

ONTARIO SOIL AND CROP IMPROVEMENT ASSOCIATION



Grassroots Innovation
Since 1939

Constitution and By-Laws

Revised: February 2024

CONSTITUTION AND BY-LAWS

WHEREAS the members of Ontario Crop Improvement Association, designated an Association under "The Agricultural Associations Act" by the Lieutenant-Governor in Council the 13th of March, 1940, deemed it expedient to recommend by a motion passed at the Annual Meeting of the Association held at the City of Toronto the 24th of January, 1952, that the Association be designated "The Ontario Soil and Crop Improvement Association";

AND WHEREAS the Ontario Soil and Crop Improvement Association was designated an association, society, institute, or organization under section 2 of The Agricultural Associations Act by Lieutenant-Governor in Council and the Order-in-Council was filed with the Registrar of Regulations the 11th of March, 1952, as O. Reg. 121/52;

AND WHEREAS the constitution and by-laws under which the Association shall be conducted has been submitted to and approved by the Minister of Agriculture and Food the 19th day of March, 1974; the 19th day of August, 1975; the 18th day of March, 1976; the 12th day of May, 1982; the 15th day of May, 1986.

AND WHEREAS, the requirement for the Minister of Agriculture, Food and Rural Affairs to approve changes to the constitution of an association was discontinued in 1986;

AND WHEREAS "The Agricultural Associations Act" was repealed and replaced by the "Agricultural and Horticultural Associations Act" R.S.O. 1990 Chapter A.9 (hereinafter known as the "Act") and the affairs of the Association are now governed by the Act.

AND WHEREAS "Ontario Corporations Act" applied to OSCIA prior to the coming into force of the Ontario "Not-for-Profit Corporations Act, 2010" (ONCA) to the extent that it did not conflict with the Ag. and Hort. Act.

AND WHEREAS "Ontario Corporations Act" was repealed and replaced by "ONCA" and subject to limited exceptions, as a non-share capital corporation incorporated under a general Act, the provisions of ONCA apply to OSCIA, and where "ONCA" and "Ag. and Hort. Act" conflict, the "Ag. and Hort. Act" takes precedence over "ONCA".

AND WHEREAS OSCIA was originally incorporated by way of a general Act and was not required to take any specific steps (i.e., file any documents) in order to be continued under the "Ag. and Hort. Act", OSCIA is not governed by any other document outside of its constitution and by-laws.

NOW THEREFORE be it enacted, and it is hereby enacted that the constitution and by-laws under which the Ontario Soil and Crop Improvement Association shall be conducted are as follows:

DEFINITIONS

Association – Ontario Soil and Crop Improvement Association

Board of Directors – Will consist of members comprised of Directors elected from the Regions, the President, the President-Elect, the immediate Past-President, and one representative from each affiliate organization recognized at the discretion of the Board of Directors

Ministry – Ministry of Agriculture, Food and Rural Affairs

Minister – Minister of Agriculture, Food and Rural Affairs

Local Association – County or District Soil and Crop Improvement Association

Act – the Agricultural and Horticultural Associations Act R.S.O. 1990 Chapter A.9.

ONCA – the Ontario Not-For-Profit Corporations Act

Region – Regional Association geographic/municipal area containing local associations

Chair – The Chair of the Board of Directors, also referred to as the President.

President – The Chair of the Board of Directors, also referred to as the Chair.

Term – Refers to the length of time a person holds a position within the Association (i.e., One-year term or Two-year term)

OBJECTS

1. The objects of the Association are following the Agricultural and Horticultural Organizations Act, and shall be:
 - (a) To encourage the development and expansion of the activities in Local Associations in the area of soil and crop improvement.
 - (b) To encourage the improvement of soil management and field crops in the Province of Ontario by:
 - (i) stressing the importance of soil conservation and for the production of crops of high yield and nutritive value and emphasizing the need for better soil management practices;
 - (ii) organizing, sponsoring, or assisting with active projects which involve drainage, irrigation, water storage, soil conservation, land use, energy, pest control, field records, soil testing, and farm planning;
 - (iii) encouraging the wider adoption of such crops and varieties as are best suited to the soils and climatic conditions of the Province;
 - (iv) developing a greater interest in the preparation, use, and production of high-quality grain and seed;
 - (v) holding meetings and field days of all matters relating to crop production and crop and soil improvement and assisting in the holding of such meetings and field days;
 - (vi) conducting and directing educational work through the Province for the dissemination of a wider knowledge of crop production and soil management;
 - (vii) co-operating with agricultural and other interested organizations and individuals in holding of soil improvement and field crop competitions and seed fairs;
 - (viii) collecting and disseminating market information, field crop recommendations,
 - (ix) Co-operating with government and industry in the development and delivery of programs that may include educational workshops, cost-share incentives, and applied research.
 - (x) Co-operating with government and industry partners in furthering these objects.

