



January 18, 2015

Dear Ontario Fairs,

Please find attached the resolutions submitted to the OAAS from Districts 7, 8, 9, 13 and the OAAS Board of Directors.

These resolutions may not be presented in the order received or attached.

These resolutions have not been reviewed, discussed or endorsed by the OAAS Board of Directors.

These resolutions will be presented at the Ontario Association of the Agricultural Societies Annual General Meeting, taking place on Saturday February 21, 2015, 8:00am in the Concert Hall, Convention Floor, of the Fairmont Royal York Hotel, Toronto, Ontario.

Please review these resolutions with your membership prior to the annual meeting. Each association is entitled to register up to 3 voting delegates, which must be indicated on the convention registration form.

Voting delegates will have an indicating sticker on their convention registration name badge that will be required at the time of voting.

Please ensure this information is made available to each voting member from your society that will be attending the AGM. It is important that they are familiar with these motions prior to the meeting.

Please note that the attached resolutions are part of the method by which our membership can express their thoughts on specific issues. They are *recommendations only* to the Board of Directors.

Any questions please contact the OAAS.

**RESOLUTION FROM OAAS BOARD OF DIRECTORS**

**Amend By-Law 3- Provincial Organization Part B**

Whereas the Ontario Association of Agricultural Societies (OAAS) Board of Directors has recognized the need for the Executive Committee to be able to carry on business for the OAAS between meetings of the Board of Directors; and

Whereas it has observed the increased workload of the Executive and its need to conduct monthly and sometimes bimonthly meetings; and

Whereas it has recognized that it may prove difficult at times to convene a quorum of the voting members of the executive under the current bylaws;

Therefore it is resolved that By-law 3 Provincial Organization Part B be amended to include : 3 Directors at Large to be elected by the Board at the post-Convention Meeting. These Directors will serve for a period of 1 year and will have full decision making authority as per the other executive members.

**RESOLUTION TO AMEND BY-LAW 3B  
OF THE CONSTITUTION AND BY-LAWS  
ONTARIO ASSOCIATION OF AGRICULTURAL SOCIETIES**

**Submitted by District 7**

**WHEREAS** By-law 3B – Executive Committee of the Constitution and By-Laws of the Ontario Association of Agricultural Societies (OAAS) reads “The Executive Committee shall have full authority to act for and on behalf of the Board of Directors between meetings of the Board.” , and

**WHEREAS** the Mission Statement of the OAAS states we are a “unifying body for Agricultural Societies in Ontario”, and

**WHEREAS** Article 3-Objects, #E of the Constitution and By-Laws reads "encouraging Agricultural Societies to include all members of their membership in activities"`, and

**WHEREAS** the current By-law 3B does not consider the opinions of the representatives (Directors) from all areas of the province when making decisions between meetings that affect all member societies, and

**WHEREAS** the Executive Committee needs to be able to have some authority to carry on business for the OAAS between meetings of the Board of Directors,

**THEREFORE, BE IT RESOLVED** that District 7 of the OAAS recommends that By-Law 3B – Executive Committee be amended to read:

"The Executive Committee shall have authority to act for and on behalf of the Board of Directors between meetings of the Board in an open and transparent manner except where items presented to the Executive Committee affect all Member Societies including but not limited to resignations, substantial monetary payment, contracts. In such cases the Executive Committee will refer to the Constitution and By-laws of the OAAS, By-law 3, Section H and the OAAS Policy Manual, Policy 8.0, Executive Committee, Sections 8.4 and 8.5 in order to call a meeting of the Board of Directors to deal with such matters. "

**District 8 - Resolution #1**  
**Ontario Association of Agricultural Societies**

**To pass a resolution that**

**WHEREAS** the financial position of the Ontario Association of Agricultural Societies does not support having two directors from each district participating in provincial meetings;

**AND WHEREAS** it is difficult for any chairperson to run an effective and productive meeting with a board that is the current size of the board of the Ontario Association of Agricultural Societies;

**AND WHEREAS** it would easier for a smaller board to meet more often during the year, especially if the use of current technology is employed, therefore making meetings more economical;

**AND WHEREAS** it is sometimes difficult for districts to provide two directors that both have the time and expertise to contribute to a provincial board;

**NOW THEREFORE BE IT RESOLVED THAT** the following amendments be made to the constitution of the Ontario Association of Agricultural Societies.

