## DISCLAIMER: This guide is for information only and is not intended as legal advice, or to be a complete statement of the law governing not-for-profit corporations, which may change from time to time. You may wish to consult a lawyer and/or other appropriate advisor for specific advice on the AHOA and ONCA, rules related to charitable corporations and/or any related financial or taxation/tax treatment issues.

## THE \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ AGRICULTURAL SOCIETY

### CONSTITUTION and BY-LAWS

***Note – input the name of your agricultural society in the blank space in the header.***

***The following are samples of Constitution/Articles and By-laws that may be used as a tools to update your current Constitution/Articles & By-laws for your agricultural society to be compliant with the AHOA and the new ONCA legislation.***

***It is designed for discussion purposes and not to be taken as legal advice.***

***Societies need to discuss the details to be included – suggested to review your final document with a lawyer***

***ONCA RESOURCES:***

***We highly recommend reviewing these websites for more information on ONCA and the what steps your society must take to be compliant -*** [***https://nonprofitlaw.cleo.on.ca/transition-to-onca/***](https://nonprofitlaw.cleo.on.ca/transition-to-onca/) ***- Nonprofit Law Ontario***

[***https://www.ontario.ca/page/guide-not-profit-corporations-act-2010***](https://www.ontario.ca/page/guide-not-profit-corporations-act-2010) ***- Ontario government site***

***AHOA regulations -*** [***https://www.ontario.ca/laws/statute/90a09***](https://www.ontario.ca/laws/statute/90a09)

***ONCA regulations -*** [***https://www.ontario.ca/laws/statute/10n15#BK59***](https://www.ontario.ca/laws/statute/10n15#BK59)

***NOTES***

***IMPORTANT – if you are printing out this template, please print it in colour as information and directions are in various colours.***

***These examples have been based on the previous OMAFRA Constitution and By-laws template and has been modified to be ONCA compliant. ONCA requires additional information to be included in the Articles under the Constitution where this information had previously been found under the By-laws.***

***You will notice this template is longer and more detailed. Additional Sections and Sub-sections have been added because of new requirements under ONCA.***

***The previous OMAFRA template had numerous questions that a Society could use to assist them to customize the template to better suit their needs. We have taken it further by including various examples that you can decide if they suit your Society’s needs.***

***We have included more Sections and Subsections under some of the Bylaws.***

1. ***The examples for wording of the Constitution and By-laws is in*** black font – Arial 11. ***– some*** regular ***font and some* bold**
2. ***Information in Purple font (Verdana) provides explanation/information on Mandatory Bylaws, Default By-laws, samples to assist the Society to customize the template to their Society’s needs.***
3. ***Information in Blue font* (Arial) *lists various SAMPLES or the various choices to input into a blank field in the document.***
4. ***Watch words in CAPS- may be highlighted in blue – pay particular attention to the information following. i.e., IMPORTANT: or NOTE: or INFORMATION:***

***IMPORTANT: Once you have completed modifying the template – remove the text boxes and all the comments/information in the purple and blue font. If a section contains a number of examples – once you have input your desired wording society, ensure you remove the SAMPLES.***

***Remove pages 2 & 3 with these notes and information.***

***It is strongly recommended that you input a table of contents once this document is completed. Here is an article by Benjamin Miller that talks about making your by-laws more accessible by including a table of contents, white space, etc.*** [**https://www.linkedin.com/pulse/8-techniques-more-searchable-bylaws-benjamin-miller?trk=portfolio\_article-card\_title**](https://www.linkedin.com/pulse/8-techniques-more-searchable-bylaws-benjamin-miller?trk=portfolio_article-card_title)

***Key***

**ACTION:** - **describes an action that needs to be taken/done on the document**

**INFORMATION: *provides information on why a certain action must be taken or background information.***

**ARTICLE 1 - NAME**

***LEGAL – Question re legality of the wording of the section. We are working to get more information.***

**IMPORTANT – it is important to thoroughly read and heed the information in this box as it contains important information or guidelines regarding the legislation, an action that must be taken or ???**

The name of the organization shall be the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_AGRICULTURAL SOCIETY and shall operate the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Fair ***(or input Exhibition or other title than Fair)*,** henceforth known as the ‘Society’.

***ACTION: OPTIONAL LINE – if your Society does not have a different or short name that it is known by, then remove the following line.***

This organization may be referred to by the title \_\_\_\_\_\_\_\_\_\_\_\_\_ ***(example – input initials of Society.)***

**ARTICLE 2 - AUTHORITY**

The Society is organized as a corporation without share capital under the authority of the Agricultural and Horticultural Organizations Act (1990) of the Province of Ontario, and all articles of this constitution shall conform with the Agricultural and Horticultural Organizations Act and its regulations.