MEMBERSHIP

2. (a) Membership in the Association is composed of individuals who join a local Association, and the Local Associations itself.
- (b) The Local Association shall charge an appropriate membership fee, with a portion allocated to the Local Association, and a set portion allocated to the Association.
- (c) The portion of the membership fee allocated to support the Association shall be reviewed by the Board of Directors and may be adjusted and set annually as required to reflect the more relevant value in today's economy to maintain the activities of the Association.
- (d) Local Associations shall maintain a current membership list and forward the list and a statement of association activities annually with the appropriate per member fee to the Association. Membership lists/fees are due annually on March 20, with additional memberships due September 20.
- (e) The minimum membership fee paid by the Local Association to the Association shall be \$250. Notwithstanding the foregoing, any Local Association that is unable to meet this financial requirement may appeal to the Executive of the Association.
- (f) Each Local Association must forward the reconciled membership list/fees to be eligible for, and receive, grant payments under the Association grant program.
- (g) An individual or Association member who has not renewed their membership by payment of the annual fee by March 20, shall cease to be a member as of that date, and shall thereupon forego all rights of membership.

DELEGATES AND ANNUAL MEETING

3. (a) Each Local Association must have forwarded reconciled annual membership fees to the Association in order to participate at the ensuing Annual (or any special) Meeting of the Association.
- (b) At every Annual (or any special) Meeting of the Association each Local Association may have:
 - (i) one official delegate entitled to vote on all matters;
 - (ii) one alternate delegate entitled to vote on all resolutions only;
- (c) At every Annual or Special Meeting of the Association, individual members of each Local Association shall be entitled to attend and to take part in the discussions but not vote. Only the delegate referred to in subsection (b) (i) and (ii) are entitled to vote.

ANNUAL AND SPECIAL MEETINGS

4. (a) The Annual Meeting of the Association shall be held after January 15, and before the 31st of March of each year, at such time and place as the Board of Directors of the Association may determine.
- (b) Notice in writing of the time and place of the holding the Annual (or any special) Meeting of the Association shall be communicated by the Executive Director of the Association to the Secretary or Secretary-Treasurer of each Local

Association at least ten business days before the date of the holding of such meeting. It shall be the responsibility of the Local Association to inform the members of the Local Association.

- (c) A quorum at any special or Annual Meeting shall consist of 40 percent or more of the Local Associations represented by accredited delegates.
- (d) No business shall be transacted at any annual or special meeting except that stated in the written notice communicated to each secretary or secretary-treasurer of each Local Association at least ten business days before the holding of such annual or special meeting.
- (e) The Annual (and any special) Meeting of the Association, shall be presided over by the President, or in the President's absence, by the first Vice-President, and the business of any Annual Meeting shall be:
 - (i) disposal of the minutes;
 - (ii) report of the Executive Director for the preceding year;
 - (iii) presentation of the audited financial statement;
 - (iv) election of a Board of Directors in a manner hereinafter provided;
 - (v) appointment of Auditor or Auditors for the current year;
 - (vi) discussion of new business, resolutions, and any other matters pertaining to the Association.

DIRECTORS

5. (a) Directors shall be elected for a term of one year. Such term will begin immediately after ratification of the incoming slate of Directors at the Annual Meeting.
- (b) Each Director is eligible for re-election for ten consecutive full terms, and afterwards is not eligible for re-election until a period of eleven months has lapsed from the date such person ceases to be a Director.
- (c) Prior to the Annual Meeting, the members of the Local Associations within the geographic regions hereinafter set out (the "Regions"), in accordance with the procedure set out in the regional constitution of the Region, shall elect one Director from within the Region to represent the Local Associations within that Region on the Board of Directors of the Association. Each such Director so elected shall be elected for and shall represent the Region from which they were elected. The Regions shall be as follows:
 - (i) St. Clair (including the geographic areas of Lambton, Essex, Chatham- Kent)
 - (ii) Thames Valley (including the geographic areas of Middlesex, Elgin, Oxford)
 - (iii) Heartland (including the geographic areas of Huron, Perth, Waterloo, Wellington)
 - (iv) Georgian Central (including the geographic areas of Bruce, Grey, Dufferin, Simcoe)
 - (v) Golden Horseshoe (including the geographic areas of Niagara, Haldimand, Hamilton-Wentworth, Halton, Peel, Brant, Norfolk)

