; and
- b) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Secretary from time to time by the Agency.

**Duties of the Treasurer**      [\(contents\)](#)

35. The Treasurer shall:

- a) oversee all the financial activities delegated to the management of the Agency, the accounting procedures and systems used by the Agency;
- b) support the Agency in the preparation of budgets and financial reports;
- c) ensure that the Agency meets its financial responsibilities; and
- d) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Treasurer from time to time by the Agency.

**Delegation of Duties of Officers**      [\(contents\)](#)

36. In case of the absence or inability to act of an Officer or committee chair, or for any other reason that the Members may deem sufficient, the Members may delegate all or any of the powers of such Officer or committee chair to any other Officer or committee chair or to any Member for the time being.

**EXECUTIVE COMMITTEE**      [\(contents\)](#)

37. The Executive Committee shall serve in an advisory capacity and shall report to the Agency.

**Executive Committee Members**      (contents)

38. Subject to Article 39, the members of the Executive Committee shall be the Officers elected pursuant to Article 22.
39. If the offices of Secretary and Treasurer are held by the same person, the Agency may elect one other Member to sit on the Executive Committee.

**Responsibilities**      (contents)

40. The Executive Committee shall:
  - a) be responsible for the general oversight of the Agency between meetings of the Agency;
  - b) meet when necessary to act upon urgent matters provided any decisions made by the Executive Committee comply with the Act, Proclamation and By-laws and are presented for approval by the Agency at the next scheduled Agency meeting;
  - c) serve as a sounding board for management on emerging issues, problems, and initiatives;
  - d) recommend the establishment of ad hoc committees as may be required from time to time; and
  - e) develop an effective performance review process of Agency Management.

**AD HOC COMMITTEES**      (contents)

41. The Agency may establish such ad hoc committees as it deems necessary, to assist it in the fulfillment of its duties and responsibilities and the Agency may delegate to such ad hoc committees any of the Agency's responsibilities that may be lawfully delegated.
42. The Agency may from time to time dissolve, suspend or re-establish any ad hoc committee.
43. The Agency may provide for the appointment and removal of ad hoc committee chairs and members and provide for the terms of reference, governance, operation, duties and functions of the ad hoc committees.

**REMUNERATION**      (contents)

44. Members may, in accordance with Schedule "B", attached hereto and forming part of these By-laws, be paid per diems and be reimbursed by the Agency for travel, living expenses and out of pocket expenses incurred in the performance of their duties.

**AGENCY MANAGEMENT**     (contents)

45. To carry out the management duties of the Agency as described in Articles 19 and 20 and the management duties and responsibilities of the Officers the Agency may retain a Person to be responsible for the day-to-day business, affairs and management of the Agency.
  
46. The Person hired to manage the Agency shall, under the direction and oversight of the Agency:
  - a) manage and administer the property, business and affairs of the Agency by, among other things:
    - (i) providing quality, comprehensive policy advice to the Agency;
    - (ii) ensuring proper oversight of all administrative actions and behaviour;
    - (iii) acting as the conduit of the Agency decisions to administration;
    - (iv) acting as the staff contact with Council;
    - (v) ensuring that all Agency and Council decisions are implemented in a timely manner;
    - (vi) reporting to the Chair and the Agency; and
    - (vii) in conjunction with the Chair, be the spokesperson for the Agency;
  - b) conduct the affairs of the Agency in accordance with the Act, the Proclamation, By-laws, the agreements with the Service Providers and within the policies and resolutions approved by the Agency, which includes but is not limited to compiling the Agency's Annual Business Program and Annual Report and presenting same for approval by the Agency and Council;
  - c) organize and attend meetings of the Agency, the Executive Committee, the Annual General Meeting and act as Returning Officer for the election of Members and Officers;
  - d) act as secretary and keep accurate minutes of all Annual General Meetings and Agency meetings;
  - e) maintain a record of all Members and their contact information and send all notices of the various meetings as required;
  - f) have charge of the preparation and custody of all the correspondence and books of account and accounting records of the Agency relating to the collection of the Import Levy;

