



By-Laws

Ontario Institute of Agrologists

November 08, 2011

OIA By-laws Amendments

Incorporated by the Ontario Professional Agrologists Act, 1960

1. NAME

The Ontario Institute of Professional Agrologists may be known as the "Ontario Institute of Agrologists".

2. HEAD OFFICE

The head office of the corporation will be in the Province of Ontario at a location as selected by the Board of Directors.

3. DEFINITIONS

In these By-laws, unless otherwise provided in the Act incorporating the Institute, or as context of these By-laws shows:

- a. "Act" means the Ontario Professional Agrologists Act, 1960;
- b. "Agrologist" and "Professional Agrologist" mean registrant of the Institute meeting the qualifications in section 5. a. i. of these By-laws and shall include the term 'Professional Agrologist' from which the designation P.Ag. is derived;
- c. "Articling Agrologist" means a registrant of the Institute who meets the qualifications in Section 5. a. i. of the By-laws of the Ontario Institute of Agrologists and who has been accepted into a prescribed articling period as a requirement for acceptance as a Professional Agrologist registrant of the Institute;
- d. "Branch" or "Region" means a constituted body of agrologists in a defined area and is formed under the authority of the Institute;
- e. "Board of Directors" means the governing body of the Institute;
- f. "Director" means a member of the Board of Directors of the Institute elected by the registrants;
- g. "Industry" means the agriculture and food industry, including but not limited to the input sector, production sector, handling and processing sector, government and marketing sector and other sectors directly or indirectly involved with agriculture and food up to wholesale sector and consumer sector;
- h. "Institute" means the Ontario Institute of Professional Agrologists;
- i. "Registrant" means a person registered with the Institute meeting the qualifications under section 5. a. i. of these By-laws;
- j. "Practising Agrology" means providing services related to the

development, management, conservation and sustainability of agriculture and agricultural resources. The following list includes the major categories of services and may include others as identified:

- i. the designing, specifying or approving of recommendations and management for plant species grown as agricultural or horticultural crops or used in agriculture, turf, or horticultural production systems including breeding and research for food, feed and forage, ornamental, industrial, pharmaceutical and related purposes;
 - ii. the designing, specifying, or approving of, recommendations and non-veterinary management for animal species used in agricultural production systems, including breeding and research for food, feed, draft, pets, industrial and pharmaceutical purposes;
 - iii. the designing, specifying, or approving of, recommendations and management for land used for agricultural, horticultural, recreational and related purposes;
 - iv. the evaluation, classification, and designation of land for agricultural, horticultural and recreational and related purposes;
 - v. the developing of regulations for plant and animal production and protection systems and practices;
 - vi. the assessment of impacts from public and private sector activities on land and used for agricultural, horticultural and recreational purposes;
 - vii. the evaluation of and recommendation for use of agricultural inputs including fertilizers, pesticides, feed, plant and animal growth regulators in agricultural, horticultural and related production and post production systems;
 - viii. the giving of financial advice to the industry;
 - ix. the formal education and training of individuals at secondary, tertiary and vocational institutions in agriculture, horticulture and related disciplines; and
 - x. the planning and locating of individual agricultural or horticultural production units but not including any structural engineering aspects of same.
- k. "Profession" means the profession of scientific agriculture or professional agriculture;
 - l. "Province" means the Province of Ontario;
 - m. "Provincial Institute" means any body licensed by a Canadian province to regulate agrology in that province, including Les Ordres des Agronomes du Quebec;
 - n. "Register" means the complete list of all categories of registrants in the Institute;
 - o. "Registrar" means the Registrar of the Institute;

- p. The masculine pronoun “he” and the masculine adjective “his” when used in these By-laws shall be understood to include the corresponding feminine pronoun or adjective as the case may be.

4. ADDITIONAL OBJECTS

The principal object of the Institute is to regulate the practice of professional agrology and to govern its registrants in accordance with the Act and the By-laws in order that the public interest may be served and protected especially where the safeguarding of life, health, property or the public welfare is concerned.