(Underlined red text shows the changes and additions to the existing constitution. Proposed deletions in the by-laws are shown as crossed out text.)

**Bylaw 3 – PROVINCIAL ORGANIZATION**

**PART A: BOARD OF DIRECTORS**

The Board of Directors of the Association shall include:

- ~~Two persons from each District who shall be the Agricultural Director and Homecraft Director.~~  
One person from each District shall sit on the Board of Directors.
- Past-President
- President
- First Vice President
- Second Vice President
- Secretary (non-voting)
- Treasurer (non-voting)
- Convention Coordinator (non-voting)
- General Manager (non-voting)

**PART E: ~~Homecraft/Agricultural~~ AGRICULTURAL SOCIETY COMMITTEES**

The ~~Homecraft/Agricultural~~ District 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 programme of interest to all fairs.
- Conducting board business, participating and working co-operatively.

**By-law 9 – DISTRICT ORGANIZATION**

**PART C: OFFICERS**

1. Each district shall elect~~ion~~ annually an Agricultural and a Homecraft Director and an Associate Agricultural Director and an Associate Homecraft Director.

From these elected directors, one person shall be elected to sit on the Board of Directors of the Ontario Association of Agricultural Societies.

2. The term of office shall commence immediately following the Annual convention of the Association.
3. The number of additional officers at the District level may be determined by the District Association.
4. The above officers constitute the District Executive.

**PART D: RESPONSIBILITIES**

It is the responsibility of the ~~Agricultural Director and the Homecraft~~ District Directors to:

1. Represent the Districts at meetings of the Board. In their absence the Associate District Directors shall act on their behalf.
2. Co-chair at least one educational meeting that deals with identified needs of the member societies.
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 Treasurer of the Board by the due date.

**AND FURTHER THAT** these amendments become effective as of the February 2015 Annual Meeting.

**District 8 ~ Resolution #2**  
**Ontario Association of Agricultural Societies**

**To pass a resolution that**

**WHEREAS** the constitution of the Ontario Association of Agricultural Societies is very specific in regards to quorum at both Board Meetings and Executive Committee Meetings;

**AND WHEREAS** it is a lengthy process to change the number for quorum in the constitution of the Ontario Association of Agricultural Societies each time there is a change in the board or executive committee size;

**AND WHEREAS** the proposed amendment to the constitution of the Ontario Association of Agricultural Societies will insure that quorum will always require a majority of the members at Board Meetings and Executive Committee Meetings;

**NOW THEREFORE BE IT RESOLVED THAT** the following amendment be made to the constitution of the Ontario Association of Agricultural Societies.

(Underlined red text shows the changes and additions to the existing constitution. Proposed deletions in the by-laws are shown as crossed out text.)

**By-law 3 – PROVINCIAL ORGANIZATION**

**PART I: QUORUM**

Board Meetings ..... ~~18 members~~ 50% +1 (of voting directors)  
Executive Committee Meetings.... ~~3 members~~ 50% +1 (of voting directors)

**District 8 ~ Resolution #3**  
**Ontario Association of Agricultural Societies**

**To pass a resolution that**

**WHEREAS** the Executive Committee currently now has 3 directors at large sitting on the Executive Committee even the constitution of the Ontario Association of Agricultural Societies does not state this;

**AND WHEREAS** the addition of these three Executive Committee members will result in having an odd number of Executive members voting, therefore decreasing the opportunities for a tie on votes;

**AND WHEREAS** the addition of these three Executive Committee members will add increased knowledge, experience and another viewpoint on matters;

**AND WHEREAS** the addition of these three Executive Committee members will increase the number of Executive Committee members required for quorum;

**NOW THEREFORE BE IT RESOLVED THAT** the following amendment be made to the constitution of the Ontario Association of Agricultural Societies.

