

ONTARIO FEDERATION OF AGRICULTURE

BY-LAW 20 - 1

WHEREAS the Objects of the Ontario Federation of Agriculture (the “OFA”) are as follows:

To co-ordinate the efforts of the different branches of agriculture throughout Ontario for the purpose of promoting their common interest through collective action, and to act as the Ontario unit of the Canadian Federation of Agriculture;

To render such services to those engaged in agricultural pursuits as conditions may justify;

To assist in formulating and promoting provincial, national and international agricultural policies to meet changing national and international economic conditions;

For the objects aforesaid, to collaborate and/or negotiate with other organizations, whether incorporated or not, within or outside Ontario;

For the objects aforesaid, to carry on printing and publishing and to sell and distribute literature;

To receive, acquire and hold gifts, donations, devises and bequests; and

To take or otherwise acquire and hold shares and securities in any other corporations which have objects altogether or in part similar to those of the Corporation or carrying on any business capable of being conducted so as to benefit the Corporation.

THEREFORE be it resolved that the following By-law sets out the means by which the OFA will conduct its business.

1. DEFINITIONS

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

“**Act**” means the *Farm Registration and Farm Organizations Funding Act*, S.O.1993 c.21, as amended or revised from time to time, or any other Act that may hereafter be substituted therefore;

“**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;

“**Board**” means the board of directors of the OFA;

“**Councillor**” means a Member elected by the Members in their Region to attend and be a voting representative at the Annual General and Special General meetings, and a member of the Policy Advisory Council;

“**County**” means county, regional municipality, or district;

“**Delegate**” means a Member elected by the Members in their Region to attend and be a voting representative at the Annual General and Special General meetings;

“Director” means Director of the Board;

“Farming Business” means a farming business within the meaning of the *Income Tax Act* R.S.C., 1985, c. 1;

“Member” means a member of the OFA as defined herein;

“Member Representative” means a Councillor or Delegate;

“Ministry” means the Ontario Ministry of Agriculture and Food;

“Ordinary Resolution” means a resolution submitted to the members or directors of a meeting duly constituted and approved, with or without amendment, by at least a majority of the votes cast;

“Person” includes an individual, corporation, organization, association, limited or general partnership, joint venture, syndicate, the Federal, Provincial, and Municipal governments and any agency thereof, and any other legal or business entity;

“Prescribed Fee” means the payment to be provided to the Ministry by an individual who carries on a farming business, in the amount prescribed by the *Act* and Ontario Regulation 722/93 made under the *Act*;

“Region” means geographically distinct area of the province the boundaries of which shall be defined by the Board from time to time;

“Secretary” means the Secretary of the Board, with duties as described in Section 14.7 of this By-law;

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

“Special Resolution” means a resolution submitted to the members or directors at a meeting duly constituted and approved, with or without amendment, by at least two-thirds of the votes cast;

“Zone” means one of fifteen (15) geographically distinct areas of the province, each of which shall include at least one Region, with boundaries which shall be determined by the Board from time to time.

2. INTERPRETATION

In this By-law, words importing the singular number include the plural and vice versa; a word interpreted in the singular number has a corresponding meaning when used in the plural; words importing the masculine gender include the feminine and the neuter genders.

The headings and article and paragraph numbers have been inserted for convenience of reference only and shall in no way affect, define, limit or enlarge the scope or meaning.

“Shall” and “will” shall be construed as imperative, and “may” shall be interpreted as permissive.

3. HEAD OFFICE

The head office of OFA shall be in the Province of Ontario and at such place therein as the Board may from time to time determine.

4. FISCAL YEAR

Unless otherwise determined by the Board, the fiscal year of OFA shall end on the 31st day of August in each year.

5. MEMBERSHIP

5.1 Membership Eligibility

The OFA shall have one class of membership. Each member shall have the right to receive notice of and attend meetings of the OFA members and the Annual Regional Meeting in the Region where they reside, and shall have the right to cast one vote on matters put before the members at the Annual Regional Meeting. Membership is not transferable.

