



Junior Farmers' Association of Ontario Constitution Bylaws

ARTICLE I – NAME AND TITLES

Section 1

The organization will be formally called the “Junior Farmers’ Association of Ontario” or “JFAO” and in these by-laws is referred to as “JFAO.”

A “club” is any youth group in the province of Ontario, Canada recognized by JFAO.

A “county” is any club or group of clubs within a county, district, regional municipality or at the University of Guelph.

A “member” is any individual holding paid membership in JFAO through joining a recognized club.

A “Provincial Director” is the member of representative of a club elected to the Board of Directors that governs JFAO.

An “Additional Representative” is a member elected at large to serve as an official liaison between JFAO and a designated related external organization.

ARTICLE II – PURPOSE

Section 1

JFAO provides opportunities for young people of all backgrounds, but especially those in rural Ontario, to take on the challenge of exploring their individual talents and potential to develop personally while being involved in improving their communities, networking, and having fun.

Section 2

Members are guided by the motto “Building Leaders. Building Communities.”, the mission “to build rural leaders through personal growth, travel, experiences and community betterment.”, and the vision “our vision is for rural youth to connect, build, and develop leaders for strong communities”, as they conduct positive social and educational activities which satisfy their personal needs and interests while conducting service projects which support the needs of their community.

Section 3

Programs and opportunities provided by JFAO and its affiliated clubs help to develop in members a sense of social and environmental responsibility, the ability to provide effective

leadership, and an awareness of good citizenship within the community and world around them.

Section 4

- a) JFAO serves as the means through which the mission and principles may be developed and maintained throughout Ontario.
- b) JFAO provides coordination and leadership to clubs and opportunities to network through a variety of interclub competitions, activities, and exchanges. JFAO gives future leaders a voice in related organizations and the chance to become leaders of today while maintaining a connection with our roots.

ARTICLE III – AFFILIATION

Section 1

Any group may show its desire to become affiliated with JFAO by paying membership fees for each one of its individual members as prescribed in Article IV and presenting a list of officers to JFAO.

Section 2

Clubs will run activities throughout the year, following the JFAO:

Motto: “Building Leaders. Building Communities.”

Mission: “to build rural leaders through personal growth, travel, experiences and community betterment.”

Vision: “our vision is for rural youth to connect, build, and develop leaders for strong communities.”

Section 3

To be affiliated with JFAO, each year a club is required to:

- a) Submit a current club photo, labelled with members’ names and executive positions, to be used for archiving purposes.
- b) Complete at least one community betterment project.
- c) Complete at least two of:
 - 1) A joint JF/Youth activity, or
 - 2) A conservation project, or
 - 3) An agricultural education activity, or
 - 4) A social engagement club project
- d) Have at least one event published by television, radio, print, or social media.
- e) Submit a minimum of five photos taken during different projects or activities.
- f) (Optional) submit one article (newspaper clipping, photo, or facts) about a past club in the area for archiving purposes.
- g) Have a meeting or part of a meeting on:

- 1) The structure and purpose of JFAO.
- 2) Effective club and meeting procedures.
- h) Submit a copy of the official minutes from two club meetings

Section 4

To be eligible for the full voting rights of affiliation, each club must:

- a) Forward reports on the requirements specified in Section 3 to the President as specified in January.
- b) Have its annual financial statement examined by a person who is not a member. The financial statement must be submitted to the JFAO Executive Director of Finance as outlined in the JFAO Policies.

Section 5

Clubs will cooperate in the carrying out of activities and projects approved by the JFAO Board of Directors.

Section 6

- 1) In the situation where an affiliated JFAO club is no longer active or the members decide the club is no longer going to continue, the club must:
 - a) Club responsibilities
 - i) Hold a vote at a meeting of the members, which meets quorum based on the current membership, and decide by a 50% + 1 vote that the club should fold.
 - ii) Send a letter to the JFAO executive stating the results of the vote, signed by the President and Vice-President of the club.
 - iii) Work with a JFAO executive member to review the current financials of the club, ensure all outstanding expenses/fees are paid, and put the balance of the club bank account into trust with JFAO.
 - iv) Evaluate the assets of the club and decide whether items should be stored by JFAO, a local museum/organization, or donated to another organization in their community.
 - (1) The club is encouraged to provide their policies, constitution or any other procedural documents.
 - v) Contact the Director of Programming to assist remaining members in connecting with a neighbouring club to continue being a part of JFAO.
 - b) JFAO responsibilities
 - i) Remove club from list of active clubs on website.
 - ii) Update any documents that have clubs listed.
 - iii) Assist remaining members in connecting with a neighbouring club to continue being a part of JFAO.
- 2) For clubs that are not affiliated with JFAO, the members of the club will work with a member of the JFAO executive to determine next steps.