- g) hire and manage such employees and contractors as may be necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by management from time to time;
  - h) have charge of the Minute Book and corporate seal of the Agency;
  - i) subject to any resolution of the Agency, have the care and custody of the funds and securities of the Agency, keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Agency in the books belonging to the Agency and deposit all monies, securities and other valuable effects in the name and to the credit of the Agency in such chartered bank or trust Company, or, in the case of securities, in such registered dealer in securities as may be designated by the Agency from time to time;
  - j) collect and receive the Import Levy and all any other monies paid to the Agency in relation to same and deposit same in whatever institution the Agency may by resolution determine;
  - k) disburse the Import Levy as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Agency a full and detailed account of the receipts and disbursements and a statement of the financial position of the Agency relating to the Import Levy;
  - l) prepare for submission to the Agency a statement duly audited of the financial position of the Agency relating to the Import Levy and submit a copy of same to the Agency;
  - m) properly account for the Import Levy and keep such books as may be directed; and
  - n) be accountable for the proper discharge of all duties of the Agency not delegated to a Service Provider and perform all duties incidental to the office or that are properly required by the Agency.
47. In carrying out the management duties and responsibilities the Person referred to in Article 45 may delegate all or some of the duties provided the Person referred to in Article 45 remains responsible for the performance of those duties.

## **BUSINESS MATTERS**

### **Procedures** [\(contents\)](#)

48. The Person referred to in Article 45 may enact procedures, policies and rules (collectively referred to as "Procedures") for the conduct and management of their affairs not inconsistent with the Act, Proclamation, By-laws, Annual Business Programs or policies as established by the Agency from time to time, subject to the following:
- a) Management shall comply with the Act, Proclamation, By-laws and the Annual Business Programs and all Agency policies; and

- b) in the event the Procedures are inconsistent with the Act, Proclamation, By-laws, Annual Business Programs or the Agency policies, the Act, Proclamation, By-laws, Annual Business Programs or the Agency policies shall prevail.

**Restriction on Management Powers**      [\(contents\)](#)

- 49. The Person referred to in Article 45 shall not:
  - a) expend funds for any purpose other than to further the object and purpose of the Agency and for the management and operation of the Agency;
  - b) borrow money on the credit of the Agency, or mortgage or pledge property (real or personal) of the Agency, except with the prior approval of the Agency;
  - c) represent or act on behalf of the Agency, outside the scope of management's duties and responsibilities, except with the prior express consent of the Agency; or
  - d) make any expenditure, or incur any liability, in either case which is not within the budget set by the Agency, except with the prior written approval of the Agency by resolution.

**ANNUAL GENERAL MEETING**

**Location and timing**      [\(contents\)](#)

- 50. Subject to Article 51, the Annual General Meeting may be held in Canada and on such day in each year and by such method as the Agency may determine, with the dates and method being determined by the Agency.
- 51. The Annual General Meeting shall be held once in every calendar year and not more than 16 months after the holding of the last preceding Annual General Meeting.

**Purpose**      [\(contents\)](#)

- 52. At the Annual General Meeting the delegates shall:
  - a) receive and review the Agency's Annual Report and financial statements;
  - b) receive reports from the Agency;
  - c) provide input with respect to the Agency's strategic plan and annual business programs for consideration by the Agency in developing the Annual Business Program for the upcoming year;
  - d) subject to Article 60, elect the Members to the Agency in accordance with the Proclamation and these By-laws; and

- e) receive a report from the Agency on any amendments to the By-laws made since the last Annual General Meeting.

**Notice**      (contents)

- 53. At least thirty (30) days' written notice of the date, time and place or method of holding each Annual General Meeting shall be sent to:
  - a) each Member;
  - b) each provincial pork association;
  - c) the Canadian Meat Council;
  - d) the Canadian Association of Importers and Exporters Inc.;
  - e) Retail Council of Canada;
  - f) Restaurants Canada; and
  - g) the Council.
- 54. Notice of the Annual General Meeting may be sent by courier, mail or e-mail and shall contain submission deadlines for nominations for vacant Member positions and the appointment of delegates.

**Delegates**      (contents)

- 55. The following organizations are entitled to appoint up to two (2) delegates to attend the Annual General Meeting:
  - a) the provincial pork associations;
  - b) Canadian Meat Council;
  - c) the Canadian Association of Importers and Exporters Inc.;
  - d) Retail Council of Canada; and
  - e) Restaurants Canada.
- 56. A Member may be appointed as a delegate to attend the Annual General Meeting.
- 57. Subject to Article 60 only delegates present in person at the Annual General Meeting are eligible to vote on any question put to a vote at the Annual General Meeting by the Agency or in an election of Members.
- 58. In addition to the delegates, the Annual General Meetings are open to all Members and industry stakeholders but only delegates are eligible to vote.