The Institute has the following additional objects:

- a. to develop, establish, maintain, and enforce standards of qualification and standards of practice of professional agrologists in Ontario;
- b. to promote and increase the knowledge, skill and proficiency of its registrants in all things relating to professional agrology;
- c. to develop, establish, and maintain standards of knowledge and skill for registrants;
- d. to issue, renew, amend, suspend, cancel, revoke and reinstate certificates of registration of registrants;
- e. to develop, establish and maintain a code of ethics for registrants;
- f. to receive and investigate complaints and allegations against registrants and to deal with issues regarding discipline, incompetence and unskilled practice;
- g. to receive and investigate complaints of un-authorized use of the “P.Ag.” designation by non-registrants or registrants not in good standing;
- h. to promote public awareness of the role of the Institute and its registrants;
- i. to provide vocational guidance to persons wishing to enter the profession of agrology;
- j. to perform any other duties and exercise any other powers as are imposed or conferred upon the Institute under any Act;
- k. to perform such additional functions relating to the practice of professional agrology that the Board of Directors considers desirable or necessary and that do not conflict with the intent or purpose of the Act, or the By-laws; and
- l. to exercise its functions and responsibilities without discrimination and in accordance with the laws of Ontario.

5. REGISTRATION

- a. Register
 - i. The Registrar shall maintain a Register which will contain the name, address and category of each person admitted to the Institute in a

registered category. The Register shall be available for inspection by any person.

- ii. A person's name may be removed from the Register for any of the following reasons:
 - (1) retirement;
 - (2) death;
 - (3) as the outcome of a disciplinary hearing;
 - (4) resignation;
 - (5) being in arrears of dues or fees; and
 - (6) failing to maintain any of the qualifications of continued registration.
- iii. The registrar shall notify by mail any person whose name was removed for reasons (3), (5) or (6) above.
- iv. Any person whose name has been removed from the register for reasons (4), (5) or (6) above may, after fulfilling all requirements, apply for reinstatement to the Register, which may be granted at the discretion of the Registrar.

b. Categories

Persons who have satisfied the admission requirements may be admitted to the Register in one of the following categories of practicing registrants:

- i. Professional Agrologist, abbreviated "P.Ag."
- ii. Distinguished Professional Agrologist, abbreviated "P.Ag.(Dist)"
- iii. Articling Agrologist, Professional, abbreviated "A.Ag.(P)"
- iv. Technical Agrologist, abbreviated "T.Ag."
- v. Articling Agrologist, Technical, abbreviated "A.Ag.(T)"

c. Rights and Privileges

Registrants are entitled to:

- i. Use the title and abbreviation appropriate to their category of registration;
- ii. Participate in meetings of registrants, hold office and vote in the elections of the Institute;
- iii. Display and use their certificate, card of registration and, where applicable, professional seal.

Obligations. Registrants shall:

- iv. Conform to all of the By-laws, rules, regulations, professional standards and requirements of the Institute;
- v. Maintain the professional qualifications and meet the professional standards prescribed by the Board of Directors;
- vi. Promptly pay any dues and fees owing to the Institute;
- vii. Refrain from any activity or behaviour that might bring discredit to the registrant, the Institute or the profession of agrology.

