

# **CONSTITUTION** **OF** **THE ONTARIO PLOWMEN'S ASSOCIATION**

**REVISIONS--- April 2019**

*Incorporated under the Agricultural and Horticultural Organizations Act, R.S.O. Ch. A 9.*

## **ARTICLE 1 – NAME**

The name shall be THE ONTARIO PLOWMEN'S ASSOCIATION

## **ARTICLE 2 – HEAD OFFICE**

The head office of the Association shall be determined by the Board of Directors of the Ontario Plowmen's Association.

## **ARTICLE 3 – OBJECTS**

The objects of the Association are:

- 1) To advance the interest of Agriculture by emphasizing the importance of proper cultivation and to encourage modern soil and water conservation practices.
- 2) To disseminate information on the most modern and suitable farm implements and the efficient use of same.
- 3) To conduct annually an International Plowing Match combined with a show and demonstration of farm equipment and educational exhibits.
- 4) To establish and give leadership to branch associations.
- 5) To co-operate in conducting demonstrations and experiments in plowing and in other methods of soil cultivation and crop production.
- 6) To encourage the holding of Plowing Matches, Junior Matches and Coaching Classes throughout Ontario.
- 7) To advance the interest of rural economic development through a focus on agriculture, conservation, and management of rural resources building on the volunteer effort for community betterment.

## ARTICLE 4 – MEMBERSHIP AND FEES

There shall be three (3) classes of Memberships, as follows:

4.1 General Member: any individual who has an active interest in the vision, mission and business values of the Ontario Plowmen's Association and who is the age of 18 or older and is a member in good standing of a local Branch Association.

4.2 Junior Member: any individual who has an active interest in the vision, mission and business values of the Ontario Plowmen's Association and is under the age of 18 and is a member in good standing of a local Branch Association.

4.3 Associate Member: any individual who is or has been involved in a Hosting Partnership Committee either in the past or future and who is not an active member of a local Branch Association.

### 4.4 Membership Fees

The Local Branch Association sets an annual Membership Fee. The Local Branch Association shall submit \$5.00 for each General Member and \$2.50 for each Junior Member it has on its roster of members reported to the Ontario Plowmen's Association.

The Membership Fee for Associate Members is \$10.00 and is payable directly to the Ontario Plowmen's Association. The Associate Member will not be classed as a member of any local Branch Association.

All membership fees will be subject to applicable taxes.

Membership lists submitted to the Head Office of the Ontario Plowmen's Association by December 15<sup>th</sup> of each year will record memberships for the upcoming year (January 1 to December 31).

### 4.5 Membership Benefits

All members are eligible to attend all membership meetings of the Ontario Plowmen's Association. All members shall receive a copy of the OPA Newsletter.

All General Members shall have voting rights at their local Branch Association.

### 4.6 Membership Responsibilities

The Ontario Plowmen's Association will encourage all members of the Association to use their time and their talents to serve on one or more of the many committees the Association has established to meet its vision and mission.

## **ARTICLE 5 ---LOCAL BRANCH ASSOCIATIONS**

5.1 Branch Plowmen's Associations having a minimum membership of ten (10) individuals may affiliate with the Ontario Plowmen's Association.

5.2 Each local Branch Association shall provide the Ontario Plowmen's Association with a list of all members it has on its roster, on the approved form and shall be submitted to the office of the Ontario Plowmen's Association no later than December 15<sup>th</sup> of each year.

5.3 Each local Branch Association will provide the Ontario Plowmen's Association with a "reviewed" financial statement for the Association on an approved form for a twelve (12) month period ending October 31<sup>st</sup> and shall be submitted to the office of the Ontario Plowmen's Association no later than December 15<sup>th</sup> each year.

5.4 Each local Branch Association must host a local Plowing Match annually. This requirement may be waived by the Board of Directors of the Ontario Plowmen's Association in the year in which the local Branch Association hosts an International Plowing Match. The request for the exemption shall be submitted to the OPA Board of Directors no later than December 15<sup>th</sup> in the year prior to the event.

5.5 Each local Branch Association shall elect an Advisory Council Member.

5.5.1 In the event that the Advisory Councillor is unable to fulfill his or her duties, the Branch Association may elect an Alternate Advisory Councillor to fulfill these duties. Any such election results must be submitted to the office of the Ontario Plowmen's Association immediately.

5.6 Each local Branch Association shall participate in electing a Zone Director from within their Zone.

5.7 Each local Branch Association shall supply minutes of each meeting of the local Branch Association to their Zone Director.

