

**CONSTITUTION AND BY-LAWS
OF THE
BEEF FARMERS OF ONTARIO
UNDER THE
AGRICULTURAL AND HORTICULTURAL ORGANIZATIONS
ACT OF ONTARIO**

As amended February, 1991
As amended February, 1994
As amended February, 1998
As amended February, 2000
As amended February, 2002
As amended February, 2003
As amended February, 2004
As amended February, 2005
As amended February, 2006
As amended February, 2007
As amended February, 2008
As amended February, 2012
As amended February, 2014
As amended February, 2016
As amended February, 2018

1. The Beef Farmers of Ontario is continued under that name and is hereinafter referred to as the "Association"

OBJECTS OF THE ASSOCIATION

- 2(1) The Association will promote the development, sale and export of agricultural products and provide educational opportunities related to agriculture and rural life
 - a) to develop and advocate positions that improve the Ontario beef industry
 - b) to ensure effective communications with members, industry stakeholders, government agencies, related organizations and the general public
 - c) to initiate studies, programs and reviews as needed to provide direction and stimulus for industry development
 - d) to identify and fund priority research areas
 - e) to promote environmentally and economically sustainable production methods

MEMBERSHIP

- 3(1) The following persons may become members of the Association upon payment of the fees prescribed in *s. (2)*:
- a) A person who is a bona-fide cattle producer who is actively engaged in the raising of cattle
- 3(2) The fixed membership to be paid by persons who qualify as members under *s. (1)* shall be as follows:
- a) any person who has paid a license fee in their name to the Association pursuant to the Beef Cattle Marketing Act of Ontario during the previous 24 months as of December 31 of the preceding year shall be considered an eligible voting member paid in full;
 - b) any person who has paid a license fee in their farm business name pursuant to the Beef Cattle Marketing Act of Ontario during the previous 24 months as of December 31 of the preceding year and is the designated shareholder of the corporation or partnership shall be considered an eligible voting member paid in full;
 - c) any person who meets the requirements of *s. (1)* but has not paid a license fee in their name to the Association during the previous 24 months as of December 31 of the preceding year but whose spouse or partner has paid a license fee during the previous 24 months as of December 31 of the preceding year in either their name or their farm name shall be considered an eligible voting member upon annual payment to the Association of a \$25.00 membership fee; and
 - d) any person who meets the requirements of *s. (1)* but has marketed cattle only in such a manner as to be exempt from payment of license fees under the Beef Cattle Marketing Act of Ontario during the previous 24 months as of December 31 shall be considered an eligible voting member upon annual payment to the Association of a \$75.00 membership fee
- 3(3) A person who has paid the fees fixed under *s. (2)* is also a member of the county or district branch in which that person resides
- 3(4) A member may apply to the Board of Directors of the Association to change membership to a different county or district branch and the Board of Directors may make the change
- 3(5) In addition to anything else in this section, a county or district branch may, by resolution, establish a class of members known as participating members and may fix membership fees to be paid by participating members
- 3(6) In a county or district branch any member has the same right to attend meetings, vote and be elected to any office in the Association as has a participating member but a participating member may receive such additional benefits and services as the county or district branch may, by resolution, prescribe and a county or district branch may, by

resolution, restrict voting for and election as a member of the branch Board of Directors to participating members

- 3(7) Applications for membership, or any class of membership, shall be in such form as the Board of Directors of the Association may, from time to time, prescribe
- 3(8) Subject to the regulations under the Beef Cattle Marketing Act, the Board of Directors of the Association may cause to be established a list of all members of the Association and, where such a list is established, the Board of Directors shall provide to each county or district branch, no later than October 31st in any year, a draft list of eligible voting members of the current year for the purpose of voting at county or district annual meetings the following year. A final list of eligible voting members will be provided to each county or district branch after December 31st and prior to the county or district annual meetings
- 3(9) Where a person's name does not appear on the list provided to a county or district branch under *s. (8)* or where no such list is provided, the person may establish eligibility as a member of the county or district branch and of the Association by producing to the secretary of the county or district branch proof that license fees were paid by that person, or deducted on his or her behalf, during the period for which eligibility is at issue
- 3(10) The Board of Directors shall annually appoint members of a Credentials Committee to review and adjudicate membership eligibility disputes. Membership must include a minimum of three members in good standing, two of which must be current directors on the board. The board reserves the right to appoint members external to the board to this committee at their discretion

