

Outline of the changes we are proposing to our Constitution

ARTICLE VI MEETINGS OF THE MEMBERS

Remove this clause

6.3 h) Motion proposing the nomination and election of a President, 1st Vice President, and 2nd Vice President.

ARTICLE X EXECUTIVE, OFFICERS, AND OFFICE ADMINISTRATOR

Currently reads:

10.1 At the Annual General Meeting the President, 1st Vice President, and 2nd Vice President shall be nominated and elected or appointed by eligible Members in accordance with the Board's Nominations and Elections procedures outlined Article 7.5.

Change to read:

10.1 At the first meeting of the Newly elected board, within 60 days following the Annual General meeting, directors shall elect, from amongst themselves, an executive board in accordance with the Nominations and Elections procedures outlined Article 7.5. The Board shall also appoint a Secretary-Treasurer.

DELETE This section and then change the numbers below:

10.4 At the first meeting of the newly elected board, within 60 days following the Annual General Meeting, the remaining members of the Executive Board shall be nominated and elected by the Board in accordance with the Board's Nominations and Elections procedures outlined in Article 7.5. The Board shall also appoint a Secretary-Treasurer.

10.5 => 10.4

10.6 => 10.5

10.7 => 10.6

10.8 => 10.7

PLEASE SEE THE CHANGES BELOW IN REAL TIME (TRACK CHANGES).



Lambton Federation of Agriculture Constitution

~~PASSED NOVEMBER 18 2016 ANNUAL GENERAL
MEETING~~ PROPOSED FOR JANUARY 15 2021 ANNUAL GENERAL
MEETING

CONSTITUTION

Lambton Federation of Agriculture

A By-Law relating generally to the transaction of the business and affairs of the Lambton Federation of Agriculture.

ARTICLE I NAME AND JURISDICTION

- 1.1 This organization shall be known as the Lambton Federation of Agriculture (LFA).
- 1.2 The Federation shall be the local OFA branch for the County of Lambton.

ARTICLE II DEFINITIONS

- 2.1 In this Constitution:
 - (a) “**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;
 - (b) “**Associate**” means an Associate of the Federation as defined in **Article VI**;
 - (c) “**Board**” means the Board of Directors of the Federation;
 - (d) “**Director**” means an individual elected or appointed to the Board and currently in office;
 - (e) “**Federation**” means the Lambton Federation of Agriculture;
 - (f) “**Fiscal Year**” means October 1st to September 30th;
 - (g) “**Jurisdiction**” means the geographical area defined in **Article I** herein;
 - (h) “**Member**” means a member of the Federation, as defined in **Article V**;
 - (i) “**OFA**” means the Ontario Federation of Agriculture;
 - (j) “**Resolution**” means a resolution submitted to a meeting of the Members duly constituted and passed at that meeting, with or without amendment, by at least a majority (50% + 1) of the votes cast;
 - (k) “**Supporter**” means any farming business that has made a payment under **Section 21(1)** of the *Act* to the OFA and has not requested a refund under **Section 21(8)** of the *Act*, and includes any person or entity that is not a farming business required to file a farming business registration form under **Section 2** of the *Act* who is a member of the OFA.

ARTICLE III CORPORATE AUTHORITY

- 3.1 The Federation is incorporated as a not-for-profit corporation under the *Corporations Act* (Ontario).
- 3.2 The Federation and the OFA are separate and distinct legal entities, and neither shall have the authority to bind, or shall be liable for, the acts of other.

ARTICLE IV PURPOSES

- 4.1 The Federation has been constituted to:
 - a) Consolidate farm option for the promotion of any activity within Lambton County to improve the welfare of agriculture industry as well as the individual farmer(s);
 - b) Represent the interest of Members;
 - c) Represent viewpoints of members and affiliated groups to the OFA for action at an appropriate level; and in turn, interpret OFA policy so developed to all Federation members;
 - d) Disseminate information of concern to the agricultural industry; to all farmers within the Jurisdiction;
 - e) Promote, support, and participate in activities which advance the interest of Members and the farming industry generally, within the Jurisdiction; and
 - f) Operate as a non-profit organization and local branch and affiliate of the OFA within the Jurisdiction.
- 4.2 In carrying out these purposes, the Federation shall remain strictly independent from all political parties and will conduct its affairs, and discussion, in a non-partisan manner.

