



# Constitution and Bylaws

Previous Version: November 16, 2022

Approved at the OFPA 66th Annual General Meeting, November 16, 2023 at the Chateau Les Jardins, 8440 ON-27, Woodbridge, ON L4H 0A7

## 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). At a minimum, the president and delegate needs to be a member of IAFP.

## ARTICLE IV MEMBERSHIP:

1. Membership categories shall include professional, student, corporate sustaining (SCM), partner, lifetime 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. Refer to Register of documents for Membership committee



SOP. 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 Member of the Board and General Members shall be due upon the anniversary date of their membership.

## ARTICLE VI MEMBERS MEETINGS:

1. The Robert Rules of Order refer to the register of documents 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 Members of the Board, 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 Members of the Board are 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 Members of the Board are voting members and are expected to vote when required. When a vote is initiated by the President, all Members of the Board are required to vote in person or electronically by 4 business days unless otherwise stated by the President. The President will share the results of the vote to



all Members of the Board by email and also on a slide at our monthly BOD meeting

2.1 In the event the vote results in a tie, the current Presidents vote will have the deciding vote.

2.2 All Members of the Board 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 Members of the Board shall constitute a quorum at any duly called meeting of the Board.

2.5 A member of the Board of Directors (BOD) acknowledging a conflict of interest shall so declare and abstain from voting.

3. All Members of the Board must attend monthly BOD meetings, in person or virtually, unless previously approved by the President. The Members of the Board 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 minimum, half of the Members of the Board must be present at monthly meeting or meeting is to be rescheduled.
4. All Members of the Board 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. The president and the delegate must be members of the International Association of Food Protection.



6. Executives (President, Vice President, Treasurer) shall review each Member of the Board's performance against the criteria in article VII (at a minimum), annually.
7. Members of the Board 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 Annual General Meeting for the calendar year. The OFPA accounts shall be examined, and the Treasurer shall present an Accountants statement at the Annual AGM.

## 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 and a maximum of 13 Members of the Board.
2. Directors must be engaged food research, quality control, food inspection, public health services, education, students of food safety related programs, administration or other aspects of food protection.
3. The Board of Directors shall consist of a maximum of thirteen (13) individuals with a limit on the number of positions allocated to Student Board of Director representatives.
4. 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.



5. All new Executives and Directors shall be elected at the discretion of the Members of the Board. All incoming Directors for the upcoming year will be proposed and confirmed at the AGM. All terms of office for executive positions shall be for one year commencing January 1st of the calendar year following the annual meeting, at the discretion of the executive team
  - 5.1. Unless otherwise stipulated or agreed to by officers, all Elected Executives and Directors may serve a maximum of 6 consecutive 1-year terms.
  - 5.2 Members of the Board can exceed the 6 year term by vote of the current Members of the Board, each year, as required.
  - 5.3 Members of the Board can be onboarded as needed throughout the calendar year. Inaugural year a Board Member joined will be part of their information displayed on the Associations web site.
  - 5.4 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. In the event of there being no vice president, the president will continue to be the president until his/her position is filled.
  - 5.5 The Vice-President is President-elect and automatically assumes the position of President following the completion of the President's term of office unless:
    - a) The OFPA members vote by a 2/3 majority of those present at the annual meeting to reopen the nominations for this position.
    - b) He/she declines the position in writing at least 30 days prior to the annual meeting.
    - c) 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
6. Directors interested in the role of President must have held a previous executive role prior to their nomination.



## 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 Members of the Board. In the event that a suitable candidate is not identified, no award will be issued for that year. The awards presented in any given year are determined at the discretion of the Awards Committee. Eligibility criteria for each award are outlined in the Awards SOP. Examples of awards that may be presented include the following:

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. There shall be a Young Food Safety Professional of the Year Award made to a Member of the Association deemed to have contributed outstanding service to the Food Industry.
3. The Award of Merit may be presented to a professional, honorary, SCM, retired member, or Members of the Board of the Association deemed to have contributed outstanding service to the Ontario Food Protection Association Inc.
4. 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.



5. The OFPA Director Recognition Award will be presented to Directors that successfully complete their full 6 consecutive year term. The award recognizes the individual's commitment and contribution to the Ontario Food Protection Association Inc.

6. At the Annual General Meeting, the Sanitarian and/or Food Safety Professional of the Year Award, Young 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.

1.2 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.

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

1.4 Retired members who are no longer receiving compensation for work relating to the objectives of the OFPA and 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 Member of the Board 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 Members of the Board 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 Member of the Board 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 Members of the Board at any time.

2.4 The Treasurer shall present a detailed financial report at the AGM of the Association and, at other times upon request of the Members of the Board.

2.4.1 Disbursements shall be made by e-transfers or 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.

2.4.5 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 month's 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 Members of the Board shall conduct the authorized policies of the Association.

3.2 The Members of the Board 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 Members of the Board shall determine the date, time and place of the annual and other meetings.

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



3.5 In the event of a vacancy on the Board of Directors (with the exception of the role of President), the organization shall communicate a call for expressions of interest to the general public through AGM, eblast, or adding a vacant position on the MEMBERS OF THE BOARD website page, explicitly outlining the qualifications and responsibilities associated with filling the specific vacant position. The Members of the Board 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 Members of the Board 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 favourable to the interests of one group over another.

#### 4.7 Issues And Concerns

- 4.7.1 If there is a concern by any Board of Director this should be raised to the Executive
- 4.7.2 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.



4.7.3 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.



## SECTION 5 – COMMUNICATION (Rev. 02/28/24)

5.1 All communications via social media platforms, including but not limited to Facebook, Instagram, TikTok and LinkedIn, shall be exclusively managed and conducted by OFPA Board of Directors. This measure ensures that all content disseminated through these channels is reflective of the organization's values, goals, and objectives. Members and representatives of OFPA are prohibited from independently engaging in official communication on behalf of the organization through social media platforms without prior authorization from the Board of Directors.

### APPENDIX 1:

[Register of documents](#)

Approved by:

1<sup>st</sup> Name: \_\_\_\_\_

Signature: \_\_\_\_\_

2<sup>nd</sup> Name: \_\_\_\_\_

Signature: \_\_\_\_\_

3<sup>rd</sup> Name: \_\_\_\_\_

Signature: \_\_\_\_\_

4<sup>th</sup> Name: \_\_\_\_\_

Signature: \_\_\_\_\_

5<sup>th</sup> Name: \_\_\_\_\_

Signature: \_\_\_\_\_