

CONSTITUTION AND BY-LAWS

ONTARIO ASSOCIATION OF AGRICULTURAL SOCIETIES

ARTICLE 1 - NAME AND INCORPORATION

The name shall be as adopted at the Annual Meeting on February 8, 1935: The **ONTARIO ASSOCIATION OF AGRICULTURAL SOCIETIES** (OAAS) currently incorporated under the *Agricultural and Horticultural Organizations Act 1988*, hereinafter known as the Association.

DEFINITION

“Board” means the Board of Directors of Ontario Association of Agricultural Societies and to include the Executive.

The term “Executive” and “Executive Committee” are interchangeable.

The term “Officers” includes the Past President, President, First Vice President and Second Vice President.

ARTICLE 2 - HEAD OFFICE

The head office of the Association shall be the office of the Office Manager and within the province of Ontario.

ARTICLE 3 - ORGANIZATION TYPE

The OAAS qualifies as an ‘association under Section 22 of the *Act*.

ARTICLE 4 - OBJECTS

The object of the Association shall be to give assistance and leadership to Agricultural Societies to adhere to the objects of the Agricultural Societies under Section 28 of the *Act* by:

- A** the holding of an Annual Meeting for Member Societies as an educational forum for the exchange of ideas and to deal with matters of common concern, encouragement and communications.
- B** the holding of District Meetings for the mutual benefit, co-operation and promotion of all Member Societies.
- C** the provision of awards for agricultural or community achievements.
- D** acting as a single voice on behalf of all Agricultural Societies in Ontario.
- E** encouraging Agricultural Societies to include all members of their membership in activities.
- F** providing educational opportunities related to agriculture and rural life.
- G** promoting the sale and export of agricultural products.

BY-LAW 1 – MEMBERSHIP

- A** Any Agricultural Society incorporated and in good standing under the provisions of the *Agricultural and Horticultural Organizations Act, 1988* shall be eligible for membership in the Association upon payment of the prescribed annual membership fee.
- B** Other Associations in Ontario that meet the objectives of the Association may be admitted upon approval of the Board following recommendations from the Directors of the District involved. The prescribed annual fees shall be submitted as a condition of membership.

- C** Members mentioned in the above Sections A and B shall be allowed voting privileges at any meeting of the Members in accordance with the provisions of these By-laws.
- D** Associate Membership status may be allowed to those organizations, associations, or businesses that provide service, support, or supplies to the fair industry in Ontario. Associate Members shall not have voting privileges and shall not be eligible to hold office in the Association.
- E** Membership in any form is not transferable.
- F** Membership shall terminate in the event that the Member is no longer incorporated and in good standing under the provisions of the *Agricultural and Horticultural Organizations Act*.
- G** Upon 15 days written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of a Member for violating any provision of the articles or By-laws. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

BY-LAW 2 – FEES

The fees shall be as set by the Board of Directors and shall become due and payable on or before last day of January of each year.

BY-LAW 3 – PROVINCIAL ORGANIZATION

A BOARD OF DIRECTORS:

The Board of Directors of the Association shall include:

- One person elected as Provincial Director from each District in accordance with By-law 8(c)
- Past President
- President
- First Vice President
- Second Vice President
- Convention Administrator (non-voting)
- Office Manager (non-voting)

(a) Provincial Directors shall be elected for a term of three (3) years from their election or until the Annual Meeting after such date, whichever comes first;

(b) Provincial Directors who are not members of the Executive Committee will be eligible to serve for two (2) consecutive terms;

(c) Provincial Directors who are also members of the Executive Committee will be eligible to serve for three (3) consecutive terms as a Provincial Director.

Provincial Directors will be eligible to serve once again after an absence of one (1) three-year term from Board Membership.

The Board will adhere to its Code of Conduct and members may be removed for violating the Code of Conduct.

The Board, comprised of Provincial Directors elected at District Meetings, shall be confirmed by a vote of the Membership at the Annual Meeting of the Members.

B EXECUTIVE COMMITTEE:

The Executive Committee of the Association shall include:

- Past President
- President
- First Vice President
- Second Vice President
- Member-at-Large
- Convention Administrator (non-voting)
- Office Manager (non-voting)

The Board shall appoint or elect from among the Provincial Directors a Member-at-Large at its first meeting following the Annual Meeting of the Corporation. The Board may appoint such other members of the Executive Committee and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Executive Committee may prescribe from time to time. Any member of the Executive Committee shall cease to hold office upon resolution of the Executive Committee. Members of the Executive Committee shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

The Executive Committee has the authority to work on behalf of the Board of Directors to conduct business in between meetings of the Board. The Executive Committee shall act in accordance with the policies established by the Board of Directors. The Executive Committee will be accountable to the Board of Directors for all decisions.