(Underlined red text shows the changes and additions to the existing constitution. Proposed deletions in the by-laws are shown as crossed out text.)

**By-law 3 - PROVINCIAL ORGANIZATION**

**PART B: EXECUTIVE COMMITTEE**

The Board of Directors of the Association shall include:

Past President

President

First Vice President

Second Vice President

Secretary (non-voting)

Treasurer (non-voting)

Convention Coordinator (non-voting)

General Manager (non-voting)

*3 Directors at Large (to be elected by and from the Board)*

**District 8 ~ Resolution #4**  
**Ontario Association of Agricultural Societies**

**To pass a resolution that**

**WHEREAS** the current statement of *'The Executive Committee shall have full authority to act for and behalf of the Board of Directors between meetings of the Board'* in the constitution of the Ontario Association of Agricultural Societies gives the Executive Committee full authority to make decisions on behalf of the Board of Directors without providing any context surrounding those decisions;

**AND WHEREAS** the current statement of *'The Executive Committee shall have full authority to act for and behalf of the Board of Directors between meetings of the Board'* in the constitution of the Ontario Association of Agricultural Societies does provide for any accountability of the Executive Committee to the Board of Directors;

**AND WHEREAS** the amended statement provides for transparency of the Executive Committee's actions;

**NOW THEREFORE BE IT RESOLVED THAT** the following amendment be made to the constitution of the Ontario Association of Agricultural Societies.

(Underlined red text shows the changes and additions to the existing constitution. Proposed deletions in the by-laws are shown as crossed out text.)

**By-law 3 - PROVINCIAL ORGANIZATION**

**PART B: EXECUTIVE COMMITTEE**

~~The Executive Committee shall have full authority to act for and behalf of the Board of Directors between meetings of the Board.~~

*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.*



**District 8 ~ Resolution #5**  
**Ontario Association of Agricultural Societies**

**To pass a resolution that**

**WHEREAS** the current policy of the Ontario Association of Agricultural Societies provides for a Human Resources Committee to be formed but no committee currently exists;

**AND WHEREAS** the existence of the Human Resources Committee should appear in the constitution of the Ontario Association of Agricultural Societies;

**NOW THEREFORE BE IT RESOLVED THAT** the following addition be made to the constitution of the Ontario Association of Agricultural Societies.

(Underlined red text shows the changes and additions to the existing constitution. Proposed deletions in the by-laws are shown as crossed out text.)

*Be it resolved that the following addition be made to the constitution.*

*The Board of Directors will create a Human Resources Committee as per the policy*

**District 8 ~ Resolution #6**  
**Ontario Association of Agricultural Societies**

**To pass a resolution that**

**WHEREAS** the current constitution of the Ontario Association of Agricultural Societies does not provide a mechanism for calling a Special Meeting of the General Membership at any point during the year;

**AND WHEREAS** Member Societies of the Ontario Association of Agricultural Societies must have a mechanism for the general membership to be able to call a meeting when concerns arise;

**NOW THEREFORE BE IT RESOLVED THAT** the following addition be made to the constitution of the Ontario Association of Agricultural Societies.

(Underlined red text shows the changes and additions to the existing constitution. Proposed deletions in the by-laws are shown as crossed out text.)