The Society is also subject to the provisions of the Ontario Not-for-Profit Corporations Act (2010) that do not conflict with the provisions of the Agricultural and Horticultural Organizations Act (1990).

The invalidity or unenforceability of any provision of these Articles and/or By-laws shall not affect the validity or enforceability of the remaining provisions of these Articles and By-laws

If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the AHOA or ONCA, the provisions contained in the Articles or the AHOA or ONCA, as the case may be, shall prevail.

This Society shall be carried on without purpose of gain for its members, and any profits or other accretions to the organization shall be used solely to promote its objectives.

The Society and the Ontario Association of Agricultural Societies (OAAS) are separate and distinct legal entities, and neither shall have the authority to bind, or shall be liable for, the acts of the other.

#### **ARTICLE 3 - PURPOSES or OBJECTS**

**3.1 Purposes**

***ACTION: If your Society uses the exact wording from the AHOA, input the SAMPLE 1 and remove other examples.***

***If your Society does not have ‘Purposes’, or ‘Objects’ or similar information included in your Constitution, your society should add them. You can use SAMPLE 1 or create your own based on SAMPLE 1 and the information from OMAFRA in the blue text box.***

**SAMPLE 1 – taken from Section 28 AHOA**

The purposes of the Society shall be in accordance with the objects as stated in the *Agricultural and Horticultural Organizations Act* which read as follows:

The objects of an agricultural society are to encourage an awareness of agriculture and to promote improvements in the quality of life of persons living in an agricultural community by,

a) researching the needs of the agricultural community and developing programs to meet those needs;

b) holding agricultural exhibitions featuring competitions for which prizes may be awarded;

c) promoting the conservation of natural resources;

d) encouraging the beautification of the agricultural community;

e) supporting and providing facilities to encourage activities intended to enrich rural life; and

f) conducting or promoting horse races when authorized to do so by a By-law of the Society.

**INFORMATION: *OMAFRA states “Not every society will be engaged in all of the activities listed in clauses (a) to (f), however, all societies should be engaged in activities that encourage agricultural awareness and improve the quality of life of the persons living in their community.”***

**ACTION: If the wording of your Society’s Purposes in your Constitution differs from section 28 in the AHOA, copy your Society’s wording below and remove SAMPLE 1.**

**SAMPLE 2 - *Input your Society’s Purposes from your current Constitution/Articles and remove EXAMPLE 1.***

**IMPORTANT – if your Society has Charitable Status, DO NOT modify your Society’s ‘Purposes’ or ‘Objects’ in your Constitution without checking with the Public Guardian and Trustee (PGT). You should also consult with CRA and get legal advice as it could affect your Charitable Status.**

**3.2 Forfeiture of Legislative grants**

A Society that expends any of its funds in a manner inconsistent with the objects set out in Article 3 forfeits all claims to participate in any legislative grant as per R.S.O. 1990, c. A.9, s. 17 (2).

**ARTICLE 4 - HEAD OFFICE**

***ACTION: Input the description of your location (i.e., town, city, county, region or district) in the first blank.***

***Input the name of your town, city, county, region or district in the second blank.***

The head office of the Society shall be located in or about the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ in the province of Ontario, Canada and at such a place therein as determined from time to time by the Board of Directors of the Society.

**ARTICLE 5 – MEMBERSHIP**

***IMPORTANT: Your society must have a minimum of ONE Membership class with voting rights.***

***List all of the membership classes and voting rights as per your current Constitution and By-laws. If your Constitution and By-laws do not currently specify membership classes and/or voting rights, ONCA requires that you include them under the articles and by-laws.***

***IMPORTANT: This Article must include the list of Membership classes eligibility, and voting rights.***

***Other information regarding requirements, privileges, etc. of each class of membership should be included in the By-laws section.***

***NOTE: If the Society only has one (1) class of members, they may choose to remove Article 5 and just have the Membership information listed in the Bylaws.***

**5.1 Number of Classes**

The Society has \_\_\_ ***(input number)*** class(es) of membership.

***IMPORTANT - A Society must have at least one class with voting rights. The Article must include a) Eligibility information and the b)Voting Rights of every class listed.***

**5.2 Classes of Membership**

***ACTION:*** ***Input your society’s current main membership name i.e.’ Regular” or “General” or “Full” or whatever your society uses in the blank in the following Sections: -***

***5.2.1 \_\_\_\_\_\_\_\_\_\_\_ Member***

***5.2.1.1 Eligibility of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Member***

***5.2.1.2 Voting Rights of \_\_\_\_\_\_\_\_\_\_\_\_\_ Member and descriptions***

**5.2.1** \_\_\_\_\_\_\_\_\_\_\_ **Member (input society’s main membership class name)**

**5.2.1.1 Eligibility of \_\_\_\_\_\_\_\_\_\_\_Member (input society’s main membership class name)**

Any person may join an agricultural society by paying the annual fee set out in a by-law of the society but no person under the age of eighteen years is eligible to vote at meetings of the society - AHOA section 32.

