

National Farmers Union - Ontario BY-LAWS
As Amended February 22, 2019

1. Definitions

In these By-laws, unless the context otherwise requires, the expression:

- 1) "Organization" shall mean the National Farmers Union - Ontario as incorporated under the Corporations Act of Ontario, May 9, 2002;
- 2) "National Farmers Union" ("NFU") shall mean the national Association of that name incorporated by Act of Parliament in 1970 (Chapter 80 of the Statutes of Canada, 1970);
- 3) "Member" shall mean a member of the Organization as described in Article 4 of these By-laws;
- 4) "Local" shall mean a local affiliate of the National Farmers Union - Ontario as described in Article 5 of these By-laws;
- 5) "Regional Council" shall mean the board of directors of the National Farmers Union - Ontario, being the governing body of the organization as set out in Article 6 of these By-laws;
- 6) "Act" shall mean the Corporations Act of Ontario.

2. General

1) Name

The name of the Organization shall be "National Farmers Union – Ontario."

2) Head Office

The head office of the Organization shall be at such place in the Province of Ontario as the Regional Council may from time to time decide.

3) No Objective of Profit

The Organization shall be carried on without any objective of profit. Any accretions to the corporation shall be used in promoting its objects.

4) Non-partisanship and Non-discrimination

The Organization shall have no political affiliation, shall be non-partisan in politics and shall be free from racial, religious, ethnic, gender, ability, sexual orientation and political discrimination.

3. Objects:

The Objects of the Organization shall be: to represent persons carrying on farming businesses in Ontario, so as:

- 1) to promote the betterment of farmers in the attainment of their economic and social goals;
- 2) to conduct projects for the benefit of farmers in the development of markets for and marketing of farm products;
- 3) to achieve the reduction of costs and other measures designated to increase the economic benefits of farming;
- 4) to conduct educational and research projects for the benefit of farmers;
- 5) to promote and secure legislation and other forms of government action for the benefit of farmers;

- 6) to promote a higher standard of community life in agriculture; and
- 7) to provide services for its members consistent with its objects and to work jointly with any other persons or organizations for the attainment of its objects.

4. Membership

1) General

Any member of the National Farmers Union resident in Ontario who meets the qualifications for membership and has paid the designated membership fee shall be a member of the Organization. No person shall be a member of the Organization who is not a member of the National Farmers Union.

2) Qualifications for Membership

The following persons shall be eligible for full voting membership in the organization: any person engaged in farming in Ontario, including the resident spouse or children of that person, and any retired or displaced farmer until such person has been employed for two years in any other industry.

3) Membership Fee

Members of the Organization shall pay a minimum annual membership fee as set out in the current Ontario Farm Business Registration regulations plus applicable taxes. 03/16

4) Rights and Responsibilities of Members

Members shall have the right to attend meetings of the Organization, to vote, and to stand for elected office. Members shall have the right to make submissions on relevant issues of concern, either through their Local or directly to the Regional Council, and the Regional Council shall have the duty to consider the submissions and respond.

5) Associates

Any non-farm individual may become an “Associate” of the Organization by the payment of an annual fee as determined by the Regional Council, plus applicable taxes. Associates do not have the right to vote or to hold an elected position. 03/16

5. Locals

1) Designation

A Local may be constituted by a group of 10 or more members, each of whom has paid the membership fee and is carrying on a farming business in the area concerned. The geographic location and boundaries of each Local shall be designated by the Regional Council.

2) Local Governance

Each Local shall hold an annual general meeting, at which the members shall elect a Local Executive consisting of a President, a Vice-President, and three to five other directors, at least one of whom shall be a woman and one a youth, who shall all be members in good standing of the Organization. If a position becomes vacant, the Local Executive may appoint a person to serve as director until the next AGM. 03/16

3) Rights and Duties of Locals

Each Local shall have the right to decide the use of monies it receives pursuant to the provisions of the Farm Registration and Farm Organizations Funding Act. It shall have the right to send representatives to any meeting of the Organization to which representatives of Locals are invited, and to bring forward resolutions to the Annual General Meeting. Locals will have the duty to submit annual financial statements, meeting minutes and an annual report on activities in accordance with a Memorandum of Understanding between Locals and Regional Council. 03/12

4) Support for Locals

The Regional Council and the Locals will develop resources which will help local executives to fulfill their duties. These may include clear job descriptions, a meeting minute template, a financial reporting template and other resources. An effective process for sharing information, minutes and financial reports will help the locals and regional council fulfill the requirements for reporting to the Farm Business Registration tribunal with a minimum of extra work.

03/12

6. Council

1) General

The business of the Organization shall be under the direction of a board of directors known as the Regional Council. The Regional Council shall be made up of eight directors, who shall be members in good standing of the Organization. 03/12

2) Election

The Ontario Regional Council shall consist of eight directors. They shall be elected by the delegates at the Annual General Meeting of the Organization. If a position becomes vacant, the Regional Council may appoint a person to serve as director until the next AGM.

The eight directors shall include: the Ontario Coordinator and she/he will serve as President (Chair) of the NFU-O and as a representative to the National Board of the NFU. A separate election will be held for two additional Ontario representatives to the National Board of the NFU. At the Annual General Meeting of the Organization elections will also take place for the following positions: a Women's Advisor who shall sit on the NFU's Women's Advisory Committee, a Youth Advisor who shall sit on the NFU's Youth Advisory Committee, and three directors-at-large. At the inaugural meeting of the Ontario Regional Council, the body will select one of its members, excluding the President, to act as the Vice President of the NFU-O.