d. Admission Requirements

- i. Professional Agrologist

- (1) Graduation from a recognized Canadian or foreign university with a Bachelor of Science, or equivalent or higher degree;
 - (2) Completion of the articling program prescribed by the Board of Directors;
 - (3) Completion of examinations prescribed by the Board of Directors on the subjects of professionalism, ethics, knowledge of relevant legislation and knowledge of the Ontario and Canadian agriculture and agri-food industries;
 - (4) Completion of any other requirements prescribed by the Board of Directors.
- ii. Distinguished Professional Agrologist
 - (1) Qualification as a Professional Agrologist in good standing;
 - (2) Appointment by the Board of Directors for reasons of distinguished service to the Institute or the profession of agrology.
 - iii. Articling Agrologist, Professional
 - (1) Graduation from a recognized Canadian or foreign university with a baccalaureate or higher degree;
 - (2) Enrollment in the articling program prescribed by the Board of Directors.
 - iv. Technical Agrologist
 - (1) Graduation from a recognized Canadian or foreign college with a Diploma in Science or in a relevant subject;
 - (2) Completion of the articling program prescribed by the Board of Directors;
 - (3) Completion of examinations prescribed by the Board of Directors on the subjects of professionalism, ethics, knowledge of relevant legislation and knowledge of the Ontario and Canadian agriculture. agri-food industries and agri-life sciences;
 - (4) Completion of any other requirements prescribed by the Board of Directors.
 - v. Articling Agrologist, Technical
 - (1) Graduation from a recognized Canadian or foreign college with a diploma in a relevant subject;
 - (2) Enrollment in the articling program prescribed by the Board of Directors.
- e. Admission Process
- i. An applicant for registration shall submit:
 - (1) an application in a form prescribed by the Registrar;
 - (2) evidence of admission requirements;
 - (3) applicable fees and/or dues.
 - ii. Upon the recommendation of the Registrar, the Board of Directors may admit an applicant to the Register in the appropriate category.

- f. Continuing Requirements for Registration
 - To maintain registered status, a person shall record and submit their professional development activities in a form prescribed by the Registrar.
- g. Retired Members
 - i. A registrant in good standing who chooses to retire from the practice of agrology shall no longer be listed on the Register and shall no longer be entitled to use a title or abbreviation belonging to the categories of registration;
 - ii. A retired registrant, other than a person who retires while in the category of Articling Agrologist, Professional or Articling Agrologist, Technical may be enrolled in a list of Retired Members, upon application and payment of the dues or fees prescribed by the Registrar;
 - iii. A Retired Member in good standing is entitled to use one of the following titles and abbreviations, corresponding to the category in which he was previously registered:
 - (1) Professional Agrologist (Retired) or P.Ag. (Ret.)
 - (2) Distinguished Professional Agrologist (Distinguished) or P.Ag. (Dist.)
 - (3) Technical Agrologist (Retired) or T.Ag. (Ret.)
 - iv. A retired member in good standing is entitled to the rights and privileges of a registrant as outlined in Article 5, Section c, Paragraph ii.

6. PRACTISING AGROLOGY DIRECTORY

At the discretion of the Board of Directors, individuals practising agrology but not registered with the Institute may apply to be listed on the Directory.

7. CERTIFICATE OF REGISTRATION

- a. The Registrar shall issue a certificate and card of registration and, where applicable, a professional seal to a natural person who applies therefore in accordance with the regulations and
 - i is of the age of majority as defined by the Province of Ontario;
 - ii has otherwise met or complied with all requirements.
- b. Every applicant qualified for registration who has made payment of the required fees and has been accepted by the Registrar shall be issued a certificate of registration and a professional seal as approved by the Board of Directors under the Corporate Seal of the Institute and the signatures of the President and Registrar. Such a certificate of registration under the seal of the Institute is prima facie evidence of registration. Every certificate of registration is the property of the Institute and shall be returned by the registrant to the Institute when his/her registration ceases.

- c. Each certificate of registration may contain a reference of any terms, conditions or limitations which apply to the registration as determined by the Board of Examiners.
- d. Upon payment of the annual professional fees, the Registrar shall issue to the registrant an annual registration card and such card shall be evidence that the holder thereof is a duly registered professional of the Institute for the current year.
- e. If for any reason registration is terminated, the Registration Certificate and Card and the Institute's Professional Seal shall be surrendered to the Institute.
- f. The registration certificate, card and professional seal remain the property of the Institute and **must** be surrendered on demand.

8. HONOURS AND AWARDS

Honours and Awards may be authorized by the Board of Directors.