ARTICLE V FEDERATION MEMBERS

- 5.1 There shall be one class of membership in the Federation, which shall be comprised of OFA Supporters and OFA Individual Farm Members in good standing who reside, or farm, in the jurisdiction.
- 5.2 All Members shall be given notice of and shall have the right to attend meetings of the Members.
- 5.3 Each Membership shall be entitled to one vote on all matters that come before the Members.
- 5.4 OFA Associate Members in the jurisdiction, upon request, shall receive notice of and have the right to attend meetings as non-voting entities.

ARTICLE VI MEETINGS OF THE MEMBERS

- 6.1 The Members shall hold at least one meeting per year, which shall be the Annual General Meeting of the Lambton Federation of Agriculture.
- 6.2 The Annual General Meeting shall be held no later than fifteen (15) months after the previous Annual Meeting, and no later than six (6) months after the fiscal year end.
- 6.3 The agenda for the Annual General Meeting shall include the following business:
- a) Consideration of the minutes of the last meeting of the Members;
 - b) Consideration of the annual financial statements;
 - c) Receipt of the auditor's report, if any;
 - d) Motion confirming amendments to the Constitution, if any;
 - e) President's Report and any further reports from the board, including committee and task team reports;
 - f) Motion proposing the appointment of an External Financial Reviewer, if required;
 - g) Motion proposing the nomination and election of Directors; and
 - h) ~~Motion proposing the nomination and election of a President, 1st Vice President, and 2nd Vice President.~~
- 6.4 Additional meetings, called Special meetings, may also be held at the call of the board or upon written requisition of at least ten (10) percent of the current Membership. Only those items of businesses identified in the notice shall be discussed at an Additional Meeting.
- 6.5 The Annual General Meeting and any called Special Meetings of the members shall be chaired by the President, or in the absence of the President then by the 1st Vice President, or in the absence of the President and the 1st Vice President then by the 2nd Vice, or in the absence of the President and both Vice Presidents then by a member who is chosen by those members present at the meeting and eligible to vote.
- 6.6 Annual General Meetings or called Special Meetings of the Federation shall be for the purpose of conducting Federation business and shall not constitute a Regional Meeting of the OFA, or a board meeting of the Federation.
- 6.7 Notice of Member meetings, including time and place, shall be sent by electronic mail, regular mail, or various media outlets if a Member or Associate so requests, at least fifteen (15) days before the date of the meeting.
- 6.8 Meetings of the Members shall be open to:
- a) Members;
 - b) External Financial Reviewer, if an Annual General Meeting; and
 - c) Guests invited and approved by the board.
- 6.9 Quorum shall be defined as the in person presence of at least eight (8) Members.

ARTICLE VII BOARD OF DIRECTORS

- 7.1 The Board shall be responsible for the management of the affairs of the Federation, except discretionary matters which may be dealt with by the Executive Committee. All affairs must be managed in accordance with the *Lambton Federation of Agriculture Code of Conduct for Board of Directors*.
- 7.2 The Board shall be comprised of no fewer than eight (8) voting Directors. Directors may be elected Directors or appointed Directors who were appointed by the board to fill a vacancy or in other exceptional circumstances.
- 7.3 The following are disqualified from being a Director of the Federation:
- (a) A legal 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 is in the process of insolvency;
 - (f) An individual who has been convicted of an indictable offence; or
 - (g) An individual who is not a Federation member.
- 7.4 Only one individual per Federation Membership shall be eligible to hold position of director or hold office within the Federation.
- 7.5 The Board's election procedure and appointment of Directors shall be conducted in accordance with the *Nominations and Elections* procedures outlined in **Conducting Elections**, *OMAFRA Fact Sheet, Order No. 96-015* (OMAFRA, 1996).
- 7.6 The board shall consist of seventeen (17) directors who are Federation Members. If director positions remain unfilled they shall be vacant positions. To maintain diversity on the board, the board shall be encouraged to consist of directors from various municipalities or regions in the County, various commodity sectors, various age groups, and other agricultural organizations.
- 7.7 Any director missing two (2) consecutive meetings, unless sick, may be dismissed at the discretion of the Board.
- 7.8 A Director elected or appointed to the Board shall serve a term which expires at the close of the next Annual General Meeting following his, or her, election or appointment. There is no limit to the number of terms a Director may serve.
- 7.9 Where a vacancy of an elected Director occurs within ninety days of the next Annual General Meeting, the vacancy shall remain unfilled until the Annual General Meeting; the vacancy shall remain unfilled until the Annual General Meeting.
- 7.10 Where a vacancy of an elected Director occurs more than ninety days before the next Annual General Meeting, the Board may appoint an individual, who is not disqualified to the Board, until the Next Annual General Meeting in accordance with the *Nominations and Elections* procedures outlined in **Article 7.5**.

