

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** (O.A.A.S.), 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 members.

ARTICLE 2-HEAD OFFICE

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

ARTICLE 3-ORGANIZATION TYPE

The O.A.A.S qualifies as an ‘association under Section 22 of the Act.

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ARTICLE 4 3-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~~ 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~~ 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 ~~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 ~~membership~~ 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

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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 7(c) ~~Two persons from each District who shall be Agricultural Director and Homecraft Director (effective February 2017)~~
- Past President
- President
- First Vice President
- Second Vice President
- Secretary (non-voting)
- Treasurer (non-voting)
- Convention Coordinator (non-voting)
- General Manager (non-voting)

Subject to the requirement that members of the Board are elected annually, members of the Board shall serve for a maximum of 6 years as voting members of the Board. ~~The term of office shall be one year commencing immediately following the annual convention. The term of office for Support Personnel shall be as per their respective contracts. The Board of Directors, 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
- 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 at Post Convention Meeting)

The Board shall appoint from among the Directors a Secretary and may appoint any other persons to be president, and treasurer at its first meeting following the annual meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer and such individual shall comply with section 12(1) of the *Agricultural and Horticultural Organizations Act (Security Against Loss)*. 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.

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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.

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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 Treasurer and any one of the following: President or First Vice President shall be designated signing officers of the Board for cheques.~~
- ~~Any two (2) of the President, 1st Vice President, and 2nd Vice President shall be designated signing officers of the Board for contracts and other documentation of the Association.~~
- 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:

- 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 Board shall, at the Spring Board meeting, appoint the Secretary, Treasurer and Convention Coordinator and hire the General Manager, to take office immediately.

If there is no change in the aforementioned offices, they shall remain until the next Spring Board Meeting when they shall officially take office again.

- The position of the General Manager shall undergo review by the Executive of the Association at the Spring Board Meeting.
- The members of the Executive of the Board shall perform the duties of their respective offices as outlined in the Policy Manual and Procedure Manual of the Board.
- The office of a Provincial Director or member of the Executive shall be vacated immediately:
 - a) if the Provincial Director or member of the Executive resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
 - b) if the Provincial Director or member of the Executive 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 Director before the expiration of the Director's term of office.
- ~~A vacancy occurring by death or resignation of any Executive member may be filled by the Board for the unexpired term of that office.~~
- A vacancy on the Board shall be filled as follows:

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

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- The Treasurer, before entering upon his/her duties shall be bonded by the Board for a satisfactory amount.

E - ~~HOME~~CRAFT/AGRICULTURE PROVINCIAL COMMITTEES:

- The ~~Homecraft/Agricultural Provincial 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.

F - STANDING COMMITTEES:

Standing Committees shall be appointed at the first meeting of the Board from among themselves or other members. The Executive shall appoint the chair of each Standing Committee.

Refer to the OAAS Policies and Procedure 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 Board~~ shall be given in writing 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, notice shall be given in writing at least 14 days before the meeting, except in case of emergency, when notice by other means of communication.

I - QUORUM:

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

J - ORDER OF BUSINESS:

~~The order of business at all meetings of the Association, the Board, and the Executive shall follow the most current version of Robert's Rules of Order.~~

Calling of Meetings

Meetings of the Executive Committee may be called by the Secretary or president or any three members of the Executive Committee at any time and any place on seven days' notice before the time fixed for the meeting to each member of the Executive Committee, stating the time and place of the meeting.

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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 members of the Executive Committee present shall choose one of their number to preside.

Voting

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. In case of an equality of votes, the President or person acting in the President’s stead shall have a second or casting vote.

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 or of a committee of Executive 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, during the week following the second Thursday in February at a place to be determined at least one year in advance by the Board.

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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 to the secretary of each member society. ~~written notice to the Secretary of each member~~
~~Society and other members of the Association shall be given~~ 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 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, 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) delegates.

E—Auditor for current year must be appointed at the Annual Meeting.

F Business transacted at th 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 Directors; and

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h) 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 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.
- The meeting will be conducted in accordance with By-Law 4.

BY-LAW 5-6 – 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 meeting

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 Secretary of the Board 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 6-7 - FINANCIAL REVIEW

The books, accounts, and records of the Association shall be reviewed annually by two qualified persons or accounting professionals. A-~~Financial statements will be prepared in accordance with the International Financial Reporting Standards, as set out in the Canadian Institute of Chartered Accountants Handbook by a qualified professional. complete and proper statement of the finances of the Association for the previous year shall be submitted by the reviewers to the annual meeting of the Association.~~ The fiscal year of the Association shall end on November 30th of each year.

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.

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BY-LAW 7-8 - 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 delegates to the district meeting, providing annual district fees have been paid. The delegates shall be entitled to vote in elections or resolutions at the district meeting.

C - DIRECTORS

1. Each district shall elect annually ~~a Provincial Director, an Agricultural Director and a Homecraft Director and an Associate Agricultural Director and an Associate Homecraft Director. (effective Fall 2016)~~ 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.
- The above directors constitute the District Executive.

D - PROVINCIAL DIRECTOR RESPONSIBILITIES:

It is the responsibility of the ~~Agricultural Provincial Director and Homecraft Director~~ to ~~represent the District at meetings of the Board. In their absence, the Executive of the District shall appoint an alternate, the Associate and this person~~

1. ~~Agricultural Director and Associate Homecraft Director~~ 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.

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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 8-9 - 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 secretary of the Board by November 30 prior to the annual meeting.

D - ~~Changes to the Constitution~~ ~~Constitutional changes~~ that are approved at the ~~annual~~ Annual general-General meeting-Meeting of the O.A.A.S. shall be effective immediately unless otherwise specified.

BY-LAW 9-10 - 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 10-11 - 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. 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 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.

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BY-LAW 11-12 - 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 on February 2010.

Signed

Sylvia Parr

Sylvia Parr
OAAS President
2014-2015