C SIGNING OFFICERS AND VOTING:

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Association may be signed by any two members of the Executive Committee. In addition, the Executive Committee may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the Association's seal, if any, to the document. Any member of the Executive Committee may certify a copy of any instrument, resolution, By-law or other document of the Association to be a true copy thereof.

The President shall have one vote that will be used only to break a tie.

The President shall have voting rights during the election of Executive.

D ELECTION OF EXECUTIVE COMMITTEE:

The Board shall elect a full slate of Officers from the names of Board members presented by the Nomination Committee: President, First Vice President, Second Vice President and shall install the Past President.

The members of the Executive Committee of the Board shall perform the duties of their respective offices as outlined in the Policy Manual of the Board.

The office of a member of the Executive Committee shall be vacated immediately:

- a) if a member of the Executive Committee resigns office by written notice to the Office Manager, which resignation shall be effective at the time it is received

by the Office Manager or at the time specified in the notice, whichever is later;

- b) if a member of the Executive Committee is deemed not mentally capable by a medical doctor, dies, or becomes bankrupt, has been found incapable of managing property under the *Substitute Decisions Act, 1992* or the *Mental Health Act*, or
- c) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the member of the Executive Committee before the expiration of the term of office.

A vacancy on the Executive Committee shall be filled as follows:

- a) a quorum of the Executive Committee may fill a vacancy from the Board of Directors;
- b) if there is not a quorum of the Executive Committee or there has been a failure to elect the minimum number of Executive Committee members set out in the articles, the members of the Executive Committee in office shall, without delay, call a special meeting of members of the Executive Committee to fill the vacancy from the Board of Directors;
- c) if the vacancy occurs as a result of the Members removing a member of the Executive Committee, the Members will fill the vacancy by a majority vote and any member of the Board of Directors elected to fill the vacancy shall hold office for the remainder of the removed former member of the Executive Committee's term.

E PROVINCIAL COMMITTEES:

The Provincial Directors shall assume responsibility for:

- providing leadership and resources for the enhancement and promotion of Agricultural Societies.
- taking part in planning and conducting the annual convention of the Association and arranging for an educational program of interest to all fairs.
- conducting Board business, participating, and working co-operatively.

F STANDING COMMITTEES:

The Incoming President with input from the Executive will appoint the Standing Committees and their Chairpersons following the Annual General Meeting. Refer to the OAAS Policies Manual for complete details listing the current Standing Committees and descriptions.

G SPECIAL COMMITTEES:

Special or ad hoc committees may be appointed by the Board as required.

H NOTIFICATION OF MEETINGS:

Provincial Directors shall be given notice in writing by regular mail or electronic mail at least 14 days prior to the date of the meeting and the main agenda items shall be included in the notice of meeting. For meetings of the Executive Committee, notice shall be given in writing by regular mail or electronic mail at least 7 days before the meeting, except in case of emergency, when notice by other means of communication will be accepted.

I QUORUM:

Board Meetings 50% +1 (of voting Directors)
Executive Committee Meetings..... 50% +1 (of voting Directors)

J ORDER OF BUSINESS:

Calling of Meetings

Meetings of the Executive Committee may be called by the Office Manager or President or any three members of the Executive Committee at any time and any place on 7 days notice, in writing by regular mail or electronic mail, before the time fixed for the meeting to each member of the Executive Committee, stating the time and place of the meeting.

Regular Meetings

The Executive Committee may fix the place and time of regular meetings of the Executive Committee and send a copy of the resolution fixing the place and time of such meetings to each member of the Executive Committee, and no other notice shall be required for any such meetings.

Notice

Notice of a meeting is not necessary if all of the members of the Executive Committee are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum is present, each newly elected or appointed Executive Committee may, without notice, hold its first meeting immediately following the Annual Meeting of the Association.

President

The President shall preside at Executive Committee Meetings. In the absence of the President, the 1st or 2nd Vice President shall preside.

Voting

The President or person acting in the President's stead shall have a casting vote. Each voting member of the Executive Committee has one vote. Questions arising at any Executive Committee meeting shall be decided by a majority of votes.