A person may be eligible for membership as an:

- (a) **Individual Farm Member**, who shall be an individual who is or has been directly involved in farming;
- (b) **Registered Farming Business Member**, which shall be a farming business which have been assigned a registration number by the Ministry, and has not requested a refund of the Prescribed Fee; or
- (c) **Agricultural/Commodity Organization Member**, which shall be an organization representing Persons involved in the production of agricultural products and/or an agricultural commodity or commodities.

5.2 Membership Application

All individuals and organizations interested in being annual members of the OFA must meet the following conditions, within the time limits prescribed herein:

(a) *Apply*

The applicant must submit to the Secretary of the Board a completed application in the form prescribed by the Board; and

(b) *Pay a Fee*

(i) Individual or Agricultural/Commodity Organization Member applicants must submit payment of the annual membership fee, which shall be in an amount to be determined from time to time by the Board; or

(ii) Registered Farming Business Member applicants must designate the OFA as the intended recipient of the Prescribed Fee; and

(c) *Board Approval*

Applicants must establish to the Board's satisfaction:

- (i) that they are eligible for membership in accordance with the criteria outlined in Article 5.1 herein;
- (ii) for new Member applicants, that they have affirmed their commitment to uphold and adhere to the Letters Patent, By-laws and policies of the OFA;
- (iii) for renewing Member applicants, that they have demonstrated adherence to the Letters Patent, By-laws and policies of the OFA in their previous year(s) as a Member, and that their conduct as a Member has not been detrimental to the OFA,

which shall be determined by the Board at its sole and absolute discretion.

Registered Farming Business Member applicants must submit their registration to the Ministry, and their completed application to the OFA Secretary, by no later than May 31.

Individual Farm Member and Agricultural/Commodity Organization Member applicants may apply at any time during the year, and their memberships shall take effect as of the date of approval by the Board.

Renewing Individual Farm Member and Agricultural/Commodity Organization member applicants must submit their renewal application form and membership fee to OFA annually per the date in the renewal notice.

Applications for membership will be considered by the Board within sixty (60) days of submission.

The Board will communicate its decision in writing within thirty (30) days of the Board meeting at which the application was considered.

Notwithstanding the May 31 deadline to submit the application form and membership fee to the OFA, the Board may at its discretion consider applications received after May 31.

5.3 Term of Membership

Registered Farming Business Memberships shall take effect as of the date of the approval by the Board and shall continue until such time as the membership is terminated in accordance with Section 5.4 of this By-law.

Individual Farm Memberships and Agricultural/Commodity Organization Memberships shall expire on the day of the renewal date in the renewal notice.

5.4 Termination of Membership

A membership ceases to exist when:

- (a) In the case of an Individual Farm Member or Agricultural/Commodity Organization Member, the membership has expired and has not been renewed.
- (b) In the case of a Registered Farming Business Membership, the member has failed to:
 - (i) pay the Prescribed fee annually with OFA designated as the recipient; or

- (ii) requests a refund of the Prescribed Fee
- (c) The Member resigns in writing to the Secretary of the Board;
- (d) The Member, if an Individual Farm Member, dies;
- (e) The Member, if a corporation or association, is liquidated or dissolved or ceases to be eligible under the provisions of the *Act*, the *Corporations Act* R.S.O. 1990 c.C.38, or this By-law;
- (f) The term of the membership has expired and the application to renew the membership is denied by the Board; or
- (g) The term of the membership has not expired, but is terminated by the Board, on the grounds that a Member:
 - (i) failed to adhere to any provision of the OFA Letters Patent, By-laws or policies;
 - (ii) carried out any conduct which may be detrimental to the OFA, as determined by the Board at its sole discretion; or
 - (iii) for any other reason which the Board in its sole and absolute discretion considers to be reasonable, having regard to the objects and purposes of the OFA;

Where a Special Resolution to terminate a membership or deny an application for membership renewal is before the Board, the process must be carried out in good faith and in a fair and reasonable manner, such that the Member who is the subject of the Special Resolution is entitled to:

- (a) at least fifteen (15) days written notice of the resolution and the reasons; and
- (b) submit a written statement explaining why they oppose the resolution, which shall be circulated to all Directors providing it is received by the Secretary no less than six (6) days prior to the scheduled date of the Board meeting at which the matter will be decided.