5.8 Each local Branch Association shall hold an Annual General Membership Meeting.

5.9. Should a local Branch Association not meet the foregoing responsibilities, the following conditions shall apply:

- a) The local Branch Association's membership will not be eligible to vote at any membership meeting of the Ontario Plowmen's Association.
- b) The local Branch Association and its members shall not be covered by the Ontario Plowmen's Association's insurance coverages; and
- c) The local Branch Association will not have the authority to hold a sanctioned Plowing Match.

In extenuating circumstances, a Branch Association may make a request to the Board of Directors of the Ontario Plowmen's Association to be exempted from a rule in Article 5 for a period of one year. Such request must be submitted in writing to the office of the Ontario Plowmen's Association and in the case of an event, submitted 60 days prior to that event.

## **ARTICLE 6---REGIONAL ZONES**

- 6.1 The Province of Ontario will be divided into six (6) Zones as follows:
- Zone 1**---Branch Plowing Associations in the County/Region/District of:  
**Essex, Chatham-Kent, Lambton, Elgin, Middlesex and Oxford.**
  - Zone 2**---Branch Plowing Associations in the County/Region/District of:  
**Haldimand, Norfolk, Hamilton-Wentworth, Niagara, Waterloo and Brant.**
  - Zone 3**---Branch Plowing Associations in the County/ Region/District of:  
**Huron, Bruce, Grey, Perth**  
---and Manitoulin if a Branch Association is formed.
  - Zone 4**---Branch Plowing Associations in the County/Region/District of:  
**Halton, Wellington, Peel, Dufferin, York, Simcoe, Victoria (Kawartha-Lakes Haliburton), Durham**  
---and Muskoka if Branch Association is formed.
  - Zone 5**---Branch Plowing Associations in the County/Region/District of:  
**Northumberland, Peterborough, Hastings, Frontenac, Renfrew**  
-and Prince Edward, Lennox-Addington if Branch Associations are formed.
  - Zone 6**---Branch Plowing Associations in the County/Region/District of:  
**Prescott-Russell, Ottawa-Carleton, Lanark, Slate River, Leeds-Grenville, Stormont-Dundas-Glengarry, Algoma, Temiskaming.**  
---and Nipissing and Parry Sound if Branch Associations are formed.

## **ARTICLE 7---BOARD OF DIRECTORS**

7.1 The OPA shall be governed by a Board of Directors consisting of nine (9) individuals. The Board of Directors shall be responsible for all legal and governance aspects of the organization. Each Director shall also be responsible for a portfolio of committees.

7.2 The Board of Directors shall consist of nine (9) members. Each of the six (6) Zones shall elect one Director. There shall also be three (3) Directors elected by the General Membership (voting delegates) and known as "Directors at Large".

### 7.3 Term of Directors

Each Director shall be elected for a three (3) year term.

At each OPA Annual Meeting, one-third of the directors (3) shall retire.

At each OPA Annual Meeting, one third of the Directors (3) shall be elected for a period of three (3) years to fill the places of the retiring Directors.

All Directors shall be eligible to serve three (3) consecutive terms (9 years) which will be followed by at least one year sabbatical. The individual shall be eligible to be re-elected following their sabbatical year.

### 7.4 Eligibility of Directors

- a) A Director shall be eighteen (18) or more years of age.
- b) A Director shall be a Canadian citizen and a resident of the Province of Ontario.
- c) No person is eligible unless he/she is a General Member of the Association for the time he/she holds office.
- d) No undischarged bankrupt shall be a Director, and if a Director becomes bankrupt he/she shall thereupon cease to be a Director.

The following persons are not eligible to be elected as a Director of the Association and shall not interfere in the election of Directors:

- a) Any person who is gainfully employed by the Association, or their immediate family members, shall not be eligible to stand for election to the Board of Directors.
- b) Any person who actively plows, judges or coaches at the International Plowing Match and Rural Expo shall not be eligible to stand for election as a Director.

### 7.5 Honourary Members

The Board of Directors may appoint Honourary Members without power to vote.

### 7.6 Auditor

A Chartered Accountant shall be appointed as auditor at the Annual Meeting, whose duties shall be to audit the books of the Association and prepare a financial report for presentation at the next Annual Meeting.

### 7.7 Vacancy

A vacancy occurring by death, resignation or otherwise of any officer may be filled by the Board of Directors at their discretion for the unexpired portion of the year.