Participation by Telephone or Other Communications Facilities

If all of the members of the Executive Committee of the Association consent, a member of the Executive Committee may participate in a meeting of the Executive Committee by telephonic or electronic means such as Skype or video conference so long as such participation permits all participants to communicate adequately with each other during the meeting. A member of the Executive Committee participating by such means is deemed to be present at that meeting.

BY-LAW 4 - ANNUAL MEETING

- A** The Annual Meeting shall be held no later than 15 months after the previous meeting.
- B** For the Annual Meeting of the Association, notice of the Annual Meeting of the Membership will be published in an industry periodical and mailed, through regular mail or electronic mail, to the Secretary of each Member Society at least thirty (30) days before the date, and the purpose of the meeting shall be stated in such notice. For Special Meetings of the Board, notice shall be given by regular mail or electronic mail at least three weeks before the date, and the purpose of the meeting shall be stated in such notice.
- C** Member Societies or Associations shall be entitled to appoint three voting delegates to the Annual Meeting or to Special Meetings of the Association. At all meetings of

the Association, in addition to the OAAS Board of Directors, only delegates duly appointed by Member Societies shall be entitled to vote. The method of voting shall be determined by the showing of a voting card.

- D** The quorum necessary to conduct business at an Annual or Special Meeting of the Association shall be one hundred (100) voting delegates.
- E** The auditor for the current year must be appointed at the Annual Meeting.
- F** Business transacted at the Annual Meeting shall include:
 - a) receipt of the agenda;
 - b) receipt of the minutes of the previous Annual and subsequent Special Meetings;
 - c) consideration of the audited financial statements;
 - d) report of the auditor or person who was appointed to conduct a review engagement for the previous year;
 - e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
 - f) confirmation of Provincial Directors; and
 - g) such other or special business as may be set out in the notice of meeting.

BY-LAW 5 – SPECIAL GENERAL MEETINGS OF THE MEMBERSHIP

A Special General Meeting of the Membership shall be called at any time provided that the following conditions are met:

- A signed petition of 50% +1 of the Membership shall constitute a call of a Special General Meeting of the Membership of the Association for the transaction of the business mentioned in the petition.
- Upon the Office Manager receiving the petition, the Office Manager shall notify the Executive Committee. The Executive Committee shall act on the request to hold a Special General Meeting of the membership within 45 days.
- Written notice of the meeting shall be sent to the Secretaries of the Member Societies, no later than 14 days prior to the date of the meeting by either mail, email or other electronic means.
- The meeting will be conducted in accordance with By-Law 4.

BY-LAW 6 – RESOLUTIONS (other than courtesy resolutions)

- A** The article refers to resolutions that give recommendations and direction to the Board of Directors on various aspects of the organization.
- B** Resolutions may originate from:
 - The Board
 - A District
 - Any Member Society or Association

Resolutions from individuals or group of individuals must be channeled through one of the above bodies.

- C** Resolutions shall be in the hands of the Office Manager by November 30th prior to the Annual Meeting. Such resolutions shall be reviewed by the Resolutions Committee prior to the Annual Meeting, and the Committee may ask for rewording or clarification from the originator(s).

- D** The result of the vote on resolutions is non-binding. The Board shall give careful consideration to all resolutions approved by the Membership at the Annual Meeting, but has the responsibility to the organization as a whole and may not support a resolution due to specific concerns. The Board will respond to its Members with the final decision and rationale for that decision for all resolutions.

BY-LAW 7 - FINANCIAL REVIEW

Annual financial statements will be prepared in accordance with the Canadian Generally Accepted Accounting Principles (GAAP) for Not-For-Profit Corporations as now set out in the Canadian Institute of Chartered Accountants Handbook. Unless an audit is requested by the membership or is otherwise required to comply with current standards, the financial statements will be reviewed by a qualified professional accountant on a “review engagement basis”. The fiscal year will end on November 30th.

The information in the annual report of the OAAS shall be made public upon receipt of a request in writing for disclosure of the same.

