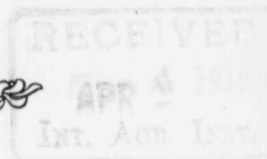


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Date

By-Laws
of
Canadian
Farm Products
Incorporated



Head Office
at
Charlottetown, P. E. I.

334.062
C212

Officers.

Pres.—Rev. P. P. Arsenault.....Mt. Carmel
1st Vice-Pres.—E. T. Bulpitt.....Cardigan
2nd Vice-Pres.—A. Schurnian....Central Bedeque
3rd Vice-Pres.—B. R. Brown.....York
4th Vice-Pres.—Rev. J. J. McDonald....Kinkora

Directors.

J. D. McLellan.....Grand River
J. B. Millman.....Long River
Rev. P. C. Gauthier.....St. Louis
Preston Campbell.....Montague
Hon. John E. Sinclair.....Emerald
~~Secretary—Treasurer—Wm. Kerr—Charlottetown~~
General Manager—Wm. Kerr.....Charlottetown

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Canadian Farm Products

Incorporated



A Co-operative Company without share capital with all the rights and powers given by the Companies' Act as amended by the Companies' Act of 1917 and for the following purposes and objects namely:—

(a) To increase the productivity of Canadian farms, to enhance the value of farm property and to improve the general conditions economic and social of the rural community.

(b) To co-relate the systems of tillage, grading and marketing and other processes of the farm under the supervision and direction of the producer and to promote increased production by providing systems of marketing calculated to eliminate waste and duplication and thus ensure better returns to the producer.

(c) To grade and classify farm produce in such a manner as to guarantee the quality of commodities going from Canada to the importing countries of the world and especially to Great Britain.

(d) To guarantee to the consumer at home that every article bearing the stamp of this corporation shall be true to name and grade and of an excellence calculated to inspire greater confidence and freer interchange between producer and consumer.

BY-LAWS

1. The name of the Corporation shall be Canadian Farm Products Incorporated.

Membership.

2. All persons who are approved by the officers and who have signed the regular Applica-

tion for membership form of the corporation and paid the prescribed membership fee, shall be members of the Corporation, and a Membership Certificate under the hand of the Secretary and sealed with the seal of the corporation shall be issued to the member. (For form of Application and form of Membership Certificate, see Appendix B hereto.)

3. A member may resign his membership at any time by giving written notice to the secretary of the Corporation.

4. No resignation shall be effective until the end of the fiscal year in which the resignation shall be received by the secretary.

5. Any member resigning within the year shall be liable for his or her full share of any liability or loss incurred by the Corporation during that year, and shall be entitled to his or her full share of any accumulated funds of the corporation, provided that the resigning member has complied with the rules and regulations of the Corporation.

6. No member shall have more than one vote.

7. No member may vote by proxy.

8. A member shall market through the Corporation that portion of the produce of his own farm as shall be required by the Rules of the Branch to which he belongs. Failure to do this, without a reason acceptable to the officers of the Branch, shall be deemed sufficient cause for suspending the member.

Officers.

9. The governing body of the Corporation shall consist of a board of at least Ten directors to be elected from the delegates of the Branches at the annual general meeting of the Corporation. They shall hold office for One year or until their successors have been appointed.

10. At their first meeting the directors shall appoint from among themselves a President, four Vice-Presidents and a Secretary-Treasurer and the first five of these shall constitute the Executive Board of the Corporation.

11. Six of the directors present and voting shall constitute a quorum for the transaction of business at a regularly called meeting of the directors.

12. When a vacancy shall occur, through any cause, in the Board of Directors or in any of the offices of the Corporation, it shall be filled at the next regular or special meeting of the Board of Directors.

13. The hotel and travelling expenses of the directors or officials of the Corporation, while on the Corporation's business, shall be paid by the Corporation.

14. The delegates at the annual meeting may provide such remuneration for the directors as shall be deemed advisable.

Meetings.

15. Meetings of the Board of Directors and meetings of the corporation shall be held upon the call of the President.

16. The annual general meeting of the members of the Corporation shall be held on the second Wednesday of January in each year, and may be adjourned from time to time by the vote of a majority of the members present.

17. Notice of holding such annual general meeting shall be published at least once a week for at least three consecutive weeks, immediately preceding the date of said meeting, in one or more Newspapers published in each Province of Canada in which a Branch or Branches of the Corporation has been established, and a like notice shall be given of the holding of any special general meeting.

