

# The Durham Region Farm Fresh Marketing Association CONSTITUTION

## I. NAME

The Association shall be known as the “Durham Region Farm Fresh Marketing Association”

## II. MISSION STATEMENT

Durham Region Farm Fresh Marketing Association exists to improve the awareness and economics of agriculture in Durham Region by fostering more effective direct marketing via education of members, information gathering, generic promotion and lobbying for necessary changes

## III. OBJECTIVES

- a) To help our Durham Region producers increase their revenue through effective marketing.
- b) To promote Durham Region agricultural products.
- c) To create a registry of farmers who sell products directly.
- d) To provide opportunity for membership education and lobbying.

## IV. MEMBERSHIP AND VOTING

- a) Members are those individuals, farm partnerships/corporations etc., who have registered, paid the annual fee and meet the following criteria.
  1. reside and produce or sell within Durham Region, and
  2. produce the major portion of the principle product sold, or
  3. represent a Farmers’ Market where 75% of the vendors meet the above criteria.
- b) Associate Members (non-voting): members who have a vested interest in promoting agricultural products produced in Durham Region.
- c) Annual fees will be set each year at the annual meeting.
- d) One vote per paid membership.

## V. OFFICERS AND ELECTION

- The Association will, at its annual meeting, elect from its members the following executive officers. The executive shall consist of a Chair, Vice-Chair, Treasurer and Secretary (ex-officio, if necessary).
- The Directors shall be elected to hold office for a three (3) year period and not more than three (3) consecutive terms. End of term director(s) may continue on the board if it is required to fill a vacancy.
- The Chair shall preside over all meetings of the Association and perform any duties necessary to promote the interests of the Association.

- The Vice-Chair shall perform all duties of the Chair in his/her absence.
- The Secretary shall keep a record of the proceedings of all meetings, attend to all correspondence of the Association and perform any duties for the Association assigned to him/her by the executive. Minutes will be distributed to the board of directors and posted on the website for the membership. Board meetings are open to all members of the association.

#### VI. MEETINGS AND QUORUM

- The Association shall host an annual general meeting no less than once a year
- The annual general meeting shall be held within 30 days following the fiscal year end as set by the Board of Directors.
- A quorum shall consist of ten (10) active members for any Association general or annual meeting or 60% of the executive for an executive meeting.
- The Secretary shall send a written notice of the annual general meeting 15 days prior to the meeting.

#### VII. FISCAL YEAR

Fiscal year shall be determined by the Board of Directors.

#### VIII. FINANCES

- The executive shall be responsible for presenting all annual audited financial statements and budgets to the Association for its approval.
- Signing authority is granted to Chair, Vice-Chair and Treasurer. Two of the three signatures are required for all expenditures.
- Auditors are to be appointed at the annual meeting.

#### IX. Protection of Directors, Officers and Others

- a) Every Director and Officer of the Corporation in exercising his/her powers and discharging his/her duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, the regulations, articles, and by-laws.
- b) Limitations of Liability – Provided that the standard of care required of her has been satisfied, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for the conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of the title to any property acquired for or on behalf of the Corporation, or for the insufficiency or eminency or any security in or upon which any monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the

monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his/her office or in relation thereto, unless the same are occasioned by his/her own willful neglect or default.

- c) Indemnity of Directors and Officers – Subject to the Corporation Act, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or a person who acts or acted at the Corporation request as a Director or Officers of a body of which the Corporation is or was a shareholder or creditor, and his/her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by his/her in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a director or officer of such corporation or body corporate if,
- a. He/She acted honestly and in good faith with a view to the best interests of the Corporation; and
  - b. In the case of criminal or administrative action proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct was lawful.

The Corporation shall indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the OAVT Act or the law.

- d) Insurance – Subject to the Corporation Act, the corporation may purchase and maintain such insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding article as the board may from time to time determine.

X. By-Law

- a) Work of the organization will be done by committees as approved by the Board of Directors.

XI. AMENDING FORMULA

This Constitution can be amended by a two-thirds (2/3) vote of the voting members at any annual meeting, provided notice of amendment has been sent to members fifteen (15) days in advance of the annual meeting.

ADOPTED AND APPROVED BY THE FOUNDING MEMBERS OF THE "DURHAM REGION FARM FRESH MARKETING ASSOCIATION" ON THE 22<sup>ND</sup> DAY OF FEBRUARY, 1993, AT PORT PERRY, ONTARIO.

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NAME  
CHAIR

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NAME  
MEMBER-DIRECTOR

AMENDED AND APPROVED BY THE MEMBER QUORM OF THE "DURHAM REGION FARM FRESH MARKETING ASSOCIATION" ON THE 28<sup>TH</sup> DAY OF NOVEMBER, 2006, AT ASHBURN, ONTARIO.

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NAME  
CHAIR

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NAME  
MEMBER-DIRECTOR

AMENDED AND APPROVED BY THE MEMBER QUORM OF THE "DURHAM REGION FARM FRESH MARKETING ASSOCIATION" ON THE 29<sup>TH</sup> DAY OF APRIL, 2010, AT WHITBY, ONTARIO.

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NAME  
CHAIR

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NAME  
MEMBER-DIRECTOR