ARTICLE IV – MEMBERSHIP

Section 1

Membership in JFAO shall be available to persons interested in furthering JFAO's purposes, and who have applied to become a member of JFAO, paid the annual membership dues, and reached 15 years of age and not exceeded 29 years of age on January 1st of any calendar year.

Section 2

- a) Memberships are effective from the date of attainment to the conclusion of March Conference the following year.
- b) All club members must be paid members of JFAO. Clubs may choose to offer their own associate memberships to members of other clubs or to retired alumni only, on the understanding they are not covered by provincial insurance unless recruited by volunteers.

Section 3

- a) The price of membership will be determined by the Board of Directors each November.
- b) Membership fees will be discounted for returning members during the month of January, which will be known as Membership Month, by an amount determined by the Board of Directors.
- c) First year members will receive a new member's rate for the entire year, as determined by the Board of Directors.

Section 4

Membership fees will be accepted at any time during the year from new clubs and clubs who have additional members willing to join.

Section 5

Membership fees will not be accepted from clubs affiliated in the previous year who did not meet the affiliation requirements as outlines in Article 3, Section 3 without approval by the Board of Directors.

ARTICLE V – BOARD OF DIRECTORS AND ITS DUTIES AND POWERS

Section 1

- a) Voting members of the Board of Directors will be the Provincial Directors and Executive Directors. The Past President is a non-voting member of the Board of Directors, except in the case of an equality of votes where a casting vote must break the tie.
- b) Provincial Directors from clubs who have not completed the affiliation requirements within the past year will not be eligible to vote until all requirements are completed as specified in Article III.

- c) Provided the Corporation has not less than three Board of Directors at all times, the Board shall consist of the number of Board of Directors specified in the Articles.
2025

Section 2

- a) Each club will annually elect from its membership a Provincial Director who will take office one day following ratification by the membership at the JFAO Annual General Meeting.
- b) Clubs within a county may choose to elect one Provincial Director to sit on the Board of Directors on their collective behalf.
- c) **Provincial Director Term.** Each Provincial Director shall hold office until the earlier of:
 - i. A successor Provincial Director is elected and qualifies under Article VIII(1);
 - ii. the Provincial Director's resignation or removal; or
 - iii. the Provincial Director no longer meets the qualifications for being a director under Article VIII(1).
- d) **Executive Director Election & Term.** The members will elect the Executive Directors at each annual meeting of the members. Each Executive Director shall hold office until the earlier of:
 - i. the next annual members meeting following the Executive Director's election or appointment, but such director is eligible for re-election if they satisfy the qualifications under Article XX and a successor is elected and qualified;
 - ii. the Executive Director's resignation or removal; or
 - iii. the Executive Director no longer meets the qualifications for being a director under Article VIII(1)

Section 3

- a) Each Provincial Director will assist with JFAO programs by promoting and organizing involvement within their own county, and as requested to by committees of JFAO as soon as they are aware of them.
- b) In the event a Provincial Director cannot properly fulfill the duties of the term of office, the JFAO President will request that club appoint a new Provincial Director.

Section 4

The Board of Directors will meet at least five times over the course of each year to oversee the operations of JFAO and provide direction for the executive and employees.

Section 5

- a) Provincial Directors or a club-approved alternate will attend all meetings of the Board of Directors.

- b) Both the outgoing and incoming Provincial Directors (or substitutes) should attend the JFAO Annual General Meeting. A past president will install the Board into office during the annual banquet following its ratification at the JFAO Annual General Meeting.

Section 6

The Board of Directors has the power to refuse any affiliated or non-affiliated group or individual permission to use logos containing the provincial JFAO logo or crest, the titles JFAO, JF, “Junior Farmer Member”, “Junior Farmer Club” or “Junior Farmers’ Association”, where that affiliated group or individual is not acting in the best interest of JFAO.

Section 7

Subject to the Ontario Not-for-Profit Corporations Act, 2010, S.O. 2010, c.15, including Regulations made pursuant to the Act, the Board of Directors, with the approval of the Executive Committee, may delegate its powers to any committee with full power to act provided that any action taken as a result is confirmed at the next Board of Directors’ meeting.

Section 8

A vacancy created by the removal or resignation of a member of the Board of Directors (a “**Director**”) may be filled at the Meeting of Members at which the Director is removed, or by the Directors still in office, provided there is a quorum. Directors elected or appointed to fill a vacancy shall serve for the remainder of the term of the departing Director.

