

ONTARIO BLONDE D' AQUITAINE ASSOCIATION CONSTITUTION

Constitution Last Amended: March 26, 2016

ARTICLE I – Name and Objective

1. The name of the organization shall be “The Ontario Blonde d’Aquitaine Association” (herein called the “OBdAA”).
2. The aims and objectives of the OBdAA shall be:
 - a) To promote and encourage the breeding of Blonde d’Aquitaine cattle in the province of Ontario and the Maritimes;
 - b) To arrange for, and promote shows and sales of Blonde d’Aquitaine cattle in the province of Ontario and Maritimes;
 - c) To assist, where possible, the Canadian Blonde d’Aquitaine Association in their promotion of the Blonde d’Aquitaine breed;
 - d) To promote and encourage performance testing for Blonde d’Aquitaine cattle in the province of Ontario and the Maritimes.

ARTICLE II – Membership

1. The general membership shall consist of:
 - a) persons, firms, partnerships, organizations or corporations who shall have submitted an application for membership, paid the requested membership fee, and be approved by the Board of Directors.
2. There shall be a membership fee which shall be established by the Board of Directors and approved by the general assembly.

3. The Board of Directors shall have the power to enact bylaws establishing classes of memberships similar to those of the Canadian Blonde d'Aquitaine Association.
4. Membership is not transferable and shall lapse automatically:
 - a) upon the wind-up, liquidation or surrender of charter of a member;
 - b) at the end of the Association's fiscal year, but subject to the right of renewal on payment of requisite fee;
 - c) upon resignation at any time from the Association, and not from the Board of Directors.
5. Membership fees are not refundable in whole or in part.

ARTICLE III – General Assembly and Board of Directors

1. There are hereby established, as the principal organs of the OBdAA, a General Assembly and a Board of Directors.
2. General Assembly:
 - a) the general assembly shall consist of all members in good standing of the OBdAA with primary address listed in the province of Ontario or the Maritimes.
 - b) each member shall be entitled to one vote at all meetings of the General Assembly, with provisions made for the permission to use a maximum of three proxy votes.
 - c) the General Assembly shall meet at least once a year at such time and place as the Board of Directors shall be determined, and upon three weeks written notice to the General Assembly.
 - d) a quorum of the General Assembly shall be ten members present in person or by proxy.
 - e) decisions of the General Assembly, except where otherwise expressly provided to the contrary, shall be by majority vote of those present in person or by proxy and voting.

3. A member in arrears in the payment of membership fees shall not be entitled to receive the benefits and privileges of membership, nor to representation in the General Assembly.
4. Board of Directors:
 - a) the property and affairs of the OBdAA shall be managed by a board of seven directors, one being the President elected by the members from the general membership of representatives thereof.
 - b) the president shall be elected by the general membership. The president's term of office shall be from the meeting at which he/she is elected or appointed until the annual meeting next following or until his/her successor is elected or appointed. Six directors shall be elected by the general membership. The directors' term of office shall be from the meeting at which they were elected or appointed until the 2nd annual meeting following or until their successors are elected or appointed. Three directors shall be elected or appointed each year.
 - c) the president and the directors shall elect from amongst themselves a vice-president and a secretary-treasurer or a secretary and a treasurer.
 - d) a quorum for the transaction of business at meetings of the Board of Directors shall be by majority.
 - e) any vacancy occurring in office of directors shall be filled by appointment by the directors remaining in office for the remainder of the term of the retiring director.
 - f) a director must be a member of the Canadian Blonde d' Aquitaine Association in good standing.
 - g) any director or executive officer may be removed from office for failure to perform properly his duties on the vote of two-thirds of the Board of Directors then holding office.
 - h) all meetings of the Board of Directors shall convene at the call of the president and notice thereof shall be given to the members of the Board at least one week prior to the date of the

meeting, provided, however, that the directors may meet on regular dates without notice or may by unanimous consent meet at any time or place without notice.

l) the Board of Directors shall establish by-laws as it shall require and these shall govern the board of directors when they are consistent with the provisions of this Constitution.

j) the directors may hire, retain or appoint such employees as may be required to achieve the objectives of the Association and shall assign duties to them.

