



By-Laws

**Approved at the Annual General Meeting of the
Ontario Institute of Agrologists on
April 4, 2020**

OIA By-laws Amendments

Incorporated under *An Act Respecting the Ontario Institute of Professional Agrologists,*
December 2013

1. NAME

The Ontario Institute of Professional Agrologists may be known as the "Ontario Institute of Agrologists".

2. HEAD OFFICE

The head office of the corporation will be within the Province of Ontario at a location as selected by the Board of Directors.

3. DEFINITIONS

In these By-laws, unless otherwise provided in the Act incorporating the Institute, or as context of these By-laws shows:

- a. "Act" means *An Act Respecting the Ontario Institute of Professional Agrologists, December 2013* and any future legislation and regulation governing this Institute and the Profession of Agrology;
- b. "Agrologist" and "Professional Agrologist" mean a Registrant of the Institute meeting the qualifications in Section 5. a. i. of these By-laws and shall include the term 'Professional Agrologist' from which the designation P.Ag. is derived;
- c. "Agrologist" and "Technical Agrologist" mean a Registrant of the Institute meeting the qualifications in Section 5. a. i. of these By-laws and shall include the term Technical Agrologist' from which the designation T.Ag. is derived;
- d. "Articling Agrologist" means a Registrant of the Institute who meets the qualifications in Section 5. a. i. of the By-laws of the Ontario Institute of Agrologists and who has been accepted into a prescribed articling period as a requirement for acceptance as a Professional Agrologist or Technical Agrologist;
- e. "Board of Directors" means the governing body of the Institute;
- f. "Branch" or "Region" means a constituted body of agrologists in a defined area and is formed under the authority of the Institute;
- g. "Director" means a member of the Board of Directors of the Institute elected by the Registrants;
- h. "Industry" means the agriculture and agri-food industries, and agri-life sciences, including but not limited to the input sector, production sector, handling and processing sector, government and marketing sector and other sectors directly or indirectly involved with agriculture and food up to wholesale sector and consumer sector;
- i. "Institute" means the Ontario Institute of Professional Agrologists;
- j. "Membership" includes Registrants, Retired Registrants and Student Members of the OIA;
- k. "Practising Agrology" means providing services related to the development, management, conservation and sustainability of agriculture, including agri-food industries, agri-life sciences and agricultural resources. The following list includes the major categories of services and complements others as identified in the Act:

- i. the designing, specifying or approving of recommendations and management for plant species grown as agricultural or horticultural crops or used in agriculture, turf, or horticultural production systems including breeding and research for food, feed and forage, ornamental, industrial, pharmaceutical and related purposes;
- ii. the designing, specifying, or approving of, recommendations and non-veterinary management for animal species used in agricultural production systems, including breeding and research for food, feed, draft, pets, industrial and pharmaceutical purposes;
- iii. the designing, specifying, or approving of, recommendations and management for land used for agricultural, horticultural, recreational and related purposes;
- iv. the evaluation, classification, and designation of land for agricultural, horticultural and recreational and related purposes;
- v. the developing of regulations for plant and animal production and protection systems and practices;
- vi. the assessment of impacts from public and private sector activities on land used for agricultural, horticultural and recreational purposes;
- vii. the evaluation of and recommendation for use of agricultural inputs including fertilizers, seed, pesticides, feed, plant and animal growth regulators in agricultural, horticultural and related production and post-production systems;
- viii. the provision of financial advice to the industry;
- ix. the formal education and training of individuals at secondary, tertiary and vocational institutions in agriculture, horticulture and related disciplines; and
- x. the planning and locating of individual agricultural or horticultural production units, including consideration of animal psychology and health needs, but not including any structural engineering aspects of same.

- l. "Province" means the Province of Ontario;
- m. "Provincial Institute" means any body licensed by a Canadian province to regulate agrology in that province, including the Ordre des agronomes du Québec;
- n. "Proxy" is a document that authorizes a Registrant to vote via a representative;
- o. "Register" means the complete list of all categories of Registrants in the Institute;
- p. "Registrant" means a person registered with the Institute meeting the qualifications under Section 5. a. i. of these By-laws;
- q. "Registrar" means the Registrar of the Institute.

4. ADDITIONAL OBJECTS

The principal object of the Institute is to regulate the practice of professional agrology and to govern its Registrants in accordance with the Act and the By-laws in order that the public interest may be served and protected especially where the safeguarding of life, health, property or the public welfare is concerned.