9. FEES AND REVENUE

- a. Application Fee
 - i. The application fee for all Categories of Registration shall be established by the Board of Directors in accordance with all relevant costs.
- b. Professional Fees
 - i. The total annual professional fees and other associated professional fees of the Institute and their due dates for all Categories of Registration shall be established and from time to time amended by the Board of Directors.
 - ii. Registrants shall be consulted regarding professional fee amendments and changes at the Annual General Meeting, Special Meeting, or by means specified in Section 11 f in these By-laws. The annual professional fee will include amounts established by the Board of Directors for the operation of the Institute and may also include:
 - (1) branch or regional allocations plus
 - (2) any additional grant amount requested by each branch or region.
- c. Reinstatement Fee
 - i. A Reinstatement Fee shall be established by the Board of Directors.
- d. Examination Fees
 - i. Examination Fees shall be established by the Board of Directors.
- e. Fees for the "Directory of Practising Agrologists"
 - i. The Board of Directors will establish a listing fee for the Directory.
 - ii. The Board of Directors will set fees for the maintenance of the Directory.

f. Other Income

The Institute may at the discretion of the Board of Directors or at any meeting called for the purpose, receive by gift or bequest, from any person or corporation, money, bonus or real or personal property.

10. PROPERTY

- a. The Institute may acquire by gift, bequest, purchase or otherwise; and alienate, sell, mortgage, lease or otherwise charge or dispose of real and personal property for the purpose of carrying into effect and of promoting the aims, objects and designs of the Institute.
- b. The Institute may purchase, lease or otherwise secure premises and equipment for the purpose of carrying out the functions of the Institute.

11. MEETINGS OF THE INSTITUTE

- a. There shall be an Annual General Meeting of the registrants of the Institute held at a time and place to be fixed by the Board of Directors.
- b. Special business meetings of the Institute may be called by the President when deemed necessary or by a majority of the Board of Directors, or by the Registrar when *petitioned in writing by at least twenty registrants*.
- c. The quorum at all Annual General or Special meetings of the Institute is 25 registrants present and in person.
- d. Persons holding valid proxies may vote at meetings of the Institute.
- e. Notice of every Annual General Meeting or special business meeting of the Institute shall be announced by *regular mail or electronic mail* and posted on the Institute's web site at least fourteen days before the day on which such meeting is to be held. The non-receipt of such notice by any registrant shall not invalidate the proceedings at any meeting.
- f. In lieu of a special meeting of the Institute, a ballot on a specific resolution may be conducted by mail, fax, e-mail or other electronic methods when the subject of the resolution is urgent and it is not practical to call a special meeting. Such ballots must meet the following conditions:
 - i. Notice must be given in the same manner as for a special business meeting;
 - ii. The methods used must not prevent any registrant from casting his ballot;
 - iii. A reasonable time must be granted before balloting is declared closed.
- g. Notice of any special meeting shall state the purpose or purposes for which the meeting is called; and only on the subjects for which the meeting is called may action be taken
- h. The order of business at Annual General Meetings or special business meetings shall be prepared by the President, recommended by the Board of

Directors and approved by the meeting of the Institute.

- i. Every question proposed at a Meeting of the Institute shall be decided by a majority of the votes cast, unless otherwise specified in the By-laws.

12. BOARD OF DIRECTORS

- a. The affairs of the Institute shall be under the control of and directed by a Board of Directors hereinafter set forth under these By-laws.
- b. The Board of Directors shall have ten Directors.
 - i. Each Director shall:
 - (1) Be at least eighteen years of age;
 - (2) Not be an undischarged bankrupt nor a mentally incompetent person;
 - (3) Not hold a paid position with the Institute and not enter a contract for services with the Institute.
 - (4) Represent the collective interest of the OIA membership in providing direction and guidance of the affairs of the OIA in a manner that supports the protection of the public interest;
 - (5) Promote and advance the interests of the Institute, the professional designation and the license to practice Agrology as the gold standard for Agrology in Ontario;
 - (6) Maintain standards of transparency and fairness with staff and OIA members and seek input/engagement to promote collaboration;
 - (7) Provide direction that supports the long-term sustainability of the OIA and represents the interests of the public served by licensed professionals;
 - (8) Provide sound and unbiased governance advice and direction to staff;
 - (9) Participate in/lead the development of strategic organizational direction;
 - (10) Participate on/lead committees and task forces as required;
 - (11) Approve staff and/or committee recommendations relative to advancing the profession of Agrology; and
 - (12) Conduct staff performance reviews (staff that report to the Board) and ensure these job descriptions are current to meet the needs of the organization.
 - ii. All voting Directors (regional representation and at-large members) shall be registrants of the Institute and in good standing at the time of their appointment/election and throughout their term.
 - iii. Directors shall be elected for a term of office of two years. A term begins following the conclusion of the meeting at which he/she is elected. Directors continue in office until the end of the meeting at which their successors are elected.