Section 9

Every member of the Board of Directors (“Director”) and officer shall disclose to the Corporation the nature and extent of any interest that the Director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, in accordance with the manner and timing provided in s. 41 of the *Not-for-Profit Corporations Act, 2010*, SO 2010, c 15.

- (a) Subject to and in accordance with the *Not-for-Profit Corporations Act, 2010*, SO 2010, c 15, a Director or officer who discloses a conflict of interest shall not be present at or participate in any discussions relating to the relevant contract or transaction, and shall not vote on any matters related to the relevant contract or transaction. If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a Director is not permitted to be present at the meeting by reason of that Director's conflict of interest, the remaining Directors are deemed to constitute a quorum for the purposes of voting on the resolution.

ARTICLE VI – EXECUTIVE COMMITTEE AND ITS DUTIES AND POWERS

Section 1

The Executive Committee has the power to act on behalf of the Board of Directors in any business which may arise between meetings of the Board of Directors.

Section 2

- (a) Voting members of the Executive Committee will be the President and seven Executive Directors.
 - (b) The Past President is not a voting member of the Executive Committee, except in the case of an equality of votes where a casting vote must break the tie.
- 2025

Section 3

The Officers of JFAO will be the President, Past President, and Executive Director of Finance.

Section 4 – President

- a) The term of this office will be one year and a person holding this office will not be re-elected.
- b) The President will perform all the duties usually pertaining to this office and ensure the bylaws and policies of JFAO are followed. The President will be an ex-officio member of all committees and chair the Awards and Recognition Committee and the Nominations and Resolutions Committee.
- c) The President in consultation with the Executive will be the official voice of JFAO.

Section 5 – Past President

- a) If the President is absent or unable to act, the President's duties will be carried out by the Past President and vice versa.
 - b) If the office of President becomes vacant, the Past President will automatically assume the role of Acting President in addition to their normal duties until the next Annual General Meeting.
 - c) The Executive Directors shall appoint the Past President as the Chairperson of the Executive Committee, who shall be a non-voting Executive Director. The Chairperson when present shall preside at all meetings of the Executive Committee and of the AGM, including the Annual General Meeting. The Chairperson shall have such other duties and powers as the Executive Committee may specify. The Chairperson will chair the Operations Committee.
- 2025
- d) The Past President shall attend all JFAO meetings and shall be appointed to the Policies and Procedures Committee.
- 2025

Section 6 – Executive Directors

- a) Executive Directors will be elected for a one-year term and may be re-elected.
- b) It will be the duty of the Executive Directors and Zone Directors to be at all meetings of JFAO and perform all duties referred to in their job descriptions, including overseeing their respective committees.

- c) The Executive Director of Finance will oversee all financial aspects of JFAO, including preparation and maintenance of the yearly budget, ensuring records are kept of all financial transactions, and maintenance of the JFAO databases. They will chair the Finance Committee and sit on any task force with a focus on finance.
- d) The Executive Director of Communication will be responsible for the Overall internal and external marketing of JFAO, including publications for members, alumni, external stakeholders, and partners. They will be consulted by the Board and committees on all communication and marketing related to JFAO and sit on any committee or task force established with a focus on communications.
- e) The Executive Director of Programming will be responsible for overseeing all JFAO programming, including personal/leadership development and agricultural programming. They will sit on any committee or task force established with a focus on Programming and act as executive liaison to the Competitive Events Committee.
- f) The Executive Director of Community and International Programs (CIP) will be responsible in overseeing the JFAO Exchange program, Century Farm Sign program, Gate Sign program, and additional programs that allow JFAO to connect with communities within Ontario and abroad. The Executive Director of Community and International Programs would also be responsible for collaborating with the Ontario Federation of Agriculture and 4-H Ontario and other similar organizations. They will sit on any committee or task force established with a focus on community or travel.
- g) One Zone Director will be elected from each of the three JFAO Zones. Zone Directors will work with clubs within their zone to ensure effective communication is occurring between the province and the local clubs. The Zone Directors will also share a portfolio with an elected named Executive Director. The partnerships will be decided at the first meeting of the new executive following the AGM based on the members' interests and skills.

Section 7 – Removal of an Executive Director

- a) In the event two or more members of the Board of Directors have reason to believe an Executive Director is not fulfilling the duties of his/her role, they will submit a list of specific deficiencies in confidence to the chair of the Board of Directors no later than one month prior to the next board meeting. The chair will immediately discuss those deficiencies in a constructive manner with the Executive Director in question.
- b) The Director may immediately submit a letter of resignation to the chair, upon which notice will be given to all clubs of a by-election at the next meeting, or the Director will agree to work to resolve the issues before the next meeting of the board.
- c) A 2/3 majority vote of the board on a motion to remove a director from office is required.
- d) Any Executive Director removed by a 2/3 majority vote will be ineligible to stand for re-election to the executive for six months following the vote.

