

## Ontario Independent Meat Processors Association

### Constitution and Bylaws

Revised April 19, 2013

#### Article 100 Name

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- 101** The name of the organization shall be Ontario Independent Meat Processors Association.
- 102** The Ontario Independent Meat Processors Association shall be the successor to the Ontario Independent Meat Packers and Processors Society, incorporated in 1988 without share capital under the Ontario Corporations Act, and founded in 1979 as the Ontario Freezer Meat Association.
- 103** Throughout its Constitution and By-Laws the organization may be referred to simply as the "Association" or "OIMP".
- 104** The head office of the Association shall be located in the Province of Ontario as determined by the Board.

#### Article 200 Objectives

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- 201** Vision: To provide leadership for Ontario's meat and poultry industry by fostering innovation, promoting food safety and integrity, and recognizing excellence.
- 202** Mission: To strengthen Ontario's meat and poultry industry by working with stakeholders, responding to challenges and identifying opportunities on behalf of the membership.

#### Article 300 Membership

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##### **301 Application for Membership**

The Board may establish rules and procedures for application for membership in the association to those interested in furthering the objectives of the association. The Board of Directors may decline any application for any reason it deems sufficient.

##### **302 Membership Categories**

**Business Member (BM):** An establishment operating in the province of Ontario under inspection to carry out the processing, manufacturing, and/or sale of meat, poultry and/or fish products.

**Business Retail Member (BRM):** A permanent retail/food premise establishment in the province of Ontario that is owned by the Business Member, operating at a different location with regular business hours, engaged in the sale of meat, poultry and/or fish products direct to consumer.

**Retail Associate Member (RAM):** A permanent retail/food premise establishment in the province of Ontario, operating with regular business hours, and engaging in the sale of meat, poultry and/or fish products direct to consumer.

**Associate Member (AM):** An individual or organization that provides goods or services to the meat, poultry and/or fish industry.

***Affiliate Member (AFF):*** A registered not-for-profit commodity organization that supports the vision and mission of the OIMP.

***Lifetime Member (LIFE):*** An honorary title bestowed to an individual as an acknowledgement of their significant contribution to the association and the meat and poultry industry.

### **303 Rights, Privileges and Obligations**

Business members and lifetime members shall have the right to vote at the annual general meeting or special general meetings of the Association;

All other categories of membership shall be non-voting;

Business members and lifetime members present at meetings of the general membership shall be entitled to one vote;

A business member is eligible to vote on any issue when he has been a bona fide member for sixty (60) days;

In the event a member ceases to be a member of the Association, all rights, title and interests of such Member in and to the property and assets of the Association shall revert to the Association;

Membership is not transferable.

### **304 Dues and Assessments**

The annual dues for each category of membership shall be established by the Board and may be changed from time to time at the discretion of the board.

Lifetime members shall pay no dues to the association.

Any assessments for special purposes, not provided for in the regular budget but subsequently approved by the Board or at a general meeting, shall be invoiced to the membership.

### **305 Code of Conduct**

All members of the association shall comply with a Code of Conduct, which shall set out the conduct expected. The Code shall be established and may be amended from time to time by the Board of Directors.

### **306 Termination**

Membership in the Association may be terminated:

- a) The request in writing of the member;
- b) When a member fails to be current with membership dues;
- c) Member declares bankruptcy or dissolution of the partnership, corporation or business entity;
- d) If conduct of the member is deemed by the Board to be detrimental to the interests of the Association;
- e) Membership fees will not be refunded in whole or in part.

**401 Duties and Responsibilities**

The affairs of the Association shall be governed by a Board of Directors, which shall supervise, control and direct all its activities. The Board shall actively pursue the vision and mission of the Association and may adopt such rules and regulations for the conduct of its business as may be deemed advisable. The Board may delegate to any committee or officer any or all powers, duties and authority of the Board, which may lawfully be granted.

**402 Composition**

The Board shall be comprised of no fewer than eight (8) and no more than twelve (12) Directors elected from the Business Members to reflect the needs of the membership.

The Board shall include the Immediate Past President and the Executive Director.

**403 Eligibility**

Each Director must be a business member in good standing of the Association for a minimum of twelve (12) months.

**404 Elections**

The election of Directors shall be held at an Annual General Meeting of the Association, elected by the general membership on a simple majority.

**405 Term of Office**

The Board will take office immediately upon conclusion of the Annual General Meeting at which they were elected.

Directors serve a two (2) year term and may serve no more than three (3) consecutive terms.

Directors, having served three (3) consecutive terms on the Board, are not eligible for re-election for a period of one (1) year.

**406 Vacancies**

The Board may, as long as a quorum remains in office, fill vacancies on the Board, from eligible business members. When a vacancy occurs within a period of sixty (60) days prior to the date of the Annual General Meeting the nomination and election at the Annual General Meeting shall fill such vacancy. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.

