

## CONSTITUTION

This constitution, dated March 28th, 2015 replaces all other pre– dated constitutions.

### ARTICLE 1. Name

The legal name of the organization shall be the Ontario Commercial Rabbit Grower's Association, and be commonly known as Ontario Rabbit.

### ARTICLE 2. Authority

The Association is organized as a corporation without share capital under the authority of the Agricultural and Horticultural Organizations Act (1990) of the Province of Ontario and all articles of this constitution shall conform to the said Act.

### ARTICLE 3. Head Office

The head office shall be at the address P.O. Box 634, Brussels, ON, NOG 1H0, and at such a place therein as determined from time to time by the Board of Directors of the Association.

### ARTICLE 4. Objectives

The purpose of the association shall be to maintain a well-organized body of persons who will uphold and carry out the following objectives:

- i) to promote , develop and encourage a vibrant commercial rabbit industry
- ii) to provide information, educational material and access to counsel on all matters of rabbit husbandry
- iii) to encourage institutions of learning to aid in proper research, analysis, and evaluation of the factors of production and marketing
- iv) to secure legislation and rules to govern unethical practices in the rabbit industry and to aid in the enforcement of such regulations
- v) to promote the sale and export of rabbit and their products

## ARTICLE 5. Membership

- a) Every person shall be entitled to be a member of the Association by paying the annual fee of the Association but no person under the age of 18 years is eligible to vote at meetings of the Association.
- b) A member in good standing shall be anyone who has paid the annual membership fee of the current fiscal year and who subscribes to the objectives and the code of ethics of the Association.
- c) There shall be an annual membership fee determined by the Board of Directors. Only those who were members during the previous year are entitled to vote at the annual meeting.
- d) An up-to-date membership list shall be maintained by the Secretary.
- e) Categories of members:
  1. Regular
  2. Business
  3. Honourary
- f) Privileges of membership – A member shall be entitled to participate in the activities of the Association as shall be defined by the Board of Directors each year, but only regular members may vote or hold office in the Association.

## ARTICLE 6. Board of Directors

- a) The governing and administrative body of this Association shall be known as the Board of Directors which shall be elected from the membership at the Annual General Meeting.
- b) The Board of Directors shall consist of 8 elected members in good standing. In order to be eligible for election the nominee must have been a member for a minimum of one year. The directors shall be elected for a four year term and may serve for more than one consecutive term.
- c) In the event of a vacancy for whatever reason, the remaining members of the Board of Directors shall have the power to appoint a member of the Association to fill such vacancy.
- d) Standard 'conflict of interest' guidelines shall apply to all directors.
- e) It is required that the Board of Directors abide by the "Director Code of Conduct". This Code may be adapted or changed by the Directors at any meeting including the Annual meeting.

## ARTICLE 7. Officers

- a) The Board of Directors shall from among themselves at a meeting immediately following the Annual Meeting elect a President and a Vice President to be known as the Executive of the Association.
- b) The President and Vice President shall hold office for a term which shall run from the Annual General Meeting to the next Annual General Meeting.
- c) The Board of Directors shall elect from themselves a Secretary, Treasurer and other officers for a one year term.
- d) The Treasurer shall present an examined financial report at each Annual General Meeting of the Association and shall be in charge of carrying out all the financially related clerical work.

## ARTICLE 8. Annual General Meeting

- a) The time and place of the Annual General Meeting shall be decided by the Board of Directors and shall be announced to the membership as early as possible in advance of the meeting, but no less than 21 days. However, in no event shall an Annual General Meeting be later than fifteen months after the previous Annual General Meeting. Email and the OR website are acceptable methods of communicating with members. The Board of Directors are required to provide acceptable notice to members of the Annual General Meeting.
- b) For any Annual General Meeting, attendance by a minimum of ten members in good standing, including Directors, shall constitute a quorum.
- c) The topics of business at the Annual General Meeting shall include:
  - 1) President's address
  - 2) A report by the Board of Directors
  - 3) Minutes of the last Annual General Meeting
  - 4) Business arising out of the minutes
  - 5) Financial report of the Treasurer
  - 6) Appointment of the auditor/examiner
  - 7) Resolutions
  - 8) New business
- d) Each regular member in good standing shall be entitled to a single vote either in person or by authorized proxy in writing at each AGM.
- e) A special general meeting of the Association shall be called upon notification of the President and the Secretary by the members. Such meetings must be held within 60 days of the filling of such a request.
- f) The President may call general meetings of members as he/she sees fit.