18. A special general meeting of the members of the Corporation shall be called at any time by the President upon the written request of a majority of the Branches or upon the order of the Board of Directors.

19. The secretary of each Branch shall be notified at least ten days before the date fixed for a general or special meeting of the Corporation.

Conduct of Business.

20. The Corporation shall employ a General Manager who shall have charge of the affairs of the Corporation and shall be responsible to the Directors.

21. The General Manager shall see that all Branches of the Corporation are equipped with competent help and shall be responsible for the discipline of employees. He shall see that business is transacted in a regular manner satisfactory to the Corporation. He shall cause a full report of the entire business of the Corporation, including all its Branches, to be submitted to the Board of Directors, at least once a year, and oftener if required.

22. The Corporation shall have power through its President, Secretary-Treasurer, Manager or other officers authorized at a meeting of the Directors, to borrow money from time to time from any bank upon the credit of the Corporation in such amounts and for such times as they may deem proper, and by way of over-draft and otherwise as may be agreed upon with such Bank.

23. While having no share capital, the Corporation through their Board of Directors or officers duly authorized by said Board, shall have power to accumulate and create, and so soon as possible shall accumulate and create a capital fund of not less than the cost price of the total real estate property and equipment of the Corporation.

24. The amount of the capital fund shall be apportioned among the Branches which have done business through the Corporation during the year in which the fund was raised, in proportion to the amount of business so done by the respective Branches.

25. A certificate to be known as a "Capital Warrant" shall then be issued to each shareholder, which shall be a guarantee to him that his pro rata share of the capital fund shall be returned to him in cash on a date to be specified on the face of the Warrant. (For form of certificate see Appendix B hereto.)

26. Such pro rata payment shall not be made in any year until the fund for the year following shall have been collected, and the business of the year in which such later collection has been made shall have been concluded and the books of the Corporation closed for that year.

Seal.

27. The Seal of the Corporation shall be held in the custody of the General Manager.

28. The Seal of the Corporation to all documents requiring to be executed by the Seal shall be affixed to such documents by the President or by one of the Vice-Presidents or by the Secretary-Treasurer of the Corporation, who shall subscribe their signatures thereto in verification of such execution.

29. Suspended members shall not be entitled to any share in the capital fund, and may receive such payments only on the recommendation of the Board of Directors of the Branch to which they were attached.

30. Each Branch of the Corporation shall be debited with its pro rata share of any liability that may be incurred and shall likewise be credited with its pro rata share of any funds, real estate or property that may from time to time be acquired by the Corporation.

31. The officers of each Branch shall in turn assess each member of the Branch with his or her pro rata share of the liability assessed to the Branch and shall credit the member in like manner with his or her pro rata share of all resources credited to the Branch by the Corporation.

32. All such assessments or apportionments of resources and liabilities among the Branches and members shall be reckoned on the basis of the total gross value of the business transacted by the Branch or member through the Corporation within the Twelve calendar months immediately preceding the date upon which the assessment is made.

33. No action at law shall be entered against any member of a Branch by the Corporation for

the recovery of any liability of the member on account of any assessment so made until such assessment made against the Branch by the Corporation has been returned unsatisfied.

34. The Corporation shall not be liable for any liability or debt contracted by a Branch, except on the written authorization of the Board of Directors.

35. The Corporation shall have power to supplement its capital by means of promissory notes, which shall be furnished annually by the Branches.

36. The amount of such collateral notes shall be adjusted annually by the Directors of the Corporation, on the basis of the gross value of the business done through the Corporation by the Branch during the previous fiscal year.

37. All members, if required to do so, shall furnish promissory notes for collateral use to the officers of their Branch.

38. The Corporation shall maintain a register in which a record shall be kept of the date of organization of each Branch, together with the name and address of each member of the Corporation, the date on which membership was granted and the name and Post Office address of the Branch to which each member belongs.

39. The produce of members shall be submitted to the Corporation by the members and shall be sold by the Business Manager or Salesman of the Corporation.

40. A stated sum per unit may be advanced on all produce received by the Corporation, and all accounts with members may be kept open until a date fixed by the Corporation.

41. The books and accounts of the Corporation shall be closed annually on the 15th day of December, unless otherwise recommended by the officers or directors. Should 15th December be on a Sunday, they shall be closed on the previous day.