For the purposes of this section, “days” shall be interpreted to mean weekdays, and shall exclude statutory holidays.

Upon any termination of membership, the rights of the member including any rights in the property of the organization cease to exist.

6. ANNUAL REGIONAL MEETINGS OF MEMBERS

6.1 Voting Regions

By no later than July 1, the Board shall approve the boundaries of each Region, having regard to the principle of equitable representation, population and geographic similarities.

Individual Farm Members and Registered Farming Business Members whose membership is valid thirty (30) days prior to the date of the meeting are eligible to attend the Annual Regional meeting in the Region where they reside. Each such Member is entitled to one vote.

Members who do not reside within any Region shall designate on their membership application the Region where they farm or carry on business, or the closest Region thereto, as their voting Region, and they shall be entitled to attend and vote at that Annual Regional meeting.

6.2 Notice of Meetings

Annual Regional meetings of the Members shall be at the call of the Secretary of the Board and shall take place no later than November 6 of each year.

The Secretary shall notify each Member of the time and place of the Annual Regional meeting in their voting Region.

6.3 Quorum

Quorum at Annual Regional meetings shall be six (6) Members.

6.4 Voting by Proxy

Members entitled to vote at an Annual Regional meeting may by means of a written proxy in a form approved by the Board appoint an individual who need not be a Member, to attend as their nominee and act at the meeting in the manner and to the extent conferred by the proxy.

Any such proxy must be deposited with the Secretary no later than forty-eight (48) hours prior to the start of the meeting, and this time limit shall be specified in the notice of the meeting and on the written proxy form.

7. ELECTION OF MEMBER REPRESENTATIVES

7.1 Regional Elections

Each Region may at its Annual Regional meeting elect from among the Members in that Region one (1) Councillor and three (3) Delegates, per a fixed number of members within the region, to be eligible to attend an OFA Annual General meeting and any Special General meetings as Member Representatives. The fixed number of members will be determined by the OFA Board of Directors each year by July 1.

If there are no Member nominees from a Region, the position will remain vacant.

Members who are Directors are not eligible in a year in which they are serving as Directors to be elected as a Councillor or Delegate.

7.2 Agricultural/Commodity Organization Elections

Each Agricultural/Commodity Organization Member may elect one (1) Councillor and three (3) Delegates to attend the OFA Annual General meeting and any Special General meetings as their Member Representatives.

7.3 Term

Councillors will begin serving after the adjournment of the next Annual General meeting and will serve until the adjournment of the following Annual General meeting in the case of a successor having been elected at an Annual Regional meeting.

Delegates will begin serving after the adjournment of the Annual Regional meeting and will serve until the adjournment of next Annual Regional meeting in the case of a successor having been elected at the next Annual Regional meeting.

7.4 Alternates

In addition to electing Member Representatives, Members from a Region, or Agricultural/Commodity Organization Members, may also at their discretion elect alternate Member Representatives to attend and vote at OFA meetings in the event their elected Member Representatives are unable to participate on their behalf.

Alternate Member Representatives shall be elected at the same time and in the same manner as Member Representatives.

A Member may be elected as the Alternate for more than one Member Representative.

8. OFA MEETINGS

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

Meetings of the Members shall be open to:

- (a) Elected Member Representatives, or their Alternate, to a maximum of four voting Member Representatives from any one Region or Agricultural/Commodity Organization;
- (b) Directors;
- (c) Members; and
- (d) Persons admitted at the invitation of the President or by Resolution of the attendees.

Written notice of the time and place of a meeting shall be sent to all Members not less than ten (10) and not more than fifty (50) days before the date on which the meeting is to take place.

9. ANNUAL GENERAL MEETINGS

The Board of Directors shall determine the date and location of the Annual General meeting, which shall be held not more than ninety (90) days after the end of the fiscal year and no later than fifteen (15) months after the preceding Annual General meeting.