59. All Members, delegates and industry stakeholders are responsible for paying their own expenses associated with attending the Annual General Meeting.

**Election other than at Annual General Meetings** [\(contents\)](#)

60. At the discretion of the Agency, the delegates may vote in an election of Members, other than at an Annual General Meeting, entirely by mail-in ballot, e-mail ballot or by means of an online election system.
61. Any vote in accordance with Article 60 shall be deemed to have been held at an Annual General Meeting.

**GENERAL MEETING PROVISIONS** [\(contents\)](#)

62. Unless otherwise stated, the following provisions apply to any meeting, whether a meeting of the Agency, a committee or Annual General Meeting.

**Agency Meetings** [\(contents\)](#)

63. The Agency may hold its meetings in Canada by such method as the Agency may determine from time to time.
64. The Agency shall meet at least two (2) times each year and at such additional times as may be required for the proper management of the Agency provided that one of the meetings of the Agency shall be held in accordance with Article 21.
65. An Agency meeting may be convened at any time by the Chair, the Vice-Chair, or not less than five (5) of the Members. Agency management, on direction of the Chair, Vice-Chair or not less than five (5) of Members, shall convene an Agency meeting.
66. Provided there is a quorum as outlined in Article 75, the Agency may act notwithstanding any vacancies in the Agency.

**Committee Meetings** [\(contents\)](#)

67. Committees may hold its meetings on such day and by such method as may be determined from time to time by the chair of the committee.
68. Committee meetings may be called by the committee chair or by majority of the members of the committee.

**Meeting by electronic means** [\(contents\)](#)

69. Any person entitled to attend a meeting may participate in the meeting by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Agency makes available such a communication facility. A person so participating in a meeting is deemed to be present in person at the meeting.

70. Any meeting may be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A person so participating in a meeting is deemed to be present at the meeting.

**Notice of Meetings** [\(contents\)](#)

71. Notice of meetings, other than the Annual General Meeting, stating the day, hour and place of the meeting shall be sent to each person entitled to receive notice no less than
- a) twenty-four (24) hours before a meeting by telephonic, an electronic or other communication facility is to take place; and
  - b) seven (7) days before a physical in person meeting is to take place and may be sent by courier, mail or e-mail.
72. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any person and such waiver may be validly given either before or after the meeting to which such waiver relates.
73. If an urgent meeting is called for a specific purpose, the Members may by majority vote of all the Members present, waive or reduce the notice requirement for that meeting and all proceedings and resolutions passed at that meeting relating to that specific purpose shall be valid notwithstanding that the otherwise required notice had not been given.
74. Any abridgement of the notice period or an error or inadvertent omission in a notice of a meeting, or any adjourned meeting shall not invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Member may ratify, approve and confirm all proceedings taken or had thereat.

**Quorum** [\(contents\)](#)

75. A quorum for the transaction of business at a meeting, other than the Annual General Meeting, shall be 50% plus one (1) of those individuals entitled to attend the meeting and eligible to vote.
76. A quorum for the transaction of business at an Annual General Meeting shall be 5% of the organizations entitled under Article 55 to appoint delegates to attend the Annual General Meeting.
77. No business, other than the election of a chair and the adjournment or termination of the meeting, shall be transacted at any meeting unless quorum is present at the commencement of the meeting. In the case of an Annual General Meeting quorum need not be present throughout the meeting.
78. If a meeting cannot be convened because there is not a quorum, it shall be at the discretion of those present to delay the opening of the meeting until such future time and

place as may be proposed by the chair. Only business which might have been brought before or dealt with at the original meeting shall be dealt with at the adjourned meeting.