## ARTICLE 9. Board of Director's Meeting

- a) The Board of Directors shall meet as frequently as is necessary to carry out the business of the Association.
- b) A meeting of the Board shall be called by the secretary upon the direction of the President or by any three members of the Board of Directors. Such meeting must be called by the President or Secretary within 30 days of receipt of said notice.
- c) Five members of the Board of Directors shall constitute a quorum.
- d) At a board meeting, only elected directors are eligible to vote. Decisions will be made by a majority vote.
- e) ARTICLE 6. e) applies
- f) The Board may establish committees or appoint individuals to act for or represent the Association. All committees and individuals are accountable to the Board of Directors.

ARTICLE 10. Statements of Annual Meetings

At each Annual General Meeting, the Board of Directors, through the President, shall present a full report of their proceedings and of the proceedings of the Association. The Treasurer shall present a detailed statement of the receipts and the expenditures for the previous year and a list of the assets and liabilities.

ARTICLE 11. General Meetings

General meetings may be called by members of the Board of Directors to discuss business of the Association or for educational purposes. General meetings are not mandatory for the Association.

ARTICLE 12. Amendments

- a) Amendments to this constitution may be made at the Annual General Meeting or at a Special General Meeting called for the purpose of amending this constitution in accordance with the provisions herein set out.
- b) Proposed amendments must be submitted in writing by members to the Secretary not later than 45 days prior to the Annual General Meeting or a Special General Meeting called to amend this constitution.
- c) Each member shall receive by mail or email 21 days prior to the Special General Meeting a notice of motion of amendment to the constitution and the reasons necessitating the changes.
- d) Amendments will be adopted if passed by a 2/3 majority of the votes cast at the Annual General Meeting or the Special General Meeting called with respect to the amendment of this constitution. Such votes shall be cast in person or by proxy.

This Constitution adopted at an Annual or Special Meeting of the Ontario Commercial Rabbit Growers Association shall become effective \_\_\_\_\_ and remain so until amendment or repeal.

Amended Date: \_\_\_\_\_

President's signature: \_\_\_\_\_

Vice-President's signature: \_\_\_\_\_

## **Ontario Rabbit By-Laws - March 2015**

The following by-laws are intended to assist the Board of Directors in managing the day to day operations of Ontario Rabbit. Changes to these by-laws may be made at any regular meeting of the Board of Directors and are to be ratified by the regular membership at the Association's Annual General Meeting.

### **Finances:**

1. The fiscal year shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.
2. All expenditures for items that are not included in the budget for the current fiscal year shall require approval by a motion passed at a General Meeting or Board of Directors Meeting.
3. Cheques to disburse the funds of the Association shall bear the signatures of any two of President, Treasurer and a third appointed person.
4. The Financial records of the Association shall be examined by a qualified accountant or by at least two persons appointed at the Annual General Meeting.
5. Remuneration: no officer, director or member of the Association, except the Secretary, or Treasurer, shall receive any remuneration for carrying out his/her duties as a director or member.  
Travelling and living expenses may be allowed for any member while engaging in duties on behalf of the Association only by approval of the Board of Directors. Such expenses will be payable from the funds of the Association.
6. The financial accounts of the Association shall be made available for inspection by any member's reasonable request.

### **Membership:**

1. The Board of Directors may from time to time designate memberships for Junior members and associate member as they see fit.
2. Only those who were regular members during the previous year are entitled to vote or be elected to the Board at the Annual General Meeting.
3. Every regular member in good standing is entitled to attend any Annual General Meeting, General Meeting, or Special Meetings, and be a member of committees of the Association.

### **Board of Directors:**

When three or more vacancies occur at the same time, a Special General Meeting of the Association shall be called to elect Directors to fill the vacancies.

### **Conflict of Interest:**

Where a Director of the Association has a financial interest either direct or indirect in any matter which the Association is concerned, they shall disclose their interest and shall not take part in the consideration or discussion of, or vote on any question with respect to the matter and shall withdraw from the meeting when the matter is being discussed if requested to do so by a majority of the members present at the meeting.

### **Rules of Order:**

Roberts Rules of Order shall govern the Association on all matters not covered by the by-laws.