- iv. A Director may serve a maximum of two consecutive terms. In applying this rule, a partial term of less than one year shall not be counted. Terms will be considered consecutive if the interval between them is less than twelve months.
- c. The Board of Directors shall have custody and control of the funds of the Institute.
- d. There shall be monthly meetings of the Board of Directors. In each period between Annual General Meetings of the Institute, the Board shall hold at least two in-person meetings.
- e. The President shall, when he/she deems it necessary or at the request of five voting Directors, call a meeting of the Board of Directors.
- f. All meetings of the Board of Directors, a quorum shall consist of five voting Directors whether present in person or by electronic means.

13. ELECTIONS OF THE BOARD OF DIRECTORS

- a. All designated members in good standing are entitled to vote in elections.
- b. The election of the Directors shall be conducted by the OIA membership as a whole.
- c. Elections shall be conducted by electronic ballot.
- d. Prior to the end of the calendar year, the Board of Directors shall appoint a Nominations Committee consisting of three Registrants who are entitled to vote. The Nominating Committee is encouraged to bring forward more potential candidates than positions to be filled for the coming term.
- e. Members may also nominate persons for election as Directors.
- f. The deadline for nominations will be January 31.
- g. If more nominations than positions available are received by that date, an election will then be conducted.
- h. Ballots with the names of the candidates seeking election to the Board of Directors will be published in the Post and on the web site and emailed to the members by February 15. A photo and personal bio of each candidate will be sent.
- i. Members must return submit their emailed ballot to the OIA Office dated no later than February 28.
- j. The results of the election are to be tabulated by the Registrar and the Nominations Committee.
- k. Those candidates elected will assume their position on the Board at the conclusion of the upcoming Annual General Meeting.
- l. If a Director vacates his/her position for any cause whatsoever, the Board of Directors may appoint an eligible person to fill the vacancy until the term of that Director is completed.
- m. The acts of a Director are valid even if a defect in his/her appointment or qualification is discovered afterwards.

n. Revision to Electoral Governance Structure (November 8, 2011)

There is a need to further engage the membership, continue to pursue Branch reconnection and ensure there are opportunities for full Branch/geographic representation and members within each area is briefed on the activities of the OIA Board to ensure transparency.

- i. Regional Representation, each for a term of two (2) years, maximum two (2) consecutive terms.
 - (1) One (1) representing Ontario East, designated as East of HWY 35/115;
 - (2) One (1) representing Ontario West, designated as West of HWY 86 and HWY 24;
 - (3) One (1) representing Ontario GTA (Toronto, Durham Region, Peel Region);
 - (4) One (1) representing Hamilton area and Niagara area;
 - (5) One (1) representing Wellington County and Waterloo Region; and
 - (6) One (1) representing Ontario Central, designated as between HWY 35/115 West, HWY 86/24 East, Northern Ontario but excluding GTA and Wellington County.
- ii. Regional representation comprised of the Branch or Branches within the designated geographic area having a representative on the OIA Board in the fashion deemed appropriate in each Branch/geographic area.
- iii. Further, the Federal and Provincial Ministers of Agriculture are approached to appoint a representative to be an ex officio non-voting member with no set term.
 - (1) One (1) from Agriculture and Agri-Food Canada; and
 - (2) One (1) from the Ontario Ministry of Agriculture and Rural Affairs.
- iv. Further, the general membership shall vote annually for:
 - (1) Two (2) at-large members.
- v. At-large members may be P.Ag., T.Ag. or A.Ag. and represent any area of the Province. Term of office is for one (1) year.
- vi. The Public Representatives elected to the OIA Board of Directors for two (2) year terms in April 2011 shall serve their full terms. Following that there is no provision for Public Representatives elected to the OIA Board by the OIA membership.
- vii. Total number of voting Board members: Eight (8).

