

**MODEL CONSTITUTION
FOR USE BY
COUNTY/DISTRICT SOIL AND CROP
IMPROVEMENT ASSOCIATIONS**

**CONSTITUTION OF THE XYZ SOIL AND CROP IMPROVEMENT ASSOCIATION
(this “Constitution”)**

Article 1 - Name

The organization governed by this Constitution shall be known as the XYZ Soil and Crop Improvement Association (the “**Association**”).

Article 2 - Objects

The objects of the Association shall be to encourage the improvement of field crops in the (county/district) of XYZ by:

- 1) Communicating responsible economic management of soil, water, air and crops.
- 2) Organizing, sponsoring or assisting with active projects which involve drainage, water storage, soil conservation, fertility, land use, energy, pest control, field records, soil testing, general farm business management, and environmental farm planning.
- 3) Encouraging the wide adoption of such crops and varieties as are best suited to the soils and climatic conditions of the (county/district).
- 4) Developing a greater interest in the preparation, use and production of high-quality grain and seed.
- 5) Holding meetings and field days for the discussion of all matters relating to crop production and crop and soil improvement and assisting in the holding of such meetings and field days.
- 6) Conducting and directing educational work through the county/district for the dissemination of a wider knowledge of crop production and soil management.
- 7) Co-operating with agricultural and other interested organizations and individuals in the holding of soil improvement and field crop competitions and seed fairs.
- 8) Collecting and disseminating market information, field crop recommendations, and regulations governing production, marketing and purchasing of seed for field crops.
- 9) Co-operating with the Ontario Ministry of Agriculture, Food and Rural Affairs (hereinafter referred to as “**OMAFRA**”) and Agriculture and Agri-Food Canada (hereinafter referred to as “**AAFC**”) in furthering these objectives.
- 10) Co-operating with other county/districts/regions of the Ontario Soil and Crop Improvement Association (hereinafter referred to as the “**OSCIA**”).
- 11) Co-operating with other agricultural organizations within the county/district.

Article 3 – Membership in the OSCIA

- 1) The XYZ Soil and Crop Improvement Association is a member of the OSCIA.
- 2) Membership in the Association shall entitle such person to membership in the OSCIA (each such person being an “**OSCIA Member**”).

- 3) OSCIA Members shall pay an annual membership fee to the OSCIA (the “**OSCIA Membership Fee**”) in accordance with Subsection 4(4) of this Constitution, it being provided that the OSCIA Membership Fee payable by any Honourary Association Member (as hereinafter defined) who is also an OSCIA Member shall be paid on such Honourary Association Member’s behalf by the Association.
- 4) The Association shall be entitled to send two (2) OSCIA Members to the annual meeting of the OSCIA (the “**OSCIA Annual Meeting**”). One (1) of such individuals shall be entitled to vote at the OSCIA Annual Meeting on all matters (the “**Voting Delegate**”). The other one (1) individual shall only be entitled to vote at the OSCIA Annual Meeting on resolutions placed before OSCIA Members (the “**Alternate Delegate**”). The Voting Delegate and the Alternate Delegate shall be appointed by the Board (as hereinafter defined) prior to the OSCIA Annual Meeting, and thereafter, from time to time, as necessary.

Article 4 - Membership in the Association

- 1) Any person who (a) has a farm in XYZ County/District; (b) conducts agri-business in XYZ County/District; (c) is interested in the production of field crops and the conservation and improvement of soil and water quality; or, (d) is interested in fulfilling the mission of soil and crop improvement, shall be eligible for membership in the Association (each such person being an “**Association Member**”).
- 2) Notwithstanding the eligibility requirements set forth in Subsection 4(1), honorary membership in the Association may be conferred upon any person who is recognized as having performed some outstanding service in the improvement of field crops within the XYZ County/District (each such person being an “**Honourary Association Member**” and included amongst the Association Members) by unanimous vote of the Association Members present at the annual meeting of the Association (the “**Annual Association Meeting**”).
- 3) Association Members shall pay an annual membership fee to the Association (the “**Association Membership Fee**”), it being provided that Honourary Association Members shall be exempt from the payment of an Association Membership Fee.
- 4) The amount of the Association Membership Fee shall be established from time to time by the Board and shall include, where applicable, the amount of the OSCIA Membership Fee, the quantum of which may be established from time to time by the board of directors of the OSCIA.
- 5) The Association shall forward all OSCIA Membership Fees to the provincial office of the OSCIA by February 15 of each calendar year, together with a current listing of the Officers (as hereinafter defined), Directors, and Association Members and a report detailing the business activities of the Association occurring during the immediately previous fiscal year.
- 6) A person is no longer an Association Member when:
 - a) the person resigns from the membership of the Association in writing to the Secretary;
 - b) the person fails to pay the annual Association Membership Fee;
 - c) the person dies;
 - d) the Association as an organization is terminated; or
 - e) at an *in camera* meeting of the Directors, a resolution to remove a person from the membership of the Association is approved, on the grounds that such person:
 - i. failed to adhere to any provision of this Constitution;
 - ii. conducted themselves in a manner which is detrimental to the Association, as determined by the Directors in their sole discretion; or,
 - iii. for any other reason which the Directors in their sole and absolute discretion consider to be reasonable, having regard to the objects of the Association.

