

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

**REVISIONS---April 2025**

*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. Associate Members have no affiliation with a particular branch and therefore do not have voting privileges at OPA meetings.

### 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. The Branch Plowing Match must be sanctioned by the Ontario Plowmen's Association and conducted according to the current rules and regulations set down by the Ontario Plowmen's Association. 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 or in the event of a national emergency. The request for the exemption shall be submitted to the OPA Board of Directors no later than two weeks prior to the scheduled 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 in to 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.
- e) A Director At Large may plow, coach or judge at the International Plowing Match and Rural Expo unless holding an executive position (President, 1<sup>st</sup> Vice or 2<sup>nd</sup> Vice).

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

- f) 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.
- g) An Elected Zone Director may not plow, coach or judge at the International Plowing Match and Rural Expo in a year where they are serving 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 60 days prior to the Annual General Meeting 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.

8.3 In the event that a nomination is not received by the deadline, the nominations will be re-opened for that position. Should there still not be any nominations to fill this position by seven (7) days prior to the Annual Meeting, then the Ontario Plowmen's Association Board of Directors have the authority to appoint a person to fill the vacancy on the Board as a Director-at-Large until the following Annual Meeting.

8.4 A candidate who is nominated to be a Director for a Zone for a three year term, must be nominated by an OPA Member in good standing who is a member of a Branch within that Zone, as well, the candidate must reside in that Zone. If no candidates from their Zone at the time of election, a representative may be nominated from outside the Zone, but they will be allowed to serve only one year at large until a local representative can be found to move forward to that post.

## **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 in-person meeting held after the International Plowing Match and Rural Expo, elect by ballot from among themselves a President, 1<sup>st</sup> Vice-President and 2<sup>nd</sup> Vice-President and whose term of office begins immediately.

10.4 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 or their designate 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 all bills and accounts by cheque or by online banking providing an approval process is in place.

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 bought or 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.

## **ARTICLE 12 – DUTIES OF ADVISORY COUNCIL MEMBERS**

Each Branch Association (all 43) shall annually elect an Advisory Council Member who shall act as 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.

Advisory Councillors shall be eligible to serve up to nine (9) consecutive years which will be followed by one year sabbatical after which they may be eligible for election.



## **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 30 days 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, Advisory Council and other members of the Ontario Plowmen's Association shall, in accordance with the Board's Expense Policy, be reasonably compensated and reimbursed for their time and expenses incurred for their services while attending meetings or on official business for the Association.

15.2 The Expense Policy should be reviewed annually to ensure remuneration is fair, equitable and comparable with current industry standards and approved by the membership at the Annual General Meeting.

## **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**

The constitution may be amended or revised by a two-thirds majority vote of the delegates present at the Annual Meeting or at a special meeting called for this purpose. Proposed amendments must be received at the office of the Ontario Plowmen's Association 60 days prior to the Annual Meeting and further that the constitutional amendment details must be included in the said meeting notice. All amendments passed by delegates at Annual Meeting shall be implemented and said changes sent to all Branches with revised Constitution within 60 days of said meeting.

## **ARTICLE 19 – PROTECTION AND INDEMNITY OF DIRECTORS, OFFICERS AND OTHERS**

19.1 Standard of Care. Every Director and Officer of the Association, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the Association and shall meet the standard of care required by the common law and the Act, which shall be no less than the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Association shall comply with the Act, the ONCA, this By-Law and the Policies and Procedures.

19.2 Limitation of Liability. Provided that the standard of care required of the Directors under the ONCA and this By-Law has been satisfied, which includes relying in good faith on financial statements of the Association presented by an Officer, reports of the auditor (or person conducting a review engagement, if applicable), financial reports of the Association presented by an Officer, a report or advice of an Officer or employee of the Association, or a report of a professional, no Director shall be liable for money or property distributed or paid by the Association contrary to the Act.

19.3 Indemnification of Directors and Officers. The Association shall indemnify each former and present Director and Officer of the Association, and each other individual who acts or acted at the Association's request as a Director or Officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Association or other entity if:

(a) the person was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done;

(b) the person acted honestly and in good faith with a view to the best interests of the Association or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Association's request; and

(c) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

The Association may indemnify such persons and their heirs, executors, administrators, and legal representatives, in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law.

19.4 Insurance. Subject to the Act, the Association shall purchase and maintain directors' and officers' liability insurance for the benefit of any person entitled to be indemnified by the Association pursuant to Section 12(3) against any liability incurred by the individual in the individual's capacity as a Director or an Officer of the Association; or in the individual's capacity as a Director or Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Association's request.

19.5 Advances. With respect to the defence by a Director or Officer or other individual of any claims, actions, suits or proceedings, whether civil or criminal, for which the Association is liable to indemnify a Director or Officer pursuant to the terms of the Act, the Board may authorize the Association to advance to the Director or Officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer to the Association disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The Director or Officer shall repay the money advanced if the Director or Officer is required to do so by the Act.

As Amended: April 2025