



Constitution and Bylaws

Previous Version: November 18, 2021

Approved at the OFPA 65th Annual General Meeting, November 15, 2022 at the Corporate Event Centre, 5110 Creebank Rd, Mississauga, ON L4W 0A1

ARTICLE I NAME:

The name of the Association shall be:

ONTARIO FOOD PROTECTION ASSOCIATION INC.

ARTICLE II MISSION STATEMENT AND OBJECTIVES:

The Association shall have as its mission:

“The Ontario Food Protection Association will represent all Food Industry commodities, service industries, government and academia by bringing professionals together in a forum to promote, educate and communicate Industry Best Practice and innovation in food safety and Sanitation.”

The Association shall have for its objectives:

1. To collect and distribute new technologies, plant hygiene and best practice programs to its members and all Food Industry Commodities and Food Industry service providers, information pertaining to sanitation, legality, authenticity and food safety .
2. To encourage continuous improvements in food safety practices.
3. To provide a forum to discuss current concerns in food protection and other topics of mutual interest.



4. To communicate with various regulatory agencies on issues of sanitation, legality, authenticity and food protection.
5. To communicate innovation and Industry Hygiene Best Practice, and Food Safety practices.
6. To be an information and technology resource for the food industry in Ontario. To collect, distribute new technologies, plant hygiene Best practice, legality and authenticity.
7. To cooperate with other professional groups in development and advancement of public health, food safety practices and general and environmental sanitation.
8. To be a resource source to the Food Industry from all sources including Government Federal and Provincial, training, consulting etc.

The Association shall be a non-profit educational association.

ARTICLE III AFFILIATION:

1. The Association shall be affiliated with the INTERNATIONAL ASSOCIATION FOR FOOD PROTECTION (IAFP)

ARTICLE IV MEMBERSHIP:

1. Membership categories shall include professional, student, corporate sustaining (SCM) and retired.
2. The chair of membership is responsible for maintaining a current list of names and contact information of OFPA members and the publications they are entitled to receive. The chair of membership is responsible for carrying out all duties within the Letter of Commitment for that role.

ARTICLE V FEES:



1. There shall be an annual fee for each member and each SCM. The amount to be determined by the Board of Directors prior to the annual fall meeting.
2. Annual fees shall be payable to the Association and collected by the Treasurer.
3. Annual fees for each Board of Director (BOD) and Members shall be due by the first day of January each year and membership benefits expire by December 31 of that same year.

ARTICLE VI MEMBERS MEETINGS:

1. The Robert Rules of Order¹ shall govern procedure at all meetings.
2. The Annual Meeting shall be held during any month of a calendar year. The time and place shall be fixed by the BOD, and announced to members at least two months in advance.
3. In all meetings, a quorum shall consist of 25 members. In case there is no quorum present to transact necessary business, the BOD is authorized to act for the best interest of the Association.

ARTICLE VII OFFICERS AND DIRECTORS:

1. The Executive members of the Association shall consist of a President, Vice-President, and Treasurer.
2. All BODs are voting members and are expected to vote when required. When a vote is initiated by the President, all BODs are required to vote in person or by e-mail by the deadline. The President will share the results of the vote to all BODs.
 - 2.1 In the event the vote results in a , the current Presidents vote will have the deciding vote.
 - 2.2 All BODs have the right to request a review of the results of the vote in the event of a tie. Otherwise, all votes are confidential.



- 2.3 Where changes required within a committee, the chair of the committee may initiate the vote with the committee members. If there is a tie, the current Presidents vote will be the deciding vote.
- 2.4 50% of the eligible voting BOD shall constitute a quorum at any duly called meeting of the Board.
- 2.5 A member of the BOD acknowledging a conflict of interest shall so declare and abstain from voting.
3. All BODs must attend monthly BOD meetings, in person or virtually, unless previously approved by the President. The BOD shall meet in person a minimum of 2 times per calendar year, and 6 times virtually for a total of 8 times per calendar year. Attendance exceptions of any Board Member shall not exceed three meetings. At least half of board members must be present at monthly meeting or meeting is rescheduled.
4. All BODs must be members in good standing. This includes voting in a timely manner, providing content for e-blasts and newsletters in a timely manner, paying membership fees on time, adhering to letters of commitment, carrying out chair responsibilities as required, evidence of continuous of improvement, etc.
5. Executives (President, Vice President, Treasurer) shall review each BODs performance against the criteria in item 9 (at a minimum), annually.
6. BODs may be based outside of Ontario, Canada, given they are able to meet the rules as stated in the constitution.