The Annual General meeting shall be chaired by the President, or in the absence of the President then at the President's discretion a Vice President or designate.

The Annual General meeting shall include the following matters of business:

- (a) approval of the minutes of the previous Annual General meeting and any Special General meetings of the membership;
- (b) approval of any By-law Amendments;
- (c) approval of the financial statements of the OFA;

- (d) appointment of the auditor;
- (e) approval of the auditor's report;
- (f) election of the Director(s)-at-large;
- (g) other business as stated in the notice of the meeting, or allowed by the Chair in accordance with the Board's resolution policy.

10. SPECIAL GENERAL MEETINGS

Special General meetings may be convened by the Board at any time and place upon thirty (30) days notice, and will be chaired by the President or in the absence of the President then at the President's discretion a Vice President or designate.

A Special General meeting may be called for the transaction of any of the following:

- (a) approval of the minutes of the previous Annual and/or Special General meeting;
- (b) presentation of information or material of interest or importance to the Members;
- (c) business other than that which may be transacted only at the Annual General meeting.

At a Special General meeting, only the business stated in the notice calling the meeting may be transacted.

Upon receipt of a requisition in writing signed by not less than seven (7) Directors of OFA or by not less than ten (10) % of Member Representatives eligible to vote at the meeting which is being requested, stating the general nature of the business to be presented at the meeting, the Board of Directors shall within twenty-one (21) days of receiving a requisition call a Special General meeting for the transaction of the business stated in the requisition. Such meeting shall be called as nearly as possible in the same manner as non-requisitioned meetings are called under this By-law.

11. QUORUM

At any Annual General meeting or Special General meeting, a majority or one hundred (100) of the Member Representatives entitled to vote thereat, whichever is the lesser, shall be necessary to constitute a quorum for the transaction of business.

If a quorum is not present within sixty (60) minutes of the time for which the meeting is called, the meeting shall be dissolved if convened upon a requisition, and in any other case, the presiding officer shall adjourn the meeting to a date not less than eight (8) and not more than fifteen days (15) thereafter and the decision of the adjourned meeting shall be binding regardless of the number of present.

Notice of the adjourned meeting shall be given by the Secretary in the manner herein provided at least seven (7) days (exclusive of the day the notice is mailed) previous to the date of the adjourned meeting.

12. BOARD OF DIRECTORS

12.1 Management by the Board of Directors

The affairs of the OFA shall be managed by a Board of eighteen (18) elected Directors, fifteen of whom will be chosen to represent a Zone, and three (3) of whom will be Directors-at-large.

The Board of Directors shall administer the affairs of the OFA in all things and make or cause to be made for the Corporation, in its name, any kind of contract which OFA may lawfully enter into, and save as hereinafter provided, generally may exercise all such other powers and all such other acts and things as OFA, by its Charter or otherwise is authorized to exercise and do.

12.2 Election of Zone Directors

By no later than July 1, the Board shall approve the boundaries of the fifteen (15) provincial Zones, having regard to the principle of equitable representation, population and geographic similarities.

Each year the term of five (5) of the fifteen (15) Zone Directors will expire and those positions will be filled by an election. Nominations will be received and the election of Zone Directors will be conducted by the Board in accordance with its Elections Policy.

Each Individual Farm Member and Registered Farming Business Member may cast one vote for the election of a Director from the Zone which includes their voting Region as defined in Subsection 6.1 of this By-law.

Ballots shall be distributed, received and counted in a manner to be determined by the Board.

12.3 Election of Directors-at-large

Directors-at-large shall be elected by the Councillors and Delegates at the Annual General meeting, in accordance with the Board's Election Policy.

12.4 Eligibility for Election

The following are disqualified from being a Director of the OFA:

- (a) A Person who is not an individual;
- (b) An individual who is under eighteen (18) years of age;
- (c) An individual who has been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- (d) An individual who has been found to be incapable in any court in Canada or elsewhere;
- (e) An individual who has the status of bankrupt;
- (f) An individual who has been convicted of an indictable offence; or
- (g) An individual who is not an Individual Farm Member, or an owner, director, officer or employee of a Registered Farm Business Member.