**407 Removal**

A Director may be removed by resolution of the Board before the expiration of their term if:

- a) Director provides a notice in writing their intention to resign their office;
- b) Director found by court to be mentally incompetent or of an unsound mind;
- c) Director ceases to be directly involved with a business member firm;
- d) Directors' absenteeism from Board meetings is deemed to be without just cause subject to cases of prolonged illness;
- e) Breach of Director Code of Conduct.

**408 Conflict of Interest**

Directors with a conflict of interest as deemed by the board will remove themselves in all discussions and voting privileges related to the topic in conflict.

**409 Remuneration**

Directors or Officers may be reimbursed for reasonable expenses incurred while performing such duties as authorized by the Board.

**410 Indemnification**

All Directors and Officers of the Association and their heirs, executors and administrators, and their estates and effects respectively, shall at all times be indemnified and saved harmless out of the funds of the Association from and against:

All costs, charges and expenses whatsoever which Directors or officers sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing howsoever made, done or permitted by them in or about the execution of the duties of their offices on behalf of the Association;

All other costs, charges and expenses that they may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

**Article 500 Officers of the Association**

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**501 Executive Committee**

The officers of the Association shall be the President, Immediate Past President, Vice-President, Secretary/Treasurer, and Executive Director. These officers together shall be known as the Executive Committee.

**502 Election of Officers**

Within two (2) months of forming a new board the Board shall elect Officers by a simple majority of those present.

**503 Eligibility**

An officer must hold a Director's position for a minimum of one (1) term to become eligible to hold an Executive position.

**504 Term of Office**

Officers of the Executive Committee shall not hold a particular office for more than two (2) consecutive terms.

**505 Duties of Officers**

- a) **The President** will call and chair the meetings of the Board of Directors. The President shall supervise the general management of the affairs of the Association in accordance with Board policies and within the limitations established by the Board of Directors. The President shall represent the Association or cause it to be represented at appropriate times and places.
- b) **The Vice-President** in the event of the President's absence, disability, or refusal to act, will assume the President's powers and perform all of his/her duties.
- c) **The Secretary/Treasurer** shall ensure the maintenance of accurate records and circulation of minutes pertaining to all General, Board and Executive meetings. He/she shall exercise general supervision over the financial administration of the Association, ensuring that full and accurate accounts of all receipts and disbursements are maintained. Ensure that all monies or other valuable effects in the name of and to the credit of the Association are deposited in such banks as may be directed by the Board. Ensure the disbursements of funds in accordance with the direction of the Board. Ensure the books of account are audited at the close of the fiscal year and that the audited financial statements are presented to the membership.
- d) **The Executive Director** shall under the direction of the Board of Director hold office at the pleasure of the Board without voting privileges. Subject to any duties or responsibilities imposed or any directions given from time to time, the Executive Director shall be the Chief Executive Officer of the Association responsible for all operations of the association. During any temporary absences of the Executive Director, the President shall serve as the acting Executive Director.

**506 Removal of Officers**

The Board may remove any officer for cause before the expiration of their term of office by a vote of two-thirds (2/3) of all Directors. A notice of meeting specifying the intention to hold such a vote must be given seven (7) days in advance.

**507 Vacancies**

Should the office of the President become vacant, it shall be filled by the Vice President. In the event, the Vice President or Secretary/Treasurer position is vacant, it shall be filled by the Board of Directors from amongst its directors until the next regular election of officers.

## **Article 600 Committees**

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### **601 Nominating Committee**

The Board shall annually appoint a Nominating Committee which may include the President, Immediate Past President, and additional voting Members who shall be ineligible for nomination.

The Nominating Committee shall consider and nominate candidates for the Board of Directors and prepare a list of suggested candidates for election as Directors prior to each Annual Meeting.

The Nominating Committee may also make recommendations to the Board of Directors regarding the election or appointment of Officers.

### **602 Standing Committees**

Standing committees shall be established by the Board of Directors to conduct such business and perform such duties as may from time to time be determined and shall report to the Board of Directors.

Chairs of standing committees shall be appointed by the President, subject to ratification by the Board.

Standing committees shall serve until discharged or until their successors shall be appointed.

### **603 Special Committees**

The Board of Directors may appoint special committees, councils and/or task forces from time to time as required.

The President shall appoint a chair of any special committee, subject to ratification by the Board, to serve for the duration of that committee's deliberations and submission of its report.

The Board of Directors shall determine the mandate and term of office of any special committee.

## **Article 700 Meetings**

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### **701 Board of Directors**

Meetings of the Board shall be at the call of the President, or on a schedule as otherwise decided by the Board at such times and places and using whatever communication methods as the President may designate, providing such methods are acceptable to a majority of Board members.

Any or all members of the Board or committees may participate by such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

The President may invite an observer as appropriate to report on any matter of interest to the Board.