#### 7.7.1 Vacancy on the Board of Directors

A vacancy of a Zone Director occurring by death, resignation or otherwise may be filled by following the original election procedure of that Zone Director. Therefore, the nomination is open to all members of the Zone in which the vacancy occurs. Voting will be done by those Zone Members who were voting delegates at the Annual Meeting immediately preceding the vacancy. The election may be held at a specially-called meeting or by mail-in ballot. The Director will be elected until the next Annual Meeting of

the Ontario Plowmen's Association at which time an election will take place to fill the unexpired portion of the term.

A vacancy of a Director-At-Large occurring by death, resignation or otherwise may be filled by the remaining members of the Board of Directors of the Ontario Plowmen's Association and will be in effect until the next Annual Meeting of the Ontario Plowmen's Association at which time an election will take place to fill the unexpired portion of the term.

Should there be no nominations for these vacant positions, then the current Board of Directors has the right and responsibility to fill the vacancies until the annual meeting.

## **ARTICLE 8---ELECTION PROCESS FOR ELECTION OF ZONE DIRECTORS**

8.1 Every third year, or as required, each Zone shall hold a separate meeting in conjunction with the Ontario Plowmen's Association Annual Meeting. This separate meeting shall be held to elect the Zone Director by the voting delegates of the Zone in attendance. It shall be the responsibility of the retiring Zone Director to co-ordinate and conduct the meeting. If for some reason, the retiring Director is unable to conduct the meeting, the meeting shall be conducted by a person appointed by the OPA Board of Directors.

### **8.2 Notification Period for Nominees Standing for Election**

Each candidate who wishes to stand for election as a Director must file their intention to stand for election to the Ontario Plowmen's Association Head Office no later than December 15<sup>th</sup> each year. It shall be the responsibility of the candidate to notify individual associations of their intention to stand for election and seek their support.

## **ARTICLE 9---ANNUAL MEETING AND MEMBERSHIP MEETINGS**

9.1 Voting Privileges at a Membership Meeting of the Ontario Plowmen's Association--each Local Branch Association, in good standing, shall be entitled to one vote for every ten General Members it has reported to the Ontario Plowmen's Association (*e.g. for 10 members, one vote; for 11 to 20 members, two votes; etc.*).

9.2 All Directors and Advisory Councillors of the Ontario Plowmen's Association will have voting privileges at membership meetings. This vote will be over and above any eligible votes calculated for their Branch Membership as outlined in article 9.1.

9.3 For the purposes of voting delegates to the OPA Annual Meeting, membership numbers will be based on the calendar year for which the meeting is being held.

## **ARTICLE 10---OFFICERS**

10.1 The “officers” of the governing body known as the “Board of Directors” will consist of the Past President, President, 1<sup>st</sup> Vice-President and 2<sup>nd</sup> Vice-President. The Executive Director will be an officer without voting privileges.

10.2 The “officers” shall also be the officers of the “Association”.

### **10.3 Election of Presidents and Vice-Presidents**

The Directors shall, at their first meeting held after each annual general meeting of the Association, elect by ballot from among themselves a President, a 1st Vice-President, and a 2nd Vice-President.

They shall hold office for one year or until their successor is elected. They shall be eligible to stand for re-election as long as they continue to be a Director of the Association.

10.5 President---It shall be the duty of the President to preside at all meetings of the Association, decide all questions of order and advance the interests of the Association. The President shall be an ex-officio member of all committees appointed.

10.6 Vice-Presidents---It shall be the duty of the Vice-President to aid and assist the President. In the absence of the President, their powers and duties shall devolve upon the 1<sup>st</sup> and 2<sup>nd</sup> Vice-Presidents in the order named.

10.7 Responsibilities of the Past President---If the Past President continues to be an elected representative, they shall have full voting privileges and shall continue to assume responsibility for a portfolio of committees. Should the Past President not be eligible or not elected as a Director, he/she shall continue to hold the office of Past President with no voting privileges and shall not be responsible for a portfolio of committees. He/she shall be invited to attend all meetings of the Board of Directors.

10.8 It shall be the duty of the Executive Director to attend all meetings of the Association and keep correct minutes of the same, conduct all correspondence, present the annual report and issue press and other reports. By virtue of this office, they shall be a member of each committee appointed.

10.9 The Executive Director of the Association before entering upon the duties of this office shall be insured by the Board of Directors in regard to coverage for Comprehensive Dishonesty, Disappearance and Destruction (i.e. Employee Dishonesty Coverage--- Commercial Blanket Bond and Blanket Position Bond) as related to the position of the Executive Director.

10.10 The Executive Director shall receive and account annually, or as often as may be required by the Board of Directors, for all monies belonging to the Association, shall deposit such in any chartered bank, credit union or other financial institution approved by the Board of Directors, and shall pay by cheque all bills and accounts.