14. OFFICERS AND DUTIES

- a. The Officers of the Institute are the President, Vice-President and Secretary.
 - i. The President and Vice-President must be Directors of the Institute. All other officers need not be.

- ii. The Directors shall elect the President and Vice-President from among themselves.
 - iii. The Directors shall appoint a Secretary.
 - iv. The election or appointment of the President, Vice-President and Secretary shall be held at a Meeting of the Directors following the election of the Directors.
 - v. The term of office of the President and Vice-President is one year or until a successor is elected or appointed. The term of office of the Secretary is until a successor is elected or appointed.
 - vi. If the office of Secretary is vacant, or if for any other reason the Secretary is unable to act, anything required or authorized to be done by the Secretary may be done by an assistant secretary, or, if there is no assistant secretary able to act, by any other Officer of the Institute authorized by the Directors.
- b. The President shall:
- i. when present and able, chair all meetings of the Board of Directors and the registrants;
 - ii. sign all documents requiring his/her signature; and
 - iii. perform any other duties assigned by the Board.
- c. The Vice-President shall:
- i. perform the President's duties when the President is absent or unable to perform them; and
 - ii. perform any other duties assigned by the Board.
- d. The Secretary shall:
- i. give any notice required to be given at Meetings of the Board of Directors and of the registrants;
 - ii. attend all Meetings of the Directors and record all facts and minutes of those meetings in a proper form;
 - iii. keep and maintain the following documents and registers:
 - (1) a copy of the Letters Patent, Supplementary Letters Patent, any memorandum of agreement, or if the Institute was incorporated by a Special Act, a copy of that Act, and a copy of any other statute the Institute is subject to;
 - (2) all By-laws and Special Resolutions;
 - (3) a register of the Institute; and
 - (4) a register of the Directors setting out the names and addresses and occupations of all persons who are or have been Directors, and the dates they became and ceased to be Directors;
 - iv. be custodian of the Corporate Seal, and of all books, records, correspondence and documents of the Institute;
 - v. receive any resignations given to him/her;
 - vi. keep proper books of account and accounting records for all financial and other transactions of the Institute, including records of:

- (1) money received or paid by the Institute and the matter to which the receipt or payment relates;
 - (2) sales and purchases of the Institute;
 - (3) assets and liabilities of the Institute; and
 - (4) any transactions affecting the financial position of the Institute;
- vii. deposit money or valuables in the Institute's account in the financial institution designated by the Board;
 - viii. report on the transactions completed and on the financial position of the Institute to the Board when required of him/her;
 - ix. cooperate with the Auditor of the Institute; and
 - x. perform any other duties assigned by the Board.

15. AUDITORS [new article with contents unchanged from second part of current article 14]

- a. Auditors shall be appointed by the registrants of the Institute at the Annual General Meeting or special meeting as may be necessary. Vacancies in the position of auditor, if they occur between times of the Annual General Meeting or special meetings of the Institute, shall be appointed by the Board of Directors.
- b. It shall be the duty of the auditors to make an audit of the books and accounts of the Institute at least once in every year and to ascertain and certify to the correctness of the financial statements.
- c. Auditors shall have the right at all times to access the books, accounts and vouchers of the Institute, including those of the branches and regions, and shall be entitled to require from the Board of Directors and Officers such information and explanations as are necessary for the performance of their duties, and shall make a report of the accounts examined by them.

16. REGISTRAR

- a. The Registrar shall direct the Board of Examiners.
- b. The Registrar shall receive all applications for registration in the Institute, manage all matters pertaining to professional standards, examinations, practice, and discipline of P.Ag. registrants.
- c. The Registrar shall report to the Board of Directors.
- d. The Registrar shall refer all applications to the Board of Examiners.
- e. The Registrar shall maintain a record of the receipt of the application and the actions taken on the application.
- f. On the instruction of the Board of Examiners, the Registrar shall issue a certificate of registration to any person who submits an application in accordance with the By-laws and who meets the requirements set out in the By-laws.

