

Food Secure Canada
Sécurité Alimentaire Canada
November 28, 2012
(as amended by online consultation in the Summer of 2013)

By-laws

1. Head Office

Until changed in accordance with the Act, the Head Office of the Association shall be in the City of Montreal, in the Province of Quebec.

2. Membership

2.1. There are three categories of members in the Association. Membership in the Association shall be limited to persons or organizations who are committed to support the Mission Statement and the Goals, Organizational Objectives, and Operating Principles of the Association.

2.1.1 *Organizational members* (with appointed individual): may be a non-governmental organization wholly or partly involved in food security work or research on a not-for-profit basis; a community roundtable that is attached to government for administrative purposes; or a non-profit or for-profit business which fits the Membership criteria. Each organizational member identifies an individual who participates in the Association and carries the organization's vote. Each organizational member has one vote regardless of the size of the organization represented.

2.1.2 *Unaffiliated individual members*: people with an interest in food security are eligible to join and have voting privileges whether or not they are affiliated with an organizational member; however, a person who is representing their organization may not cast an additional vote as an individual.

2.1.3 *Associates*: organizations or individuals that work in other fields, government units, or profit-making bodies may be associate members without voting privileges or membership on the steering committee.

2.2. Conditions of Membership

2.2.1 Members have the right to vote on all matters pertaining to the Association at any general or special meeting of the Association. They may participate in projects and receive support from the Association secretariat in its implementation. They may participate in training and capacity building activities organized by the Association. Member organizations may use the Association's website to educate the general public on their campaigns and research interests.

2.2.2 Associates receive mailings and may also participate in training and capacity building opportunities.

2.2.3 Any member may withdraw from the Association by delivering to the Association

a written resignation and lodging a copy of the same with the secretary of the Association.

2.2.4 Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting, or, if the member is deemed to be in violation of the Constitution, at an extraordinary general meeting of members.

2.3. *Membership fees:* Fees will be set by the Steering Committee from time to time according to direction from the annual meeting. These fees will reflect the different categories of membership and be on a sliding scale.

2.3.1 As the Association grows its financial resource base, it is committed to allocating funds that ensure equitable access by small organizations and individual members.

3. Membership meeting

3.1 *Annual meeting:* The annual general meeting of the members shall be held at the Annual Food Assembly of the Association. In the event that such Assembly does not take place, the annual general meeting shall be held at any place in Canada as the Steering Committee may determine and on such day as they shall appoint.

3.1.2 At every annual meeting, in addition to any other business that may be transacted, the report of the Steering Committee and the financial statement shall be presented; the election of the Steering Committee shall be ratified; the report of the auditors shall be presented; and auditors shall be appointed for the ensuing year.

3.2 *Special Meetings:* The Steering Committee shall have power to call, at any time, a general meeting of the members of the Association. The Steering Committee shall call a special general meeting of members on written requisition of members carrying not less than 10% of the voting rights. Members may consider and transact any business either special or general at any meeting of the members.

3.3 *Attendance:* only members in good standing will be eligible to vote at the annual general meeting.

3.4 *Quorum:* Quorum at any meeting of the members shall consist of at least three members of the Executive of the Steering Committee of Food Secure Canada and the lesser of: (i) 10% of the members entitled to vote at the meeting, or (ii) 25 members entitled to vote at the meeting.

3.5 *Notice of meeting:* Fourteen (14) days' written notice shall be given to each voting member of any annual or special general meeting of members. Such notice may be delivered by electronic or postal mail. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.

3.6 *Notice of motion:* Proposals for Association activities are to be circulated in advance of the membership meeting; however, proposals may be accepted from the floor as determined by the Chair. All proposals must address the basic issues outlined in Appendix 3.

3.7 Voting at membership meetings: the Association strives to achieve a consensus. Voting at membership meetings shall be by a show of hands. Each organization and individual member shall have the right to exercise one vote; however, it is recognized that individual members have a heightened obligation to prevent blocking of consensus. In cases where a clear majority of votes favour a proposal but no consensus has been reached, the chair of the session is obliged to make up to 3 attempts to find consensus. If no consensus is achieved following those three attempts, the measure shall pass if at least 3/4 of the membership present and eligible to vote are in support.