ARTICLE VIII AUDITOR:

1. The Accountant shall be appointed by OFPA Board of Directors prior to the scheduled Spring Meeting for the calendar year. The OFPA accounts shall be examined and the Treasurer shall present an Accountants statement at the Spring meeting.



ARTICLE IX NOMINATIONS AND ELECTIONS:

1. There shall be a nominating committee, chaired by the President, which will submit to the Annual Meeting a slate of three (3) Officers, and a minimum of eight (8) Directors
2. Nominations of Executives and Directors may also be made by the General Membership in writing at any time as advertised by the association. Nominations must be seconded.
3. All new Executives and Directors shall be elected at the discretion of the BOD. All incoming Directors for the upcoming year will be proposed and confirmed at the AGM
4. All terms of office shall ideally be for one year commencing January 1st of the calendar year following the annual meeting, at the discretion of the executive team (e.g. a BOD is onboarded part way through the year versus in January)
 - 4.1 Unless otherwise stipulated or agreed to by officers, all Elected Executives and Directors may serve a maximum of 6 consecutive 1-year terms.
 - 4.2 BODs can exceed the 6 year term by vote of the current BODs, each year, as required.
 - 4.3 Inaugural year a Board Member joined will be part of their information displayed on the Associations web site.
 - 4.4 The President automatically becomes the Immediate Past-President for one year following the completion of his/her term of office i.e. the Immediate Past-President is a non-elected advisory position
 - 4.5 The Vice-President is President-elect and automatically assumes the position of President following the completion of the President's term of office unless:
 - 4.5.1 The OFPA members vote by a 2/3 majority of those present at the annual meeting to reopen the nominations for this position.



4.5.2 He/she declines the position in writing at least 30 days prior to the annual meeting.

4.6 In the event of an early departure of an executive the succession of roles happens immediately (VP to President, etc.) and a new election is held for the new vacant VP – Slot

ARTICLE X COMMITTEES:

1. The President shall appoint such committees prior to the annual meeting to take effect for the following year.

ARTICLE XI AWARDS:

Award selection shall be voted on by the BOD. In the event that a suitable candidate is not identified, there will be no award recipient for that year.

1. There shall be a Sanitarian and/or Food Safety Professional of the Year Award made to a Member of the Association deemed to have contributed outstanding service to the Food Industry.

2. The Award of Merit may be presented to a professional, honorary, SCM, retired member, or BOD of the Association deemed to have contributed outstanding service to the Ontario Food Protection Association Inc.

3. The Lifetime Achievement Award may be presented to a professional or retired member of the Association and recognizes individuals who have made substantial contributions to the objectives of the OFPA through many years of active service in the Association. The Lifetime Achievement Award grants the winner honorary lifetime membership in the Ontario Food Protection Association.

4. The OFPA Director Recognition Award will be presented to Directors that successfully complete their full 6 consecutive year term. The award recognizes the



individuals commitment and contribution to the Ontario Food Protection Association Inc.

5. At the Annual General Meeting, the Sanitarian and/or Food Safety Professional of the Year Award, the Award of Merit award, the Life Time Achievement award, and the OFPA Director Recognition Award will be presented to the award recipients.

ARTICLE XII AMENDMENTS:

1. The Constitution may be amended at any regular business meeting of the Association, at which there is a quorum, by a two-thirds vote of the members present, provided the Board has previously considered the merits of the amendment. All amendments must be submitted to the Board in writing and signed by at least five-members in good standing. No amendment shall be put to vote unless the Board has approved the proposed amendment by the last Board meeting prior to the next regular business meeting and members of the Association have been given adequate notice in writing. Such notification may be provided at the time of the business meeting at the discretion of the Board.

BY-LAWS

SECTION 1- MEMBERSHIP CATEGORIES:

PROFESSIONAL MEMBER

STUDENT MEMBER

RETIRED MEMBER

SUSTAINING CORPORATE MEMBER

All Members in good standing shall be entitled to vote.