12.5 Term of Office

All Directors shall be elected for a term of three (3) years, commencing at the conclusion of the Annual General meeting at which they are elected, or in the case of Zone Directors the Annual General meeting immediately following their election, and expiring at the conclusion of the Annual General meeting three years later, or at such time as a successor is chosen.

A Director may serve for a maximum of four (4) consecutive three-year terms. A person who has served four terms will be obliged to step off the Board for a minimum of one year before being eligible to be elected as a Director.

The record of consecutive terms for each Director will commence with the current term being served with the enactment of this By-law and with the first term of any subsequently elected Director.

12.6 Vacancies

Where the Board declares the seat of a Director vacant, and providing a quorum of the Board remains in office, the following provisions shall apply:

(a) If the remaining term of the vacating Director is less than one (1) year, the Board shall appoint:

(i) if a Zone director, then an eligible Member from the Zone in which the vacancy has arisen, or

(ii) if a Director-at-large, then an eligible Member,

and that appointee shall serve as Director until the next Annual General meeting.

(b) If the remaining term of the vacating Director is more than one (1) year, the Board shall:

(i) if a Zone Director, conduct a by-election for that Zone; or

(ii) if a Director-at-large, then conduct a by-election at the next Annual General meeting,

and the Member so elected shall hold office for the unexpired term of office of the Director who caused the vacancy.

(c) If a vacancy will occur due to no member being nominated for a Zone or Director-at-large position a 12-day extension to the nomination period will be provided, following the close of nominations, followed by an election, if needed. If no nominations are received during the extended period, the Board may appoint an eligible Member from anywhere in Ontario to serve the full term of the vacated position.

Where a vacancy occurs and causes the number of Directors remaining on the Board to fall below quorum as defined by this By-law, then the Board shall forthwith call a Special General meeting of the Members.

12.7 Termination

A Director or elected Officer ceases to hold office when he or she:

- (a) submits their written resignation to the Secretary of the Board, specifying the date upon which it shall become effective;
- (b) becomes disqualified in accordance with the eligibility criteria outlined in this By-law;
- (c) is removed by Special Resolution of the Members at a Special General meeting called for the purpose and for which notice has been given;
- (d) is deceased;
- (e) is deemed to have resigned upon:
 - (i) failing to attend fifty percent (50%) of the Board meetings in any twelve (12) month period, or any three (3) consecutive meetings, except where the Director is on a leave of absence as defined in section 12.9 of this By-law, or has received the prior approval of the majority of the Board, which shall only be given in the event that the absentee Director has established to the satisfaction of the Board that there are extraordinary circumstances; or
 - (ii) election as a member of Parliament of Canada or the Provincial Legislature of Ontario.

12.8 Federal or Provincial Candidates

An OFA Director or elected Officer who receives a nomination as a candidate for election as member of the Parliament of Canada or of the Legislature of the Province of Ontario shall receive a leave of absence from their OFA position until the election in which he or she is a candidate is held.

During the period of his or her leave of absence that individual shall not be entitled to receive any remuneration or reimbursement for expenses from the OFA.

Where an individual to whom this Section applies is not elected as a member of such Parliament or Legislature he or she may resume office with the OFA without alteration of status upon serving the term or terms for which they were so elected.

13. BOARD MEETINGS

13.1 Location of Meetings

Board meetings may be held either at the Head Office, or at any other place within Canada as may be determined from time to time by the Board.

The Board shall meet at least four (4) times in each fiscal year

13.2 Notice of Board Meetings

Notice of Board meetings, or a change in the time or place of previously scheduled meeting, shall be delivered, mailed, sent electronically, telephoned or faxed to each Director not less than seven (7) days before the meeting is to be held, provided that any meeting of the Board may be held at any time without formal notice if all Directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence.