17. BOARD OF EXAMINERS

- a. The composition of the Board of Examiners will be a minimum of five and not more than nine individuals. The majority of the members of the Board of Examiners will be P.Ag.s and all members will be appointed by the Board of Directors.
- b. The Board of Directors may appoint representatives from outside organizations, who will recommend their appointee to the Board of Directors.
- c. One additional member may represent the universities of Ontario.
- d. The Board of Examiners shall:
 - i. consider and decide on requirements for registration;
 - ii. design examinations of knowledge, skills, competencies and attributes;
 - iii. evaluate examinations; and
 - iv. request and evaluate any other information, data or proof required to establish the eligibility of applicants for registration.
- e. A decision of the Board of Examiners declining an application for registration may be appealed to the Board of Directors.
- f. From time to time under certain circumstances, the Board of Examiners may request the Board of Directors to undertake some of the duties it may from time to time refer.

18. CORPORATE SEAL

- a. The Corporate Seal in a form designated by the Board of Directors shall be the Seal of the Institute.
- b. Where the Seal of the Institute is required by law or as per the By-laws of the Institute to be affixed to a document of any nature, it shall be affixed by the Executive Director, Registrar or any duly appointed member of the Board of Directors.
- c. All documents required to be executed under Seal shall be signed by the President and Executive Director and/or Registrar or any two appointed Directors.

19. DISCIPLINE

- a. The Board of Directors shall have jurisdiction to hear and determine any complaint made against a registrant of violation of any of the provisions of this Act or of the By-laws, rules or regulations of the Institute, or any complaint of disgraceful or improper conduct relating to the registrant's work.
- b. The Board of Directors, after investigation of a complaint and after an

opportunity has been given the registrant to appear before it, shall have the power to reprimand or revoke the Certificate of Registration as it deems just and may also reinstate at such time as they consider the circumstances so warrant.

- c. Any person who feels aggrieved by any ruling of the Board of Directors or the Board of Examiners may appeal to a court of competent jurisdiction within three months of the date of such decision and the findings of such court shall be final and binding on the Board of Directors.

20. RETURNS

- a. Whenever required by the Lieutenant-Governor-in-Council so to do, transmit to the Province a certified return under the Seal of the Institute setting forth all such information and particulars relating to the Institute as the Province may from time to time require.

21. FINANCIAL YEAR

- a. The fiscal year of the Institute shall be from January 1st to December 31st of the same calendar year.

22. CODE OF ETHICS

- a. The Profession of Agrology demands integrity, competence and objectivity in the conduct of its Registrants while fulfilling their professional responsibilities to the Public, the Employer or Client, the Profession, and other Agrologists.

23. AUTHORITY TO BORROW MONEY

- a. The Board of Directors of the Institute may from time to time:
 - i. borrow money upon the credit of the Institute in such amounts, and upon such terms as may be deemed necessary;
 - ii. issue, sell or pledge securities of the Institute;
 - iii. charge, mortgage, or pledge all or any of the real or personal property of the Institute, including book debts, rights, powers, franchises and undertakings to secure any such securities or repay any money borrowed or discharge any debt or other obligation or liability of the Institute.

24. FORMATION / DISSOLUTION OF BRANCHES AND REGIONS

- a. All branches are formed under authorization of the Board of Directors.
- b. Assets of dissolved branch shall be returned to the Institute.

- c. The Board of Directors may dissolve the operations of a branch with registrants assigned at their request, to nearby Branches.
- d. Branches and regions are a creation of the Institute and must annually report on their financial status to the Board of Directors.

25. DELEGATION OF POWERS

- a. None.

26. AMENDMENTS TO BY-LAWS

- a. The By-laws of the Institute may be amended, repealed or re-enacted in whole or in part by a two-thirds majority vote of those present at any Annual General Meeting, any special meeting or a vote of all registrants under Section 11. f. called for the purpose, provided that written notice of any proposed amendment to the By-laws is forwarded to each registrant.
- b. No By-laws or amendments thereto shall be passed if contrary to law or to the provisions of the Ontario Professional Agrologists Act, 1960.
- c. All changes or amendments to the By-laws shall, within sixty days of their adoption by the Institute, be submitted to the Province.