BY-LAW 8 - DISTRICT ORGANIZATION

A COMPOSITION:

The District shall mean a geographical area which comprises any of the defined Districts numbered 1 to 15. The Association Districts shall be comprised of former Regional Municipalities, Counties or Territorial Districts or parts thereof prior to amalgamations as follows:

1. Dundas, Glengarry, Grenville, Ottawa-Carleton, Prescott, Russell, Stormont
2. Lanark, Leeds, Renfrew
3. Frontenac, Hastings, Lennox and Addington, Northumberland, Prince Edward
4. Durham, Haliburton, Peterborough, Victoria
5. Dufferin, Halton, Peel, Simcoe, York
6. Haldimand, Niagara, Norfolk, Hamilton
7. Brant, Oxford, Waterloo, Wellington, Six Nations
8. Huron, Perth
9. Essex, Kent
10. Bruce, Grey
11. Muskoka, Nipissing, Parry Sound
12. Algoma, Manitoulin, Sudbury
13. Elgin, Lambton, Middlesex
14. Cochrane, Temiskaming
15. Kenora, Rainy River, Thunder Bay

B DISTRICT MEETINGS:

Each District shall hold an Annual Meeting. Each Society may appoint or elect up to five voting delegates to the District Meeting, providing annual District fees have been paid. The voting delegates shall be entitled to vote in elections or resolutions at the District Meeting. All other delegates from the Societies are observers at the Meeting.

C DIRECTORS

1. Each District shall elect a Provincial Director.
2. The term of office shall commence immediately following the Annual Convention of the Association.
3. The number of additional Directors at the District level may be determined by the District Association.
4. If a Provincial Director position becomes vacant mid-term for any reason, the District will fill the position for the remainder of the term.

The above Directors constitute the District Executive.

D PROVINCIAL DIRECTOR RESPONSIBILITIES:

It is the responsibility of the Provincial Director to:

1. represent the District at meetings of the Board.
2. co-chair at least one educational meeting that deals with identified needs of the member societies at the District level.
3. enlist co-operation of all Secretaries of Member Societies to give prompt attention to correspondence and forwarding reports as required by *the Act*.
4. encourage every Society in the District to join the Ontario Association of Agricultural Societies and to forward the membership fees to the Office Manager by the due date.

E NOTIFICATION OF DISTRICT MEETINGS:

Notice of District meetings shall be sent in writing to the Secretary of the Member Societies or Associations no later than (30) thirty days prior to the date of the meeting.

F DISTRICT VACANCIES:

The District Executive shall have the power to fill any vacancies on the District Executive.

G DISTRICT QUORUM:

Representatives from a majority of Societies in good standing shall constitute a quorum.

BY-LAW 9 - AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

- A** The Constitution and By-Laws may be amended, revised or repealed by a majority of the voting delegates at any properly convened Annual Meeting of the Association, provided that the Secretary of each Member Society or Association has received written notice of the amendment at least thirty (30) days prior to the meeting.
- B** Amendments to the Constitution may originate from:
 - The Board
 - A District
 - Any Member Society or Association
- C** Amendments to the Constitution shall be received by the Office Manager by November 30 prior to the Annual Meeting.
- D** Changes to the Constitution that are approved at the Annual General Meeting of the OAAS shall be effective immediately unless otherwise specified.

BY-LAW 10 - INDEMNIFICATION

The Association agrees to indemnify and save harmless the Directors for all actions undertaken by them in good faith on behalf of the Association, claims, suits, or proceedings brought against them, provided that no Director shall be indemnified by the Association in respect to any liability, costs, charges, or expenses that he/she sustains as a result of his/her own fraud, dishonesty, willful neglect, and willful default.

BY-LAW 11 - CONFLICT OF INTEREST

A Provincial Director who is in any way directly or indirectly interested in a contract, tender, proposal, business arrangement, or any like transaction of any kind whatsoever, or any proposed contract tender, business arrangement, or like transaction of any kind whatsoever, with the Corporation shall make full disclosure the nature of the conflict at the first possible instance to the other members of the Board. Except as provided by *the Act*, no such Provincial Director shall attend any part of a meeting of Provincial Directors or vote on any resolution to approve any such contract, tender, proposal, business arrangement, or any like transaction. No Provincial Director shall benefit directly or indirectly from the position as a Provincial Director of the Association. The Provincial Director of the organization shall serve without remuneration, but may be paid reasonable expenses incurred in the performance of the duties.

BY-LAW 12 - DISSOLUTION

Upon dissolution of the Association, after payment of all its debts and liabilities, the remaining property of the Association shall be distributed or disposed of to Ontario Agricultural Societies.

Approved and adopted as amended at the Annual Meeting of the Ontario Association of Agricultural Societies, February 18, 2017.

Signed

Judy McFaul

Judy McFaul
OAAS President
2017 - 2018