3.7.1 Electronic voting: All issues pertaining to the Association, including the election of the Steering Committee may also be approved by the membership through electronic communication. In the case of electronic voting, 25% of the members in good standing must vote. Votes may be (1) positive, (2) supportive, (3) negative, or (4) blocking. A motion is considered to have been adopted if 60% of the vote is positive and less than 1% is blocking.

3.8 Errors or omissions: No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, Steering Committee member or officer for any meeting or otherwise, the postal or electronic address of the member, Steering Committee member or officer shall be her/his last address recorded on the books of the Association.

4. Steering Committee

The property and business of the Association shall be managed by a Steering Committee consisting of up to 20 members.

4.1. Representation: Steering Committee members will represent spheres of knowledge (issues, geographic issues) about food security (topics and regions) rather than their organization or region directly. They must regularly canvass members within their issue areas and geography so that they are up to date on critical issues, but they are directly accountable to all Association members rather than particular subsets of the membership.

4.1.1 At least one committee member will come from each of six (6) regions in Canada:

- Atlantic
- Quebec
- Ontario
- Prairies
- BC
- Territories

At least one member will represent international organizations (working to improve Canada's involvement in international food security issues).

4.1.2. Additionally, at least 1 member will come from each of the following sectors (members can have more than one affiliation, in both issues and geography):

- First Nations
- Food Banks
- Sustainable farming and agriculture
- Small scale fisheries and sustainable aquaculture
- Health and Nutrition
- Environment and Sustainable Development
- Community and School Food Projects
- Economic, Social and Cultural Policy and Programming
- Labour

There is no allocation of steering committee spots between membership categories .

4.2 Responsibilities: The Steering Committee shall co-ordinate the affairs of the Association, and may make or cause to be made on behalf of the Association any contract which the Association may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.

4.2.1 The Steering Committee shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees. The Steering Committee shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the Steering Committee may prescribe.

4.2.2 The Steering Committee is hereby authorized to borrow money upon the credit of the Association, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Steering Committee in its discretion may deem expedient;

- to limit or increase the amount to be borrowed;
- to issue or cause to be issued bonds, debentures or other securities of the Association and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Steering Committee;
- to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Association, and the undertaking and rights of the Association.

4.2.3 The Steering Committee shall take such steps as they may deem requisite to enable the Steering Committee to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.

4.2.4 The Steering Committee may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Steering Committee at the time of such appointment.

4.2.5 Remuneration for all officers, agents and employees and committee members shall be fixed by the Steering Committee by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

4.3 *The number and composition* of the Steering Committee may be amended by a vote at the annual general meeting.

4.4 *Qualifications*: Steering Committee members must be individuals, 18 years of age, with power under law to contract. Desirable qualifications for Steering Committee members are outlined in Appendix 1.

4.5 *Term*: Steering committee members shall serve for a term of 2 years. No member of the steering committee may serve for more than three consecutive terms (six years).

4.6 *Disqualification*: A Steering Committee member shall be automatically removed from office:

- if at a special general meeting of members, a resolution is passed by two-thirds of the members present at the meeting that he/she be removed from office;
- if she/he has resigned her/his office by delivering a written resignation to the secretary of the Steering Committee ;
- if he/she is found by a court to be of unsound mind;
- if she/he becomes bankrupt or suspends payment or compounds with his creditors;
- on death.

4.6.1 In case of a vacancy on the Steering Committee, the Committee may, by majority vote, fill the vacancy with a member of the Association to serve until the next annual general meeting.

4.7 *Remuneration*: Members of the Steering Committee shall serve as such without remuneration and no Steering Committee member shall directly or indirectly receive any profit from his/her position as such; provided that a Steering Committee member may be paid reasonable expenses incurred by her/him in the performance of his/her duties. Nothing herein contained shall be construed to preclude any Steering Committee member from serving the Association as an officer or in any other capacity and receiving compensation therefor.