The Institute has the following additional objects:

- a. to develop, establish, maintain, and enforce standards of qualification and standards of practice of professional agrologists in Ontario;
- b. to promote and increase the knowledge, skill and proficiency of its Registrants in all things relating to professional agrology;

- c. to develop, establish, and maintain standards of knowledge and skill for Registrants;
- d. to issue, renew, amend, suspend, cancel, revoke and reinstate certificates of registration of Registrants;
- e. to develop, establish and maintain a code of ethics for Registrants;
- f. to receive and investigate complaints and allegations against Registrants and to deal with issues regarding discipline, incompetence and unskilled practice;
- g. to receive and investigate complaints of un-authorized use of the "P.Ag.", "T.Ag." and "A.Ag." designations by non-Registrants or Registrants not in good standing;
- h. to promote public awareness of the role of the Institute and its Registrants;
- i. to provide vocational guidance to persons wishing to enter the profession of agrology;
- j. to perform any other duties and exercise any other powers as are imposed or conferred upon the Institute under any Act;
- k. to perform such additional functions relating to the practice of professional agrology that the Board of Directors considers desirable or necessary and that do not conflict with the intent or purpose of the Act, or the By-laws; and
- l. to exercise its functions and responsibilities without discrimination and in accordance with the laws of Ontario.

5. REGISTRATION

a. Register

- i. The Registrar shall maintain a Register which will contain the name, address, electronic mail address and category of each person admitted to the Institute in a registered category. The names of Registrants in the Register shall be available for inspection by any person.
- ii. A person's name may be removed from the Register for any of the following reasons:
 - (1) retirement;
 - (2) death;
 - (3) as the outcome of a disciplinary hearing;
 - (4) resignation;
 - (5) being in arrears of dues or fees; and
 - (6) failing to maintain any of the qualifications of continued registration.
- iii. The registrar shall notify by mail any person whose name was removed for reasons (3), (5) or (6) above.
- iv. Any person whose name has been removed from the register for reasons (1), (4), (5) or (6) above may, after fulfilling all requirements, apply for reinstatement to the Register, which may be granted at the discretion of the Registrar.

b. Categories

- i. Persons who have satisfied the admission requirements may be admitted to the Register in one of the following categories of practicing Registrants:
 - (1) Professional Agrologist, abbreviated "P.Ag."
 - (2) Distinguished Professional Agrologist, abbreviated "P.Ag.(Dist)"
 - (3) Articling Agrologist, Professional, abbreviated "A.Ag.(P)"
 - (4) Technical Agrologist, abbreviated "T.Ag."
 - (5) Articling Agrologist, Technical, abbreviated "A.Ag.(T)"

c. Rights and Privileges

Registrants in good standing are entitled to:

- i. Use the title and abbreviation appropriate to their category of registration;
- ii. Participate in and vote at meetings of Registrants, hold office, petition, and vote in the elections of the Institute;
- iii. Display and use their certificate and, where applicable, professional seal.

Obligations. Registrants shall:

- iv. Conform to all of the By-laws, rules, regulations, professional standards and requirements of the Institute;
- v. Maintain the professional qualifications and meet the professional standards prescribed by the Board of Directors;
- vi. Promptly pay any dues and fees owing to the Institute;
- vii. Refrain from any activity or behaviour that might bring discredit to the Registrant, the Institute or the profession of agrology.

d. Admission Requirements

i. Relevant Subjects

- (1) The relevant subjects for accredited degrees or diplomas are specified in the OIA's Scope of Practice as established by the Board of Directors.

ii. Professional Agrologist

- (1) Graduation from a recognized Canadian or foreign university with a Bachelor of Science, or equivalent, or higher degree in a relevant subject;
- (2) Completion of the articling program prescribed by the Board of Directors;
- (3) Completion of examinations prescribed by the Board of Directors on the subjects of professionalism, ethics, knowledge of relevant legislation and knowledge of the Ontario and Canadian agriculture and agri-food industries and agri-life sciences;
- (4) Completion of any other requirements prescribed by the Board of Directors.

iii. Distinguished Professional Agrologist

- (1) Qualification as a Professional Agrologist in good standing;
- (2) Appointment by the Board of Directors for reasons of distinguished service to the Institute or the profession of agrology.

iv. Articling Agrologist, Professional

- (1) Graduation from a recognized Canadian or foreign university with a Bachelor of Science, or equivalent, or higher degree in a relevant subject;
- (2) Enrollment in the articling program prescribed by the Board of Directors.

v. Technical Agrologist

- (1) Graduation from a recognized Canadian or foreign college with a Diploma in Science or in a relevant subject;
- (2) Completion of the articling program prescribed by the Board of Directors;
- (3) Completion of examinations prescribed by the Board of Directors on the subjects of professionalism, ethics, knowledge of relevant legislation and knowledge of the Ontario and Canadian agriculture, agri-food industries and agri-life sciences;
- (4) Completion of any other requirements prescribed by the Board of Directors.