No error or omission in giving such notice for a meeting of Directors shall invalidate such meetings or invalidate or make void any proceedings taken or had at such meeting, and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

13.3 Special Meetings of the Board

A special meeting of the Board may be convened by the President, a Vice-President or any five Directors for an urgent or unforeseen matter, on forty-eight hours notice.

13.4 Chair

The Board of Directors will establish a process to elect or appoint a member of the Board of Directors to Chair the meetings of the Board. The elected or appointed Chair will serve in that role at the will of the Board and have no further or additional duties or responsibilities in that role other than to Chair meetings.

13.5 Agenda

The agenda for each meeting shall be set by the Executive Committee and General Manager.

13.6 Participation by Electronic or Telephonic Means

Directors may participate in Board and committee meetings by telephonic or electronic means, provided that such means permit all participants to communicate with each other. A Director so participating shall be deemed to have been present at the meeting.

13.7 Quorum

A quorum shall be constituted when there are at least twelve (12) Directors present at a meeting.

Where there is a quorum, Directors may exercise all powers of the Board, but no business shall be transacted in the absence of a quorum, except to take measure to obtain a quorum, to adjourn or to take a recess, or to fix the time to which to adjourn.

13.8 Voting

Questions arising at any meeting of the Board shall be decided by a majority of votes cast by Board members where an abstention does not constitute a cast vote. In the case of an equality of votes, the Chair, in addition to an original vote shall have a second or deciding vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director, but if no demand be made, the vote shall be taken in the usual way by assent or dissent indicated by a show of hands.

A Resolution which has been signed by all the elected Directors shall be as valid as if it had been passed at a meeting of the Board.

The declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be made prima facie evidence of the fact without proof of the number and proportion of the votes recorded in favour of or against such resolution.

13.9 Remuneration and Expenses

The Directors of OFA may be paid remuneration and traveling expenses in accordance with the OFA Board Expense Policy.

13.10 Attendance

If a Director is unable to attend at Board meeting, they will send their regrets to the Secretary at the earliest opportunity.

13.11 Conflict of Interest

The Board shall develop, adopt and adhere to a Conflict of Interest Policy and Procedure defining the nature of a conflict and the process to address the conflict.

If quorum does not exist for the purposes of voting on a Resolution to approve a contract or transaction only because a Director or Directors are not permitted to be at a meeting due to a conflict of interest, the remaining Directors are deemed to constitute a quorum for the purposes of voting on that resolution.

13.12 Minutes

Minutes shall be taken at all meetings by the Secretary of the Board or their designate, and shall include:

- (a) the time that the meeting is called to order;
- (b) the names of all Directors and staff who are present, and any regrets received;
- (c) any guests in attendance;
- (d) the approval of the agenda and minutes of the previous meeting;
- (e) motions, noting the mover and seconder;
- (f) whether each motion has been carried or defeated;
- (g) items of information, including correspondence received by the Board;
- (h) committee reports presented to the Board;
- (i) report of the Chair;
- (j) report of the General Manager;
- (k) the departure of any Directors who leave before a meeting concludes, and the time of their departure;
- (l) the time the meeting was recessed or adjourned.

Upon approval by the Board, the minutes of Board meetings shall be ratified by signature of the Board Chair and one other Officer.

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.

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.

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.

14.4 Duties of the President

The President shall preside, or designate an alternate to preside, at all Annual Regional meetings, Special General meetings of the Members, the Annual General meeting and Executive Committee meetings.

The President shall be charged with the general supervision of the business and affairs of the OFA, and shall be the spokesperson for the Board, unless he or she designates an alternate spokesperson for a particular issue or event.

14.5 Duties of the Vice President

During the absence or inability of the President to serve, his or her powers may be exercised and duties may be performed by one of the Vice-Presidents as shall be designated by the President, or should he or she fail to so designate, then by the Executive Committee.

If a Vice-President exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

A Vice-President shall also exercise such additional powers and perform such further duties as the President may from time to time delegate or the Board may prescribe.

14.6 Duties of the General Manager

The Board may generally delegate to the General Manager the authority to manage and direct OFA's operations subject to the authority and policies of the Board, the Executive Committee and the President.