- e) The Members may, by Ordinary Resolution at a special Meeting of Members, remove from office any Board of Director(s), except persons who are Board of Directors by virtue of their office. A vacancy created by the removal of a Board of Director may be filled at the Meeting of Members at which the Board of Director is removed, or by the Directors still in office, provided there is a quorum. Directors elected or appointed to fill a vacancy shall serve for the remainder of the term of the departing Board of Director.

Section 8 – JFAO Office

- a) The JFAO Office will keep records of business transacted at all meetings of the Executive Committee, the Board of Directors, and all committees, and will also keep a copy of all official correspondence.
- b) Employees will remain in their positions at the discretion of the Executive Committee and Board of Directors.

ARTICLE VII – ADDITIONAL REPRESENTATIVES

Section 1

- a) At each Annual General Meeting, designated Additional Representatives will be elected for one-year terms and may be re-elected:
 - 1) Ontario Federation of Agriculture
 - 2) 4-H Ontario
 - 3) Social Media
 - 4) Website & Technology Manager
- b) Subject to section VII(1)(c), the Additional Representatives will be elected at each Annual General Meeting by the members for one-year terms and may be re-elected.
- c) For the 4-H Ontario position of Additional Representatives, the Ontario 4-H Council or any local association of 4-H Clubs within the Province of Ontario shall nominate an individual for such position. The Executive Committee shall hold a majority vote to accept the appointment of the nominated individual in lieu of a vote of the members.
- d) In the event that the Ontario 4-H Council or any local association of 4-H Clubs within the Province of Ontario fails to nominate an individual for the 4-H Ontario position of Additional Representatives, the Executive Committee may appoint an interim Additional Representative to fill such position who is a member of JFAO, despite the appointee's ineligibility under Section VIII(3)(b).

Section 2

Additional Representatives will report to the Past-President.

ARTICLE VIII – ELIGIBILITY

Section 1

- a) To be eligible to become the President, one must have been a member in good standing for a minimum of three years and have shown involvement at the provincial level.

- b) Each Executive Director shall be an individual who is not less than 18 years of age, and one must have been a member in good standing for a minimum of two years. No person shall be an Executive Director who has been found under the *Substitute Decisions Act, 1992*, S.O. 1992, c. 30, or under the *Mental Health Act*, R.S.O. 1990, c. M.7, to be incapable of managing property, who has been found to be incapable by any court in Canada or elsewhere, or who has the status of a bankrupt. Each Executive Director must satisfy all other requirements for being an Executive Director under these by-laws. Prior to becoming an Executive Director, or within 10 days of the meeting at which such an Executive Director is elected, the Executive Director shall execute a consent to act in the form determined by the Board of Directors from time to time. If an Executive Director is re-elected or reappointed without a break in the term of office, no consent is required. If the Corporation is a registered charity, no individual who is an "ineligible individual" as defined in the Canada *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 may be an Executive Director unless such individual has received written consent from the Board of Directors to act as an Executive Director.
- c) Each Provincial Director shall be an individual who is not less than 18 years of age. No person shall be a Provincial Director who has been found under the *Substitute Decisions Act, 1992*, S.O. 1992, c. 30, or under the *Mental Health Act*, R.S.O. 1990, c. M.7, to be incapable of managing property, who has been found to be incapable by any court in Canada or elsewhere, or who has the status of a bankrupt. Each Provincial Director must satisfy all other requirements for being a Provincial Director under these by-laws. Prior to becoming a Provincial Director, or within 10 days of the meeting at which such a Provincial Director is elected, the Provincial Director shall execute a consent to act in the form determined by the Board of Directors from time to time. If a Provincial Director is re-elected or reappointed without a break in the term of office, no consent is required. If the Corporation is a registered charity, no individual who is an "ineligible individual" as defined in the Canada *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 may be a Provincial Director unless such individual has received written consent from the Board of Directors to act as a Provincial Director.
- (i) An Executive Director may simultaneously serve as a Provincial Director of the club in which that Executive Director is a registered member, and such dual capacity shall not constitute a conflict of interest.
 - (ii) An Executive Director who also serves as a Provincial Director shall be counted as two separate persons for establishing a quorum at any meeting of the Board of Directors and have two votes at Board of Directors' meetings: one vote in their capacity as an Executive Director and one vote as a Provincial Director, subject to the *Ontario Not-for-Profit Corporations Act, 2010*, S.O. 2010, c.15, including Regulations made pursuant to the Act.
 - (iii) An Executive Director who serves simultaneously as a Provincial Director shall satisfy their attendance requirements under the Constitution in both capacities as an Executive Director and as a Provincial Director.