BOARD OF DIRECTORS

- 4(1) There shall be a Board of Directors consisting of 12 persons elected as follows:
 - a) Three directors elected by voting delegates, identified as cow-calf from among themselves from nominations submitted by the nominating committee as set out in *s. (17)*
 - b) Three directors elected by voting delegates, identified as feedlot from among themselves from nominations submitted by the nominating committee
 - c) One director elected by voting delegates, from among those delegates identified as backgrounder from nominations submitted by the nominating committee
 - d) One director, elected by voting delegates from the region designated as Southern Ontario, from among themselves from nominations submitted by the nominating committee

- e) One director, elected by voting delegates from the region designated as Eastern Ontario, from among themselves from nominations submitted by the nominating committee
 - f) One director, elected by voting delegates from the region designated as Northern Ontario, from among themselves from nominations submitted by the nominating committee
 - g) Two directors at large elected by voting delegates from among nominations submitted by the nominating committee
- 4(2) All nominations for directors of the Association must be received by the nominating committee no later than 10 business days prior to the start of the Annual General Meeting
- 4(3) All directors shall be elected to serve a three year term commencing upon election at the Annual General Meeting
- 4(4) Directors may not serve more than three consecutive terms
- 4(5) In the event, prior to September 1st of a given year, a director is unable to complete his or her term of office as a result of resignation, termination or death, the members of the Advisory Council shall elect a replacement among eligible candidates within 45 calendar days as follows:
- a) Members of the Advisory Council and alternates, and members of the Cow-Calf and Feedlot Committees are eligible to run
 - b) Voting delegate registration information from the previous year's Annual General Meeting shall be used to determine eligibility for sector and regional positions. Potential candidates that did not attend the previous year's Annual General Meeting will be asked to sign a declaration to validate sector eligibility and may be asked to provide proof of residence to be deemed eligible for a regional position. Disputes regarding eligibility shall be reviewed by the Credentials Committee, see s. 3 (10)
 - c) In the event that no sector or regional candidates step forward, the seat shall remain vacant until the next Annual General Meeting where it shall be filled according to the manner prescribed under s. (4)
 - d) In the event, on or after September 1st of a given year, of a resignation, or for any other reason a director is unable to complete a term of office, the seat shall remain vacant until the next Annual General Meeting where it shall be filled according to the manner prescribed under s. (4)
- 4(6) In the event that an elected director fails to fulfill his or her obligations and responsibilities as a director as outlined in the Terms of Reference and Code of Conduct, commits serious and egregious acts, or fails to disclose conflicts of interest, the Board of Directors may remove the director before the expiry of his or her term of office by a motion supported by two-thirds of directors present and not less than seven directors in

total. Voting is to take place by secret ballot. Any director removed from their duties shall receive written notice of the reasons for the removal

- a) Directors have the right to request, to the president, that the process to remove a director be initiated if the director in question is deemed to have satisfied the criteria warranting removal as outlined in s. 4 (6).
- b) In the event the president is the director in question, the request shall be made to the vice-president
- c) A 'presiding body' shall be appointed to oversee the process and shall consist of the president and vice-president. In the event that the president or vice-president is the director in question, the executive director shall replace them as a member of the 'presiding body'

4(7) The following process shall be followed in the event that a request for removal of a director is made:

- a) An in-person meeting between the 'presiding body' and the director in question shall occur within 14 days of the request. The director in question shall be made aware of the reasons behind the request and provided an opportunity to respond
- b) The 'presiding body' and the director in question shall attempt to resolve the issue, keeping the best interests of the Association in mind. Any understanding that is reached by the 'presiding body' and the director in question shall be incorporated into a recommendation for action that is presented by the 'presiding body' to the full Board of Directors
- c) The 'presiding body' shall call a special meeting of the Board of Directors and shall provide a recommendation for action based on their investigation into the matter. Notice shall be given to the Board of Directors no less than 14 days prior to the meeting of the Board and no more than 30 days prior to the meeting where the removal request will be discussed. The meeting can be held in conjunction with a regularly scheduled Board of Directors meeting if scheduling permits
- d) The director in question will not be invited to participate in board discussions over the matter
- e) All discussions will occur 'in-camera'
- f) The 'presiding body' shall inform the director in question immediately after a decision has been rendered