ARTICLE IV - DIRECTORS AND OFFICERS DUTIES

1. The Board of Directors makes the decision each year what positions will be held within the board and by which director.

a) President - the president shall be a member of all Committees. He shall, when present, preside at all meetings of the Board of Directors and the General Assembly. A chairman may be appointed by the President with the approval of the Board of Directors, to conduct meetings.

b) Vice-President - In the absence of the President the Vice-President shall assume all of that officer's duties.

c) Secretary- It shall be the duty of the Secretary to keep accurate minutes of all the meetings of the Board of Directors as well as of the General Assembly. The Secretary shall have charge of all correspondence of the OBdAA. It shall be the responsibility of the Secretary to arrange for sending of notices for any meetings as required. The Secretary shall receive all monies paid to the OBdAA. In a timely manner these monies will be forwarded to the Treasurer.

d) Treasurer - It shall be responsibility of the treasurer for the deposit of any monies in whatever bank the Board of Directors may order. The Treasurer shall properly account for the funds of the OBdAA and keep such books as may be directed. The Treasurer shall present a full detailed account of receipts and disbursements to the Board of Directors whenever requested and shall prepare for submission to the Annual General Meeting a statement duly reviewed as hereinafter set forth financial position of the OBdAA.

ARTICLE V – Committees

1. The Board of Directors may appoint such committees as may be necessary for achieving the objectives of the Association, but there shall be the following standing committees appointed by the Board of Directors. At the discretion of the Board of Directors any committee may divided into sub-committees:
 - a) Nominating committee – this committee shall present to the Annual General Meeting a list of members to be considered for the election to the Board of Directors. Additional nominations shall be received from the floor and if voting is necessary, it shall be by ballot.
 - b) Cattle Shows and 4H Committee – this Committee shall make arrangements for the showing of Blonde d’Aquitaine cattle at various shows. This Committee will also record names and addresses for 4H members showing Blonde d’ Aquitaine animals as their 4H projects. At the end of the 4H year, each member will receive recognition for showing a Blonde d’ Aquitaine animal as their project.
 - c) Advertising Committee – this committee shall be responsible for publication and distribution of materials that may be necessary to promote the breed. This can be done in part by advertising for sales, shows and events held by the OBdAA.

- d) Performance Committee - this committee shall be responsible for organizing and promoting performance testing of Blonde d' Aquitaine cattle.
- e) Promotional Committee - this committee shall be responsible for organizing, inventorying, and maintaining any promotional materials. This can include print material, clothing and any inventory of items the OBdAA may acquire for distribution.
- f) Communication Committee - this committee shall be responsible for maintaining communication pertaining to the OBdAA and its Board of Directors.
- g) Trade Shows Committee - this committee is divided into sub-committees that organize each specific trade show. Which trade shows the OBdAA attend each year is at the discretion of the Board of Directors.
- h) Sales Committee - the Sales Committee is responsible for organizing and promoting the sales of Blonde d' Aquitaine cattle. See the Board Policies section for more information regarding sale procedures, rules and further responsibilities of this committee.
- i) National Committee - when the Annual General Meeting of the Canadian Blonde d' Aquitaine Association is held in Ontario, this committee is responsible for assisting the Sales Committee and Cattle Shows Committee in coordinating the events.

ARTICLE VI – General

1. Any elected person to the Board of Directors or any appointee who by virtue of his failure to fulfill his duties of office or failure to conduct himself as befits his office, may be removed from office. The person in question having been advised of such failure in writing, and having been unable to resolve his dereliction, shall be removed, after a prior notice to that effect of seven days, two-thirds of the Board of Directors concurring.

2. This Constitution may be amended in the following manner: proposed amendments must be submitted to the Board of Directors 60 days prior to the Annual General Meeting with members being notified at least 45 days prior of the Annual General Meeting date. All proposed amendments shall be included with the written notice of the annual meeting of the General Assembly, at which such amendments are to be dealt with. Two-thirds of those members present, in person or by proxy, at the General Assembly meeting aforesaid concurring, this proposed amendment shall be deemed to have approved and it shall be entered into this constitution.

ARTICLE VII - FINANCIAL REVIEW

1. The books, accounts and records of the Treasurer or Secretary/Treasurer shall be reviewed at least once per year by two parties. These parties are to be selected by the Board of Directors. A statement of standings of the books for the previous year shall be returned to the Treasurer or Secretary/Treasurer prior to the Annual General Meeting of the OBdAA. The fiscal year of the OBdAA shall be determined by the Board of Directors.
2. The financials and bank statements of the OBdAA may be inspected by any member of the Association at the Annual General Meeting provided herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officers having charge of the same.