- vi. Articling Agrologist, Technical
 - (1) Graduation from a recognized Canadian or foreign college with a Diploma in Science or in a relevant subject;
 - (2) Enrollment in the articling program prescribed by the Board of Directors.
- e. Admission Process
 - i. An applicant for registration shall submit:
 - (1) an application in a form prescribed by the Registrar;
 - (2) evidence of admission requirements;
 - (3) applicable fees and/or dues.
 - ii. Upon the recommendation of the Registrar, the Board of Directors may admit an applicant to the Register in the appropriate category.
- f. Continuing Requirements for Registration
 - i. To maintain registered status, Registrants shall record and submit their professional development activities in a form prescribed by the Registrar.
- g. Retired Registrants
 - i. A Registrant in good standing who chooses to retire from the practice of agrology shall no longer be listed on the Register and shall no longer be entitled to use a title or abbreviation belonging to the categories of registration;
 - ii. A Retired Registrant, other than a person who retires while in the category of Articling Agrologist, Professional, or Articling Agrologist, Technical, may be enrolled in a list of Retired Registrants, upon application and payment of dues or fees prescribed by the Registrar;
 - iii. A Retired Registrant in good standing is entitled to use one of the following titles and abbreviations, corresponding to the category in which they were previously registered:
 - (1) Professional Agrologist (Retired) or P.Ag. (Ret.)
 - (2) Distinguished Professional Agrologist (Distinguished) or P.Ag. (Dist.)
 - (3) Technical Agrologist (Retired) or T.Ag. (Ret.)
 - iv. A Retired Registrant in good standing is entitled to the rights and privileges of a Registrant as outlined in Section 5. c. ii.
- h. Student Members
 - i. Admission requirements
 - (1) Enrollment in a Canadian university for a Bachelor of Science, or equivalent, or higher degree in a relevant subject;
 - (2) Enrollment in a Canadian college for a Diploma in Science or in a relevant subject.
 - ii. Rights and privileges
 - (1) Student Members are entitled to attend all meetings of the OIA including Annual General Meetings as observers, but not to vote on motions at said meetings.
 - (2) Student Members are entitled to participate in all OIA branch meetings, to hold branch office, and to vote in branch elections and on motions at said meetings.
 - (3) Student Members may not vote for, or hold office on, the Board of Directors of the OIA.

(4) Student Members are not listed in the Register.

6. CERTIFICATE OF REGISTRATION

- a. The Registrar shall issue a certificate and, where applicable, a professional seal to a natural person who applies therefore in accordance with the regulations, and:
 - i. is of the age of majority as defined by the Province of Ontario;
 - ii. has otherwise met or complied with all requirements.
- b. Every applicant qualified for registration who has made payment of the required fees and has been accepted by the Registrar shall be issued a certificate of registration and a professional seal as approved by the Board of Directors under the Corporate Seal of the Institute and the signatures of the President and Registrar. Such a certificate of registration under the seal of the Institute is prima facie evidence of registration. Every certificate of registration is the property of the Institute and shall be returned by the Registrant to the Institute when their registration ceases.
- c. Each certificate of registration may contain a reference of any terms, conditions or limitations which apply to the registration as determined by the Board of Examiners.
- d. Upon payment of the annual professional fees, the Registrar shall issue to the Registrant an annual registration receipt and such receipt shall be evidence that the holder thereof is a duly registered professional of the Institute for the current year. Registrants may request a sticker for the year if so desired.
- e. If for any reason registration is terminated, the certificate of registration and the Institute's Professional Seal shall be surrendered to the Institute.
- f. The certificate of registration and professional seal remain the property of the Institute and must be surrendered on demand.

7. HONOURS AND AWARDS

- a. Honours and Awards may be authorized by the Board of Directors.