4(8) The region of Eastern Ontario shall include the counties of Northumberland, Peterborough, Victoria (City of Kawartha Lakes) and Haliburton Counties and all counties East of there

- 4(9) The region of Northern Ontario shall include the counties and/or districts of Algoma, Cochrane, Kenora, Manitoulin, Muskoka, Nipissing, Parry Sound, Sudbury, Rainy River, Temiskaming and Thunder Bay
- 4(10) The region of Southern Ontario shall include the balance of counties not in the North or East: Essex, Kent, Lambton, Elgin, Middlesex, Oxford, Perth, Huron, Brant, Haldimand, Norfolk, Waterloo, Wellington, Wentworth, Niagara, Bruce, Grey, Peel-Halton, Dufferin, Simcoe, York, Durham

DIRECTORS TO CANADIAN CATTLEMEN'S ASSOCIATION

- 5(1) The nomination of candidates for directors to the Canadian Cattlemen's Association shall be by voting delegate in writing and the nomination must clearly define the mover and seconder with the candidate's signature of willingness to stand. The nominations must be submitted to the executive director or such person duly appointed at or before a time in the meeting designated by the chair
- 5(2) The president and vice-president will receive automatic appointments to the Canadian Cattlemen's Association Board of Directors. Depending on the number of seats allocated to Ontario, subsequent appointments to the national association will be made the following basis:
- a) The next available seat, and any subsequent available seats, shall be determined by the delegates at the annual meeting of the Association by way of majority vote
 - b) The alternate director shall be determined by the Board of Directors and the Advisory Councillors by way of a majority vote
- 5(3) Representatives must be Directors of the Association or members or alternate members of the Advisory Council to sit as voting members on the Canadian Cattlemen's Association. In the event of any of the delegates to the Canadian Cattlemen's Association being unable to complete their term of office, the Board of Directors shall appoint a replacement

ADVISORY COUNCIL

- 6(1) There shall be an Advisory Council to the Association consisting of one member from each county or district branch
- 6(2) The members of each county or district branch shall, at the branch's Annual General Meeting, elect one of the members of the branch as a representative to the Advisory Council and one member as an alternate representative to the Advisory Council
- 6(3) In the event that a member elected by a branch association to the Advisory Council is subsequently elected or appointed to the Board of Directors, the alternate representative

elected to the Advisory Council by that branch association shall become a member of the Advisory Council

- 6(4) Meetings of the Advisory Council shall be called by the president
- 6(5) The Advisory Council shall meet not less than two times each year at a time and location to be determined by the Board of Directors and such meeting shall be attended by the Board of Directors
- 6(6) The Advisory Council shall have the following mandate: to bring forward grass roots issues, to communicate BFO policies/actions to county/district associations and to provide advice and make recommendations to the Board of Directors on BFO policies and strategic directions
- 6(7) The term of office for members of the Advisory Council shall commence at the beginning of the Annual General Meeting and shall terminate immediately prior to the Annual General Meeting the following year

FINANCING

- 7(1) The Association shall be financed by:
 - a) funds acquired through license fee deductions made under the Beef Cattle Marketing Act;
 - b) donations from individuals or other organizations interested in stimulating an improvement in the beef cattle industry in Ontario; and
 - c) membership fees

COUNTY OR DISTRICT BRANCHES

- 8(1) Members of the Association shall be formed into groups by area known as county or district branches to which members shall belong according to their place of residence except where a member's affiliation is changed by the Board of Directors under s. 3 (4)
- 8(2) The areas for county or district branches shall conform to the boundaries of counties and territorial districts in Ontario but two or more adjacent counties or districts may be joined to form one branch
- 8(3) For the purposes of s. (2) the word "counties" includes regional municipalities or a part of a regional municipality that was a county prior to the formation of the regional municipality