**702 Executive Committee**

The Executive Committee shall be convened by the President to make decisions or recommendations between regularly scheduled Board of Director meetings.

**703 Annual General**

The Annual General Meeting shall be held not later than thirteen (13) months after the date of the Executive taking office.

At this meeting, a full report including a Financial Statement of the term of office of the Executive shall be presented.

General meetings may be called with proper notification by the Board or by twenty per cent (20%) of the membership in good standing of the Association, petitioning for such a meeting.

**704 Special Meetings**

The President shall call a special meeting of the Board of Directors at any time and place specified in a written demand by a majority of the members of the Board of Directors. The business to be transacted at such special meetings shall be stated in the notice thereof, and no other business may be considered at that meeting.

**705 Notice of Meetings**

At least seven (7) working days notice shall be given to the Directors or Officers prior to a meeting by circulation of the minutes of the previous meeting or any other relevant material pertaining to the scheduled meeting by mail or electronic means.

At least thirty (30) days' notice of annual or special general meetings shall be given in writing and/or by electronic means.

**706 Quorum**

At any meeting of the Board or Executive, a quorum shall consist of a simple majority fifty percent (50%) plus one (1) of those sitting, not counting any vacancies, unless otherwise specifically provided. Directors or Officers who declare a conflict of interest shall nonetheless be counted in determining a quorum. If the number of Directors or Officers present at a meeting falls below the number required for a quorum, there can be no further valid transaction of business until a quorum is again present.

At annual general meetings, ten percent (10%) of the eligible voting members in good standing, which number shall include proxies, shall be present to represent a quorum.

**707 Voting Rights and Procedures**

At meetings of the Board, Executive or Annual General, a simple majority fifty percent (50%) plus one (1) shall rule. Only Directors in attendance at any meeting of the Board of Directors may vote. In the case of an equality of votes, the President shall cast the deciding vote.

**708 Proxy Voting**

Any voting Member may be represented by proxy at annual and special general meetings of the association, provided such proxy shall be in writing on the form provided, or a facsimile thereof. Members eligible to vote shall be provided with the proxy form thirty (30) days before annual or special general meetings.

A proxy must be signed by the voting Member and shall be valid only for the meeting for which it was specifically given or for any adjournment thereof.

Proxies are not accepted at meetings of the Board of Directors.

**709 Rules of Order**

At all meetings, the Robert's Rules of Order shall govern the conduct and proceedings of the meeting.

**710 Omissions and Errors**

No error or omission in giving notice of an annual or general meeting, of the members of the association, shall invalidate such meeting or invalidate or make void any proceedings taken or had as such meeting.

**Article 800 Financing**

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**801 Signing Authority**

All cheques or other payment items issued or endorsed in the name of the Association, shall be signed by such officers, employees or agents of the Association in such manner as shall be determined from time to time by resolution of the Board of Directors.

**802 Banking**

- a) Any one of such officers, employees or agents so appointed may endorse cheques for deposit with the Association 's bankers for the credit of the Association or the same may be endorsed 'for deposit only' with the bankers of the Association.
- b) Any one of such officers, employees or agents so appointed may arrange, settle, balance and certify all books and accounts between the Association's bankers and the Association and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balances and releases or verification slips.
- c) All funds paid to the Association shall be deposited from time to time to the credit of the Association in such manner as the Board may approve.

**803 Borrowing**

The Board is authorized and empowered to make arrangements for the banking business of the Association and to borrow and/or invest sums of money for conducting the affairs of the Association. The power to borrow shall be deemed to be a continuing power.

**804 Financial Year**

The financial year of the Association shall commence on the first day of January in each year.



**805 Auditors**

An auditor shall be appointed each year at the Annual General Meeting.

**806 Dissolution**

In the event that a meeting of the general membership shall decide that it is necessary or advisable that the Association be dissolved, then the existing net assets of the Association shall be disbursed, in such a manner to such charities or organizations as shall be decided by the aforesaid meeting.

**900 Interpretation and Amendments**

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**901 Interpretation**

In these By-laws and in all other By-laws and resolutions of the Association hereafter passed unless the context otherwise requires, the singular shall include the plural, the plural the singular and the masculine gender includes the feminine.

**902 Definitions**

"Members" - shall mean any member of the Association notwithstanding the categories of membership

"Association" or "OIMP" - means Ontario Independent Meat Processors Association

"Board" – means the Board of Directors of the Association

"Directors" – means elected directors and designated directors

"Executive Committee" - means the President, Immediate Past President, Vice-President, Secretary/Treasurer, Executive Director

**903 Amendments**

Any proposed amendments to the Constitution and By-laws shall be first submitted in writing to the Board for consideration. A notice of motion to amend the Constitution and By-laws shall be provided to all members at least thirty (30) days prior to the Annual meeting. Amendments will be adopted by a vote of two-thirds (2/3) of voting members present and by proxy shall be required.