- d) Each member of the Board of Directors (“**Director**”) shall be an individual who is not less than 18 years of age, and one must have been a member in good standing for a minimum of two years. No person shall be a Director who has been found under the *Substitute Decisions Act, 1992*, S.O. 1992, c. 30, or under the *Mental Health Act*, R.S.O. 1990, c. M.7, to be incapable of managing property, who has been found to be incapable by any court in Canada or elsewhere, or who has the status of a bankrupt. Each Director must satisfy all other requirements for being a Director under these by-laws. Prior to becoming a Director, or within 10 days of the meeting at which such a Director is elected, the Director shall execute a consent to act in the form determined by the Board of Directors from time to time. If a Director is re-elected or reappointed without a break in the term of office, no consent is required. If the Corporation is a registered charity, no individual who is an "ineligible individual" as defined in the *Canada Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 may be a Director unless such individual has received written consent from the Board of Directors to act as a Director.

Section 2

- a) Provided it has met the requirements outlined in Article III within the past year, each affiliated club will be represented by a Provincial Director who will make nominations and vote for the Executive Committee and additional representatives. That person or a substitute must have attended 60% of designated JFAO functions and Board of Directors’ meetings in the previous year, and been present for two-thirds of the time as recorded in the minutes.
- b) If a Provincial Director or alternate cannot attend the required number of Board of Directors’ meetings and designated JFAO functions or Standing Committee meetings, the eligibility of that person will be at the discretion of the Officers.
- c) An Executive Director must have attended 75% of designated JFAO functions, Board of Directors’ meetings, and Executive Committee meetings in the previous year and been present for two-thirds of the time as recorded in the minutes to be eligible for and to be able to nominate and vote in elections.
- d) Designated JFAO functions will be programs where Provincial Director support may be necessary. They will be designated at the first meeting of the Board of Directors following the Annual General Meeting.

Section 3

- a) Anyone who has been a member in good standing at least one year is eligible to be a designated Additional Representative, except for the 4-H Ontario position of Additional Representatives.
- b) To be eligible to become the 4-H Ontario position of Additional Representatives:
- a. an individual must be an officer, director, staff, or representative with authority to act on behalf of the Ontario 4-H Council or any local association of 4-H Clubs within the Province of Ontario; and

the individual must not hold the status of a bankrupt and must not be an "ineligible individual" as defined in the Canada Income Tax Act, R.S.C. 1985 (5th Supp.), c.1.

For greater clarity, the individual is not required to be a member of JFAO to serve as the 4-H Ontario position of Additional Representatives.

- c) The 4-H Ontario position of Additional Representatives ("4-H Representative") ceases to hold office when the acting 4-H Representative dies, resigns, no longer fulfills all of the qualifications to be the 4-H Representative, or is removed from office by the Executive Committee.
- d) To be eligible to stand for re-election, designated additional representatives must attend or submit a report to 75% of JFAO Board of Directors' meetings and attend two-thirds of the meetings required of them by the organization they liaison with as recorded in the minutes.
- e) A member may hold only one Executive position at a time.
- f) A member may hold only one Additional Representative at a time.
 - a. Additional Representative will report to the Past-President. If the Additional Representative is also the Past-President, the Additional Representative will report to the Executive Committee.

ARTICLE IX – PROCEDURE IN ELECTING THE EXECUTIVE COMMITTEE AND ADDITIONAL REPRESENTATIVES

Section 1

- a) For the election of President, Executive Directors, and Additional Representatives, the Chairperson will be the Past President of JFAO.
- b) The nomination period will open following the first board meeting of the calendar year. Nominations will be accepted from eligible voting members of the outgoing Board of Directors. Once the nominator has met the eligibility requirements specified in Article VII, nominations may be made by informing the Chairperson of the name of the candidate for each position.
- c) Upon request, a current list of eligible members as specified in Article VII will be approved by the chair and made available by the JFAO Office to nominators at any time during the nomination period.

Section 2

- a) All nominees will be reviewed by the Chairperson or designate who will confirm their eligibility prior to voting, and the nominator allowed to nominate a new candidate should their original choice be ineligible or decline to stand.
- b) The Chair will make available the names of candidates confirmed to date beginning March 1st. Nominations will continue to be accepted until the Friday before the AGM.

- c) The final list of nominees for each position will be read out and posted during Annual General Meeting. Up to five additional eligible nominations will be accepted vocally from the floor of the AGM, but must be seconded by a current member of the Board of Directors.
- d) Voting will be by secret ballot from the floor. Any candidate or someone acting on their behalf may make a three-minute speech before the voting takes place.