A nominating committee will have nomination forms with the job description, oath of office and declaration of a willingness to serve for each of the elected positions. The nominating committee will ensure that these are posted for the information of members at the meeting, are available for any member interested in seeking nomination and that candidates will have completed the appropriate nomination form for the position they are seeking before the vote for that position.

The Organization is committed to providing an inclusive and non-discriminatory environment

that represents the diverse membership and their perspectives within elected Regional Council. In the elections for NFU-O Coordinator, the two Ontario representatives to the National Board, and the three directors-at-large, every effort will be made to ensure representation of diverse genders, ages, farm types, geographies, ethnicities, and all other measures of diversity. Delegates at the AGM shall be asked to consider these commitments during elections, and the nominating committee shall be responsible for ensuring that nominations are made that support a diversity of representation. 03/18

3) Meetings of Directors

Meetings of the Regional Council shall be held as the Regional Council, the Regional Coordinator, or any two directors may determine such meetings are needed. Notice of the meeting shall be given to all directors, verbally, electronically or in writing, seven days in advance. The form and format of the meetings shall be decided by the Regional Council, and quorum shall be a majority of the Regional Council.

4) Waiver of Notice

A meeting of Regional Council may be held at any time needed, without prior notice thereof, providing at least two-thirds of the directors are present at such meeting and consent to the holding of the same before the commencement of the meeting.

5) Submissions by Individual Members

The Regional Council must consider submissions it receives from individual members or any farming business that has made a payment to the Organization under section 21.1 of the *Farm Registration and Farm Organizations Funding Act* and has not requested a refund of the payment, on relevant matters of concern, and must respond to the member or farming business in a timely fashion. 03/16

6) Terms of office

Directors shall serve a term of two years from the date of their election. Directors shall serve staggered terms to balance continuity with new perspective. 03/17

7) Attendance at Council meetings

Regional Council may remove any member of Regional Council if the member has not attended three consecutive meetings and not given prior notice of such absences. The procedure to follow to fill the position is outlined in 6 (2). 03/17

7. Officers and Management Committee

1) Officers

The Officers of the organization shall be the members of the Regional Council. The Regional Coordinator shall act as the President and Chair of the Organization. The seven officers shall appoint a secretary and a treasurer, or these roles may be combined into one secretary-treasurer position.

2) Management Committee

The Regional Council may, if it deems it necessary, appoint from among its members a Management Committee to implement the policy of the Organization and to act on behalf of

the Regional Council between meetings of the Regional Council, subject to ratification by the Regional Council.

8. Committees

The Regional Council may appoint such other committees or working groups as it deems useful in carrying out the purposes of the Organization.

9. Meetings of Members

1) Annual General Meeting

The Organization shall hold an Annual General Meeting each year at a place within Ontario and on a date chosen by the Regional Council. The Region 3 (Ontario) Convention of the National Farmers Union shall take place concurrently with the Annual General Meeting of the Organization.

2) Notice

Notice of an Annual or Special General Meeting shall be sent in writing to all members and associates at least thirty (30) days before the date of the meeting.

3) Special General Meetings

A Special General Meeting of the Organization may be called at any time by the Regional Council or by 10% of the membership as provided for under the Act.

4) Delegates to meetings

No person shall act as a delegate to the Annual General Meeting or at a Special Meeting of the Organization unless such person is a member of the Organization. All members of Regional Council and Local Presidents are designated as voting delegates to the Annual General Meeting or Special Meetings of the Organization. Every Local shall be entitled to elect from among its members, delegates to the Annual General Meeting or Special Meetings of the Organization. Every Local shall be entitled to at least 3 delegates, not including the Local President. For Locals with more than 50 members, the Local shall be entitled to one additional delegate for each 25 members or major fraction thereof greater than 50 members. The number of delegates from a Local shall be established by the records of the Local on the date of the notice for such meeting. 03/18

5) Voting

Voting by proxy shall not be permitted. Decisions at the Annual General Meeting shall be made by majority vote of delegates, with the exception of a vote to remove a director or to amend these By- laws, both of which shall require a two-thirds vote of delegates to pass. Decisions at a Special General Meeting shall require a two-thirds vote of delegates to pass.

10. Finances

1) Fiscal Year

The Fiscal Year of the Organization shall run from October 1 to September 30 of each year.

2) Financial Statements

The Organization shall ensure that its annual financial statements include a balance sheet, a

statement of members' equity, a statement of revenues and expenses, and a statement of changes in financial position. The statements shall be audited, and both the statements and the auditor's report shall be prepared in accordance with the standards set forth in the handbook of the Canadian Institute of Chartered Accountants.

3) Contribution to Locals

The Organization shall contribute to the Locals in each Fiscal Year, an amount equal to at least 15% of the membership monies specified under subsection 21(1) of the Act, before taxes, excluding any refunds and up to 25% of the total membership fees received. The financial statements shall clearly show the amounts and percentages involved. 02/19

4) Administration and Service Agreements

The Organization may, if the Regional Council so decides, enter into an agreement with the National Farmers Union for central administration of its finances, payroll, membership lists, database and such other aspects of its administration as would benefit the Organization.

Similarly, the Organization may, upon decision of the Regional Council, enter into one or more agreements with the National Farmers Union to provide such services to members as the Regional Council may deem beneficial. Such services may include but shall not be limited to: research and analysis; publications and information; organizing; policy development and representation at the national and international levels; training, education and leadership development; conferences, consultations and other events; special projects; and networking with other farm and non-farm organizations on matters of common concern.

11. Amendment of By-laws

These By-laws may only be amended by a two-thirds majority vote of the delegates present and entitled to vote at an Annual General Meeting or at a Special Meeting duly called for that purpose. At least 30 days' notice of a proposal to amend these By-laws shall be given to the Locals and the members in writing, with details of all proposed amendments.