

Ontario Federation of Agriculture Proposed Amendments of OFA By-Law 20-1

The following document outlines the proposed amendments to OFA's bylaws directly connected to the election process for Executive Officers and the ability for provincial directors to vote on resolutions and elections during the Annual General Meeting. These proposed changes are taken on the advice and recommendation of legal counsel to be in compliance with the *Corporations Act*.

To read the complete version of OFA By-Law 20-1, please visit our website at ofa.on.ca/about-ofa/by-law.

Please note the explanatory notes placed in the boxes throughout this document have been inserted for reference only and do not form part of the text of By-Law 20-1 as enacted by the Board of Directors.

1. DEFINITIONS

In this By-law and all other By-laws and resolutions of the OFA, unless the context otherwise requires:

"Annual General meeting" means an annual meeting as prescribed by the Corporations Act, R.S.O 1990, c. C. 38, s. 293;

"Annual Regional meeting" means a meeting normally held once per year within a Region for the purpose of electing Member Representatives;

For clarity, definitions for "Annual General meeting" and "Annual Regional meeting" have been inserted and these terms have been consistently used throughout this document.

"Special General meeting" means a general meeting as prescribed by the Corporations Act, R.S.O 1990, c. C. 38, s. 294;

For clarity, a definition for "Special General meeting" has been inserted and this term has been consistently used throughout this document.

8. OFA MEETINGS

At any OFA Annual General meeting or Special General meeting each Director, Councillor and Delegate shall have one vote.

Article 8 was revised to provide Directors with voting privileges at any Annual General meeting or Special General meeting.

14. OFFICERS

14.1 Authority

The Officers of the Corporation shall be the President, two Vice-Presidents, and the Secretary/Treasurer.

The Duties of the Officers shall be determined by the Board from time to time and may include, where the Board so resolves, delegation of the power to manage the affairs of the Corporation.

For clarity, the term "Association" was replaced by "Corporation" in Article 14.1.

14.2 Election

The President and two Vice-Presidents shall be elected by the Board from among the Directors at the first Board meeting after the Annual General meeting, in accordance with the Board's election policy.

Article 14.2 was revised have the President and two Vice-Presidents elected by the Board of Directors at their first Board meeting following the Annual General meeting. This revision is required because the Corporations Act does not provide for these Officers of the Corporation to be elected by Member Representatives at the Annual General meeting.

14.3 Term

The President and the Vice-Presidents shall hold office until they are either re-elected or a successor has been elected at the first Board meeting held after the next Annual General meeting.

There is no limit to the number of terms an Officer may serve.

The conclusion of the terms of the President and the Vice-Presidents was revised in Article 14.3 to coincide with the revision made to Article 14.2.

23. REVOCATION

All previous By-laws are hereby revoked.

ENACTED AS By-law Number 20 - 1 by the Directors of the OFA by a vote held by email the week of August 24th following a meeting duly called and regularly held at which a quorum was present on August 10, 2020 and to be confirmed by delegates to the 2020 Annual General Meeting.

By-law 20-1 has been enacted by the Board and it is in effect until at least the conclusion of the 2020 Annual General Meeting. Confirmation by delegates to the 2020 Annual General Meeting is required for By-law 20-1 to remain in effect after the 2020 Annual General Meeting.