Section 3

- a) Should there be five or more candidates standing for any position, subsequent ballots will be taken, and the two receiving the fewest votes after each ballot will be eliminated. At the AGM, every question shall, unless otherwise required by the Articles or any By-law or by the Act, be determined by a majority of the votes cast on the question.
- b) In any other case, subsequent ballots will be taken, each time eliminating from the ballot the person's name who receives the fewest votes, until one candidate receives a majority of the ballot.
- c) Without limiting the generality of Article VI(2), in the case of an equality of votes at a meeting of the Executive Committee, the Chairperson of the meeting shall be entitled to a casting vote to break the tie.
- d) At no time will there be an announcement of the number of votes received by a candidate on any ballot.
- e) In the event only one person stands for election, that person must be ratified by a 2/3 majority vote of the eligible members of the outgoing Board of Directors as specified.
- f) At the AGM, every question shall, unless otherwise required by the Articles or any By-law or by the Act, be determined by a majority of the votes cast on the question.

Section 4

If a President or Past President is the Provincial Director for their respective club, then the President's club or the Past President's club, as the case may be, shall elect a new Provincial Director and inform JFAO of that club's new Provincial Director. The President and Past President may not serve as Provincial Directors during their respective term.

Section 5

The retiring President will be confirmed as Past President. After holding the office of Past President for one year, a person will be eligible to stand for election as an Executive Director after at least one additional year has passed, on the condition that no one else is standing for the position after the first round of nominations.

Section 6

If a vacancy occurs in the Executive Committee or in an Additional Representative position, notice will be given to all clubs, and an eligible member, as designated in Article VIII, will be elected at the next meeting of the Board of Directors to fill the vacancy.

Section 7

Executive Director Election & Term. The members will elect the Executive Directors at each annual meeting of the members. Each Executive Director shall hold office until the earlier of:

1. the next annual members meeting following the Executive Director's election or appointment, but such director is eligible for re-election if they satisfy the qualifications under Article VIII Section 1 and a successor is elected and qualified;
2. the Executive Director's resignation or removal; Article VI Section 7
3. the Executive Director no longer meets the qualifications for being a director

ARTICLE X – ANNUAL GENERAL MEETING

Section 1

The Annual General Meeting will be open to all JFAO members, and will be held in March each year as determined by the Executive Committee, to receive reports of Officers and committees relating to the ongoing activities and management of JFAO and to consider resolutions.

Section 2

- a) Clubs will endeavour to send members as delegates to the Annual General Meeting of JFAO.
- b) Each club will be allotted a number of delegates who have the right to vote at the Annual General Meeting. This number may be altered yearly by the Policies and Procedures Committee based on the membership totals in each club.

Section 3

The Annual General Meeting of clubs and counties will be held during November, December or January in order to maintain a standard yearly program throughout JFAO.

ARTICLE XI – QUORUM

Section 1

1. Fifty percent plus one (50% + 1) of the voting members of the Board of Directors will constitute quorum at any meeting of the Board of Directors.
2. If no quorum exists for the purpose of voting on a resolution or matter only because a Director is not permitted to be present at the meeting by reason of that Director's conflict of interest, the remaining directors of the Board of Directors are deemed to constitute a quorum for the purposes of voting on the resolution or matter before the Board of Directors

Section 2

1. Two thirds (2/3) of the voting members of the Executive Committee will constitute quorum at any Executive Committee meeting.
2. If no quorum exists for the purpose of voting on a resolution or matter only because an

Executive Director is not permitted to be present at the meeting by reason of that Director's conflict of interest, the remaining Executive Directors of the Executive Committee are deemed to constitute a quorum for the purposes of voting on the resolution or matter before the Executive Committee.

Section 3

Two thirds (2/3) of the voting delegates will constitute a quorum at the Annual General Meeting.

ARTICLE XII – COMMITTEES

Section 1

- a) JFAO programs and activities may be organized and run by Standing Committees appointed by the Executive Committee and the Board of Directors.

Standing Committees include

- | | |
|---------------------------|--------------------------------|
| 1) Awards and Recognition | 7) Policies and Procedures |
| 2) Travel and Hospitality | 8) Nominations and Resolutions |
| 3) Communications | 9) Ontario Young Farmers Forum |
| 4) Competitive Events | 10) March Conference |
| 5) Finance | 11) Strategic Plan |
| 6) Operations | |

Ad hoc committees will be specifically appointed to oversee individual projects or events when appropriate.

- b) All Standing Committees will consist of a chairperson and at least two other members.
c) All JFAO members are eligible to be members of a committee.
d) Members of the Board of Directors will also serve as Standing Committee members.
e) To be eligible to become a Standing Committee Chairperson, a member must have one year's experience as a member of a Standing Committee.