- 7.11 Where a vacancy of an appointed Director occurs more than ninety days before the next Annual General Meeting, a new Director may be appointed in the same manner in which the vacating Director was appointed.

ARTICLE VIII BOARD MEETINGS

- 8.1 The Board shall meet, at least, once every two (2) months and no less than eight (8) times annually.
- 8.2 Directors shall receive at least five (5) days' notice of meeting. Notice of the meeting shall
- (a) Include date, time of the meeting, location of meeting and agenda of items to be discussed, and;
 - (b) Be given in writing by mail, electronic mail or orally by telephone.
- 8.3 Meetings shall be conducted in accordance with the *Principles of Parliamentary Procedure* outlined in **Procedures for Meetings**, OMAFRA Fact Sheet, Order No. 96-009 (OMAFRA, 1996) and *Webster's New World: Robert's Rules of Order, Simplified & Applied: Third Edition* (Robert McConnell Productions, 2014).
- 8.4 Directors may attend a meeting in person, or may attend electronically or telephonically, provided it is possible for all Directors present to communicate effectively with each other.
- 8.5 Quorum shall be defined as the presence, in person or by electronic or telephonic means, of a majority of Directors currently in office.

ARTICLE IX ALTERNATIVE TRANSACTIONS OF BUSINESS

- 9.1 The Board may transact a matter of business outside of a meeting, in accordance with the *Principles of Parliamentary Procedure* outlined in **Article 8.3**, subject to the following:
- a) A Director is of the opinion that the matter of business should be decided sooner than a meeting can be called;
 - b) The matter of business is submitted to the Office Administrator of the Board;
 - c) The matter of business is submitted to all available directors by:
 - i. Mail or electronic mail;
 - ii. Telephone; or
 - iii. Orally; and
 - d) The matter must be decided 3 business days after it was submitted to the board, or after all available directors have responded.
 - e) A majority of current voting directors must respond for a decision to be accepted;
 - f) The Office Administrator makes a record of minutes of: the matter to be decided, the decision of each director, and the result of the motion; and
 - g) The Board, at their discretion, does not choose to defer an item to a regular board meeting.

- 9.2 Where a majority of participating voting members are in favour of, or against, the matter of business, it shall be decided accordingly.
- 9.3 The records of the matter of business taken by the office administrator shall be provided and confirmed at the next meeting of the Board following the motion.

ARTICLE XEXECUTIVE, OFFICERS, AND OFFICE ADMINISTRATOR

10.1 ~~At the first meeting of the Newly elected board, within 60 days following the Annual General meeting, directors shall elect, from amongst themselves, an executive board in accordance with the Nominations and Elections procedures outlined Article 7.5. The Board shall also appoint a Secretary-Treasurer. At the Annual General Meeting the President, 1st Vice President, and 2nd Vice President shall be nominated and elected or appointed by eligible Members in accordance with the Board's Nominations and Elections procedures outlined **Article 7.5**.~~

- 10.2 The executive shall consist of:
 - (a) A President;
 - (b) 1st and 2nd Vice President;
 - (c) The Immediate Past President, if the immediate past present is not a current director of the board the position shall remain vacant;
 - (d) Two(2) additional director of the board.

10.3 The President and Vice Presidents shall be limited to no more than three (3) consecutive years in any one of the respected offices.

~~10.4 At the first meeting of the newly elected board, within 60 days following the Annual General Meeting, the remaining members of the Executive Board shall be nominated and elected by the Board in accordance with the Board's Nominations and Elections procedures outlined in **Article 7.5**. The Board shall also appoint a Secretary-Treasurer.~~

~~10.5~~10.4 The Executive Committee shall:

- (a) Exercise the full powers of the Board in all matters of administrative urgency, reporting every action at the next meeting of the Board; and
- (b) Study and advise or make recommendations to the Board on any matter as directed by the Board.

