

ONTARIO FEDERATION

OF

AGRICULTURE

Explanatory notes placed in the boxes throughout this document have been inserted for convenience of reference only and do not form part of the text of the By-Law 23-2 as recommended by the Board of Directors to the Members for approval. The explanatory notes and highlighting shall in no way affect, define, limit or enlarge the scope or meaning of By-Law 23-2.

BY-LAW 23-2

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 governance.

1. DEFINITIONS

Definitions for “Councillor” and “Member Representative” have been deleted. The term “Delegate” is used throughout this document instead of “Member Representative”. The term “Councillor” is deleted throughout this document.

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 of the Members as described at subsection 52(1) of the ONCA;

“**Annual Regional Meeting**” means a meeting normally held once per year within a Region for the purpose of electing Delegates;

“Board” means the Board of Directors of the OFA;

“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 at Article 5 herein;

“Ministry” means the Ontario Ministry of Agriculture, Food and Rural Affairs;

“ONCA” means the *(Ontario) Not-for-Profit Corporations Act*, SO 2010 c 15;

“Ordinary Resolution” means a resolution submitted to the members 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;

“Protected Person” means each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:

- (a) is a Director of the Corporation;
- (b) is an Officer of the Corporation;
- (c) is a member of a committee of the Corporation; or
- (d) has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any body corporate controlled by the Corporation, whether in the person’s personal capacity or as a Director, Officer, employee or volunteer of the Corporation or such body corporate;

“Prescribed Fee” means the payment to the Ministry by a Person who carries on a farming business, in the amount prescribed by the *Farm Registration and Farm Organization Act* SO 1993 c.21 and regulations made under that Act;

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

“Resolution” means an Ordinary Resolution unless this By-law states otherwise;

“Special General Meeting” means a meeting at which Members consider special business, as defined by subsections 55(7) and (8) of the ONCA;

“Special Resolution” means a resolution submitted to the members 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 neutral 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 Composition

OFA shall have one class of membership, which shall be comprised of voting Members.

5.2 Membership Eligibility

A person shall be eligible to apply for membership as an:

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

5.3 Membership Rights

Each Member shall have the right to receive notice of and attend meetings of the OFA Members.

Each Member shall have the right to receive notice and attend the Annual Regional Meeting held 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.

5.4 Authorized Representative

A Member that is not an individual shall appoint in writing an individual to be its Authorized Representative, and the Member may from time to time remove and/or replace such individual as the Authorized Representative.

Such Member shall provide the Secretary with the details and contact information of the Authorized Representative to be appointed, removed or replaced, and upon receipt of same the Secretary shall immediately update the Corporation's records for the purposes of providing notice of all meetings at which the Authorized Representative is entitled to attend. In addition to notice of Members' meeting, an Authorized Representative shall be entitled to attend, speak at, and vote at a meeting at which the Member is entitled to vote.

5.5 New Membership Application

All individuals and organizations interested in becoming annual Members of the OFA must meet all of the following conditions, within the time limits prescribed herein, the sufficiency of which shall be determined by the Board at its sole and absolute discretion:

(a) Application

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

(b) 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 by the Board from time to time;

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

(c) Board Approval

Applicants must establish to the Board's satisfaction that:

(i) they are eligible for membership in accordance with one of the criteria outlined in Article 5.2 herein; and

(ii) they have affirmed their commitment to uphold and adhere to the Letters Patent, By-laws and policies of the OFA;

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

There shall be no other membership fees charged other than those listed at Article 5.5(b) herein.

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

5.6 Expiration and Renewal of Membership

Individual Farm Memberships and Agricultural/Commodity Organization Memberships shall expire annually on the date identified in the annual renewal notice, unless renewed by the Member.

Registered Farming Business Memberships shall automatically renew each year provided that the Member designates OFA as the recipient of the Prescribed Fee, and have not requested a refund.

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.

5.7 Termination of Membership

Membership shall automatically terminate 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 pay the annual Prescribed Fee with OFA designated as the recipient, or has requested 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 any applicable legislation or this By-law;
- (f) the Member is expelled under Article 5.8 herein

5.8 Discipline of Members

The Board has the authority to refuse membership renewal, suspend, and/or expel a Member on the grounds that they have:

- (a) failed to adhere to any provision of the OFA Letters Patent, By-laws or policies;
- (b) carried out any conduct which may be detrimental to the OFA, as determined by the Board at its sole discretion; or
- (c) 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 Resolution to discipline a Member 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 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 Article, "days" shall be interpreted to mean weekdays, and shall exclude statutory holidays.

Upon any expulsion of a Member, the rights of the Member including any rights in the property of the organization, shall cease to exist.

5.9 Transfer of Membership

Membership in the Corporation is not transferable.