8. FEES AND REVENUE

- a. Application Fee
 - i. The application fees for all Categories of Registration shall be established by the Board of Directors in accordance with all relevant costs.
- b. Professional Fees
 - i. The total annual professional fees and other associated professional fees of the Institute and their due dates for all Categories of Registration shall be established and from time-to-time amended by the Board of Directors.
 - ii. Registrants shall be consulted regarding professional fee amendments and changes at the Annual General Meeting, Special Business Meeting, or by means specified in Section 10. g. in these By-laws. The annual professional fee will include amounts established by the Board of Directors for the operation of the Institute and may also include:
 - (1) branch or regional allocations plus
 - (2) any additional grant amount requested by each branch or region.
- c. Reinstatement Fee

- i. A Reinstatement Fee shall be established by the Board of Directors.
- d. Examination Fees
 - i. Examination Fees shall be established by the Board of Directors.
- e. Other Income
 - i. The Institute may at the discretion of the Board of Directors or at any meeting called for the purpose, receive by gift or bequest, from any person or corporation, money, bonus or real or personal property.

9. PROPERTY

- a. The Institute may acquire by gift, bequest, purchase or otherwise; and, transfer, sell, mortgage, lease or otherwise charge or dispose of real and personal property for the purpose of carrying into effect and of promoting the aims, objects and designs of the Institute.
- b. The Institute may purchase, lease or otherwise secure premises and equipment for the purpose of carrying out the functions of the Institute.

10. MEETINGS OF THE INSTITUTE

- a. There shall be an Annual General Meeting of the Registrants of the Institute held at a time and place to be fixed by the Board of Directors.
- b. Special Business Meetings of the Institute may be called by the President when deemed necessary, or by a majority of the Board of Directors, or by the Registrar when petitioned in writing by at least twenty Registrants.
- c. Registrants have the option of attending Annual General Meetings and Special Business Meetings in person or by electronic means such as by webcast, or teleconference.
- d. The quorum at all Annual General or Special Business Meetings of the Institute is 25 Registrants or 5% of the number of Registrants, whichever is less, physically present in person, by electronic means, or by proxy.
- e. Registrants holding valid proxies, may vote at meetings of the Institute in accordance with the instructions on the proxy. Registrants may hold up to five (5) proxies, except for the Registrar for whom there is no limit.
- f. Notice of every Annual General Meeting or Special Business Meeting of the Institute shall be announced by regular mail or electronic mail and posted on the Institute's web site, at least twenty-one (21) days before the day on which such meeting is to be held. The non-receipt of such notice by any Registrant shall not invalidate the proceedings at any meeting. Financial statements and reports are also to be announced and made available to the OIA membership on the OIA website at least seven (7) days in advance of the Annual General Meeting.
- g. In lieu of a Special Business Meeting of the Institute, a ballot on a specific resolution may be conducted by mail, fax, electronic mail or other electronic methods when the subject of the resolution is urgent and it is not practical to call a Special Business Meeting. Such ballots must meet the following conditions:
 - i. Notice must be given in the same manner as for a Special Business Meeting;
 - ii. The methods used must not prevent any Registrant from casting their ballot;
 - iii. A reasonable period of time must be granted before balloting is declared closed.
- h. Notice of any Special Business Meeting shall state the purpose or purposes for which the meeting is called; and only on the subjects for which the meeting is called may action be taken.

- i. The order of business at Annual General Meetings or Special Business Meetings shall be prepared by the President, recommended by the Board of Directors of the Ontario Institute of Agrologists and approved by the meeting of the Institute.
- j. The business of the Annual General Meeting includes:
 - i. Approval of agenda.
 - ii. Approval of the minutes of the last meeting.
 - iii. Receiving and approving the report providing the audited financial statements.
 - iv. Voting to approve the auditors for the next financial year.
 - v. President's Report.
 - vi. Any other item of business that was properly included in the Notice of Meeting. (The OIA must ask the membership whether they wish any additional items to be included on the agenda, at least 30 days prior to issuance of the Notice of Annual General Meeting.)
 - vii. Acknowledging Directors. These include Directors newly elected or ratified by the Registrants, Directors appointed by the federal and provincial ministers of Agriculture, Public Representative Directors appointed by the Board of Directors of the OIA, and branch executives.
 - viii. Adjournment.
- k. Every question proposed at a Meeting of the Institute shall be decided by a majority of the votes cast by the Registrants, unless otherwise specified in the By-laws.

