

# Ontario Hereford Association

CONSTITUTION



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## **Ontario Hereford Association**

### **1.00 Name**

The organization shall be: "THE ONTARIO HEREFORD ASSOCIATION".

- (a) The activities of any such Association shall be confined solely to its own Provincial interests and shall not conflict in any way with the activities of the Canadian Hereford Association.
- (b) Not more than one Provincial Association shall be organized under this Constitution.
- (c) The Ontario Hereford Association may organize a Provincial Junior organization under a constitution approved by the board of directors of the Provincial Association.

### **2.00 INTERPRETATION**

In this by-law and all other by-laws and resolutions of the Association, unless the context otherwise specifies or requires:

- (a) "Act" means the Corporations Act, R.S.O. 1980, Chapter 89, and any statute or enacted in substitution therefore, from time to time;
- (b) "Association" or "OHA" means the Ontario Hereford Association
- (c) "Board" means the Board of Directors of the Association
- (d) All terms defined in the Act have the same meanings in this by-law and all other by-laws and resolutions to the Association
- (e) Words importing the singulars number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
- (f) The headings used in this by-law and all other by-laws of the Association are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify modify or explain the effect of any such terms or provisions.

### **3.00 OBJECTS**

The Association shall have for its objects the encouragement, development and regulation of the breeding of purebred Hereford cattle in Ontario.

- (a) A purebred Hereford is an animal that has consistent and inherited breed characteristics that is descended 100% from animals registered in the United Kingdom Hereford Society Herd Book #13, which, was implemented prior to the year 1900. A purebred Hereford shall display the breed characteristics of a red hair coat and white face. White markings on the hide are normal and acceptable as breed characteristics.
- (b) By adopting means from time to time to protect and assist those engaged in propagation, breeding and exhibition of purebred Hereford cattle in compliance with the Animal Pedigree Act or any regulation made thereunder.
- (c) By maintaining an efficient supervision of breeders of Hereford cattle to prevent, detect and punish fraud, and particularly to take all possible action to insure the accuracy of the Registration Certificate.
- (d) By publishing and distributing literature devoted to the welfare of the Hereford and its owner.

### **4.00 HEAD OFFICE**

The head office of the Association shall be in such a place therein as the Board of Directors may from time to time may determine

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### **5.00 MEMBERS**

- (a) The membership shall be affected through the Canadian Hereford Association and shall consist of all members in good standing of the said Association.
- (b) Junior Members shall be entitled to vote and hold office in the Ontario Hereford Association on or after their eighteenth birthday.
- (c) A Junior Membership expires on December 31 following the junior's twenty-first birthday.

### **5.01 AFFILIATE MEMBERS:**

Affiliate Members, non-voting, shall be those persons, partnerships or companies incorporated under federal or provincial charter, resident in Canada, who pay the prescribed membership fee, set by the board of directors.

### **5.02 APPLICATIONS FOR MEMBERSHIP:**

- (a) Applications for membership shall be made to the Canadian Hereford Association on the forms or in the format approved by the Canadian Hereford Association Board of Directors.
- (b) Each applicant on becoming a member is bound by the Constitution and amendments thereto, and all rules of the Association.
- (c) Applications for Annual Membership of partnerships or incorporated companies shall specify the partner or shareholder, resident of Canada, authorized to vote and sign for the partnership or company and hold office in the Ontario Hereford Association.
- (d) A member of a partnership or company, other than the partner mentioned in the application, may be authorized by the partnership or company to act or vote at any meeting of the Association, provided notification in writing is given to the Association prior to the date of the meeting.
- (e) Each member of the Canadian Hereford Association shall automatically become a member of the Ontario Hereford Association.

### **5.03 MEMBER IN GOOD STANDING:**

- (a) A member in good standing shall, as a matter of contract and except as hereinafter provided, enjoy the same rights and privileges and be subject to the same liabilities as the original incorporators of this Association.
- (b) No member who is in arrears of membership or other fees or dues shall enjoy such rights and privileges.
- (c) A member in good standing is a member who has complied with the regulations as hereinafter set forth and who is not in arrears of membership or any other financial obligation to the Association or suspended.

### **5.04 FINANCIAL LIABILITY:**

- (a) The financial liability of a member to the Association shall be the amount due in respect to membership fees and any other fees or services due to the Association.