- 8(4) The county or district branches in existence at the time of coming into force of this Constitution and By-Laws are set forth in the schedule
- 8(5) No new branch may be formed nor may any existing branch be extended, consolidated or dissolved without the approval of the Board of Directors of the Association
- 8(6) Every branch shall be operated by a Board of Directors of the branch which shall appoint a secretary for the branch
- 8(7) The Board of Directors of a branch may adopt rules to govern its affairs provided that such rules are not inconsistent with this Constitution and By-laws
- 8(8) In every branch, all elections of a representative to the Advisory Council or of voting delegates shall be conducted by secret ballot with at least two scrutineers elected by the meeting
- 8(9) The secretary of each county or district branch shall submit to the executive director of the Association, at least 15 days prior to the Annual General Meeting of the Association, the minutes of the county or district branch Annual General Meeting, and the names, addresses, postal codes, phone numbers, fax numbers, and e-mail addresses of the branch officers elected at the branch Annual General Meeting, the representative and alternate representative elected to the Advisory Council and the voting delegates elected to attend the Annual General Meeting
- 8(10) Notice of the date, time and place of the Annual General Meeting of a branch shall be given by publishing the same at least 14 days prior to the Annual General Meeting in at least one agricultural paper having a wide circulation in Ontario and the notice shall include a copy of any special resolutions to be debated at the meeting
- 8(11) The secretary of every branch shall provide no later than the 15th of October in each year, to the executive director of the Association, the date, time and location of the branch's Annual General Meeting
- 8(12) The Board of Directors of a branch may, when it considers the interests of the members require it, call a general meeting of members of the branch to deal only with such matters as are described in the notice of the meeting and the provisions of s. (10) apply to that notice
- 8(13) At the Annual General Meeting of the branch or at any general meeting of branch members, a majority of the branch members present and voting may pass resolutions for presentation to the Association
- 8(14) The Association shall publish, no later than the 15th day of November in each year, a listing providing the date, time and location of each of the county and district branch annual meetings

MEETINGS

- 9(1) The annual meeting of the Association, shall be held during the month of February in Metropolitan Toronto
- 9(2) Notice of the Annual General Meeting of the Association shall be published at least 14 days prior to the annual meeting in at least one agricultural paper having a wide circulation in Ontario
- 9(3) A quorum at the Annual General Meeting will consist of 40% of the persons named by the counties or districts as voting delegates
- 9(4) The Annual General Meeting of the Board of Directors of the Association shall be held in conjunction with the Annual General Meeting of the Association and without further notice
- 9(5) Fifty-one percent of the directors constitute a quorum at a meeting of the Association Board of Directors
- 9(6) A special meeting of the voting delegates to the previous annual meeting may be scheduled by the Board of Directors
- 9(7) A recommendation by the Association to make a change in the license fee deductions authorized under the Beef Cattle Market Act shall be made only by a vote in favour thereof of at least two-thirds of the voting delegates at an Annual General Meeting of the Association and only where notice of the proposed recommendation has been given in the notice of the Annual General Meeting

VOTING DELEGATES AT ANNUAL MEETING

- 10(1) Voting delegates elected by county or district branch annual meetings, when registering at the Annual General Meeting, shall identify themselves as cow-calf, feedlot, backgrounder and either North, South or East
- 10(2) In addition to the voting delegates referred to in *s.* (1), every person elected as a member of the Advisory Council is a voting delegate at the Annual General Meeting of the Association
- 10(3) The members of each branch shall, at the Annual General Meeting of the branch, elect from themselves voting delegates to the Annual General Meeting of the Association
- 10(4) The number of voting delegates elected by the members of each branch under *s.* (3) shall be determined in accordance with the provisions of *s.* (5) to *s.* (11) inclusive of this section
- 10(5) The nominal total number of all voting delegates elected under *s.* (3) shall be 200

- 10(6) Of the 200 voting delegates, 80 shall be elected based on cattle population
- 10(7) Of the 80 voting delegates referred to in *s. (6)*, the members of each branch shall elect the same proportion of that figure as the cattle population of the counties or districts represented by the branch bears to the total cattle population of Ontario as reported by Statistics Canada in the most recent agricultural census
- 10(8) Of the 200 voting delegates, 120 shall be elected based on the number of farms in Ontario with cattle
- 10(9) Of the 120 voting delegates referred to in *s. (8)*, the members of each branch shall elect the same proportion of that figure as the number of farms with cattle in the county or district bears to the total number of farms with cattle as reported by Statistics Canada in the most recent agricultural census
- 10(10) Where, in a branch, the total of the calculations in *s. (7)* and *s. (9)* produces a number of voting delegates for the branch that is not a whole number, any fraction of a voting delegate below .5 shall be rounded down to the nearest whole number and any fraction of a voting delegate of .5 or greater shall be rounded up to the next whole number
- 10(11) Where the rounding process in *s. (10)* produces a total for voting delegates from all branches that does not equal 200, no further adjustments shall be made
- 10(12) A branch may elect one or more additional persons to be alternate voting delegates to perform the functions of any voting delegate from the branch who is unavailable to act
- 10(13) In addition to the voting delegates referred to in *s. (1)* and *s. (2)*, each person that is a member of the Board of Directors, at the commencement of the Annual General Meeting, is a voting delegate at the Annual General Meeting