4.8 *End of term*: A retiring Steering Committee member shall remain in office until the dissolution or adjournment of the meeting at which the new Steering Committee is elected.

4.9 *Steering committee election*: At the 2006 annual general meeting, half (~~seven~~) of the Steering Committee members will be elected for a two-year term; the other half (~~eight~~) for a one-year term. These terms will be determined by drawing lots. Subsequently, half of the committee will be eligible for re-election every year.

4.9.1 Candidates for the steering committee must be nominated in writing by two other members for positions organized by region, 45 days prior to the Annual General Meeting. Members cast one vote for each open position. To accommodate sectoral and geographic requirements, the outgoing Steering Committee may select candidates who did not receive the largest number of votes in any region for membership in the new Steering Committee, or may request the membership to approve an increased number of Steering Committee members. Voting will take place by electronic means as outlined in section 3.7.1.

4.10 *Meetings*: The Steering Committee shall meet at least once every 6 weeks by teleconference, or at such frequency as is deemed necessary by the Steering Committee. Subject to funding constraints, the Steering Committee will also meet face-to-face a minimum of once a year apart from the annual conference meetings.

4.11 *Minutes*: Minutes of the Steering Committee shall be made available to any member upon request, and substantive decisions of the Steering Committee shall be communicated to all members in a timely manner.

5 Executive:

At its first meeting following the Annual General Meeting of the Association, the Steering Committee shall appoint from among their number an Executive Committee consisting of no less than 4 and no more than 6 members. The executive committee shall exercise such powers as are authorized by the Steering Committee.

5.1 *Officers*: The Executive Committee shall include in its membership the officers of the Association, namely the Chair, Vice-Chair, Treasurer, Secretary, International Affairs representative, and any other officers as the Association may by by-law determine. Any two offices may be held by the same person. The qualifications for officers are outlined in Appendix 2.

5.1.1 *Term of officers*: The officers shall hold office for 1 year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Steering Committee at any time.

5.1.2 *Duties of Chair*: The Chair shall preside at all meetings of the Association and the Steering Committee. She/he will be the spokesperson for the Association on all matters where the Steering Committee has not appointed a spokesperson. It is the responsibility of the Chair to see that all orders and resolutions of the Steering Committee are carried into effect.

5.1.3 *Duties of Vice-Chair*: The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such

other duties as shall from time to time be imposed upon her/him by the Steering Committee.

5.1.4 Duties of Treasurer: The treasurer shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association 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 Steering Committee from time to time. He/she shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Steering Committee at its regular meeting, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Association. She/he shall also perform such other duties as may from time to time be directed by the Steering Committee.

5.1.5 Duties of Secretary: The secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/she shall give or cause to be given notice of all meetings of the members and of the Steering Committee, and shall perform such other duties as may be prescribed by the Steering Committee. She/he shall be custodian of the seal of the Association, which he/she shall deliver only when authorized by a resolution of the Steering Committee to do so and to such person or persons as may be named in the resolution.

5.1.6 Other officers: The duties of all other officers of the Association shall be such as the terms of their engagement call for or the Steering Committee requires of them.

5.2 *Election*: The applicants for incorporation shall become the first Executive Committee of the Steering Committee whose term of office shall continue until the first Annual General Meeting of the Association at which time the elected Steering Committee shall replace the provisional Steering Committee members named in the Letters Patent of the Association.

5.3 *Tenure*: Any executive committee member may be removed by a majority vote of the Steering Committee.

5.4 *Remuneration*: Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

5.5 *Meetings*: Meetings of the executive committee may be held at any time and place to be determined by the members of the committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least 14 days prior to the meeting. 50% (no less than 3) members of the committee shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee shall invalidate such meeting or make void any proceedings taken thereat and any member of the Executive Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

5.6 Execution of Documents: Contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Steering Committee shall have power from time to time by resolution to appoint an officer or officers on behalf of the Association to sign specific contracts, documents and instruments in writing. The Steering Committee may give the Association'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 Association. The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Steering Committee.