### **5.05 RIGHTS AND PRIVILEGES:**

- (a) No member shall be entitled to any of the rights and privileges of the Association during any year until the membership fee is paid.
- (b) Membership in the Association may be regained by the payment of the prescribed Membership fee.

## **Ontario Hereford Association**

(c) Members shall not, as such, be held answerable for responsible for any act, default, obligations or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

### **5.06 VOTING PRIVILEGES:**

(a) In order to vote or give notice to amend this Constitution, a member must:

- (I) Not be in arrears of membership dues or other fees, and
- (II) Be the owner of registered Hereford females; and
- (III) Have registered animals in the current and/or preceding year.

(b) In order to hold office, a member must:

- (I) Be a Canadian Citizen
- (II) Be an owner of registered Hereford females; and
- (III) Be over 18 years of age at time of election; and
- (IV) Have registered animals in the current and/or preceding year.

(c) A person, not on the membership roll seven days prior to the annual meeting and notwithstanding anything to the contrary in this Constitution, shall not have the right to vote at the meeting.

(d) A member shall have but one vote, regardless of the number of memberships with which he is involved.

(e) The President, or in his absence, the Vice-President of the Corporation shall preside as Chairperson at all meetings of the members but if at a meeting neither of them is present within fifteen (15) minutes after the time adopted for the holding of the meeting, the members present shall choose a person from their number to be the chairperson.

### **5.07 MEMBERSHIP YEAR:**

The membership term shall correspond with the calendar year.

### **5.08 TERMINATION OF MEMBERSHIP**

(a) A membership in the Corporation automatically terminates upon the happening of any of the following events:

- (I) if the person in writing, resigns as a member of the Canadian Hereford Association
- (II) if the member dies or
- (III) has their membership terminated by the Canadian Hereford Association

### **6.00 LIABILITY:**

(a) Any breeder suspended or expelled from the Association shall have no claim against the Corporation or any interest in the property or assets of the Corporation

(b) It is understood that this Corporation shall not be held responsible for any loss or damage that may be sustained through suspension, cancellation or correction of any registration.

### **7.00 FISCAL YEAR AND AUDITORS**

(a) The fiscal year of the Association shall correspond with the calendar year.

(b) The Association at each annual meeting shall elect an auditor or auditors.

(c) The auditor shall conduct an audit of the financial statements of the Association in accordance with generally accepted auditing standards as established by the Canadian Institute of Chartered Accountants once every third year and in the intervening years the Corporation auditors would prepare a Financial Review Statement for presentation at the Annual Meeting.

## **Ontario Hereford Association**

### **8.00 DIRECTORS, OFFICERS AND COMMITTEES**

**DIRECTORS:** The affairs of the Association shall be conducted by a Board of eight (8) directors

#### **8.01 ELECTION OF DIRECTORS:**

The Director or Directors of the Ontario Hereford Association shall be nominated and elected at a General Meeting of the Provincial Association. Voting shall be confined to:

- (a) Junior members in good standing 18 years and over and
- (b) all other members in good standing of the Canadian Hereford Association and
- (c) be a resident of Ontario.

The Directors will be given access to board material and will, at their own cost, be able to attend board meetings held in combination with the Annual General Meeting. The name and mailing address of each Director shall be forwarded to the Canadian Hereford Association not more than ten days following the Provincial Annual Meeting. The notification of the Directors elected must be certified by the signature of the President and Secretary of the OHA.

- (a) The Board of Directors may delegate any of their powers to the Executive Committee.
- (b) A quorum for the transaction of business at any meeting of Directors shall consist of five (5) Directors.
- (c) Each zone shall elect two (2) Ontario Board Directors at their annual Meeting or specially called Zone Members Meeting. Then, two (2) additional Directors for the Ontario Board will be voted for at large at the Ontario Annual Meeting giving eight (8) Directors in total for the Ontario Hereford Association. If a zone is unable to elect two (2) directors, the ensuing vacancies will be filled at the OHA-AGM as a member at large.
- (d) the office of Director shall be automatically vacated:
  - (I) If a Director shall resign his office by delivering a written resignation to the Secretary of the Association
  - (II) If he becomes bankrupt or suspends payment or compounds with his creditors.
  - (III) If at a special meeting of members called for that purpose a resolution is passed by a vote of two-thirds (2/3) of the members present that he be removed from office.
  - (IV) If he is absent from two consecutive Directors' meetings without reasonable excuse.
  - (V) On death
  - (VI) If a Director shall for any reason cease to be a member of the Corporation.
  - (VII) If a Director shall cease to be a Canadian citizen and resident in the Province of Ontario