11. BOARD OF DIRECTORS

- a. The affairs of the Institute shall be under the control of and directed by a Board of Directors hereinafter set forth under these By-laws.
- b. The Board of Directors shall have a minimum of twelve (12) Directors.
 - i. Each Director shall:
 - (1) Be at least the age of majority;
 - (2) Not be an undischarged bankrupt nor a mentally incompetent person;
 - (3) Not hold a paid position with the Institute and not enter a contract for services with the Institute;
 - (4) Represent the collective interest of the OIA membership in providing direction and guidance of the affairs of the OIA in a manner that supports the protection of the public interest;
 - (5) Promote and advance the interests of the Institute, the professional designation and the license to practice Agrology as the gold standard for Agrology in Ontario;
 - (6) Appoint staff and/or contractors responsible for administering the OIA;
 - (7) Maintain standards of transparency and fairness with staff/contractors and the OIA membership and seek input/engagement to promote collaboration;
 - (8) Provide direction that supports the long-term sustainability of the OIA and represent the interests of the public served by licensed professionals;
 - (9) Provide sound and unbiased governance advice and direction to staff/contractors;
 - (10) Participate in/lead the development of strategic organizational direction;
 - (11) Participate on/lead committees and task forces as required;

- (12) Consider and approve staff/contractor and/or committee recommendations relative to advancing the profession of Agrology; and
- (13) Conduct staff/contractor performance reviews (staff/contractors that report to the Board) and ensure their job descriptions are current to meet the needs of the organization.
- ii. All Registrant Directors (branch representation and at-large members) shall be Registrants of the Institute and in good standing at the time of their election or ratification and throughout their term.
- iii. Registrant Directors shall serve for a term of office of two years. Directors continue in office until the end of their term.
- iv. There is no limit to the number of terms that a Registrant Director may serve.
- c. The Board of Directors shall have custody and control of the funds of the Institute.
- d. There shall be a minimum of six (6) meetings of the Board of Directors per twelve (12) month period. In each period between Annual General Meetings of the Institute, the Board of Directors shall hold at least two in-person meetings. Exceptions to the requirement to physically attend two Board meetings will be made on a case-by-case basis pending individual circumstances, at the discretion of the Board of Directors, whereby an alternative means of attendance such as via teleconference could be granted to the individual Board member.
- e. The President shall, when they deem it necessary, or at the request of a majority of voting Directors, call a meeting of the Board of Directors.
- f. At meetings of the Board of Directors consisting of ten (10) voting members, quorum shall consist of six (6) voting Directors whether present in person or by electronic means, unless the number of voting Directors is less than or greater than ten (10), in which case quorum would be the majority of the number of voting Directors.
- g. Voting directors must be in good standing to be permitted to attend and vote at meetings of the Board of Directors.

12. ELECTIONS OF THE BOARD OF DIRECTORS OF THE OIA

- a. All designated Registrants in good standing are entitled to vote in elections.
- b. The election of the Directors from the Registrants shall be conducted by the OIA Registrants.
- c. Elections shall be conducted by electronic ballot.
- d. Prior to the end of the calendar year, the Board of Directors shall appoint a Nominations Committee consisting of three Registrants who are entitled to vote. The Nominations Committee is encouraged to bring forward more potential candidates than positions to be filled for the coming term.
- e. Registrants may also nominate persons for election as Directors.
- f. The deadline for nominations will be January 31.
- g. If more nominations than positions available are received by that date, an election will then be conducted by electronic ballot. Branch candidates are elected only by the Registrant members of the branch; the person receiving the largest number of votes is elected. At-large candidates are elected by all OIA Registrants; depending on the number of vacancies, the person(s) receiving the largest number(s) of votes are elected.
- h. If there is only one candidate for a vacant branch position, the Registrant members of that branch must ratify the candidate by electronic ballot. Similarly, if there are no more candidates

than vacant at-large positions, then all OIA Registrants must ratify these candidates by electronic ballot. In each instance, a simple majority of ratification ballots cast is required.

i. Ballots with the names of the candidates seeking election or ratification to the Board of Directors will be published on the OIA website and sent by electronic mail to the Registrants by February 15. A photo and personal bio of each candidate will be provided.

j. Registrants must submit their electronic ballot to the OIA Office dated no later than February 28.

k. The results of the election are to be tabulated by the Registrar and the Nominations Committee and announced to the membership via electronic mail.

l. Those candidates elected or ratified will assume their positions on the Board of Directors at the conclusion of the upcoming Annual General Meeting at which they will be acknowledged.