The General Manager shall serve as the Secretary/Treasurer, and as such may designate any of the duties and responsibilities of the role to staff as they may in their discretion deem appropriate in accordance with their professional judgment.

14.7 Duties of the Secretary/Treasurer

The Secretary to the Board shall give, or cause to be given, all required notices to Members, Directors, auditors and members of committees.

He or she, or in his/her absence, a designate, shall attend all meetings of the Members, Directors and the Executive Committee and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings at such meetings.

The Secretary shall keep an accurate and up-to-date list of all Members, and shall be the custodian of OFA's seal and of all books, papers, records, documents, and other instruments belonging to OFA, and shall perform such other duties as may from time to time be prescribed by the Board.

The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of OFA and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of OFA. He or she shall render to the Board at meetings thereof, or when required, an account of all transactions of the financial position of OFA, and shall perform such other duties as may from time to time be prescribed by the Board.

14.8 Execution of Documents

Deeds, transfers, assignments, contracts and obligations on behalf of OFA, may be signed by any two of the President, a Vice-President, and General Manager.

Notwithstanding any provision to the contrary contained in this By-law, the Board may at any time and from time to time, direct the manner in which and the person or persons by whom any particular deed, transfer, contracts or obligations of OFA may or shall be signed.

14.9 Vacancy

If an office is vacated before the end of an elected Officer's term, the Board will hold a meeting within four (4) weeks from the date the vacancy is created for the purpose of electing a new Officer to the position.

If a vacancy occurs in the office of President, the Board shall appoint a Vice-President to serve as Interim President pending the election of a new President by the Board.

15. EXECUTIVE COMMITTEE

15.1 Authority

The Board may delegate to the Executive Committee any and all of its powers, subject to restrictions, if any, contained in this By-law or imposed from time to time by the Board, but all decisions taken by the Executive Committee pursuant to this delegated authority must be reported to the Board at the next Board meeting.

15.2 Election

The Executive Committee shall consist of four members, being the President, the two Vice-Presidents, and a fourth member, elected by the Board from among the Directors at the first Board meeting after the Annual General Meeting.

Subject to Article 14.9 herein, a vacancy occurring from time to time in the Executive Committee, may be filled by the Board, by election of another Director.

Notwithstanding any other provision of this By-law, the office of a member of the Executive Committee shall be automatically vacated if the member of the Committee becomes an officially nominated candidate of a federal or Provincial political party, and the member of the Committee shall not receive a leave of absence nor shall the member of the Committee be entitled to resume office if not elected.

15.3 Meetings

Meetings of the Executive Committee shall be held at such place, time, and on such day as the President or either of the Vice-Presidents may determine, on a minimum of twenty-four (24) hours notice to committee members, excluding Sundays and holidays, provided that any meeting of the Executive Committee may be held at any time without notice if all the members are present, or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence.

No error or omission in giving such notice for a meeting of the Executive Committee shall invalidate such meetings or invalidate or make void any proceedings taken or had at such meeting, and any committee member may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

A majority of the members of the Executive Committee shall constitute a quorum. Committee members may participate in meetings by telephonic or electronic means, provided that such means permit all participants to communicate with each other. A committee member so participating shall be deemed to have been present at the meeting.

The Secretary or designate shall record the minutes of the Executive Committee meetings and shall forward same to the Board prior to the next Board meeting.

15.4 Voting

Questions arising at any meeting shall be decided by a majority of votes cast where an abstention does not constitute a cast vote. In the case of an equality of votes, the Chair, in addition to an original vote shall have a second or deciding vote.

A Resolution which has been signed by all the Executive Committee members shall be as valid as if it had been passed at a meeting.

A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the outcome of the vote.

16. POLICY ADVISORY COUNCIL

The Policy Advisory Council shall be comprised of the Councillor(s) elected by the Members of each Region and the Agricultural/Commodity Organization Members, in accordance with Section 7 of this By-law.

The Board of Directors will solicit and receive advice from the Policy Advisory Council.