#### **8.02 OFFICERS:**

- (a) The Officers of the Association shall be a President, a Vice-President and a Secretary-Manager and such other officers as the Board may determine by by-law from time to time. One person may hold more than one office except the offices of President and Vice-President. The President and the Vice-President shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. The other Officers of the Association need not be members of the Board and in the absence of written agreement to the contrary, the employment of all Officers shall be settled from time to time by the Board.
- (b) A majority of the Board of Directors, at any meeting at which all Directors are present, may remove and discharge any or all of the Officers of the Association, and may elect or appoint another or others in their place or places.

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### **8.03 PRESIDENT:**

The incoming President shall be elected annually from among their number by the Directors at their first meeting after the OHA Annual General Meeting. The President will assume all presidential duties following his/her election as President. At this time the President shall hold office for one year or until his successor is elected.

(a) The duties of the President shall be:

- (I) To preside at all meetings of the Association and the Board of Directors and the Executive Committee.
- (II) To exercise a general supervision over the affairs of the Organization; and
- (III) To generally do all matters, acts and things as are usually done by Presidents of similar organizations.
- (IV) He shall be a member of all committees.

### **8.04 VICE-PRESIDENT:**

A Vice-President shall be elected in the same manner, hold office for a similar term and, if the President is unable to act on account of illness or absence, shall perform all duties of the President including such powers or duties as may be assigned to him by the Board of Directors.

### **8.05 SECRETARY- MANAGER:**

The Board of Directors shall from time to time, as occasion may require, appoint a General Manager who shall have the power of Managing Director and Secretary-Treasurer, acting under the control and with the approval of the Board of Directors.

(a) The duties of the Secretary-Manager shall be:

- (I) To attend all meetings of the Organization and of the Board of Directors and of the Executive Committee and to keep exact Minutes of the proceedings of the same. He shall forward a copy of all of the above-noted meetings to the office of the Canadian Hereford Association within ten (10) days of the meeting.
- (II) He shall give all notices required to be given to members and to Directors.
- (III) He will do such other things as may be delegated to him by this Constitution, the Board of Directors, or the Executive Committee.
- (IV) The Secretary- Manager shall deposit all monies received by the Organization in a financial institution as approved by the Board of Directors to the credit of the Organization.
- (V) He shall deposit for safekeeping all securities owned by this Organization in a safety deposit vault as may be approved by the Board of Directors.
- (VI) He shall disburse the funds of the Corporation, by cheque only countersigned by the President.
- (VII) He shall keep proper financial records containing entries of all such matters of things as are usually entered in financial records and shall furnish from time to time such financial statements in detail of the affairs of the Association or such other matters as may be directed by the Board of Directors or the Executive Committee.
- (VIII) He shall maintain this Constitution. He shall make copies of the same available to the members of the Association.
- (IX) He shall also perform such other duties as may from time to time be determined by the Board of Directors.

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### **8.06 OTHER OFFICERS:**

The duties of all the other officers of the Corporation shall be such as the terms of the engagement call for or the Board of Directors requires them.

### **8.07 SPECIAL COMMITTEES:**

(a) The Board of Directors may appoint from their number or from the members of the Organization Special Committees but must in all cases name one of their number a member who shall be the presiding officer.

(b) The action of any Special Committee is subject to the approval of the Board of Directors.

### **8.09 REPRESENTATIVES:**

The Board of Directors shall elect representatives to all other organizations as required.

### **8.10 SIGNING OFFICERS:**

All cheques issued by the Ontario Hereford Association must bear the signatures of two officials authorized by the Board of Directors (the standard being the President and the Secretary-Manager of the Association)

### **9.00 PROVINCIAL ASSOCIATION RESPONSIBILITIES TO CANADIAN HEREFORD ASSOCIATION:**

(a) Each Provincial Association shall forward to the Canadian Hereford Association head office a report of their activities for each year and an audited statement showing receipts and expenditures and assets and liabilities. Such reports shall be forwarded to the CHA in time to be included in the report presented by the Board of Directors to the Annual Meeting of the Canadian Hereford Association.

(b) In addition to the Annual Report as above required, the OHA shall forward such other reports as may be required from time to time by the National Board of Directors

### **10.0 JUNIOR HEREFORD ASSOCIATION:**

(a) Junior members of the Canadian Hereford Association may organize an Ontario Junior Hereford Association under a Constitution approved by the Board of Directors of the Ontario Hereford Association.