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 or in the form prescribed by the Board 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 DELEGATES

7.1 Regional Elections

The number of Delegates is increased from three to four. The election of a Councillor is removed.

Each Region may at its Annual Regional Meeting elect from among the Members in that Region **four (4) Delegates**, per a number of Members within the region as fixed by the Board, to be eligible to attend an OFA Annual General Meeting and any Special General Meetings as Delegates. 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 positions 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 Delegate.

7.2 Agricultural/Commodity Organization Elections

The number of Delegates is increased from three to four. The election of a Councillor is removed.

In this By-law and all Each Agricultural/Commodity Organization Member may elect **four (4) Delegates** to attend the OFA Annual General Meeting and any Special General Meetings as their Delegates.

7.3 Term

The term of a Councillor is deleted.

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

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

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

8. OFA MEMBERS' MEETINGS

8.1 Voting

At any OFA Annual General Meeting or Special General Meeting each Director and Delegate shall have one vote on each question raised at any meeting of the Members, and all questions shall be determined by Ordinary Resolution, unless otherwise specified in this By-law or as required by the ONCA. In the case of an equality of votes, the vote shall be deemed to have been lost.

At all meetings of the Members, every question shall be decided by a show of hands unless a ballot is required by the President or requested by any Member. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the presiding officer of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

The Directors may provide for Members to vote by mail, telephone or electronic means.

8.2 Right to Attend

Meetings of the Members shall be open to:

- (a) Elected Delegates, or their Alternate(s), to a maximum of four voting Delegates per a number of Members as fixed by the Board from any one Region;
- (b) Authorized Representatives of Agricultural/Commodity Organization Members;

- (c) Directors;
- (d) the auditor or person appointed to conduct a review engagement;
- (e) Members; and
- (f) Persons admitted at the invitation of the President or by Resolution of the attendees.

8.3 Notice

Written notice of the time, date and place of a meeting shall be sent to all Members, Directors and in the case of an Annual General Meeting the auditor or person appointed to conduct a review engagement, not less than ten (10) and not more than fifty (50) days before the date on which the meeting is to take place. Notice must specify the nature of the business to be conducted.

8.4 Fixing a Record Date

The Directors may fix a record date for each meeting to determine which Members are entitled to receive notice of the meeting and are entitled to vote at the meeting. A record date for providing notice must not be more than fifty (50) days before the day on which notice is sent and a record date for determining Members entitled to vote must not be more than fifty (50) days before the day the meeting is to be held. If the Directors do not fix a record date for which Members are entitled to receive notice of the meeting or to vote at such meeting, then the day shall be at the close of business on the day immediately preceding the day on which notice is given or if no notice is given, the day of the meeting.

9. ANNUAL GENERAL MEETINGS

The Board of Directors shall determine the date and location of the Annual General Meeting, which shall be held 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) consideration of the minutes of the previous Annual General Meeting and any Special General Meetings of the membership;
- (b) consideration of any By-law Amendments;
- (c) consideration of the financial statements of the OFA;
- (d) appointment of the auditor;
- (e) consideration 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 President in accordance with the Board's resolution policy, provided that Members have received notice of the business in sufficient detail to permit a Member to form a reasoned judgment, and the text of any special resolution to be submitted to the meeting.

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; and
- (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. A Special Meeting may be held separately from or together with an Annual Meeting.

The Members of a corporation who hold at least 10 per cent of votes that may be cast at a meeting of the Members sought to be held may requisition the Directors to call the meeting for the purposes stated in the requisition. The requisition, which may consist of several documents of similar form each signed by one or more Members, must state the business to be transacted at the meeting and must be sent to each Director and to the registered office of the corporation. Upon receipt of such requisition, the Directors shall, within 21 days after receiving the requisition, call a Special Meeting of the Members to transact the business stated in the requisition, unless:

- (a) it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the corporation or its Directors, Officers, Members or debt obligation holders;
- (b) it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the corporation;
- (c) not more than two years before the receipt of the proposal, the Member failed to present in person or by proxy, if authorized by the by-laws, at a meeting of the Members, a proposal that had been included in a notice of meeting at the Member's request;
- (d) substantially the same proposal was submitted to Members in a notice of a meeting of the Members held not more than two years before the receipt of the proposal and the proposal was defeated; or
- (e) the rights conferred by this Article are being abused to secure publicity.

Such meeting shall be called as nearly as possible in the same manner as non-requisitioned meetings are called under this By-law.

11. MEETINGS BY TELEPHONIC OR ELECTRONIC MEANS

The Board may approve a Resolution allowing for Members to participate in a meeting of Members by telephonic or electronic means, providing such means permit all participants to communicate adequately with each other during the meeting. Any person participating by telephonic or electronic means is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.