In order for persons to be members of this Society, they must be up-to-date in the payment of Society annual dues for the current year.

**5.2.1.2** **Voting Rights of \_\_\_\_\_\_\_\_\_\_\_\_\_ Member (input society’s main membership class name)**

\_\_\_\_\_\_\_\_\_\_\_\_\_ members **(input society’s main membership class name)** have voting rights

Persons eligible for \_\_\_\_\_\_\_\_\_\_\_\_\_ membership in this Society having reached the age of eighteen (18) are eligible to vote at annual, special or general meetings of the members.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (***input the appropriate requirements for that class of membership. Suggested possible SAMPLES 1, 2, 3 & 4 listed below)***

***LEGAL*** ***– It appears that Section 54 ‘Record date” affects the ability of Society to include length of membership of more than 50 days as a requirement for voting.***

***We are investigating to determine the available options.***

**ACTION: *Input one of the following in the blank for the last line for 5.2.1.2 Voting Rights***

**Sample 1 *Requirement to be a member for current year by a specific date to vote.***

They must be up-to-date in the payment of Society annual dues for the current year by the date stipulated in **By-law 2.2 Payment of fees**.

**Sample 2– *Requirement to be a member for current and previous year to vote.***

They must be up-to-date in the payment of Society annual dues for the current and previous year.

**Sample 3 *Input your Society’s current requirement to vote.***

They must \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ ***(input your current Society requirements)***

**Sample 4 *Don’t input any further requirements for voting rights.***

***IMPORTANT: If your society has more than one membership class and the articles don’t list the voting rights for each class, each member is entitled to one vote at a meeting of the members.***

***ACTION: If your society has more than one class of Members, you must list the additional classes, their eligibility and voting rights in this section, in the same manner as the main membership entered above.***

***Create a new section for each additional class of member and input the class name and any other required information in the blanks below and update the section number:***

***5.2.2 \_\_\_\_\_\_\_\_\_\_\_ Member***

***5.2.2.1 Eligibility of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Member***

***5.2.3.2 Voting Rights of \_\_\_\_\_\_\_\_\_\_\_\_\_ Member and descriptions***

***Examples of additional Society Member Classes: Junior, Associate, Business, Honourary, Lifetime, Exhibitor.***

**5.2.2 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Member (input the name for 2nd or additional class)**

**5.2.2.1 Eligibility of \_\_\_\_\_\_\_\_\_\_\_Member (input the name for 2nd or additional class)**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**Input any of the samples from ‘SUGGESTED SAMPLES of Eligibility of Members’ box below that reflects your society’s member class or create your own for each class of Members that your society has.**

***SUGGESTED SAMPLES of Eligibility of Members***

***SAMPLE 1***

**5.2.1.2 Eligibility of Junior Member**

Junior membership is open to individuals \_\_\_\_\_\_\_\_\_\_\_ ***(input SAMPLE A, B , or C from below and remove other options)*** who are interested in pursuing the stated purposes of the Society.

***SAMPLE A – Junior members are under the age of 18.***

younger than 18 years of age as of \_\_\_\_\_\_\_\_\_\_\_\_ **(input date or occasion i.e. meeting date)**

***SAMPLE B – used when you wish to stipulate the lower age limit for Junior members***

between \_\_\_ and 18 years of age as of \_\_\_\_\_\_\_\_\_\_ **(input date or occasion i.e. meeting date)**

***SAMPLE C is used when the upper age of Junior members is greater than 18 years of age.***

between \_\_\_ and \_\_ years of age as of \_\_\_\_\_\_\_\_\_\_ **(input date or occasion i.e. meeting date)**

In order to be a Junior member of this Society, a person must be up-to-date in the payment of Society annual dues as per **By-law 2.2 Payment of fees**.

***SAMPLE 2***

**5.2.1.3 Eligibility of Associate Member**

An organization, association or group that supports the objectives and work of the Society may become a member of the Society by paying the annual fee set out in a by-law of the society but only one representative or agent of such organization, association or group shall exercise the privilege of the membership in the Society. Associate Members **shall /shall not** hold office. ***OR input your society’s requirements***

In order to be an Associate Member of this Society, they must be up-to-date in the payment of Society annual dues as per **By-law 2.2 Payment of fees**.

**SAMPLE 3**

**5.2.1.4 Eligibility of Business Member**

A business, firm or incorporated company that supports the objectives and work of the Society may become a member of the Society by paying the annual fee set out in a by-law of the society, but only one representative or agent of such business, firm or company shall exercise the privilege of the membership in the Society. The representative or agent of the Business Member **shall /shall not** hold office. ***OR input your society’s requirements***

In order to be a business member of this Society, they must be up-to-date in the payment of Society annual dues as per **By-law 2.2 Payment of fees**.