- (vi) East Central (including the geographic areas of York, Durham, Kawartha Lakes, Peterborough, Haliburton)
 - (vii) Quinte (including the geographic areas of Prince Edward, Hastings, Lennox & Addington, Northumberland)
 - (viii) Eastern Valley (including the geographic areas of Prescott, Russell, Glengarry, Stormont, Dundas)
 - (ix) Ottawa Rideau (including the geographic areas of Grenville, Leeds, Lanark, Renfrew, Ottawa, Frontenac)
 - (x) Northeastern Ontario (including the geographic areas of Parry Sound, Muskoka, Algoma, Cochrane, Manitoulin, Sudbury, Temiskaming, Nipissing)
 - (xi) Northwestern Ontario (including the geographic areas of Rainy River, Thunder Bay, Kenora)
- (d) Prior to the Annual Meeting, the Board of Directors of the Association shall nominate a person from among themselves to be the President-Elect commencing that date until the end of the next Annual Meeting. The name of the nominee will be put before the delegates at the Annual Meeting, who will be required to vote upon and ratify the nominee as President. A nominee will be a director of a Region at the time of their nomination but will not be such director upon commencing his or her term as President. The President-Elect will retain all voting privileges on the Board of Directors, and at the conclusion of the Annual Meeting, shall become the President of the Association and a full voting member of the Board of Directors of the Association.
- (e) If a vacancy from any cause occurs in the Board of Directors, it shall be filled for the unexpired term by the remaining members of the Board of Directors, provided the Board of Directors shall use their best efforts to fill the vacancy with a person from within the Region no longer represented on the Board of Directors.
- (f) Seven Board Members shall form a quorum at any meeting of the Board of Directors.
- (g) Questions arising at any meeting of the Board shall be decided by a majority of votes where the Chair remains neutral. In case of an equality of votes, the Chair of the meeting may have a casting vote.
- (h) The Board of Directors may expel any delegate or member found guilty of dishonorable practices or other conduct detrimental to the Association provided that the delegate or member shall have an opportunity to state the case before the Board of Directors.
- (i) A Director shall be paid for any bona fide expenses incurred while performing the work of the Association in the Director's own region, other than the county/district in which the Director resides, and for attendance at the Annual Meeting, or any special or Directors' meetings or of special boards or committees to which the Director has been appointed by the Board of Directors. In determining the amount of such expenses, the Board of Directors may pay to a Director, in addition to traveling expenses, an expense allowance not to exceed an amount fixed by the Board of Directors.

- (j) A person authorized by the Board of Directors to represent the Association on special boards and committees shall be paid for bona fide expenses incurred for attending meetings of the special boards and committees to which the authorized person has been appointed and may be paid, in addition to traveling expenses, an expense allowance not to exceed an amount fixed by the Board of Directors.

SPECIAL PROJECTS/INITIATIVES

- 6. (a) Board members of the Association may from time-to-time initiate special projects/initiatives and authorize persons to manage the projects/ initiatives on behalf of the Association.
- (b) The special project/initiative may draft regulations and appoint a committee to conduct the business of the special project/initiative.
- (c) Any special project/initiative within the Association shall have its own objectives, one or more of which shall be an objective of the Association.
- (d) Any person or persons authorized by the Board of Directors to represent the Association on special initiatives, projects, or committees may be paid a bona fide per diem incurred for completing the task or attending meetings of the special initiative to which the person or persons authorized has been appointed and may be paid, in addition to traveling expenses, an expense allowance not to exceed an amount fixed by the Board of Directors.