Where a resolution to remove a person from the membership of the Association is before the Board, the process must be carried out in good faith and in a fair and reasonable manner, such that the Association Member who is the subject of the resolution is entitled to:

- f) at least fifteen (15) days' written notice that the resolution is to be decided, and the reasons; and,
- g) submit a written statement explaining why they oppose the resolution, which shall be circulated to all Directors providing it is received by the Secretary no less than six (6) days prior to the scheduled date of the Directors' Meeting (as hereinafter defined) at which the matter will be decided.

Upon the removal of a person from the membership of the Association, for any reason, the rights of such person, as an Association Member, cease to exist.

Article 5 - Annual and Special Meetings of the Association Members

- 1) The Annual Association Meeting shall be held within the county/district during the month of _____ at such time as the Board may determine.
- 2) Notice of the time and place of holding of the Annual Association Meeting or special Association meetings ("**Special Association Meetings**," and together with the Annual Association Meeting, "**Association Meetings**") shall be provided to the Association Members no less than seven (7) days before the date of the holding of such meetings, it being provided that a notice given pursuant to Subsection 12(1) of this Constitution shall be provided no less than ten (10) days prior to the subject Association Meeting.
- 3) A quorum for an Association Meeting shall be _____ percent (____%) of the Association Members.
- 4) Association Meetings shall be presided over by the President (as hereinafter defined) as chairperson, it being provided that if the President is absent, then such meetings shall be presided over by the Vice-President (as hereinafter defined) as chairperson.
- 5) An Association Meeting may be held by telephonic or electronic means, and an Association Member attending by such means shall be deemed to be present for the said meeting.
- 6) The order of business at the Annual Association Meeting shall be as follows:
 - a) the reading and approval of the minutes of the last Association Meeting;
 - b) the reading and disposal of communications;
 - c) report of the Board;
 - d) report of Committees (as hereinafter defined), as applicable;
 - e) report of officers;
 - f) unfinished business;
 - g) election of the Directors for the ensuing year, as applicable;
 - h) nomination of a candidate to the board of directors of the OSCIA who may stand for election at the Regional Soil and Crop Improvement Association annual meeting (if elected to the board of directors of the OSCIA, such individual being referred to as a "**OSCIA Regional Director**"); and,
 - i) new business.
- 7) At Special Association Meetings no business shall be transacted except that appearing on the written notice for such meeting.
- 8) Subject to Subsection 12(1) of this Constitution, resolutions proposed at any Association Meeting shall be decided by a majority of votes cast. In the case of an equality of votes, the chairperson shall have an additional casting vote.

Article 6 - Board of Directors of the Association

- 1) The board of directors of the Association (the "**Board**") shall have general charge of the affairs of the Association.

- 2) The number of directors on the Board (the “**Directors**”) shall be no less than ten (10) and no greater than sixteen (16).
- 3) The Board shall be elected annually, at the Annual Association Meeting, from amongst the Association Members, it being provided that the individual who most recently held the office of the President shall automatically be considered a Director by virtue of having formerly held such office (the “**Past President**”).
- 4) Any approved OMAFRA representative(s) located within the region of the Association, and the then-current OSCIA Regional Director (as hereinafter defined) shall be considered “**Honourary Directors**,” and shall be included amongst the Directors for all purposes, but shall not have voting privileges on the Board.
- 5) An individual elected as a Director shall hold office for a term of two (2) years, provided that any time served by a Director appointed by the Board due to a vacancy shall not be counted towards the calculation of the two (2) year term. A Director shall be eligible to serve for an unlimited number of terms, including if served consecutively.
- 6) A vacancy on the Board, however caused, may, so long as a quorum of the Board remains in office, be filled on an interim basis by the Board, provided that such appointment shall expire at the next Annual Association Meeting, at which meeting such vacancy shall be filled by the Association Members. In the event of a vacancy in the position of the Past President, a successor may be elected from among those qualified past Presidents who are able and willing to serve.

