

## **Summary of Revisions to OIA By-laws Proposed by Governance Committee**

Christopher P. Dufault  
Chair, OIA Governance Committee  
March 12, 2020

This document lists the major revisions, only, that are proposed by the OIA Governance Committee to the version of the OIA's By-laws dating from November 8, 2011. Minor revisions, such as the correction of typos, limited clarification of wording, and renumbering of Sections, are not included in this list. Consequently, not all Articles (such as Article 9, for which there were no changes) needed to be included in this list. This list also reflects the revised numbering used in the proposed By-laws.

Note that OIA members have twice been canvassed for their comments on the need for revisions to the By-laws, the OIA Board has reviewed proposed revisions three times, and the Governance Committee (comprised of Christopher P. Dufault, Don Good and Bethany Davidson-Eng) has met by conference call and corresponded as needed since the spring of 2019 in developing these revisions.

### **3. DEFINITIONS**

- Under 3. a. Reference to the "Act" has been updated to the 2013 version here, and at the end of the document, and includes reference to any future legislation governing the Institute to ensure that the By-laws remain valid between the date of the next revision of legislation and of the By-laws.
- 3. c. has been added to include "Technical Agrologist".
- Agri-Life sciences (included elsewhere in the By-laws) has also been added to 3. h. and 3. k.
- "Membership" has been defined under 3. j. Note that "Member" has been replaced with "Registrant" where appropriate throughout the By-laws as their rights can differ. A Registrant is a Member, but a Member is not necessarily a Registrant.
- The last sentence in 3. k. has been revised to make it clearer and to state that the subsequent list of categories of services complements that provided in the Act.
- 3.k.vii. has been revised to add "seed" under the list of recommendations provided.
- 3. k. x. has been revised to add "consideration of animal psychology and health needs" as this area of expertise is going to be of increasing importance in the future as agrologists look to ethics and disease prevention.
- The definition for "Profession" formerly under 3. k. has been removed; this term is redundant as the By-laws already define "Registrant."

- Under 3. o., “Proxy” has been defined. Despite concerns on the part of some, but not the majority of, OIA members surveyed in September 2019, the option of voting via proxy has been left in the By-laws. However, as you will see below in this document, we propose that it be possible in the future for members to attend AGMs and Special meetings via electronic means such as a webcast or conference call and to be able to vote electronically during said meetings, thus reducing the need for proxy votes for those who cannot attend such meetings in person. See Article 10 for more details of this . . .
- Old 3. p. pertaining to gender has been removed. Gender neutral terms are now used throughout the revised version of the By-laws consistent with advice from: <https://canada.justice.gc.ca/eng/rp-pr/csj-sjc/legis-redact/logistics/p1p15.html> )

#### **4. ADDITIONAL OBJECTS**

- Under 4. g., the designations “T.Ag.” and “A.Ag.” have been added.

#### **5. REGISTRATION**

- Under 5. a. i., in the interest of protecting the privacy of individuals, this text now specifies that only the names of Registrants in the Register shall be available for inspection by any person whereas, in the past, the By-laws also required access to their address and category. The provision of further personal information to the public in the “Member Search” area of the OIA’s website would now be at the discretion of the Registrant.
- Under 5. a. iv., “(1)” has been added to permit retirees the option of returning to the profession.
- 5. c. ii. has been revised to include “vote” at meetings and “petition” among the rights that are already accorded to Registrants elsewhere in the By-laws. This effectively extends these rights to Retired Registrants (as 5. g. iv. references 5. c. ii.).
- Under 5. c. iii., “card of registration” has been removed here and elsewhere as this is no longer provided to Registrants. Related to this, note that Section 6. d. now states that the annual registration receipt “shall be evidence that the holder thereof is a duly registered professional of the Institute for the current year”.
- 5. d. i. (1) now clarifies that the Board of Directors defines Scope of Practice. As well, several phrases have been revised under 5. d. so as to achieve greater consistency and clarity.
- 5. h. is new. It describes the admission requirements, and rights and privileges for Student Members, who had not been previously acknowledged in the By-laws! Note that, consistent with the other nine Institutes of Agrology and the Ordre des agronomes du Québec (I’ve checked), student Members of the OIA are not accorded voting privileges at OIA meetings or for the Board of Directors. This is because the OIA, like all other Provincial Institutes, is a regulatory body responsible for regulating its Registrant Members. Nevertheless, the By-laws propose that students should be permitted to vote, etc., at the branch level (which does not

have a regulatory role), to encourage their participation. Currently, the OIA lacks student chapters.

#### **Old Article 6. "PRACTISING AGROLOGY DIRECTORY"**

- This has been removed because the OIA no longer publishes a paper directory, and the modern online version includes only OIA registrants.

#### **6. CERTIFICATE OF REGISTRATION**

- Under 6. d., the following sentence has been added "Registrants may request a sticker for the year if so desired."

#### **8. FEES AND REVENUE**

- Old 9. e. (pertaining to fees charged to be included in the "Directory of Practising Agrologists") has been removed as a paper directory is no longer published and, of course, such fees are no longer charged.