VICE-PRESIDENTS

- 7. (a) The First, Second, and Third Vice-Presidents shall be elected during or after the Annual Meeting, by the Board of Directors, from among themselves at their first board meeting which shall be held within ten days after the Annual Meeting.
- (b) The Board of Directors shall have general charge of the affairs of the Association subject to ONCA, subsection (2) of section 36, and shall meet at the call of the President.
- (c) The Board of Directors may delegate any of its powers to an Executive Committee composed of the President, the immediate Past-President, and the Vice-Presidents, but any action taken on powers so delegated shall be recorded in minutes, and all decisions taken shall be discussed and/or ratified at the next Board Meeting.
- (d) Association Board members are not eligible to be employed with the Association.
- (e) If a vacancy from any cause occurs, a special meeting may be called by the President or Acting President to elect a replacement from among the Board of Directors.

DUTIES OF PRESIDENT AND VICE-PRESIDENTS

- 8. (a) The Chair – who is also referred to as the President - shall call meetings of the Executive Committee, Board of Directors and the Annual (and any special) Meeting of the Association, and shall preside at all meetings of the Association, the Board of Directors, and the Executive Committee.

- (b) Where the President is absent or fails to exercise their rights and powers under these by-laws, the First Vice-President shall have and may exercise all the rights and powers of the President.
- (c) The outgoing President (Past-President) shall remain on the board with full voting privileges on all matters, until such time as a succeeding Past-President is declared.

DUTIES OF EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER

- 9. (a) The Executive Director shall be appointed by the Board of Directors and shall hold office until such time as the Executive Director may resign or until a successor in office is appointed in their stead in accordance with the Employment Standards Act. The Executive Director shall be responsible to the Board of Directors.
- (b) The Executive Director shall keep a record of the proceedings of all meetings of the Association and of the Board of Directors and any committees and the Executive Director shall have the custody of all books, papers, records, materials, or equipment belonging to the Association, which the Executive Director shall deliver when authorized to do so by a resolution of the Board of Directors to such person or persons as may be named in the resolution.
- (c) The Treasurer – who is also referred to as the Chief Financial Officer - shall be appointed by the Executive Director, working with the Board of Directors and shall hold office until such time as the Chief Financial Officer may resign or until a successor in office is appointed in the Chief Financial Officer's stead. The Chief Financial Officer shall be responsible to the Board of Directors.
- (d) The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and capital.
- (e) The Chief Financial Officer shall have the custody of the funds and securities of the Association and shall keep full and accurate amounts of receipts and disbursements in books belonging to the Association and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Association.
- (f) The Chief Financial Officer shall, with the approval of the Board of Directors, pay all accounts of the Association, countersigned by the President or other officer authorized by resolution of the Board.
- (g) All officers and employees of the Association having charge of money or property belonging to the Association, shall, before entering into office or employment, as the case may be, provide such security as the Board of Directors deem adequate and, in such form as it may approve.

DUTIES OF DIRECTORS

- 10. (a) Each Director shall have a working knowledge of soil and crop conditions for the region the Director represents and shall assist in the development of policies or programs within the Local Associations within the Region represented by the Director respecting soil and crop improvement
- (b) Conference calls, in-person and electronic meetings are considered a meeting of the Board when called.
- (c) Each Director shall regularly attend all Board meetings and shall be expected to discuss and formulate plans and policies for the Association.
- (d) Each Director shall be responsible for assisting in the organizing and conducting of the Annual Meeting of the Association.
- (e) Notice of Board meetings must be provided to all Directors at least seven days before the time fixed for the meeting.

AUDITORS

- 11. (a) The accounts of the Association shall be audited by an Auditor or Auditors appointed at the Annual Meeting of the Association.
- (b) No Board member or employee of the Association shall act as its Auditor.
- (c) In the event of the death or resignation of an Auditor or Auditors, the Board of Directors shall appoint an Auditor or Auditors to fill the position until the next Annual Meeting.
- (d) The Auditor or Auditors shall present a statement of accounts in such form as the Board of Directors may decide and shall also prepare the annual returns of the Association and shall duly fulfill all obligations pertaining to the office.

FISCAL YEAR

- 12. The fiscal year shall be from October 1st to September 30th.

LOCAL ASSOCIATIONS

- 13. (a) A Local Association of the Association may be formed in any county/district within a geographic region in the Province and shall be known as the _____ Association of the Ontario Soil and Crop Improvement Association.
- (b) The objects of the Local Association shall be the same as for the Association insofar as such objects are applicable to a Local Association.
- (c) Any person interested in the production and improvement of soils and field crops shall be eligible for membership in a Local Association.
- (d) Each Local Association shall have a minimum number of members deemed adequate to operate a successful program in that geographic area.
- (e) There shall be an annual fee for membership set by the Local Association.
- (f) The Annual Meeting of each Local Association shall be held at such place as the Board of Directors of such Local Association may determine and at such Annual Meeting one official delegate and one alternate delegate to the Annual Meeting of the

Association shall be selected. Information for the elected delegates must be forwarded to the Association by January 20.