**Voting**      [\(contents\)](#)

79. Every question submitted to a meeting shall be decided by a show of hands or, if individuals are participating by telephone or other electronic means, by verbal or electronic response, either in the positive or negative.
80. A majority of votes cast by those present at the meeting and eligible to vote shall determine the questions in meetings except where the vote or consent of a greater number is required by these By-laws or by statute.
81. Each individual entitled to vote, including the Chair, shall have one (1) vote on each matter put to the question at any meeting.
82. In the case of an equality of votes, the Chair shall not have a casting vote and an equal vote will defeat the question.
83. All elections of Members and Officers shall be by secret ballot.
84. Any vote at a meeting may be held entirely by means of a telephonic, an electronic or other communication facility, if the Agency makes such a communication facility available.
85. Any vote in accordance with Article 84 shall be deemed for the purposes of the Act and these By-laws to have been held at a meeting of the Agency or at an Annual General Meeting, as the case may be.

**Chair**      [\(contents\)](#)

86. If at a meeting the Chair is not present within fifteen (15) minutes after the time appointed for holding such meeting, the Vice-Chair shall preside, but if both are absent, the Agency shall choose a Member to preside at the meeting.
87. At any meeting, the person presiding may appoint one or more individuals to act as scrutineers.

**Resolutions**      [\(contents\)](#)

88. A declaration of the person chairing the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the books of proceedings of the Agency shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
89. A resolution consented to in writing by all those who would have been entitled to vote on such resolution shall be as valid and effective as if it had been passed at a meeting duly

called and constituted. A written resolution may be held to relate back to any date stated in the resolution to be the effective date. Any such resolution may be signed in counterpart or electronically, or both.

**Minutes**      [\(contents\)](#)

90. The Agency shall ensure minutes are duly entered in books provided for the purpose:
- a) of all elections or appointments of Members, Officers, committee chairs and committee members;
  - b) of the names of those present at each meeting of the Agency, any committee and the Annual General Meetings; and
  - c) all resolutions made at meetings of the Agency, committees and at the Annual General Meetings.
91. Any minutes of any meeting of the Agency, of any committee or any Annual General Meeting, if approved at a subsequent meeting, shall be sufficient and conclusive evidence of the matters stated in such minutes.

**GENERAL MATTERS**

**Indemnities to Members and Officers**      [\(contents\)](#)

92. Except in respect of an action by or on behalf of the Agency to procure a judgment in its favour, the Agency shall indemnify a Member or a former Member of the Agency and the Member's or Officer's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Member in respect of any civil, criminal or administrative action or proceeding to which the Member is made a party by reason of being or having been a Member of the Agency or as a result of the Member acting as a Member of an entity controlled by the Agency at the Agency's request, if:
- a) the Member acted honestly and in good faith with a view to the best interests of the Agency, and
  - b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Member had reasonable grounds for believing that the Member's or Officer's conduct was lawful.
93. The Agency may with the approval of the Court indemnify a person referred to in Article 92 in respect of an action by or on behalf of the Agency to procure a judgment in its favour, to which the person is made a party by reason of being or having been a Member of the Agency against all costs, charges and expenses reasonably incurred by the person in connection with the action if the person fulfills the conditions set out in clauses (a) and (b) of Article 92.

94. The Agency may advance funds to a person in order to defray the costs, charges and expenses of a proceeding referred to in Articles 92 and 93, but if the person does not meet the conditions of Article 92 he shall repay the funds advanced.
95. The Agency may purchase and maintain insurance for the benefit of any person referred to in Article 92 against any liability incurred by the person in the person's capacity as a Member of the Agency, except when the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Agency.
96. The Agency may enter into an agreement with its Members with respect to the indemnification provided for in Articles 92 to 95.

**Conflict of Interest** [\(contents\)](#)

97. The Code of Conduct and Conflict of Interest Policy attached hereto as Schedule "C" and such amendments as may be approved by the Agency from time to time shall apply to all Members of the Agency and to all members of committees.

**Head Office** [\(contents\)](#)

98. The Head Office of the Agency shall be in Ottawa, Ontario.

**Fiscal Year** [\(contents\)](#)

99. The fiscal year of the Agency shall be March 31 of each year.

**Communication of Notices** [\(contents\)](#)

100. For the purposes of sending notices to Members, committee members or delegates for any meeting or otherwise, the post office address or electronic address of the Members, Officers, committee members or delegates shall be their last post office address or electronic address recorded in the books of the Agency.
101. In calculating the number of days' notice to be given for a meeting the day of sending the notice and the day of the meeting shall be included.
102. The signature of any notice to be given by the Agency may be written, stamped, typewritten, printed or electronic.
103. The Members, Officers, committee members or delegates may change their address, telephone number or e-mail address by written notice to the Chair of the Agency or his designate.
104. A declaration of any duly authorized management employee or Officer of the Agency in office at the time of the making of the declaration as to the facts in relation to the giving of any notice to any Member, Officer, committee member or delegate shall be conclusive evidence thereof and shall be binding on every Member, Officer, committee member or delegate, as the case may be.