ARTICLE XIII – INSURANCE

Section 1

Payment of membership fees will provide members with liability insurance coverage under JFAO's insurance policy.

Section 2

Members of new clubs(not affiliated yet) will be insured during their start up and second years once their membership fees are received.

ARTICLE XIV – ACCOUNTS AND FINANCE

Section 1

All funds will be kept in a Chartered Bank or Credit Union in the JFAO name and all accounts will be paid by E-transfers, electronic funds transfer, electronic bank transfer, or cheque issues using the JFAO name and signed by any two of the President, Past President, or Executive Director of Finance.

Section 2

JFAO may accept grants or any other financial assistance from appropriate outside sources for the purpose of carrying on projects, the running of JFAO, or for other purposes deemed advisable by the Executive Committee.

Section 3

No member will take advantage of any undue personal financial gain from the operation of JFAO programs. All profits earned or received will be used to improve JFAO programs and operation or for charitable purpose.

Section 4

If JFAO is required to cease operation any assets will be given to a charitable organization as outlined by the Canada Revenue Agency, after payment of any debts and obligations.

Section 5

The management, terms, and conditions of the JFAO 50th Anniversary Endowment Fund will be outlined in the fund's Memorandum of Understanding, attached to this constitution as Appendix A.

Section 6

For further clarity, income earned in the fund may only be removed or borrowed from the JFAO 50th Anniversary Endowment Fund with a 2/3 majority vote by the Board of Directors, except in the case that JFAO ceases operation.

ARTICLE XV – AUDIT

Section 1

An auditor who is not a member will be appointed annually at the Annual General Meeting by the Board of Directors.

Section 2

The financial records of JFAO will be examined at the end of each financial year and verification of this examination will be included with the year-end financial statement presented at the Annual General Meeting.

Section 3

The financial year of JFAO will be January 1 to December 31 inclusive.

ARTICLE XVI – RESOLUTIONS

Section 1

Business to be discussed or acted upon by JFAO will be forwarded in the form of resolutions from clubs to the JFAO President and will be considered by the Nominations and Resolutions Committee and the Executive Committee within one month or by delegates to the Annual General Meeting.

Section 2

Resolutions not considered by the Nominations and Resolutions Committee to be in the best interest of JFAO or its work may still be presented from the floor at the Annual General Meeting by the club who forwarded the resolutions.

Section 3

The Nominations and Resolutions Committee, without changing the meaning, may reword a resolution or combine resolutions of a similar nature.

Section 4

Once passed, each resolution will be forwarded to the next meeting of the appropriate committee or the Board of Directors for discussion.

ARTICLE XVII – GEOGRAPHICAL DIVISIONS

Section 1

The counties, districts, and regional municipalities of the Province of Ontario, and the University of Guelph will be grouped to form Zones as follows:

West: Brant, Bruce, Chatham-Kent, Elgin, Essex, Haldimand, Hamilton (Wentworth), Huron, Lambton, Niagara, Norfolk, Middlesex, Oxford, Perth, Waterloo.

Central: Algoma, Dufferin, Durham Region, Grey, Haliburton, Halton, Kawartha Lakes, Kenora, Manitoulin, Muskoka, Northumberland, Parry Sound, Peel, Peterborough, Rainy River, Simcoe, Sudbury, Thunder Bay, Toronto, Wellington, York.

East: Cochrane, Dundas, Frontenac, Glengarry, Hastings, Lanark, Leeds & Grenville, Lennox & Addington, Nipissing, Ottawa(Carleton), Prescott & Russell, Prince Edward, Renfrew, Stormont, Timiskaming.

Section 2

The practical day to day operation of JFAO as laid out in these bylaws will be clarified further in the JFAO Policies and Procedures or other specified documents. In any conflict, these bylaws will take precedence until a vote is held at the next Annual General Meeting.

ARTICLE XIX – AMENDMENTS

Section 1

- a) These by-laws may be amended at the JFAO Annual General Meeting by a two thirds (2/3) majority vote of the delegates present provided the proposed amendment has been submitted in writing to the JFAO Office before the first Board of Directors' meeting of the year, and to each member of the Board of Directors at least one month prior to the Annual General Meeting at which it will be considered.
- b) Prior to presentation at the Annual General Meeting, the Policies and Procedures Committee reserves the right to rephrase and group similar amendments together for consistency and better organization, provided the intent is not altered.

Section 2

All approved amendments to these bylaws will be effective immediately. Amendments will be vote on prior to the elections at the Annual General Meeting.