(b) The activities of any such Association shall be confined solely to Ontario interests and shall not conflict in any way with the activities of the Canadian Hereford Association or the National Junior Council.

(c) Not more than one Ontario Junior Association shall be organized under this Constitution.

(d) The Ontario Junior Hereford Association shall forward to their Ontario Hereford Association a report of their activities for each year and financial statement showing receipts and expenditures and assets and liabilities. Such Reports shall be forwarded to the Association in time to be included in the report presented by the Board of Directors to the Annual Meeting of the Ontario Hereford Association, and copies are to be forwarded to the National Junior Hereford Council in time for their delegate meetings.

(e) In addition to the Annual Reports as above required, the Ontario Junior Association shall forward such other reports as may be required from time to time by the Provincial Board of Directors.

(f) The Junior Hereford Association may from time to time form local or regional clubs or zones within Ontario. The purpose of the club or zone is to foster the development of the Hereford breed and the education of its membership.



## **Ontario Hereford Association**

### **11.0 MEETINGS**

#### **11.01 ANNUAL MEETING:**

- (a) The Ontario Hereford Association shall not hold their Annual General Meeting within two weeks of the week of the Annual General Meeting of the Canadian Hereford Association.
- (b) The Annual General Meeting of the Association shall be held at such time and place as decided by the Board of Directors including:
- (I) Notice of at least thirty days shall be given to the membership:
  - (II) By circular letter to the last known postal address appearing on the books of the Association  
or
  - (III) By publishing a Notice of Meeting in the official publication of the Ontario Hereford Association  
or
  - (IV) By telephoning or e-mailing each member not less than ten (10) days before the meeting is to take place.
  - (V) No error or omission in giving notice of any meeting or any adjourned meeting or the non-receipt of any notice by any member or members or by the auditor of the Association shall invalidate any resolution or any proceedings taken at any meeting of members, and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat.
  - (VI) A quorum for the transaction of business at any meeting of members shall consist of twenty-five (25) members
  - (VII) any meetings of the members may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of such adjournment. Such adjournment may be made notwithstanding that no quorum is present.
- (c) The Board of Directors at each Annual General Meeting shall submit a complete report of its acts and of the affairs of the Association. It shall present a detailed statement, duly audited, of receipts and expenditures of the preceding year and of the assets and liabilities of the Association.
- (d) All motions from the floor passed by the membership attending the annual general meeting or other general meeting shall be recommendations to the board of directors and shall not be binding upon the board of directors of the Association.
- (e) A copy of this report and general information of the affairs of the Association shall be sent to the Canadian Hereford Association of Canada within thirty days after the Annual Meeting.

#### **11.02 ORDER OF BUSINESS:**

- (a) The order of business at all Annual and General Meetings should be as follows:
1. Identification of Members
  2. Reading Minutes of previous meeting
  3. Report of Officers, Directors and Committees
  4. Correspondence
  5. Unfinished business
  6. If Annual Meeting, report of election of Directors
  7. New Business
  8. Adjournment
- (b) The above order, with the exception of "1. Identification of Members", may be changed at the pleasure of the meeting assembled.

## **Ontario Hereford Association**

### **12. EXPENSES, INCOME AND PROPERTY:**

(a) The income and property of the Association, from whatever source derived, shall be applied solely toward the promotion and furtherance of the objects of the Association.

(b) No part thereof shall be paid or transferred directly or indirectly by way of bonus or otherwise as profit or gain to members of the Association, past, present or future, or to any person claiming through any member.

(c) However, nothing herein contained shall prevent the bona fide payment or remuneration to any Secretary-Manager, Registrar, Editor, Officer, Clerk, Servant or other person or persons for services actually rendered the Association, whether such are members of the Association or not, and also including contribution to a pension fund for any such, and the expenses of the Directors or their officers incurred in doing the business for the Association.

### **13. AMENDMENTS, AMALGAMATION AND DISSOLUTION**

1. This Constitution may be amended by consulting all eligible voting members in writing in such form prescribed by the board of directors in relation to the proposed amendment and provided that a simple majority (50% + 1) of eligible voting members, who responded are responded in favour of the proposed amendment.

2. Notice of all proposed amendments shall be signed by two eligible voting members in good standing and submitted to the Association.