**Books and Records** [\(contents\)](#)

105. The Members and officers shall see that all necessary books and records of the Agency required by the Articles of the Agency or by any applicable statute or law are regularly and properly kept.
106. The books and records of the Agency may be inspected by any Member during regular business hours of the Agency upon giving reasonable notice to the Chair or his designate.

**Cheques, Drafts, Notes and Legal Documents** [\(contents\)](#)

107. All cheques, drafts, electronic bank transfers or orders for the payment of money or any contracts, documents or instruments in writing requiring the signature of the Agency shall be signed by such officer or officers or person or persons, whether officers of the Agency and in such manner as the Agency may from time to time designate by resolution. All such writings so signed shall be binding upon the Agency without any further authorization or formality.
108. The Agency may, by special resolution, give the Agency'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 Agency and to Agency Management for carrying out his duties and responsibilities.

**AMENDMENT OF THE BY-LAWS** [\(contents\)](#)

109. The By-laws may be repealed and replaced or amended by a special resolution of the Agency at a meeting of Agency duly called to consider the repeal and replacement or amendment of the By-laws.
110. Subject to Article 111, the repeal and replacement or the amendment of the By-laws is effective from the date of the resolution of the Agency.
111. Any repeal and replacement or amendment of Schedule "B" to the By-laws is not effective until the repeal and replacement or amendment is approved by Council.
112. The Agency shall present any repeal and replacement of the By-laws or any amendments to the By-laws to the delegates at the next Annual General Meeting for information purposes only.

## **SCHEDULE "A"**

### (contents)

#### **Member Requirements in the Proclamation**

2. The 12 members of the Agency must be elected by the delegates at the Agency's Annual General Meeting in the following manner:
  - (a) one member from each of the following provinces must be elected from among the candidates who are nominated by the provincial pork association to represent the primary producers:
    - (i) Ontario,
    - (ii) Quebec,
    - (iii) Nova Scotia,
    - (iv) New Brunswick,
    - (v) Manitoba,
    - (vi) British Columbia,
    - (vii) Prince Edward Island,
    - (viii) Saskatchewan, and
    - (ix) Alberta;
  - (b) one member must be elected to represent importers from among the candidates who submit their application to the Agency and who are able to demonstrate that they imported hogs or pork products in the previous calendar year; and
  - (c) two members must be elected from among the candidates directly involved in the work of the Agency who submit their application to the Agency, but if no applications are made, the Agency or members of the Agency may invite qualified individuals from other segments of the pork value chain such as retail, restaurant and other food service, processing and research to submit their applications.
3. A member holds office for a one-year term beginning at the close of the annual general meeting at which the member is elected.
- 4(1) If a member who is elected under paragraph 2(a) resigns, is removed from office or dies, the association that nominated the member is to appoint a temporary substitute member to hold office until the next annual general meeting. If the temporary substitute member is unable to act, the association is to appoint a replacement to act during that period.

- (2) If a member who is elected under paragraph 2(b) or (c) resigns, is removed from office or dies, the Agency is to appoint a temporary substitute member to hold office until the next annual general meeting. If the temporary substitute member is unable to act, the Agency is to appoint a replacement to act during that period.



## **SCHEDULE "B"**

(contents)

### **MEMBER REIMBURSEMENT**

#### **By-law Article 44**

#### **A. Monthly and Meeting per diem**

- a) Subject to clause (b), no monthly or meeting per diem will be paid to the Members of the Agency.
- b) The Agency shall pay per diems for attendance at Executive Committee Meetings at the rate paid by the Canadian Pork Council as follows:
  - (i) daily per diem allowance of \$258;
  - (ii) half day per diem allowance of \$129.