*Be it resolved that the following addition be made to the constitution.*

*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:*

- 1. A signed petition of 50% + 1 of the Districts 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.*
- 2. Upon the secretary receiving the petition, the secretary shall notify the executive. The executive shall act on the request to hold a special general meeting of the membership to be held within 45 days.*  
*Written notice shall be sent to the secretaries of the member societies no later than 14 days prior to the date of the meeting. 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.*
- 3. The meeting will be conducted in accordance with By-Law 4.*

**District 8 ~ Resolution #7**  
**Ontario Association of Agricultural Societies**

**To pass a resolution that**

**WHEREAS** the definition, direction and guidelines in current constitution of the Ontario Association of Agricultural Societies in regards to Conflict of Interest are vague and do address personal or financial gain;

**AND WHEREAS** the current definition of Conflict of Interest in the constitution of the Ontario Association of Agricultural Societies does not specifically state that a director must declare a Conflict of Interest if one of these situations arise;

**NOW THEREFORE BE IT RESOLVED THAT** the following amendment be made to the constitution of the Ontario Association of Agricultural Societies.

(Underlined red text shows the changes and additions to the existing constitution. Proposed deletions in the by-laws are shown as crossed out text.)

**By-Law 10 - CONFLICT OF INTEREST**

All directors must declare a conflict of interest if there is a possible personal or financial benefit or gain as part of conducting business in the organization. No director shall benefit directly or indirectly from ~~his/her~~ the position as a Director of the Association. The Director of the organization shall serve without remuneration, but may be paid reasonable expenses incurred in the performance ~~by him/her~~ of the duties.

**District 8 ~ Resolution #8**  
**Ontario Association of Agricultural Societies**

**To pass a resolution that**

**WHEREAS** the current version of the constitution of the Ontario Association of Agricultural Societies confuses resolutions and changes to the constitution as being one process when in essence they are two very different processes;

**AND WHEREAS** a resolution is simply a recommendation to the Board of Directors who can then choose to follow through with the resolution or vote it down at the next Board of Directors meeting

**AND WHEREAS** a vote by the general membership on a constitution change is binding and takes effect immediately;

**AND WHEREAS** a resolution is not be the mechanism to be used to present changes to the constitution of the Ontario Association of Agricultural Societies;

**NOW THEREFORE BE IT RESOLVED THAT** the following amendment be made to the constitution of the Ontario Association of Agricultural Societies.

(Underlined red text shows the changes and additions to the existing constitution. Proposed deletions in the by-laws are shown as crossed out text.)

**By-Law 5 - RESOLUTIONS**

**Part A** – The article refers to resolutions ~~relating to policy, government programs, constitutional changes and expenditure of money or topics of a controversial nature, that give recommendations and direction to the Board of Directors on various aspects of the organization.~~

**PART B - Resolutions may originate from:**

1. The Board
2. A District ~~meeting~~
3. Any Member Society or Association

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

**PART 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.

**District 8 ~ Resolution #9**  
**Ontario Association of Agricultural Societies**

**To pass a resolution that**

**WHEREAS** the current version of the constitution of the Ontario Association of Agricultural Societies does not provide a proper mechanism for the general membership to submit changes to the constitution;

**AND WHEREAS** a vote by the general membership on a constitution change is binding and takes effect immediately and this is not stated anywhere in the current constitution of the Ontario Association of Agricultural Societies;

**NOW THEREFORE BE IT RESOLVED THAT** the following amendment be made to the constitution of the Ontario Association of Agricultural Societies.

(Underlined red text shows the changes and additions to the existing constitution. Proposed deletions in the by-laws are shown as crossed out text.)

**By-Law 8 - AMENDMENTS TO THE CONSTITUTION AND BY-LAWS**

**PART 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.

**PART B - Amendments to the constitution may originate from:**

1. The Board
2. A District
3. Any member Society or Association

**PART C - Amendments to the constitution shall be received by the secretary of the Board by November 30 prior to the annual meeting.**

**PART D - Constitutional changes that are approved at the annual general meeting of the O.A.A.S. shall be effective immediately unless otherwise specified**

## District 9 - Resolutions

It was passed by District 9 members that the following Resolutions/bylaws be considered by the Resolution Committee for submission at the upcoming OAAS Board meeting and the 2015 AGM in Toronto.

1. 3B The Executive Committee shall have full authority to act for and on behalf of the Board of Directors between meetings of the Board.