42. When the accounts are balanced and all over head charges and expenses have been paid and a Capital Fund provided for, the balance of

funds which have accumulated shall be distributed pro rata among the members according to the value of the business done by the member through the Corporation during that period.

43. The Corporation through its Executive body or Board of Directors, may, when and where they deem it advisable to so do, establish Branches of the Corporation, which Branches shall form part of the original body.

44. Each Branch shall adopt a Constitution as provided in Appendix A of these By-Laws.

Auditors.

45. The Corporation shall at each annual general meeting appoint an auditor or auditors to hold office until the next annual general meeting.

46. If an appointment of auditors is not made at an annual general meeting, the Directors shall at the first Director's meeting held after the annual general meeting, appoint an auditor of the Corporation for the current year, and fix the remuneration to be paid to him by the Corporation for his services.

47. A director or officer of the Corporation shall not be capable of being appointed auditor of the Corporation.

48. A person, other than a retiring auditor, shall not be capable of being appointed auditor at an annual general meeting unless notice of an intention to nominate that person to the office of auditor has been given by a member to the Corporation not less than Fourteen days before the annual general meeting; and the Corporation shall send a copy of any such notice to the retiring auditor, and shall give notice thereof to the members by mailing a written notice thereof to the Secretary of every Branch not less than seven days before the annual general meeting; provided that if, after notice of the intention to nominate an auditor has been so given, an annual general meeting is called for a date fourteen days or less after the notice has been given, the notice though not given within the required time by

this provision, shall be deemed to have been properly given for the purposes thereof, and the notice to be sent or given by the Corporation may, instead of being sent or given within the time required by this provision, be sent or given at the same time as the notice of the annual general meeting: Provided, however, that a person other than a retiring auditor may be appointed auditor of the Corporation at an annual general meeting as hereinbefore provided, upon a resolution passed by the votes of a majority of the delegates present.

49. The first auditors of the Corporation may be appointed by the directors before the first annual general meeting, and if so appointed, shall hold office until the first annual general meeting, unless previously removed by a resolution of the Corporation in general meeting, in which case the Corporation at that meeting may appoint auditors.

50. The directors may fill any casual vacancy in the office of auditor, but while any such vacancy continues the surviving or continuing auditor or auditors, if any, may act.

51. The remuneration of the auditors of the Corporation shall be fixed by the Corporation in general meeting, except that the remuneration of any auditors appointed before the first annual general meeting, or to fill any casual vacancy, may be fixed by the directors.

52. Every auditor of the Corporation shall have a right of access at all times to the books and accounts and vouchers of the Corporation, and shall be entitled to require from the directors and officers of the Corporation such information and explanation as may be necessary for the performance of the duties of the auditors.

53. The auditors shall make a report to the members on the accounts examined by them, and on every balance sheet laid before the Corporation in general meeting during their tenure of office, and the report shall state—

(a) Whether or not they have obtained all the information and explanations they have

required; and

(b) Whether in their opinion, the balance sheets referred to in the report are properly drawn up so as to exhibit a true and correct view of the state of the Corporation's affairs according to the best of their information and the explanations given to them, and as shown by the books of the Corporation.

54. The balance sheet shall be signed on behalf of the Board by two of the directors of the Corporation, and the auditors' report shall be attached to the balance sheet, or there shall be inserted at the foot of the balance sheet a reference to the report, and the report shall be read before the Corporation in general meeting and shall be open to inspection by any member.

55. Thereafter any member shall be entitled to be furnished with a copy of the balance sheet and auditors' report at a charge of Ten cents for every hundred words.

APPENDIX A.

Constitution of the Branches.

Constitution of the..... Branch of Canadian Farm Products Inc., adopted in pursuance of the Constitution and By-laws of the Corporation.

1. This Branch shall be known as the..... Branch of Canadian Farm Products Inc., and shall be recorded as No..... in the books of the Corporation.

2. Its objects shall be

(1) To facilitate the activities of the Corporation in the collection and transfer of produce and supplies to and from its members.

(2) To be the medium through which the Corporation shall raise funds and transact business with its members.

Officers.

3. The governing body of a Branch shall consist of a Board of at least Seven directors to be

electd at the annual meeting of the Branch, and the directors at their first meeting shall elect from their number a President, Vice-President and Secretary-Treasurer, who shall be the officers of the Branch; such officers shall be deemed to be a part of the Corporation's organization and shall be subject to the authority of the General Board of Directors of the Corporation.