DUTIES OF DIRECTORS

- 11(1) The business of the Association shall be managed by the Board of Directors. Producer resolutions passed at the Annual General Meeting shall be dealt with by the Board of Directors
- 11(2) Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of any equality of votes, the chair shall have an additional or casting vote
- 11(3) The Board of Directors, at its Annual General Meeting, shall elect by majority vote the following:
- a) a president;
 - b) a vice-president

- 11(4) The Board of Directors, at its Annual General Meeting, shall appoint a secretary treasurer

LIMITATIONS ON EXPENDITURES

- 12(1) No money may be expended by the Association, except for:
- a) payment of expenses incurred by the Association and expenses and per diems of members of the Board of Directors, standing committees, Advisory Council, and ad hoc committees under these by-laws; and
 - b) carrying out the objects of the Association including the ability to acquire by purchase, lease, devise, gift or other means and to hold and use or occupy any real property determined by the directors to be reasonably necessary for the carrying on of its undertaking and to sell, dispose of and convey the same or any part thereof as may be considered advisable

OFFICERS

- 13(1) The officers of the Association shall be: the president and vice-president. The president may also establish additional officer positions as he or she deems necessary subject to a 2/3 majority vote by the Board of Directors
- 13(2) The officers of the Association will be elected by the Board of Directors at its annual meeting for a one year term to a maximum of three consecutive terms

DUTIES OF OFFICERS

- 14(1) The president shall preside at all meetings of the members, the Board of Directors and the Advisory Council
- 14(2) Where the president is absent or fails to exercise his/her rights and powers under these by-laws, the vice-president shall have and may exercise all the rights and powers of the president
- 14(3) All regular meetings of the Board of Directors shall be scheduled at the previous meeting. The president, in conjunction with the executive director, reserves the right to call a special or emergency meeting between regularly scheduled meetings to address an issue or issues that require immediate attention provided at least 24 hours advance notice of the meeting is given to all members of the Board
- 14(4) All payments made by cheque, by or on behalf of the Association, shall be signed by any two of the president, vice-president, executive director, accountant or other staff or board member deemed appropriate as appointed by the president and executive director

- 14(5) Officers having custody of funds may be required before entering office, to provide such security at the expense of the Association as the Board of Directors deems adequate and in such form as it may approve

EMPLOYEES

- 15(1) The Board of Directors shall employ an executive director who shall be responsible to the Board of Directors through the president
- 15(2) The executive director shall be responsible for managing the office and for hiring and supervising necessary office staff including an accountant
- 15(3) The executive director shall ensure that a complete record of the minutes of all meetings of the Association is maintained
- 15(4) The Accountant shall keep a full and true account of all receipts and expenditures, assets and liabilities, prepare an annual statement, receive all money paid into the Association and forthwith deposit same in such chartered bank as may be approved by the Board of Directors
- 15(5) Employees having the custody of funds shall be required before entering office to provide such security at the expense of the Association as the Board of Directors deems adequate and in such form as it may approve

COMMITTEES

- 16(1) There shall be three Standing Committees of the Association: Cow-Calf, Feedlot and Research.
- 16(2) There shall be a Cow-Calf and Feedlot Committee each consisting of 11 persons elected as follows:
- a) Voting delegates identified as cow-calf shall elect at the Annual General Meeting, from among themselves, six persons to the Cow-Calf Committee
 - b) Voting delegates identified as feedlot shall elect at the Annual General Meeting, from among themselves, six persons to the Feedlot Committee
 - c) Voting delegates identified as backgrounder shall elect at the Annual General Meeting, from among themselves, one person to the Cow-Calf Committee and one person to the Feedlot Committee
 - d) The three cow-calf Directors elected to the Board of Directors at the Annual General Meeting, from among voting delegates identified as cow-calf, shall receive automatic appointment to the Cow-Calf Committee