*Change to..*

3B The Executive Committee shall have authority to act for and on behalf of the Board of Directors between meetings of the Board for day to day operations of the Association. Any financial purchases shall not exceed \$500.00. All expenditures exceeding \$500.00 including but not limited to capital expenditures must obtain full Board approval.

2. 3C Voting during Board meetings – the President shall have one vote.

*Changes to..*

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

3. Bylaw 25.1

the following motion will be made at the annual meeting:

That all acts, contracts, by-laws, proceeding, appointments, elections and payments enacted (made, done, and taken) by the Directors and Officers of the Society, since the last annual meeting, be, and are hereby approved, ratified and confirmed”

*Changes to..*

Remove 25.1 entirely

4. Bylaw 21.11

May hire a parliamentarian for AGM in the event of a contentious issue

*Changes to..*

May hire a parliamentarian for AGM in the event of a contentious issue with the Approval of the Board.

5. Bylaw 62.7

Three quotes are required when purchasing stationary, equipment, projects, and services over \$500.00

*Changes to..*

Three quotes are required when purchasing stationary, equipment, projects and services over \$500.00.00 with Approval of the Board.

Note: District 9 also recommends that electronic communication be used more efficiently so day to day communication can run smoothly.

The District trusts that due consideration of the forwarded proposed Resolutions /Bylaws will be considered and if not accepted that a reasonable explanation will be forwarded to District 9 as per Bylaw 5C&D.

### **District #13 ~ Resolution 1**

**Where as** the size of the current OAAS board of directors has become inefficient and could lead to unnecessary expense for member fairs **therefore be it resolved** that the board proceed with investigating options for downsizing the provincial board of directors and present the member fairs with appropriate options and reports of progress in a timely matter.

**Rationale:** We understand that the board needs to be restructured. We would like the board to create and communicate a plan to the membership and to provide documentation to the membership in order to maintain open communication through out the entire process.

**Statement of Action:** Investigate downsizing the board in order to maximize efficiency and ensure a secure future for the OAAS.

### **District #13 ~ Resolution 2**

**Where as** the current OAAS structure does not easily allow for input or involvement from the youth population and this could negatively impact the future of the OAAS **therefore be it resolved** that the board proceed with investigating options for the board of directors to include a youth perspective at the AGM and provide appropriate options and progress reports to member fairs in a timely manner.

**Rationale:**

We are concerned that if the youth population isn't engaged in the OAAS the future of the organization will be affected. Youth also bring a different perspective.

The term youth needs to be defined ... under 30 was discussed.

**Statement of Action:** Investigate including a youth perspective in the OAAS in order to better represent the member fairs and the youth of Ontario.

### District #13 ~ Resolution 3

**Where as** the current constitution gives unlimited authority to the executive between board of director meetings and this has potential to have a negative affect on the OAAS **therefore be it resolved** that the duties of the executive committee be as follows: meet at the call of the Chair, in dealing with emergency business, excluding Human Resources or Governance related issues, during the intervals with between meetings, or to dispose of routine business in accordance with instructions of the Directors. During the absence or inability of a member of the Executive Committee, some other Director shall be invited by the Board to act on the Executive Committee in his or her place.

**Rationale:** When the executive committee has unlimited authority between meetings it is possible for direction of the OAAS to be influenced and/or manipulated by a few individuals.

**Statement of Action:** Limits of power be established in order to ensure the best interests of the OAAS are being represented at board of director and executive meetings.

### District #13 ~ Resolution 4

**Where as** the current constitution gives the president of board of director a vote in all meetings and this can lead to the president failing to remain the objective and impartial mediator of the meeting **therefore be it resolved** that the president shall carry no vote at board meetings unless required to break a tie.

**Rationale:** The president needs to remain impartial and objective in order to run an effective meeting and ensure the board of directors as a whole are working in the best interest of the OAAS.

**Statement of Action:** Clarify voting members of the OAAS in order to ensure that the best interests of the OAAS are being represented at the board of director and executive meetings.