m. If a Registrant Director vacates their position for any cause whatsoever, the Board of Directors may appoint an eligible person to fill the vacancy until the term of that Director is completed.

n. The acts of a Director are valid even if a defect in their appointment or qualification is discovered afterwards.

o. Board of Directors composition:

i. The Board has a minimum of eight (8) voting Registrant Director positions.

ii. Registrant Directors may be P.Ag., T.Ag., A.Ag., P.Ag. (Ret.) or A.Ag. (Ret.).

iii. There is one (1) Registrant Director position per active branch.

iv. At-large Registrant Directors represent any area of the Province. There are three (3) at-large Registrant Director positions when there are five (5) or more branch Registrant Director positions.

v. In the event that there are less than five (5) Registrant Director positions from branches, the number of at-large Registrant Director positions is increased to ensure there are eight (8) Registrant Directors.

vi. Further, the Federal and Provincial Ministers of Agriculture are approached to appoint a representative to be an *ex officio* non-voting Director with no set term.

(1) One (1) from Agriculture and Agri-Food Canada; and

(2) One (1) from the Ontario Ministry of Agriculture and Rural Affairs.

vii. Further, the Board of Directors shall appoint two (2) voting Public Representative Directors to serve a one-year term on the Board of Directors. These terms are renewable at the discretion of the Board of Directors.

13. REMOVAL OF DIRECTORS FROM OFFICE

- a. Directors may remove a Director as follows:
 - i. Upon a two-thirds vote of all voting Directors, the Board of Directors may remove a Director from office for the inability or failure to perform the duties of a Director as determined by the Act, these By-laws and written Board policies, including (but not limited to) for reasons of medical incapacity, misconduct according to the Institute's Code of Ethics, or conviction for having committed any indictable offence. Any Director subject to removal pursuant to this provision will first be provided at least one week's prior notice of the intention to vote for their removal, and will be afforded an opportunity to address the Board of Directors meeting before the vote occurs.
 - ii. Absence of a member of the Board of Directors from more than three consecutive regular Board meetings, without notice provided to the Board and accepted by the Board, shall be deemed a resignation from the Board of Directors. A Director who has resigned under such circumstances, may be considered for reinstatement by the Board of Directors at their request.
- b. Registrants may remove a Registrant Director as follows:
 - i. Branch representative: If 20% or more of the Registrant members of a branch petition for the removal of a Registrant Director representing their branch, an electronic vote of branch Registrants must then be held within two months of submission of the petition to the Registrar. The affected Director must be granted the opportunity to defend themselves, should they wish, such as by electronic mail to the branch Registrants and/or at a branch meeting prior to the vote. A two-thirds majority of those branch Registrants voting in favour of removal is required for the Director to be removed from office.
 - ii. At-large representative: If 20% or more of all Registrants of the OIA petition for the removal of an at-large Registrant Director, an electronic vote by all OIA Registrants must then be held within two months of submission of the petition to the Registrar. The affected Director must be granted the opportunity to defend themselves, should they wish, such as by electronic mail and/or at a special meeting of the OIA prior to the vote. A two-thirds majority of those Registrants voting in favour of removal is required for the Director to be removed from office.

14. OFFICERS AND DUTIES

- a. The Officers of the Institute are the President, Vice-President, Secretary and Treasurer.
 - i. The President, Vice-President, Secretary and Treasurer must be Directors of the Institute.
 - ii. The Directors shall elect the President and Vice-President from among themselves.
 - iii. The Directors shall appoint a Secretary and a Treasurer.
 - iv. The election or appointment of the President, Vice-President, Secretary and Treasurer shall be held annually at a Meeting of the Board of Directors following the Annual General Meeting at a time to be determined by the Directors.
 - v. The term of office of the President and Vice-President is one year or until a successor is elected or appointed. The President shall serve no more than three, consecutive,