#### **B. Travel, living and out of pocket expenses**

- a) **Scope:**
  - (i) The policy applies to all Members.
  - (ii) The basic premise of this policy is that the Members should be reimbursed reasonable expenses for travel and hospitality incurred on behalf of the organization.
- b) **Travel Expenses:**
  - (i) Travel expenses will be paid for plane, bus or automobile, or combinations thereof whichever is the lesser. Members will be reimbursed for economy air fare (Air Canada Flex, Westjet Flex or similar) unless that class of seating is unavailable at time arrangements being made (e.g. nothing but a superior class is available by that time or for the flight being taken for the time of day in which travel is taking place).

Note: For flights greater than six hours in duration, and with the approval of the Chair the Member is entitled to consider purchase of Premium Economy (Lowest) or Business Class (Lowest).
  - (ii) All receipts for travel expenses should accompany the claim.
  - (iii) Reasonable expenses incurred during the course of duties in the city which they are based.

(iv) Reasonable travel and living expenses incurred while absent ordinary places of residence in course of duties.

e) **Mileage/Kilometer Rates:**

The organization pays the current rate per kilometer as established by the Government of Canada, adjusted annually.

f) **Car Rental:**

Receipts for car rental must be attached to the travel expenses claim for reimbursement.

Car rental rates shall be justified in terms of economy and in light of alternative forms of transportation.

g) **Taxis, Airport Bus or Limousine:**

A receipt is required for reimbursement.

h) **Accommodation:**

Members may book accommodation in reasonably priced hotels/motels of their preference. Actual hotel bills must be presented for reimbursement.

i) **Meal Allowances:**

Members may claim actual, reasonable expenses and receipts are required for reimbursement.

## **SCHEDULE “C”**

### Contents

#### **CODE OF CONDUCT AND CONFLICT OF INTEREST POLICY**

##### **I. Preamble**

The Code of Conduct and Conflict of Interest Policy (“Policy”) for the Canadian Pork Promotion and Research Agency (the “Agency”) applies to all Members. The Policy reflects a commitment to Agency’ values and provides a framework to guide ethical conduct in a way that upholds the integrity and reputation of Agency. Members are expected to behave in a way that aligns with this Policy. They understand that this Policy does not cover every specific scenario. Therefore, they use the spirit and intent behind this Policy to guide their conduct, and exercise care and diligence in the course of their work with Agency.

##### **II. Definition of conflict of interest**

A “conflict of interest” exists whenever an individual’s private interests interfere or conflict in any way (or even appear to interfere or conflict) with the interests of Agency, or otherwise may be harmful or detrimental to the best interests of Agency. A conflict situation can arise when a Member takes actions or has interests that may make it difficult to perform his or her work for or on behalf of Agency objectively and effectively. Conflicts of interest may also arise when a Member, or a member of his or her family, receives improper personal benefits as a result of his or her position in Agency, whether received from Agency or a third party. Family members include a spouse, child, stepchild, parent, sibling, niece, nephew, aunt, uncle, cousin, grandparent, grandchild, in-law or any person (other than a domestic employee) residing in the same household as the Agency Member.

Interests and activities that are NOT deemed to be a “conflict of interest” include activities related to the normal operations of a stakeholder within the Canadian pork industry.

##### **III. Core Values**

Agency values the following:

- a) being a respected and valued service provider to the Canadian pork producers and importers;
- b) acting in a manner that demonstrates accountability, respect, integrity, impartiality and excellence in their business practices and relationships;
- c) diligence, ethics and acting responsibly in all Agency matters; and
- d) making strategic, operational and management decisions based on sound and prudent business principles and within the context of applicable legislation.

#### **IV. Guiding Principles**

These principles guide the behaviour and decisions of Members:

- a) The actions and decisions of Members are made to promote the interests of Canadian pork producers and importers and to advance the mandate and long-term interests of Agency.
- b) Members are responsible stewards of the Import Levy collected by Agency.
- c) To serve the interests of the Canadian pork producers and importers, Members have a responsibility to uphold Agency' mandate.
- d) Members have a responsibility to act in good faith and to place the interests of Agency above their own private interests.
- e) Members behave in a way that demonstrates that their behaviour and actions are fair and reasonable in the circumstance.
- f) Members ask questions about the Policy and how to align with the Policy's principles, by consulting the Agency's senior manager.
- g) Members enjoy the same rights in their private dealings as any other pork producer or importer, unless it is demonstrated that a restriction is necessary in the best interest of Agency or the livestock industry.
- h) When a Member, as an individual, is subject to more than one code of conduct, the Member must consider the expectations in all. Members understand that this Policy is not intended to conflict with other similar policies and will discuss any potential conflicts with the Agency's senior manager.
- i) Members understand how conflict of interest guidelines affect their actions and know what actions they must take when they become aware of an actual or potential conflict of interest.
- j) Members know that when they become aware of a real or apparent conflict of interest, they must at the first opportunity disclose this conflict to the Agency's senior manager.
- k) Members understand that disclosure itself does not remove a conflict of interest.
- l) Members encourage their colleagues to act fairly and ethically and know that they are able to raise concerns about a suspected breach by another to the Agency's senior manager without fear of reprisal.
- m) Members know that breaches of this Policy may result in disciplinary action, up to and including removal of the Member from office.

- n) Members know that if they have any questions about the Policy, or are not sure how to apply these principles, they should consult with the Agency's senior manager.
- o) Each Member confirms on an annual basis their understanding of, and commitment to, the Policy's expectations.

## **V. Behavioural Standards**

Behavioural standards help Members make appropriate decisions when the issues they face involve ethical considerations. Behavioural standards cannot cover all scenarios but provide guidance in support of day-to-day decisions.

All Members must adhere to the following standards:

- a) Members must comply with the *Farm Products Agencies Act*, the Proclamation, decisions of the Council, the By-laws and the Agreements with the Agency's Service Providers.
- b) Members must not engage in any criminal activity and comply with all relevant laws, regulations, policies and procedures.
- c) Members must not use their status or position with Agency to influence or gain a benefit or advantage for themselves, their families, their business associates or others with whom they have a significant personal or business relationship.
- d) Member conduct contributes to a safe and healthy organization that is free from discrimination, harassment or violence.
- e) Members must not use drugs or alcohol in a way that affects their performance and safety or the performance and safety of their colleagues, or that negatively impacts the reputation or operations of Agency.
- f) Members must act in a way that is consistent with Agency' protocols and procedures.
- g) Members must take reasonable steps to avoid situations where they may be placed in a real or apparent conflict between their private interests and the interests of Agency. In other words, actions or decisions that Members take on behalf of Agency must not provide them with an opportunity to further the private interests of themselves, their families, their business associates or others with whom they have a significant personal or business relationship.

### **1. Confidential Information**

Members must respect and protect confidential information, use it only for the work of Agency and do not use it for personal gain. Members must comply with all policies of the Agency regarding confidential information.

**2. Gifts and Gratuities**

Members must not accept or receive gifts and gratuities other than the normal exchange of gifts between friends or business colleagues, tokens exchanged as part of protocol or the normal presentation of gifts to people participating in public functions.

**3. Outside Activities**

Members must avoid participating in outside activities that conflict with the interests and work of Agency. For example:

- i. Business Interests: Members must not hold interests in a business directly or indirectly through a relative or friend that could benefit from, or influence, the decisions of Agency.
- ii. Employment: Members must not take employment that affects their performance or impartiality with Agency.
- iii. Political Activity: Members may participate in political activities including Membership in a political party, supporting a candidate for elected office or seeking elected office. However, they must not participate directly in soliciting contributions for a political party. In addition, any political activity must be clearly separated from activities related to the work for Agency, must not be done while carrying out the work of Agency and must not make use of Agency facilities, equipment or resources in support of these activities.
- iv. Volunteer Activity: If Members are involved in volunteer work, the activity must not influence or conflict with decisions relating to Agency.

**4. Pre-Separation**

Members considering a new offer of appointment or employment must be aware of and manage any potential conflicts of interest between their current position and their future circumstance and must remove themselves from any decisions affecting their new appointment or employment.

**5. Post-Separation**

Once Members have left Agency, they must not disclose confidential information that they became aware of during their time with Agency and must not use their contacts with their former colleagues to gain an unfair advantage for their current circumstance.

**6. Property**

Members may have limited use of Agency's premises and equipment during normal business hours for authorized incidental purposes providing such use involves minimal additional expense to Agency, does not interfere with the operations of Agency, does not interfere with the mission of Agency and does not support a personal, private business.