1.1 A professional member shall be a person who is interested in the objectives of this Association and is engaged in food research, quality control, food inspection,



public health services, education, supervision or practical application of sanitation in the food production chain from the farm to the consumer, administration or other aspects of food protection.

1.3 A student member shall be a person taking full, part-time or a correspondence course directed to a career in the food industry. A student member shall become eligible for full membership on January 1 of the year following graduation.

1.4 An SCM shall be a commercial company, corporation, organization or other association, which contributes financially to the Association for furtherance of its objectives.

1.7 Retired members who are no longer receiving compensation for work relating to the objectives of the OFPA and who have been professional or SCMs for at least 10 years are entitled to membership.

SECTION 2- DUTIES OF ADMINISTRATIVE EXECUTIVES:

2.1 The President shall preside and maintain focus during all meetings of the Association. He/she will set the monthly agenda for the meetings, assign a BOD for each month to take the minutes for the meetings, issue Letters of Commitment in for chairs (completed in December for the following meeting), send out onboarding checklist to new BODs and ensure sign offs within 3 months of onboarding, establish monthly webinar schedule, etc. Full details of the Presidents responsibilities can be found in the Letter of Commitment.

2.1.1 The President shall be responsible for the general correspondence of the Association.

2.2 The Vice-President, in the absence of the President, shall preside at all meetings and perform the duties of the President. In the event the President role becomes vacant, the Vice-President will immediately succeed to the position of the President and shall assume all duties as outlined in Section 2.1.



2.2.1 The Vice-President shall directly succeed the President when the latter's term expires.

2.3 The assigned BOD for that month, shall keep a true and correct record of all meetings of the Association. He/she shall ensure all records for the Association are placed in the OFPA Drop Box for access by all BODs at anytime.

2.4 The Treasurer shall present a detailed financial report at the Spring Meeting of the Association and, at other times upon request of the BOD.

2.4.1 Disbursements shall be made by cheque under the signature of any two of the following: President, Vice- President or Treasurer.

2.4.2 The Treasurer, shall collect all monies due to the Association (for example membership and event fees). He/she shall record the amount of each payment with the details of the payee. He/she shall care for all monies entrusted to his/her keeping, paying out the same only with the approval of the President and maintain a record of all transactions. .

2.4.3 The Treasurer shall faithfully care for all monies received, paying out expenses as authorized by the Executive Board and keeping account thereof. In addition, the treasurer will Provide a detailed report of the financial condition of OFPA at the Annual Business Meeting.

2.3.4 The Treasurer is the custodian of the Association's seal.

2.5 Board of Directors shall purchase sundry items as may be required to support the business of the Association.

2.6 Any activities outside of the monthly meetings, such as voting shall be captured by the President and presented at the next months meeting.

2.7 The President shall be chairperson of the nominating committee.

2.8 Every Director or Executive of the Association, executors and administration, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:



2.9 All costs, charges and expenses whatsoever that such Director or Executive may sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them in or about the execution of the duties of their executive; and

2.10 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.

2.11 In this by-law and in all other by-laws of the Association hereafter passed unless the context otherwise requires words importing the singular number or the masculine gender shall include the plural or the feminine gender, as the case may be, the vice versa, and references to persons shall include firms and corporations.

SECTION 3- DUTIES OF THE BOARD OF DIRECTORS:

3.1 The BOD shall conduct the authorized policies of the Association.

3.2 The BOD shall authorize all expenditures and shall not create any indebtedness of the Association, nor disburse funds for purpose non- essential to the objectives of the Association.

3.3 The BOD shall determine the date, time and place of the annual and other meetings.

3.4 The BOD shall provide updates related to their committees at the monthly meetings at a minimum, or as requested by the executive team.

3.5 Should a vacancy occur in any role other than the President, the BOD shall vote on all potential candidates for interview. The candidate will be interviewed by the executives. Candidates may be from outside of Ontario but must adhere to the Constitution, without exception.

3.6 The BOD shall have the accounts audited annually for the fiscal year of January 1, to December 31.



SECTION 4- VOLUNTEER CODE OF CONDUCT FOR DIRECTORS (Rev. 10/24/17)

OFPA has developed a Board of Director's Code of Conduct to promote sustainable, effective Volunteering and long-lasting collaboration.