10.11 The surplus funds of the Association may be invested in recognized trustee investments approved by the Board of Directors.

Securities shall not be sold except by resolution of the Board of Directors and all transfers from a savings account must bear the signature of the Executive Director.

## **ARTICLE 11--- DUTIES OF DIRECTORS**

11.1 In the event a vacancy occurs in the office of the President due to any reason, the remaining Directors shall elect from among themselves a replacement President.

11.2 Communicate with Zones through the Advisory Council Member.

11.3 Attend local Association Matches and Meetings when possible.

11.4 Communicate and oversee assigned committees.

11.5 Ensure assigned committees are meeting their responsibilities and goals.

11.6 It is the duty of the Board of Directors in each year to ensure there is sufficient insurances coverage for Comprehensive Dishonesty, Disappearance and Destruction (i.e. Employee Dishonesty Coverage---Commercial Blanket Bond and Blanket Position Bond) as related to the position of the Executive Director.

11.7 If the officers neglect to procure and maintain proper and sufficient security, they are personally responsible for all funds of the association in the possession of the Executive Director.

11.8 Each director is entitled to vote at the Board meetings and special meetings of the board. The term of office for a new director will commence following the close of the Annual Meeting.

## **12. DUTIES OF ADVISORY COUNCIL MEMBERS**

Each Branch Association (all 48) shall annually elect an Advisory Council Member who shall act as a liaison with their Zone Director. Advisory Council Members shall be eligible to serve on various committees and plow, judge and coach at the International Plowing Match and Rural Expo.

## **ARTICLE 13 – ANNUAL AND OTHER MEETINGS**

13.1 The Annual Meeting shall be held each year at such time and place as the Board of Directors may decide. Notice of such meeting shall be given in writing at least two weeks in advance to the Secretary of each Branch Association and to all Officers and Directors. Each Branch Association shall be entitled to send one voting delegate for each 10 or part thereof. One half of the Directors plus 20 voting delegates shall constitute a quorum.

13.2 Board Meetings – Meetings of the board shall be arranged by the President and Executive Director and notice in writing of the main items on the agenda sent to each director and officer two weeks in advance. In case of emergency, telephone, fax, or email may be used. Six Directors shall constitute a quorum.

13.3 Committee Meeting – Each committee chairman, together with the President and Executive Director, shall arrange date and place of such meetings as are deemed necessary.

## **ARTICLE 14 – FISCAL YEAR**

The fiscal year of the Association shall be the calendar year.

## **ARTICLE 15---REMUNERATION AND EXPENSES**

15.1 Directors and other members of the Ontario Plowmen's Association who assist in the preparation for and the conducting of the International Plowing Match may be paid up to \$50.00 per day worked.

15.2 Members of the Board of Directors attending Directors' Meetings may be paid up to \$100.00 per day.

15.3 Anyone asked by the Board of Directors to perform other pre-authorized assignments may be paid a per diem of up to \$50.00 per day.

15.4 Anyone asked by the Board of Directors to assist with the IPM will be reimbursed for out of pocket expenses for travel and overnight accommodations as pre-determined.

15.5 The President shall, on completion of his/her term of office, receive \$2,500.00 as reimbursement for miscellaneous expenses incurred in performing services on behalf of the association and as authorized by the Board of Directors. All other officers and the Board of Directors with the exception of the Executive Director shall receive \$200.00 a year, as authorized by the Board of Directors.

15.6 The Board of Directors may authorize additional remuneration to special assistants for services on behalf of the Association.

15.7 Officers and Directors while in attendance at the Annual Meeting and other meetings held in conjunction with or at the time of the annual meeting, will not receive a per diem allowance but will be reimbursed for expenses of travel and accommodation, as pre-determined.

## **ARTICLE 16 – LOCAL COMMITTEE**

A county or region in conjunction with a Branch Association selected to host the International Plowing Match and Rural Expo shall create a committee to work in conjunction with the Ontario Plowmen's Association to conduct the event. This committee shall be a sub-committee of The Ontario Plowmen's Association and be known as the Local Committee.

## **ARTICLE 17 – LOANS**

Assistance to Local Committees---The Board of Directors may provide interim financial assistance if necessary to the Local Committees hosting future matches.

## **ARTICLE 18 – AMENDMENTS**

This Constitution may be amended or revised by a majority vote of the delegates present at an Annual Meeting, provided notice of motion of such change has been given in the notice of the meeting or at a special meeting of delegates and directors of the Association called for the purpose.