- one-year terms. The term of office of the Secretary and the Treasurer is until a successor is appointed.
- vi. If the office of Secretary or Treasurer is vacant, or if for any other reason the Secretary or Treasurer is unable to act, anything required or authorized to be done by the Secretary or Treasurer may be done by an Assistant Secretary or Assistant Treasurer, or, if there is no Assistant Secretary or Assistant Treasurer able to act, by any other Officer of the Institute authorized by the Directors.
- b. The President shall:
- i. when present and able, chair all meetings of the Board of Directors and the Registrants;
 - ii. sign all documents requiring their signature; and
 - iii. perform any other duties assigned by the Board of Directors.
- c. The Vice-President shall:
- i. perform the President's duties when the President is absent or unable to perform them; and
 - ii. perform any other duties assigned by the Board of Directors.
- d. The Secretary shall:
- i. give any notice required to be given at Meetings of the Board of Directors and of the Registrants;
 - ii. attend all Meetings of the Board of Directors and record all facts and minutes of those meetings in a proper form;
 - iii. keep and maintain the following documents and registers:
 - (1) a copy of the Letters Patent, Supplementary Letters Patent, any memorandum of agreement, or if the Institute was incorporated by a Special Act, a copy of that Act, and a copy of any other statute the Institute is subject to;
 - (2) all By-laws and Special Resolutions;
 - (3) a register of the Institute; and
 - (4) a register of the Directors setting out the names, addresses, electronic mail addresses and occupations of all persons who are or have been Directors, and the dates they became and ceased to be Directors.
 - iv. be custodian of the Corporate Seal, and of all the books, records, correspondence and documents of the Institute;
 - v. receive any resignations given to them.
- e. The Treasurer shall:
- i. oversee proper books of account and accounting records for all financial and other transactions of the Institute, including records of:
 - (1) money received or paid by the Institute and the matter to which the receipt or payment relates;
 - (2) sales and purchases of the Institute;
 - (3) assets and liabilities of the Institute; and
 - (4) any transactions affecting the financial position of the Institute.
 - ii. oversee deposit of money or valuables in the Institute's account in the financial institution designated by the Board of Directors;

- iii. oversee reporting on the transactions completed and on the financial position of the Institute to the Board of Directors when required of them;
- iv. oversee cooperation with the Auditor of the Institute; and
- v. perform any other duties assigned by the Board of Directors.

15. APPOINTMENT OF BRANCH EXECUTIVE MEMBERS

- a. The Branch Executive is elected or ratified annually by the members of each active branch.
- b. Branch Members must be in good standing and include Registrant, Retired Registrant and Student Members of the branch.
- c. At a minimum of two months before the branch Annual General Meeting, the branch President sends out a call for nominations for the positions on the Branch Executive.
- d. If more than one person expresses an interest in a particular position, an electronic vote is held for that position. The person receiving the largest number of votes is elected. If only one person expresses an interest in a branch position an electronic ratification vote is held for that position. A simple majority of ratification ballots cast is required.
- e. The new Executive is acknowledged at the next Annual General Meeting of the branch.
- f. If a member of the Branch Executive vacates their position for any cause, whatsoever, the Branch Executive may appoint an eligible person to fill the vacancy until the term of the previous member of the Branch Executive is completed.
- g. The branch AGMs should be held before the provincial AGM. This way, the Branch Executive can be acknowledged at the provincial AGM.

16. AUDITORS

- a. Auditors shall be appointed by the Registrants of the Institute at the Annual General Meeting or Special Business Meeting as may be necessary. Vacancies in the position of auditor, if they occur between the times of the Annual General Meetings or Special Business Meetings of the Institute, shall require appointment of the auditor by the Board of Directors.
- b. It shall be the duty of the auditors to conduct an audit or review engagement of the books and accounts of the Institute at least once in every year and to ascertain and certify to the correctness of the financial statements. Each year, the Board of Directors is responsible for determining whether an audit or review engagement is to be done and to inform the auditors of this.
- c. Auditors shall have the right at all times to access the books, accounts and vouchers of the Institute, including those of the branches and regions, and shall be entitled to require from the Board of Directors and Officers such information and explanations as are necessary for the performance of their duties, and shall make a report of the accounts examined by them.

17. REGISTRAR

- a. The Registrar is appointed by the Board of Directors, consequently, a Director may not serve concurrently as Registrar. In an emergency situation in which an interim Registrar must be appointed, and none can be found from outside of the Board of Directors, a Director may only serve in this capacity if they are suspended from the Board of Directors for the duration of the interim appointment. Once a new Registrar is appointed, the suspension of the Director from the Board of Directors would end.

- b. The Registrar shall report to the Board of Directors.
- c. The Registrar shall receive all applications for registration in the Institute, manage all matters pertaining to professional standards, examinations, practice, and discipline of P.Ag., T.Ag. and A.Ag. Registrants.
- d. The Registrar shall refer all applications to the Board of Examiners.
- e. The Registrar shall maintain a record of the receipt of the application and the actions taken on the application.
- f. On the instructions of the Board of Examiners, the Registrar shall issue a certificate of registration to any person who submits an application in accordance with the By-laws and who meets the requirements set out in the By-laws.