~~10.6~~10.5 The President, 1stVice President, 2nd Vice President and Secretary-Treasurer shall all serve as Officers of the Federation. The board may appoint additional Officers of the Federation as it deems necessary.

~~10.7~~10.6 The Board shall appoint an Office Administrator and may appoint other employees as it deems necessary.

~~10.8~~10.7 The President shall serve as Chair of the Board. In the absence of the President, 1st or 2nd Vice President shall serve as Chair of the Board. In the absence of the President and both Vice Presidents, the present board may elect or appoint a chair among board members present at the meeting.

ARTICLE XI CORPORATE RECORDS

11.1 The Office Administrator shall liaise with the chair and shall conform to all reasonable and lawful orders given by the Board.

11.2 The Office Administrator duties shall include:

- a) Attend meetings of the board and keep true minutes thereof and shall provide minutes to each member of the board within five (5) days prior to the next scheduled board meeting;
- b) Conduct updated correspondence of the Board and other relevant parties;
- c) Keep a record of:
 - i. All business transactions of the Board;
 - ii. All minutes, orders, directions or determinations of the Board;
 - iii. All reports from committees, or reports of relevance to the Board;
 - iv. All annual statements and financial reports;
 - v. Letters Patent and Supplemental Letters Patent, if any;
 - vi. Register of Directors, Officers, Members, Associates and Committee Members;
 - vii. All auditor reports; and
 - viii. All regulations, orders, policy statements and regulations of the board, including constitutions and amendments, by subject matter.
- d) Perform such other duties as may be prescribed from time to time by the Board

11.3 In the absence of the Office Administrator the board may appoint someone to complete duties on behalf of the Office Administrator.

11.4 The Officer Administrator shall undergo an annual review and performance appraisal and assessment conducted by members of the Executive Committee.

11.5 The Secretary Treasurer shall act as treasurer to the board and shall:

- a) Provide for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Board;
- b) Keep full and accurate books of accounts, in which shall be recorded, all receipts and disbursements of the Board;
- c) Prepare and keep accounting records and reports adequate to enable Directors to ascertain the financial position with reasonable accuracy as the Board directs and not less frequently than on a quarterly basis; this includes the annual financial statements; and

- d) Perform other duties as may be prescribed from time to time by the Board.

ARTICLE XII FINANCIAL ACCOUNTABILITY

- 12.1 Principle Source of funding for the Federation shall be by remuneration to the Federation from OFA membership fees as outlined in the *Farm Registration and Farm Organizations Funding Act*, in funds or in kind.
- 12.2 The Board shall ensure that all OFA funds received by the Federation are used for Federation purposes as outlined in **Article IV**.
- 12.3 The Federation, through approval of the board, may in addition carry out fundraising activities, local events or accept donations to support its purposes.
- 12.4 The Board shall be responsible for ensuring that all revenues and expenses are properly recorded and accounted for, using generally accepted accounting principles by a Finance Committee and accountant.
- 12.5 Deeds, transfers, assignments, contracts and obligations on behalf of the Federation shall be signed by any two of the President, 1st Vice President, 2nd Vice President and Secretary-Treasurer, unless otherwise authorized by resolution of the Board.
- 12.6 Monetary disbursement, including cheques, must be signed and/or completed by any two of the President, 1st Vice President, 2nd Vice president and/or Secretary Treasurer. The recipient of any disbursement may not sign or complete the transaction. Each transaction must be accompanied by a receipt and/or ledger.
- 12.7 Alterations or expenditures over and above the approval annual budget shall be authorized in advanced by the Board.
- 12.8 The Federation may not incur debt or carry a deficit on the Federation's account(s) at any time.

ARTICLE XIII FINANCE COMMITTEE

- 13.1 The Finance Committee shall comprise of:
 - a) The President
 - b) 1st and 2nd Vice Presidents
 - c) Three (3) additional directors
- 13.2 The remaining members of the Finance Committee shall be nominated and elected by the Board in accordance with the *Nominations and Elections* procedures outlined in **Article 7.5**.
- 13.3 The Finance Committee shall:

- a) Study and recommend to the board, for its approval, a detailed annual budget for the ensuing year;
- b) Inform and advise the board on financial matters using accepted accounting principle and outlined in guidelines in the Lambton Federation of Agriculture **Code of Conduct** document; and
- c) Review the financials of the Federation on a quarterly basis.