- e) The three feedlot Directors elected to the Board of Directors at the Annual General Meeting, from among voting delegates identified as feedlot, shall receive automatic appointment to the Feedlot Committee
 - f) The Cow-Calf and Feedlot committees shall each elect one member to serve as a member of the other committee for a one-year term
- 16(3) Cow-Calf and Feedlot committee members, notwithstanding the three Cow-Calf and three Feedlot Directors and the two members elected to serve on each other's committees, shall be elected to serve a two-year term commencing upon election at the Annual General Meeting
- 16(4) Cow-Calf and Feedlot committee members, notwithstanding the three Cow-Calf and three Feedlot Directors and the two members elected to serve on each other's committees, may not serve more than four consecutive terms
- 16(5) The Cow-Calf and Feedlot committees shall each elect a chair and vice-chair, but if both are absent at any meeting of the committee, the members shall choose a chair for the meeting
- 16(6) In the event a Cow-Calf or Feedlot committee member is unable to complete his or her term of office, the seat shall remain vacant until the next Annual General Meeting where the seat shall be filled according to the manner prescribed under s. 16 (1)
- 16(7) There shall be a Research Committee consisting of 8 persons elected as follows:
- a) One person elected at the discretion of each the following organizations:
 - i. The University of Guelph
 - ii. The Ontario Ministry of Agriculture, Food and Rural Affairs
 - iii. The Ontario Association of Bovine Practitioners
 - iv. Beef Improvement Ontario
 - b) Advisory Councillors and Directors shall elect, from among themselves, two persons to the Research Committee
 - c) The two Directors elected to the Beef Cattle Research Council at the Annual General Meeting of the Board of Directors shall receive automatic appointment to the Research Committee
 - d) The following process shall be used in the event the number of Ontario seats to the Beef Cattle Research Council is less than, or more than, two:
 - i. In the event Ontario's allocation to the Beef Cattle Research Council is more than two, the Board of Directors shall elect two persons, from among the Ontario persons elected to the Beef Cattle Research Council, to serve on the Research Committee

- ii. In the event Ontario's allocation to the Beef Cattle Research Council is less than two, all remaining seats on the Research Committee shall be elected by Advisory Councillors and Directors, from among themselves.

16(8) All Research Committee members shall be elected to serve a one-year term

16(9) The Board of Directors may appoint, as circumstances warrant, any person or persons to an ad hoc committee to take up any matter concerning the Association

NOMINATING COMMITTEE

17(1) There shall be a nominating committee consisting of five members of the Board. The members of the committee shall be elected at the first board meeting following the Annual General Meeting of the Board of Directors. The function of the Nominating Committee is to present a slate of names for election as regional board positions, sector Board positions, at-large board positions and committee positions with the provision that additional nominations, except for BFO Director positions, may be made at the time of the election by voting delegates

VOTING PROCEDURES

18(1) All elections conducted by the Association shall be as follows:

- a) all votes shall be by secret ballot;
- b) if two persons are nominated, the one receiving the majority of votes shall be declared elected; and
- c) if more than two persons have been nominated, the person receiving the fewest votes shall be eliminated and the vote called again. However, if one person receives over 50% of the votes cast on the first or any subsequent ballot, that person shall be declared elected

COMPENSATION

19(1) Members of the Board of Directors, Advisory Council, standing committees, and ad hoc committees shall be paid expenses actually incurred for their services while attending meetings or on official business for the Association and such other compensation as may be approved by the board of directors

FISCAL YEAR

20(1) The fiscal year of the Association shall correspond to the calendar year

INCORPORATION

- 21(1) The Association is incorporated under the Agricultural and Horticultural Organizations Act of Ontario

AUDITOR

- 22(1) The directors of the Association shall appoint an external auditor at the annual meeting of the board of directors

AMENDMENTS

- 23(1) With the exception of *s. 9 (1)* this Constitution and these By-Laws may be amended by a two-thirds majority of all eligible delegates voting at an annual meeting provided notice of such proposed amendment has been included in the notice of the meeting. *s. 9 (1)* may be amended by the Board of Directors at any regular meeting