- (g) Every Local Association shall have by-laws that align with the by-laws of the Association and objects not inconsistent with the objects of the Association, and Directors and Officers with the duties and powers similar to the corresponding duties and powers of the Officers and Board of Directors of the Association. The bylaws of each Local Association shall be periodically reviewed by a Committee of the Board.
- (h) Every Local Association which has paid its membership fee to the Association for the ensuing year shall be entitled to send their elected official delegate and one alternate delegate to the Annual Meeting of the Association.
- (i) No person may hold the office of President in a Local Association, as voted by the Directors in the Local Association, for more than a two-year term, at which time the position is contested again.
- (j) The Secretary of each Local Association shall inform the Director for the Region of all activities of that Local Association.

REGIONAL ASSOCIATIONS

- 14. (a) The Association organized the Local Associations into eleven Regions in 1999. Several regional associations were operating when the Regions were formed, while all other Local Associations were assigned to new Regions.
- (b) Each Region shall, in accordance with the Region's Constitution and Bylaws, elect a regional executive from the regional board of directors.
- (c) Each Region shall hold an annual meeting to elect officers.
- (d) A Director to the provincial Board of Directors shall be elected and represent a recognized Region which shall conform to the geographic regions as described in subsection (c) of section 5.
- (e) The objects of the Region shall be the same as for the Association insofar as such objects are applied to a Region.
- (f) Each Region shall have by-laws that align with the bylaws of the Association, and the directors and officers with the duties and powers similar to the corresponding duties and powers of the officers and Board of Directors of the Association. The bylaws of each Regional Association shall be periodically reviewed by a Committee of the Board.
- (g) Each member of a Local Association is a member of the Region.
- (h) On or before March 20, the secretary or designated person of each Region shall forward a report of the regional association's business/activities, including their most recent financial statement, to the Executive Director of the Association.
- (i) On or before March 20, the secretary or designated person shall forward a list of officers and directors to the Association.

- (j) It shall be the duty of each Region to make such returns and reports as may be requested from time to time by the Association.
- (k) No person may hold the office of President in a Region, as voted by the Directors in the Region, for more than a two-year term, at which time the position is contested again.
- (l) Each Region shall appoint a Regional Communications Coordinator to assist with the communication function within that Region.

APPOINTMENT OF DELEGATES

- 15. Every Local Association recognized by the Association and in good standing shall be entitled to have in attendance one official delegate and one alternate delegate as per subsection (b) of section 3, at every annual or special meeting of the Association.

PAYMENT OF EXPENSES OF ACCREDITED DELEGATES

- 16. Subject to the provisions of sub-section (h) of section 13 of these by-laws, the delegate from every Local Association which has paid its membership fee to the Association, may be paid bona fide expenses by the Association.

GOVERNMENT GRANTS TO LOCAL ASSOCIATIONS

- 17. Subject to the approval of the Ministry and to the provisions of section 13 (h) of these by-laws, there may be paid annually out of the monies appropriated by the Legislature a grant to each Local Association and Region for approved project work, held by a Local Association or Region and in amounts agreed thereto by the Association and the Minister, and based upon actual expenditures by the Local Association or Region for such approved projects.

DISPOSITION OF ASSETS UPON DISSOLUTION

- 18. Upon dissolution, the assets of the Association remaining after payment of all debts and liabilities shall, subject to the approval of the Minister, be distributed or disposed of to other not-for-profit organization(s) with similar purposes.

AMENDMENTS TO BY-LAWS

- 19. This Constitution and these By-Laws may be changed, altered, or repealed at any Annual or Special Meeting of the Association. Notice of amendments to Constitution and By-Laws must be sent to Local Association secretaries thirty days prior to the Annual or Special Meeting of the Association. A two-thirds majority vote of the official voting delegates is required to pass all amendments to the Constitution and By-Laws of the Association.

CONSTITUTION AND BY-LAWS REVISED:

January 1987; April 1989; February 1992; March 1999; February 2003; February 2004; February 2006; February 2007; February 2008; February 2009; February 2010; March 15, 2011; February 2013; December 2013; February 2014; December 2014; February 2015; February 2024;