Amended

17/2/59 21/3/69 17/3/78 16/3/84 16/3/91 21/3/97 14/3/03 26/3/10 24/3/23
24/3/59 14/3/70 16/3/79 22/3/85 20/3/92 20/3/98 18/3/05 25/3/11 24/3/24
19/4/61 20/3/71 14/3/80 14/3/86 19/3/93 19/3/99 24/3/06 27/3/15 23/3/25
5/4/65 17/3/72 27/3/81 13/3/87 11/3/94 24/3/00 23/3/07 23/3/18 27/3/26
1/3/66 22/3/74 19/3/82 17/3/89 18/3/95 24/3/01 28/3/08 23/3/19
7/3/67 18/3/77 18/3/83 15/3/90 22/3/96 22/3/02 27/3/09 14/3/21



Junior Farmers' Association of Ontario 50th Anniversary Endowment Fund Memorandum of Understanding

PURPOSE OF THE 50TH ANNIVERSARY ENDOWMENT FUND

To establish a financial resource base that will provide an annual income to assist JFAO in enhancing the mission statement: to build rural leaders through personal growth, travel, experiences and community betterment. The financial resource base (principal) will be composed of donations from past and present JF members, sponsors, and clubs/counties. JFAO will administer the funds donated to the JFAO 50th Anniversary Endowment Fund, hereafter referred to as the “endowment”.

1. Recognition

In recognition of JFAO’s generosity, the Endowment shall be named, “Junior Farmers’ Association of Ontario 50th Anniversary Endowment Fund”

2. Management of the Endowment

- a. JFAO and/or its appointed representatives are the sole trustee of the Endowment and, as such, will have sole fiduciary and legal responsibility for the establishment and operation of the Endowment. The Endowment will be administered in accordance with the relevant policies of JFAO that are in effect from time to time. In particular, JFAO is responsible for all obligations arising under the *Income Tax Act* (Canada). JFAO will keep a separate set of accounts for the Fund.
- b. The Endowment shall be invested by JFAO and/or its appointed representatives. The investment strategy shall be reviewed annually at the fiscal year-end by the JFAO Executive Committee.
- c. Earnings of the Endowment will be calculated annually and will be available for distribution in the month following the JFAO Annual General Meeting.
- d. Any net income or earnings generated by the Endowment will be used to assist JFAO in fulfilling the mission statement and to build rural leaders through personal growth, travel, experiences and community betterment.
- e. Any income or capital from the Endowment available for distribution to JFAO will be made in accordance with the relevant JFAO policies in effect at the relevant

time and in compliance with a resolution from the Board of Directors passed by a 2/3 majority vote cast on that resolution. All requests for Endowment distributions must be delivered to the trustee of the Endowment in a writing signed by any two of the following officers: President, Past President, and the Director of Finance. Without limiting any of the foregoing, a minimum of 20% of all net income earned in any fiscal year must be reinvested into the capital of the Endowment.

- f. While preference will be given to reinvesting in the capital of the Endowment, any unused income or capital at the end of the year, the unused portion of the income or capital of the Endowment may be carried forward for use by and distribution to JFAO in the subsequent five fiscal years, subject to a resolution by the Board of Directors.
- g. At the discretion of the Board of Directors, JFAO may delegate to an externally appointed representative the management and investment of the Endowment to the extent that JFAO could prudently delegate under the circumstances.
 - i. When delegating responsibilities to an appointed representative, JFAO shall act in good faith, with the care that an ordinarily prudent person in a similar position would exercise under similar reasonable circumstances in selecting the appointed representative and periodically reviewing the appointed representative's actions to monitor the appointed representative's performance and compliance with the scope and terms of the delegation. If such delegation is done in conformity with the provisions of this Memorandum of Understanding, the Board of Directors or any officers of JFAO are not liable for the decisions or actions of the appointed representative to which the function was properly delegated.
- h. Where there is a conflict between the management of the Endowment under this Memorandum of Understanding and the terms of the contract with Ontario 4-H Foundation, the terms of the contract with Ontario 4-H Foundation shall prevail.

3. Succession of the Endowment

- a. If JFAO ceases to exist, the Endowment will be designated to foster leadership training in rural Ontario, in a manner determined by the final Board of Directors by a special resolution. The Endowment will continue to carry the designated name under this Memorandum of Understanding upon the dissolution of JFAO.
- b. JFAO shall enter a *Dissolution Transfer Agreement* or equivalent with qualified donee or donees, as designed under s. 248(1) of the Income Tax Act (Canada), that shall continue to manage and carry on the Endowment under the name of JFAO and that shall continue the good and important works of JFAO.

4. Financial Report

Financial information regarding the endowment will be published in JFAO's annual report.