5.7 Minutes of Executive Committee: The minutes of the Executive Committee shall not be available to the general membership of the Association but shall be available to the Steering Committee, each of whom shall receive a copy of such minutes.

6 Sub-committees:

The Steering Committee may establish ad hoc sub-committees from time to time to oversee development and implementation of organizational processes or projects.

6.1 Caucuses: The membership may choose to establish caucuses on specific themes related to the Association's goals. The caucuses shall report their work to the Steering Committee between membership meetings. The work of the caucuses may be supported by paid staff.

6.2 Decision-making: All Committees, including the Executive and Steering Committees, work by consensus. Consensus is a process whereby all parties are committed to reaching an agreement:

- A proposal may receive positive support, passive agreement (i.e. the party will not block the proposal and will not participate in its implementation) or negative (opposition).
- It is the responsibility of all parties to engage in seeking a solution through modification of the proposal.
- If one party consistently blocks consensus, or is in a conflict of interest, consensus may be achieved despite that party's opposition, i.e. "consensus minus one". This applies particularly in cases where unaffiliated individual members may be blocking consensus.

7. Amendment of by-laws

The by-laws of the Association not embodied in the letters patent, including the name of the Association, may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the Canada Corporations Act may be enacted by a majority of the Steering Committee at a meeting of the Steering Committee and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

8. Auditors

The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Association for report to the members at the next annual meeting. The

auditor shall hold office until the next annual meeting provided that the Steering Committee may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Steering Committee.

9. Books and Records

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

10. Rules and Regulations

The Steering Committee may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Association when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

11. Interpretation

In these by-laws and in all other by-laws of the Association hereafter passed unless the context otherwise requires, words importing the singular number shall include the plural number, and vice versa, and references to persons shall include firms and corporations.

Appendix 1: Steering Committee member job description

Steering Committee members should have the following skills:

- knowledge of at least 2 of the main component pieces of food security
- experience of food security work at the program or policy level
- extensive knowledge of the food security network in at least one region of the country
- understanding of how ethnicity, gender, class and culture impact on food security
- a strong ability to think outside one's component sector, yet also represent what is going on there
- excellent discussion, dialogue and facilitation skills
- good fundraising skills
- capacity to find the commonality in regional and national agendas and weave them together into a national program
- the discipline of knowing the boundaries of the organization's work – where is the integrative, value added piece that FSC can do, and where are the component pieces that can be left to others

Appendix 2: Executive Committee

Officers of the Association require the following additional skills:

Chair:

- excellent ability to set an agenda and run a meeting, including conference calls, retreats and the Annual General Meeting.
- highly developed process skills, including a clear understanding of both the role of a chair and the limits of that role.

Vice - chair:

- excellent ability to set an agenda and run a meeting, including conference calls, retreats and the Annual General Meeting.
- highly developed process skills, including a clear understanding of both the role of a chair and the limits of that role.

Secretary: strong record keeping skills

Treasurer: strong financial accounting skills.

International Affairs representative:

- knowledge of the wide range of food security-related activities either affecting Canada or affected by Canadian government policies
- the ability to present these issues simply and clearly to a wide range of Canadian audiences
- familiarity with and knowledge about Canadian stakeholders working in developing countries on food security-related issues

Appendix 3: Format of activity proposals

Given limited resources, it is critical that FSC-SAC select those activities with a high likelihood of producing tangible improvements in at least one of the three goal areas. Proponents must provide analysis (and quantification) showing how successful implementation of an initiative will tangibly improve food security.

49. Brief description of the initiative
50. Which organizational goals are advanced by this initiative and how?
51. Who specifically is being influenced by this initiative?
52. What are the tactics / strategies to make this happen?
53. Why do you think these tactics / strategies will have an impact on the target audience?
54. What will this cost to implement successfully?
55. Who might fund this effort?
56. Who has to be involved to make this is a success?
57. How will we know if we've succeeded?