Meetings of the Policy Advisory Council shall be chaired by the President and co-Chaired by a PAC member selected by the PAC. In the absence of the President, a Vice President shall be designated by the President to serve as co-chair.

17. BOARD COMMITTEES/TASK TEAMS

The Board may from time to time resolve to strike a standing or ad hoc committee or task team to address a particular need or purpose, and as soon thereafter as is reasonably practicable shall approve its terms of reference.

The Board may appoint Directors, Members or third party experts to serve as committee or task team members.

Committees and task teams serve as advisory bodies to the Board, and may from time to time submit verbal or written reports and/or make recommendations to the Board, but only the Board of Directors may make decisions which affect the management and affairs of the OFA.

18. PROTECTION AND INDEMNITY OF DIRECTORS AND OFFICERS

No OFA Director or Officer shall be liable for the acts, receipts, neglects, or defaults, of any other Director or Officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to OFA through the insufficiency or deficiency of title to any property acquired by order of the Board or on behalf of OFA or for the insufficiency or deficiency of any security in or upon which any of the monies of OFA shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of OFA shall be deposited, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen upon his or her own dishonesty.

Every OFA Director or Officer and his or her heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of OFA, from and against all costs, charges and expenses whatsoever which such director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against that person in respect of any act, deed, matter or thing whatsoever, made done or permitted by that person in or about the execution of the duties of the office, and all other costs, charges and expenses which the person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by that person's own wilful neglect or default.

19. WAIVER

Any Member, Director, Officer, committee member or auditor may waive any notice required to be given under any of the provisions of the Letters Patent or By-law of the OFA or the *Corporations Act*, and such waiver whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

20. AMENDMENTS

The Board may, from time to time, make a By-law not contrary to the letters patent, supplementary letters patent, if any, or the *Corporations Act*, and may from time to time amend, vary or repeal the same, provided that every such by-law and every repeal, amendment, modification or variation thereof, shall have force only until the next OFA Annual General meeting, and in default of confirmation thereat, shall from that time, cease to have force and, in that case, no new By-law to the same or the like effect or re-enactment thereof shall have any force until confirmed at an OFA Annual General meeting.

Any amendment to the OFA By-law must be adopted by a majority of two-thirds of votes cast by the Board for which two weeks' notice of the proposed By-law amendment has been provided to the Board.

21. NOTICE

Notice of any OFA Annual General meeting or Special General meeting or any Annual Regional meeting shall be deemed to be well and sufficiently given if such notice is:

- (a) published in a periodical that is generally circulated in the agricultural community, and
- (b) either sent by prepaid mail, or by facsimile or electronic transmission, or by telephone message, to each Member at his or her contact information as entered in the records of OFA.

With respect to notices sent by prepaid mail, it shall suffice to prove, that the envelope containing the notice was properly addressed and deposited in post offices or letter boxes.

When notice is received generally by OFA Members, the accidental omission to give notice to any Member thereof or the non-receipt of any notice by any Member thereof shall not invalidate any resolution passed or any proceeding taken at such meeting.

A certificate of the Secretary to the Board, or other duly authorized OFA officer as to the facts in relation to the mailing or otherwise giving of any notice shall be prima facie evidence thereof and shall be binding on every Member, Director, Officer or member of the Executive Committee as the case may be.

Notwithstanding the above, if notice is not provided, where all the persons entitled to vote at such meeting are present in person, and in the case of an Annual General meeting or an Annual Regional meeting, consent to the transaction of the business for which such meeting is held, or where all the persons entitled to vote at such meeting who are not present, either before or after the meeting, waive notice in writing, and in the case of a Special General meeting, also acknowledge in such waiver the purpose for which the meeting is being held, the meeting shall be considered duly constituted, and the business of the meeting may proceed.

22. DISPOSITION OF ASSETS

Upon dissolution of the OFA and after payment of all debts and liabilities, its remaining assets shall be transferred to one or more successor organizations or to organizations having similar objects and aims, or to such charitable organizations as may be determined in the discretion of the Board.

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.



President



Secretary