The Directors or Members may by Resolution provide that a meeting shall be held entirely by telephone and/or electronic means, or a combination of telephonic, electronic and/or in-person attendance, provided that all participants are able to communicate adequately with each other during the meeting.

12. MEMBERS PROPOSAL

A Member entitled to vote at an Annual Meeting of the Members may give the corporation notice of any matter that the Member proposes to raise at the meeting, referred to as a "proposal" and discuss at the meeting any matter with respect to which the Member would have been entitled to submit a proposal. Proposals shall comply with the Corporation's Resolutions Policy.

13. QUORUM

At any Annual General Meeting or Special General Meeting, the presence in person or by electronic or telephonic means of a majority or one hundred (100) of the Delegates 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.

If a quorum is present at the start of the meeting, the meeting may continue even if a quorum does not remain throughout the meeting.

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.

14. BOARD OF DIRECTORS

14.1 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.

14.2 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 Article 6.1 of this By-law.

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

14.3 Election of Directors-at-large

Directors-at-large shall be elected by the Delegates and Directors at the Annual General meeting,

in accordance with the Board's Election Policy.

14.4 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.

14.5 Director's Consent to Act

An individual who is elected or appointed to hold office as a Director is not a Director, and is deemed not to have been elected or appointed to hold office as a Director, unless the individual consents in writing to hold office as a Director before or within 10 days after the election or appointment. However, if an individual elected or appointed consents in writing after this period, the election or appointment is valid.

A Director who is re-elected or reappointed for a consecutive term is not required to provide further written consent.

14.6 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 adjournment 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.

14.7 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 adjournment of 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, appoint an eligible Member to serve as Director until the adjournment of the next Annual General Meeting and 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.

14.8 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 Ordinary 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 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.

14.9 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 Article 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.

15. BOARD MEETINGS

15.1 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.

15.2 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 there at 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.

15.3 Agenda

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

15.4 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.

15.5 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.

15.6 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 presiding officer, 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 presiding officer 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.

15.7 Written Resolutions

A Written Resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is valid as if it had been passed at a meeting of Directors or of a committee of Directors.

15.8 Meetings by Electronic or Telephonic Means

If all Directors consent generally, or in respect of a particular meeting, any person entitled to attend a meeting of Directors may participate in a meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. Any person participating by telephonic or electronic means is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time. At the outset of each such meeting, and whenever votes are required, the President shall confirm that a quorum is present.

15.9 Remuneration and Expenses

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

15.10 Attendance

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

15.11 Conflict of Interest

In accordance with the ONCA and any Board policies, Directors and Officers shall disclose any interests, whether direct, indirect or imputed, in any matter as required by the ONCA and the OFA Conflict of Interest Policy, and shall comply with all other requirements in the ONCA and OFA Policy in respect of such conflict of interest.

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.

15.12 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 President;
- (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 President and one other Officer.

16. OFFICERS

16.1 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.

16.2 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.

16.3 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, provided that any Officer may be removed by resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.

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

16.4 Duties of the President

The President act as Chair and shall when present preside, or designate an alternate to preside, at all Annual Regional meetings, Special General Meetings of the Members, the Annual General meeting, Board meetings, 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.

16.5 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.

16.6 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.

16.7 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 designate 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 or designate 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.

16.8 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.

16.9 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.

17. EXECUTIVE COMMITTEE

17.1 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.

Notwithstanding the foregoing, the Board may not delegate the following powers to the Executive Committee:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the Directors, in the office of Auditor or of a person appointed to conduct a review engagement of the Corporation;
- (c) appoint additional Directors;
- (d) issue debt obligations except as authorized by the Board;
- (e) approve any financial statements;
- (f) adopt, amend or repeal any By-Law; or
- (g) establish contributions to be made, or dues to be paid, by Members.

17.2 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 16.9 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.

17.3 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.

17.4 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 presiding officer, 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 presiding officer 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.

[Previous Clause 18 \(Policy Advisory Council\) has been removed.](#)

18. 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.

19. 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.

20. 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 ONCA, 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.

21. AMENDMENTS

The Board may, from time to time, make a By-law not contrary to the letters patent, supplementary letters patent, Articles or the ONCA, and may 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 Members' 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.

22. 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.

23. 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.

24. REPEAL

Subject to the provisions of Article 26 hereof, all prior By-Laws, resolutions and other enactments of the Corporation are repealed.

25. PRIOR ACTS

The repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Laws, resolution or other enactment.

Recommended by the Directors to the Members for approval as a By-Law of the Ontario Federation of Agriculture on October 19, 2023. To be approved by the Members in accordance with the *Not-for-Profit Corporations Act, 2010*