#### **10. MEETINGS OF THE INSTITUTE**

- 10. c. includes the new option of members attending AGMs by electronic means such as via webcast or teleconference. This is intended to increase member involvement and contribute to democracy at the OIA.
- Under 10. d., quorum at AGMs has been re-defined to help ensure that quorum is achieved in the future in this era of declining membership. Note, for example, that quorum was not met at the 2017 AGM.
- 10. e. clarifies wording pertaining to the use of proxies.
- 10. f. mandates announcement of the AGM at least 21 days in advance of said event; the Governance Committee deems this to provide a reasonable notice period. It also mandates provision of financial statements and reports to members at least 7 days in advance of the AGM to allow sufficient time for these documents to be finalized. The advance provision of access to financial statements and reports is intended to increase transparency of the OIA and to facilitate attendance by members via electronic means.
- Under 10. j., the listing of the business events that occur at an Annual General Meeting is newly included in the By-laws, but largely follows past agendas. Note that 10. j. vi. allows "Any other item of business that was properly included in the Notice of the Meeting". This means the OIA must consult the membership asking whether they wish any additional items to be included on the agenda, and must do so 30 days prior to announcing the AGM, so as to ensure that the agenda that accompanies the AGM announcement is complete. Provision of the full advance agenda will aid members in deciding whether they wish to attend an AGM and is intended to improve democracy and transparency of the OIA.

#### **11. BOARD OF DIRECTORS**

- 11. b. revises the number of directors from “ten (10)” to “a minimum of twelve (12) directors”. See 12. o., below, for a further explanation of this.
- 11. b. i. (1) has been changed from “eighteen years of age” to “the age of majority” so as to be consistent with the terminology used elsewhere in the By-laws. Note that 18 is the current age of majority in Ontario.
- 11. b. i. (6) has been revised to include contractors, as well as staff, and to state that the Board of Directors is responsible for their appointment.
- 11. b. iii. Currently, at-large directors are appointed to one-year terms. The terms of all directors elected or ratified by the Registrants would now be two years, regardless of whether they are branch or at-large directors. Two-year terms provide greater continuity to the OIA.
- The revisions to 11. b. iv., by removing limits to the number of terms (currently a maximum of two concurrent terms is permitted), are intended to allow greater flexibility regarding availability of potential directors, as it is increasingly a challenge to find willing candidates in recent years. In theory, at present, a former Director could run again for the Board of Directors after one or more years following the completion of their second concurrent term, as the current By-laws are silent in this regard. But I know of no one who has done so in the past.
- 11. d. has been revised from mandating monthly meetings of the Board of Directors to mandating a minimum of six meetings per twelve-month period, to provide greater flexibility and to reflect the practice of recent years. Additionally, some flexibility (e.g., teleconference) is possible regarding exceptions to the requirement of Directors to attend in-person meetings.
- 11. f. has been revised to allow flexibility regarding quorum at director’s meetings so as to be based on the number of current voting directors, which can vary due to resignations, etc.
- 11. g. clarifies that 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**

- 12. g. clarifies voting procedures when there are enough candidates for there to be an election.
- 12. h. ensures that when there are insufficient candidates for there to be an election, all Registrant directors are ratified. This is intended to increase the democracy, participation and transparency of the OIA.
- 12. i. has been revised to clarify that new Registrant directors that have been elected or ratified prior to the AGM are acknowledged, not voted on, at the AGM, as has been standard practice for the OIA. Consistent with this, 10. j. vii. also states that directors are acknowledged at AGMs.

- 12. o. proposes revising the number and composition of Registrant Directors (to, unlike in the current By-laws, easily reflect changes over time in the number of active branches). It replaces the previous, convoluted and out-of-date 13. n. It also proposes to restore the previous requirement of having two voting public representatives to the Board of Directors. In the past, their contributions were highly beneficial to the OIA.

### **13. REMOVAL OF DIRECTORS FROM OFFICE**

- This entire proposed Article is new. It outlines how Directors can be removed from office either by the Board of Directors or by Registrants. It is intended to increase democracy in the OIA.

### **14. OFFICERS AND DUTIES**

- 14. a. adds “Treasurer” as an Officer. In light of the recent changes in the OIA, this addition is critical to ensure adequate governance of the OIA. See also the note, below, regarding 14. e.
- 14. a. i. now states that the Treasurer must be on the Board of Directors. In comparison, the current By-laws permit the Treasurer to be any member of the OIA. By ensuring that the Treasurer is on the Board of Directors, they have the benefit of being covered by Errors and Omissions insurance and are much closer to the day-to-day activities and concerns of the Board of Directors.
- 14. a. iv. has been revised to clearly permit the Board of Directors greater flexibility regarding when it is first to meet following the AGM. I know of at least two occasions since 2014 in which the Board did not meet immediately following the AGM. This revision would, for example, permit the new Board to take account of whether there is sufficient time to hold a Board meeting, the availability of individuals, bad weather, etc. It also clarifies that executive positions must be re-declared annually.
- 14. a. v. now states that the President can serve no more than three, consecutive, one-year terms.
- 14. e. describes the Treasurer’s responsibilities. These responsibilities, that are of a financial nature, were previously assigned to the Secretary! The word “oversee” has been substituted in four places to better reflect what the Treasurer would actually do.

### **15. APPOINTMENT OF BRANCH EXECUTIVE MEMBERS**

- This entire proposed Article is new. It is intended to encourage greater branch member participation and increase democracy in the OIA.

### **16. AUDITORS**

- 16. b. The option of the less-costly “review engagement” has been added as an alternative to conducting an audit, and the inclusion of both options in the By-laws would permit the Board of Directors in future to be responsible for choosing which is conducted each year.

### **17. REGISTRAR**

- 17. a. now states, “The Registrar is appointed by the Board of Directors . . .”. This addition rectifies this past omission regarding appointment of the Registrar. It also now requires that a Director can no longer serve concurrently as Registrar.
- Old 16. a. which previously stated “The Registrar shall direct the Board of Examiners” has been removed. This is because, based on the OIA Act, the Board of Directors governs the organization and the Registrar carries out the duties assigned to them.