4. The President of a Branch shall preside at all meetings. He shall call meetings of the officers and members when necessary, and shall advise with and render such assistance to the Branch Directors as may be in his power. In the absence of the President, the Vice-President shall have and exercise all rights and powers of the President, and in the absence of both President and Vice-President, a chairman shall be elected from among the directors.

5. The Secretary shall keep a record of the proceedings of all meetings and of all receipts and disbursements, and report the condition of the finances of the Branch annually or as often as the Directors may desire.

6. The annual meeting of the Branch shall be held in the month of January of each year unless it be decided otherwise by the Directors of the Branch at any time for any special reason. Timely notice of such meeting shall be given.

7. Special meetings of the Branch shall be called by the President upon request in writing of any Ten members.

8. Four members of the Board of Directors of the Branch present and voting shall constitute a quorum for the transaction of business.

9. When a vacancy shall occur through any cause in any of the offices established by the constitution of a Branch, it shall be filled at the next regular or special meeting of the Directors.

10. The officers of a Branch shall have full power for and in the name of the members thereof, to sign collateral or other notes required by the Corporation and the signatures of such officers on the collateral note or notes of the Branch shall

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be binding on each and every member of the Corporation who is a member of the Branch in question in as full and effective a manner as if each member had personally signed the same, and the amount of any such note or notes shall be recoverable against any and all such member or members personally by action at law in any court of competent jurisdiction in Canada brought against such member or members as maker or makers of such note or notes, by the Corporation in its corporate name or by the holder of such note or notes.

11. No action at law shall be brought against any member of a Branch, by the holder of any collateral note until such note has been presented to the Corporation for payment.

12. The Board of Directors of the Corporation may from time to time, make such by-laws as they may deem advisable, other than, or in addition to the several by-laws of the Corporation regarding the organization and government of such Branches, such by-laws to be subject to the approval of the Secretary of State.

13. Branches may vote at general meetings of the Corporation by an equal number of proxies for each Branch.

14. The proxy or proxies shall be appointed only by and at a meeting of the Branch.

15. The instrument appointing a proxy shall be signed by the President and Secretary of the Branch.

16. The Secretary of each Branch shall cause a copy of the annual report of the Branch to be sent to the Head Office of the Corporation immediately after the annual meeting of the Branch. This report shall include a list of the officers for the year, together with a statement showing the financial condition of the Branch.

17. No member shall submit produce to the Corporation or to any Branch that he has purchased from another, without the permission of the officers.

18. The Branches shall not have power to borrow money on the credit of the Corporation,

or to render the Corporation responsible for any liability incurred by such Branches.

Adopted at.....this.....

day of.....A.D. 19.....

Pres.....

Vice-Pres.....

Sec.....

Directors.....

.....

.....

.....

APPENDIX B—Forms

Form of Application for Membership
Canadian Farm Products, Incorporated.

I hereby apply for Membership in.....

.....Branch of Canadian Farm Products, Inc. If admitted to Membership I agree to be bound by the By-Laws of the Corporation and to be subject to all rules and regulations laid down in the Constitution and By-Laws of the Branch as set out in the copy thereof in the custody of the Secretary of said Branch.

As Witness my hand this.....

day of.....A.D., 19.....

.....
(name)

.....
(address)

Witnessed by.....

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No. 2.
Capital Warrant.
Canadian Farm Products, Incorporated.

No. A. D., 19.... Value \$.....

Due.....

THIS IS TO CERTIFY that.....

..... has contributed

.....—Dollars
100

to the assets of the Corporation during the year 19.... which sum will be paid to the above named member in cash according to the By-Laws of the Corporation and subject to provisions therein laid down.

As Witness the seal of the Corporation and the hand of the Secretary thereof.

Canadian Farm Products, Inc.

..... Secretary

APPENDIX B—Forms
No. 3.

Membership Certificate.
Canadian Farm Products, Incorporated.

This is to certify that.....

of..... in the Province of

..... is hereby constituted a member of Canadian Farm Products, Inc., and for all the purposes of the Corporation his or her name shall be enrolled on the books

of the Corporation as No..... in the

..... Branch of said Corporation.

Dated this.....day of

A. D., 19.....

As Witness the seal of the Corporation.

.....
President or General Manager.

.....
Secretary.

Witness.....





Monotyped and Printed by
A. Irwin, Charlottetown.