**7. Related Persons or Parties**

Members must avoid dealing with those in which the relationship between them might bring into question the impartiality of the Member.

**VI. Administrative Processes**

Administrative processes help Members manage ethical dilemmas, including any real or apparent conflict of interest concerns.

**a) Administration**

The Agency's senior manager receives and ensures the confidentiality of all disclosures and ensures that any real or apparent conflict of interest is avoided or effectively managed. As well, the Agency's senior manager is responsible for providing advice and managing concerns and complaints concerning potential breaches of the Policy, including conflicts of interest within Agency. Even though Agency may have a delegated process for responding to and managing concerns, the Agency's senior manager is responsible for ensuring procedural fairness.

**b) Disclosure**

It is the responsibility of each Member to declare in writing to the Agency's senior manager those private interests and relationships that they think could be seen to impact the decisions or actions they take on behalf of Agency. When there is a change in their responsibilities within Agency or in their personal circumstance, Members shall disclose in writing any relevant new or additional information about those interests as soon as possible. Where a real or apparent conflict of interest cannot be avoided, Members must take the appropriate steps to manage the conflict.

Members disclose these real or apparent conflicts of interest so that the Agency's senior manager is aware of situations that could be seen as influencing the decisions or actions they are making on behalf of Agency. This provides Members, following a review by the Agency's senior manager, an opportunity to take action to minimize or remove the conflict. To actively manage a conflict of interest, options include:

- removing themselves from matters in which the conflict exists or is perceived to exist;
- giving up the particular private interest causing the conflict; and
- in rare circumstances, resigning their position with Agency.

c) **Financial transactions where there is a conflict**

Financial transactions with Members when a conflicting interest exists may be undertaken only if all of the following are observed:

- the conflicting interest is fully disclosed;
- the Member with the conflict of interest is excluded from the discussion and approval of the transaction;
- a competitive bid or comparable evaluation exists;
- the Agency has determined that the transaction is in the best interests of Agency; and
- the minutes of the Agency meeting approving the transaction shall contain the names of the Members who disclosed or were found to have a conflict of interest, the nature of the conflict of interest and details evidencing compliance with this Policy.

d) **Reporting a Potential Breach by Another**

Members are encouraged to report in writing a potential breach of this Policy by another to the Agency's senior manager. When reporting a potential breach in good faith and with reasonable grounds, Members are protected from retaliation for such reporting.

e) **Responding to Potential Breach**

Once a potential breach has been reported, Agency' procedures for responding to and managing a potential breach will be promptly initiated. The Agency's senior manager will review the circumstance and details of the potential breach and will notify the alleged Member. The alleged Member has the right to complete information and the right to respond fully to the potential breach. The identity of the reporter will not be disclosed unless required by law or in a legal proceeding. The Agency's senior manager makes a decision and completes a report in a timely manner. The decision may range from finding no potential breach to one that reveals suspected criminal conduct.



f) **Consequences of a Breach**

Members who do not comply with the standards of behaviour identified in this Policy, including taking part in a decision or action that furthers their private interests, may be subject to disciplinary action up to and including removal of the Member from office.

g) **Review of a Decision**

A Member can request in writing that the Agency review the decision made by the Agency's senior manager that they have breached Agency' Code of Conduct and Conflict of Interest Policy.

**VII. Other Resources**

a) **Where to Get Advice**

When Members require advice and guidance in determining whether misconduct or a conflict exists, or need clarification, they may discuss their issue with the Agency's senior manager or Agency Legal Counsel.

b) **Questions to Consider**

When Members are faced with a difficult situation, the following questions may help them decide the right course of action:

- Have I reflected on or consulted with the Agency's senior manager about whether I am compromising the Policy's values, principles or behavioural standards?
- Have I considered the issue from a legal perspective?
- Have I investigated whether my behaviour aligns with a policy or procedure of Agency?
- Could my private interests or relationships be viewed as impairing my objectivity?
- Could my decision or action be viewed as resulting in personal gain, financial or otherwise?
- Could my decisions or actions be perceived as granting or receiving preferential treatment?

**VIII. Approval and Review**

The Code of Conduct and Conflict of Interest Policy was approved by the Agency on \_\_\_\_\_ 2021 and will be reviewed by the Agency on a regular basis.