ARTICLE XIV NOMINATING COMMITTEE

- 14.1 The Nominating Committee shall consist of no less than three (3) directors of the board who are not currently holding an office position.
- 14.2 The Nominating Committee shall be nominated and elected by the Board in accordance with the *Nominations and Elections* procedures outlined in **Article 7.5**.
- 14.3 The Nominating Committee shall:
- a) Be responsible for ensuring that the names of all members and directors who wish to stand for any vacant position at the local Board or OFA level are considered by the Federation during all elections;
 - b) Notify members of their nomination;
 - c) Verify that the nominated member will stand for an election;
 - d) From time to time, approach potential candidates for vacant positions; and
 - e) Answer any questions about the position(s).

ARTICLE XV OTHER COMMITTEES OF THE BOARD

- 15.1 The Board may establish other committees or task teams, as it may be required, from time to time.
- 15.2 The Committee shall elect a Chair and may elect a Vice Chair for each committee and the committee shall meet at the call of the Committee Chair or by the request of the Board.
- 15.3 Minutes shall be kept for all committee meetings. Guests may attend committee meetings by the invitation of the Chair.

ARTICLE XVI BONDING

- 16.1 The Board may require the Secretary-Treasurer, Officers and other such employees and agents who have control of property and/or funds of the Federation, to furnish bonds for the faithful discharge of their duties in such form and with such security as the Board may from time to time prescribe.
- 16.2 The Board shall pay costs on any bonds required under **Article 16.1**.

ARTICLE XVII FINANCIAL AND EXAMINATION REVIEW

- 17.1 The Board shall cause its financial accounts to be examined and reviewed, no less frequently than once every year, as the board deems necessary. The examination review shall be completed by one or more External Financial Reviewer(s) within 3 months after the end of a fiscal year.
- 17.2 An accredited External Financial Reviewer shall be appointed by the membership for each review.
- 17.3 The External Financial Reviewer shall make a report to the membership based on the accounts examined by him or her and on every balance sheet laid before the local membership at a general meeting and in the report shall state whether, in the examiner's opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Board's affairs as shown by its books and the Secretary-Treasurers financial statements.
- 17.4 The Secretary-Treasurer shall file the report of the External Financial Reviewer and it shall be made available to the board and membership.

ARTICLE XVIII EXECUTION OF DOCUMENTS

- 18.1 Regulations, orders, contracts, documents or other instruments in writing requiring the signatures of the Board may be signed by any one or, if needed, two of the following: President, 1st Vice President, or 2nd Vice President.
- 18.2 All such regulations, orders, contracts, documents and instruments in writing so signed shall be valid and binding upon the Board, and all others affected thereby without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any officer, person or persons on behalf of the Board, either to sign contracts, documents or instruments in writing.

ARTICLE XIX INDEMNIFICATION

- 19.1 No 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 the Federation through the insufficiency or deficiency of title to any property acquired by order of the Board or on behalf of the Federation or for the insufficiency or deficiency of any security in or upon which any of the monies of the Federation 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 the Federation 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.

- 19.2 Every Federation Director and 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 the Federation, 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.

ARTICLE XX RESOLUTIONS

- 20.1 Resolutions shall be approved by the Board prior to being brought forward to the OFA Annual General Meeting.
- 20.2 Resolutions must be endorsed by the Federation prior to being forwarded to the OFA.
- 26.3 Once passed by the Board, it is expected that Directors of the Board will support the resolution.

ARTICLE XXI AMENDMENTS TO THE CONSTITUTION

- 21.1 The Constitution may be amended by the Board of Directors, and any such amendments will take effect immediately upon approval by a majority of the Board.
- 21.2 Any amendments approved by the Board must be confirmed at the next meeting of the Members by a two thirds majority of those present and eligible to vote, having been provided with the text of the amended sections with the notice of the meeting, as per **Article 6.7**, and if not so confirmed shall cease to be in effect as of the date of that meeting.

This Constitution takes effect on _____ as of which date all previous constitutions and By-laws are hereby repealed.

President

Vice President