18. BOARD OF EXAMINERS

- a. The composition of the Board of Examiners will be a minimum of five and not more than nine individuals. The majority of the members of the Board of Examiners will be P.Ag.s and T.Ag.s, and all members will be appointed by the Board of Directors.
- b. The Board of Directors may appoint representatives from outside organizations, who will recommend their appointee to the Board of Directors.
- c. One additional member may represent the universities of Ontario.
- d. The Board of Examiners shall:
 - i. consider and decide on requirements for registration;
 - ii. design examinations of knowledge, skills, competencies and attributes;
 - iii. evaluate examinations; and
 - iv. request and evaluate any other information, data or proof required to establish the eligibility of applicants for registration.
- e. A decision of the Board of Examiners declining an application for registration may be appealed to the Board of Directors.
- f. From time to time under certain circumstances, the Board of Examiners may request the Board of Directors to undertake some of the duties it may from time to time refer.

19. CORPORATE SEAL

- a. The Corporate Seal in a form designated by the Board of Directors shall be the Seal of the Institute.
- b. Where the Seal of the Institute is required by law or as per the By-laws of the Institute to be affixed to a document of any nature, it shall be affixed by the Executive Director, Registrar, or any duly appointed member of the Board of Directors.
- c. All documents required to be executed under Seal shall be signed by the President and Executive Director and/or Registrar or any two appointed Directors.

20. DISCIPLINE

- a. The Board of Directors shall have jurisdiction to hear and determine any complaint made against a Registrant of violation of any of the provisions of this Act or of the By-laws, rules or regulations of the Institute, or any complaint of disgraceful or improper conduct relating to the Registrant's work.

- b. The Board of Directors, after investigation of a complaint and after an opportunity has been given the Registrant to appear before it, shall have the power to reprimand or revoke the Certificate of Registration as it deems just and may also reinstate at such time as they consider the circumstances so warrant.
- c. Any person who feels aggrieved by any ruling of the Board of Directors or the Board of Examiners may appeal to a court of competent jurisdiction within three months of the date of such decision and the findings of such court shall be final and binding on the Board of Directors.

21. RETURNS

- a. Whenever required by the Lieutenant-Governor-in-Council so to do, the OIA is to transmit to the Province a certified return under the Seal of the Institute setting forth all such information and particulars relating to the Institute as the Province may from time to time require.

22. FINANCIAL YEAR

- a. The financial year of the Institute shall be from January 1st to December 31st of the same calendar year.

23. CODE OF ETHICS

- a. The Profession of Agrology demands integrity, competence and objectivity in the conduct of its Registrants while fulfilling their professional responsibilities to the Public, the Employer or Client, the Profession, and other Agrologists.

24. AUTHORITY TO BORROW MONEY

- a. The Board of Directors of the Institute may from time to time:
 - i. borrow money upon the credit of the Institute in such amounts, and upon such terms as may be deemed necessary;
 - ii. issue, sell or pledge securities of the Institute;
 - iii. charge, mortgage, or pledge all or any of the real or personal property of the Institute, including book debts, rights, powers, franchises and undertakings to secure any such securities or repay any money borrowed or discharge any debt or other obligation or liability of the Institute.

25. FORMATION / DISSOLUTION OF BRANCHES AND REGIONS

- a. All branches are formed under authorization of the Board of Directors.
- b. Assets of dissolved branches shall be returned to the Institute.
- c. The Board of Directors may dissolve the operations of a branch with Registrants assigned at their request, to nearby branches.
- d. Branches and regions are a creation of the Institute and must annually report on their financial status to the Board of Directors.

26. DELEGATION OF POWERS

- a. None.

27. AMENDMENTS TO BY-LAWS

- a. The By-laws of the Institute may be amended, repealed or re-enacted in whole or in part by a two-thirds majority vote of those Registrants present at any Annual General Meeting or any Special Business Meeting, or a vote of all Registrants under Section 10. g. called for the purpose, provided that written notice of any proposed amendments to the By-laws is forwarded to each Registrant.
- b. No By-laws or amendments thereto shall be passed if contrary to law or to the provisions of *An Act Respecting the Ontario Institute of Professional Agrologists, December 2013* and any future legislation and regulation governing this Institute and the Profession of Agrology.
- c. All changes or amendments to the By-laws shall, within sixty days of their adoption by the Institute, be submitted to the Province.