Article 7 – Meetings of the Board of Directors

- 1) The President shall cause a notice of any meeting of the Board (each, a “**Directors’ Meeting**”) to be sent to each of the Directors at least five (5) days before the date named for the holding of the said meeting.
- 2) The Board shall hold Directors’ Meetings at such time and place as may be deemed necessary by the President.
- 3) A quorum for a Directors’ Meeting shall be fifty percent (50%) of the Directors currently in office.
- 4) Directors’ Meetings shall be presided over by the President as chairperson, it being provided that if the President is absent, then such meetings shall be presided over by the Vice-President as chairperson.
- 5) Directors’ Meetings may be held by electronic means, provided that such means permit all participants to communicate simultaneously with each other. A Director has the right to attend Directors’ Meetings by electronic means and a Director participating by such means is deemed to be present at said meeting.
- 6) The order of business for regular Directors’ Meetings shall be as follows:
 - a) the reading and approval of the minutes of the previous Directors’ Meetings;
 - b) the reading and disposal of communications;
 - c) reports of Committees, as applicable;
 - d) unfinished business; and,
 - e) new business.
- 7) Questions arising at any Directors’ Meeting shall be decided by a majority of votes cast. In the case of an equality of votes, the chairperson shall have an additional casting vote.
- 8) The Board may approve the constitution of a committee or committees, for such purposes and with such authority as may be prescribed by the Board in the committee’s terms of reference (in each case, a “**Committee**”). Members of a Committee shall be appointed by the Board. No Committee shall have the ability to make binding decisions, but shall make recommendations and shall report to the Board. The Board may wind down any Committee and/or remove any Committee member, at its sole and absolute discretion.

Article 8 – Officers of the Association

- 1) The Board shall appoint as officers of the Association (the “**Officers**”), a President, Vice-President, Secretary and Treasurer at the first Directors’ Meeting following the Annual Association Meeting.
- 2) **President.** It shall be the duty of the President to preside at all meetings of the Association and the Board (the “**President**”). The term of the President shall be ____ years.
- 3) **Vice-President.** It shall be the duty of the Vice-President to aid and assist the President (the “**Vice-President**”). In the absence of the President, the Vice-President shall have and shall exercise all the rights and powers of the President. The term of the Vice-President shall be ____ years.
- 4) **Secretary.** It shall be the duty of the Secretary to attend all Association Meetings, Directors’ Meetings and such meetings of the Committees as the Board may direct from time to time, and to keep correct minutes of same, to send notices of meetings to Association Members and to Directors, to issue publications, and to keep such other records as may be in the interests of the Association (the “**Secretary**”). The Secretary shall have the custody of all books, papers, records, etc., belonging to the Association which the Secretary shall deliver when, and to whom, as the Board may direct from time to time. The term of the Secretary shall be ____ years.
- 5) **Treasurer.** It shall be the duty of the Treasurer to have and to keep custody of all monies and securities of the Association and to deposit all such monies immediately upon receipt thereof to the credit of the Association in an account with a chartered bank (the “**Treasurer**”). The Treasurer shall pay all accounts of the Association, as directed by the Board from time to time, and in accordance with procedures recommended by the Board, and shall present an examined financial statement of the Association at the Annual Association Meeting. The term of the Treasurer shall be ____ years.
- 6) It is provided that the same individual may be appointed to the offices of Secretary and Treasurer.
- 7) All Officers having charge of money or property belonging to the Association, shall, before entering into office, provide such security as the Board deem adequate and, in such form, as it may approve.
- 8) If, for any cause, there occurs a vacancy in any office of the Association, it shall be filled for the unexpired portion of the respective term by a Director appointed by the Board, at a Directors’ Meeting called for such purpose.

Article 9 - Fiscal Year

- 1) The fiscal year of the Association shall commence on the ____ day of _____.

Article 10 - Auditors

- 1) It shall be the duty of the Board to appoint an auditor of the Association for the ensuing fiscal year at the first Directors’ Meeting following the Annual Association Meeting, it being provided that no Director may be appointed as the auditor.
- 2) In the event of the death or resignation of an auditor, the Board shall appoint an auditor(s) to fill the vacancy, at a Directors’ Meeting called for such purpose.
- 3) It shall be the duty of the auditors to examine all books and records showing statements of receipts and expenditures and to approve a financial statement showing the financial position of the Association at the end of each fiscal year.

Article 11 - Dissolution

- 1) Upon dissolution of the Association, and after the payment of all debts and liabilities, the remaining property shall, subject to approval of the OSCIA, be distributed, or disposed of to other not-for-profit organization(s) with objects similar to that of the Association.

Article 12 - Amendments to Constitution

- 1) The Board may amend or repeal this Constitution. Any such amendment or repeal shall be effective from the date of the respective resolution of the Board until the next Association Meeting where it may be confirmed by a vote of the Association Members, which resolution shall be decided by a two-thirds (2/3) majority of votes cast. No such amendment or repeal shall be effective unless, notice of same is provided to Association Members no less than ten (10) days prior to the respective Association Meeting.
- 2) If an amendment or repeal is confirmed by the Association Members, it remains effective in the form in which it was confirmed. An amendment or repeal ceases to have effect if it is not submitted to the Association Members at the next Association Meeting or if it is rejected by the Association Members at the subject meeting.

Article 13 - Repeal of Prior Form of Constitution

- 1) All prior enactments of the Association heretofore enacted or made are repealed, provided that the repeal of prior enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed enactment.

Enacted by the Board the ____ day of _____, 20 ____.

President

Secretary

Confirmed by the Association Members the ____ day of _____, 20 ____..

Secretary