PLEASE NOTE: Excerpts of this code have been taken directly from the "Volunteer Code of Conduct" that can be found within the Member portal

4.1 Each Volunteer to the OFPA Board of Directors and to the Executive Board of Directors, no matter which position they hold, must agree to follow the following Code of Conduct.

4.2 RESPECT

4.2.1 Treat all individuals with a sense of dignity, respect, and worth.

4.2.2 Be courteous and polite in all actions.

4.2.3 Avoid profane and abusive language and disruptive behaviour that is dangerous to self and others.

4.2.4 Abstain from the use of photo, audio or video recording equipment unless given consent.

4.2.5 Respect all confidential information. Volunteers are responsible for maintaining the confidentiality of all proprietary or privileged information to which they are exposed while serving as a volunteer, whether this information involves a single staff, volunteer, client or other person.

4.2.6 Not to pressure anyone to accept another's political, cultural, or religious beliefs.

4.2.7 Make a personal commitment to be non-judgmental about cultural differences, living conditions and the life-style of each person with whom they work with.

4.3 PERSONAL RESPONSIBILITY



4.3.1 Be dependable, recognizing the commitment and responsibility to the volunteer assignment that has been taken on.

4.3.2 Accept assignment(s) consistent with each person's interests, abilities, and available time.

4.3.3 Accept assignment with an open mind and a willingness to learn.

4.4 SAFETY

4.4.1 Not use, possess, or be under the influence of illegal drugs at any time.

4.4.2 Appropriate use of alcohol when occasion warrants.

4.4.3 Abstain from all illegal activity.

4.4.4 Wear appropriate clothing. All items of clothing must be suitable for the work environment and should not contain offensive or objectionable material.

4.4.5 Follow safe workplace practices, including participation in applicable education sessions, using appropriate personal safety equipment and reporting accidents, injuries, and unsafe situations.

4.4.6 Report suspicious activities to the appropriate legal authorities.

4.5 COLLABORATION

4.5.1 Be a team player. Keep an open mind and value the input and suggestions of fellow volunteers, hosts, co-workers, and colleagues. Come to decisions democratically. Seek consensus.

4.5.2 Be patient when working on group projects. React with grace when your idea is not the one chosen. Support your project to the best of your ability.

4.6 CONFLICTS OF INTEREST

4.6.1 Avoid conflict of interest situations and refrain from actions that may be perceived as such. (Volunteers should reveal any potential or actual conflicts of interest as they arise).

4.6.2 Be aware when conflicted due to employment or other projects involved in.



4.6.3 Abstain or delegate decisions that may be seen to be of self-interest to you.

4.6.4 Participate in a project with the goal of improving OFPA mandate. When in doubt, ask for a second opinion.

4.6.5 Perceived conflicts of interest are important to address; as a Board Member, act to ensure that decisions are credible even if they must occasionally be unpopular, difficult or favorable to the interests of one group over another.

4.7 ISSUES AND CONCERNS

4.7.3 If there is a concern by any Board of Director this should be raised to the Executive

4.7.1 Issues and concerns can be initiated by a Board of Director through a motion and second. If the concern is with the Executive. The concern will then be voted on by the board.

4.7.2 An investigation can be initiated by the decision of the Executive if deviations have been observed and/or if issues and concerns have been reported by the other Board Members. This may depend on the severity and/or number of issues and concerns reported or deviations observed.

4.8 INVESTIGATION

4.8.1 The investigation may entail:

4.8.1.1 A vote of the remaining Board members (on an individual basis) to see if they have similar issues and concerns. These Board members may be asked to put their thoughts into a memo to file.

4.8.1.2 A meeting of the remaining Board of Directors where they will be polled and asked to speak freely about their issues and concerns. This may be followed by a discussion of the course of action for the Board Member in question.

4.8.2 A record of the investigation must be kept in the files.

4.9 COURSE OF ACTION



4.9.1 Course of action may include:

4.9.1.1 A discussion of the concerns, issues and deviations with the Board Member in question and a plan for improvement.

4.9.2 Monitoring for improvement.

4.9.2.1 If improvement has not been noted, a convening of the other Board Members for a possible vote to ask the Board Member in question to leave the OFPA Board of Directors.

4.9.3 A record of this meeting will be taken and filed in Dropbox, in a restricted access folder.