***(samples cont’d on next page)***

***SAMPLE 4***

**5.2.1.5 Eligibility of Honourary Member**

An Honorary Member is a person who by majority vote of the regular members in attendance at an annual or special membership meeting, has been granted Honorary Membership in the Society. ***OR input your society’s requirements***

Honorary Members shall not hold office or pay dues and shall be entitled to attend annual or special Membership Meetings - ***OR input your society’s description of rights.***

***SAMPLE 5***

**5.2.1.6 Eligibility of a Life Member**

A Life Member is a person who had been appointed by the Board of Directors for 25 years’ service.

***OR input your society’s requirements.***

Life Members shall not hold office or pay dues and shall be entitled to attend annual or special Membership Meetings. ***OR input your society’s description of rights.***

***SAMPLE 6***

**5.2.1.7 Eligibility of Exhibitor Member**

This membership for the sole purpose of being able to exhibit at the fair. Exhibitor members shall not be entitled to vote, run for office or to participate in other activities of the Society as shall be defined by the Board of Directors each year. ***OR input your society’s description of rights***

***ACTION: input the Member class name in blank***

***Indicate if this class of member does or does not have voting rights***

***Suggest adding SAMPLE 1, 2 or 3 to more clearly define the eligibility to vote.***

**5.2.2.2** **Voting Rights of \_\_\_\_\_\_\_\_\_\_\_\_\_ Member (input the name for 2nd or additional class)**

\_\_\_\_\_\_\_\_\_\_\_ **(input class name)** Members \_\_\_\_\_\_\_\_\_\_\_\_ **(*MUST* input have or do not have)** voting privileges at annual, general, or special meetings.

***ACTION: If this class has voting rights – you MUST should include the following line listing the class name and indicating that they are eligible to vote.***

***If they don’t have voting rights – remove the following line from the by-laws.***

Persons eligible for \_\_\_\_\_\_\_\_\_\_ membership **(insert class name)** in this Society having reached the age of eighteen (18) are eligible to vote at annual, special or general meetings of the members.

\_\_\_\_\_\_\_\_\_\_\_\_ **(input one of the sample lines from below)** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

***Suggest that you also input one of the sample from the “Requirements for voting Sample” below to more clearly define the member requirements to vote.***

***REQUIREMENTS for voting Samples***

***NOTE: If a class of members has voting rights, you should consider including one of the following samples or similarly worded option:***

**Sample 1 – *Requirement to be a member for current and previous year***

They must be up-to-date in the payment of Society annual dues for the current and previous year.

**Sample 2 *Requirement to be a member for current year by specific date***

They must be up-to-date in the payment of Society annual dues for the current year as stipulated in

**By-law 2.2 Payment of fees**

**Sample 3 *Input your Society’s current requirement***

They must \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ ***(input your current Society requirements)***

**Sample 4 *Input your society’s current requirements for voting rights.***

***INFORMATION: OMAFRA indicates that although members who are under the age of eighteen are not eligible to vote, the rule does not prevent members who are younger than 18 from participating in discussions leading to votes.***

**5.3 One vote per member**

Members that are eligible to vote as per the voting rights listed above, are entitled to one vote at a meeting of the members.

***IMPORTANT NEW***

***The Society may wish to include a definition of a ‘Member in Good Standing’, as the term is used in different bylaws.***

***Below is a sample – you may use any definition that you wish.***

**5.4 Member in Good Standing NEW**

A Member in Good Standing has met the eligibility requirements of their class, and their membership fees are current and paid as per Society by-laws.

**ARTICLE 6 – DIRECTORS**

***IMPORTANT: This article lists the number of directors. If your Constitution/ Articles and By-laws do not currently specify the number of directors, ONCA requires that you include this information in the Articles.***

***NOTE –details regarding director elections and terms of office are included in the By-laws and not in the Articles.***

**6.1 Number of Directors**

**IMPORTANT: ONCA requires a minimum of 3 directors**

***ACTION:*** **Select Sample 1, or 2 and input the number of directors in the appropriate blank fields and remove the other samples.**

**SAMPLE 1 *– Board wishes to set a minimum and maximum number of directors.***

The Board of Directors shall consist of a minimum of \_\_\_\_ ***(minimum of 3)*** and a maximum of \_\_\_\_\_\_\_\_\_\_ directors *elected in accordance with the by-law 3 of the Society*.

***IMPORTANT: If you set a specific number rather than minimum or maximum, and the Society wishes to change the number of directors, they will have to amend their Articles and submit them to OMAFRA and Societies with charitable status will have to submit them to CRA.***

**SAMPLE 2 – *Board wishes to specify an exact number of directors.***

The Board of Directors shall consist of \_\_\_\_\_\_\_ directors ***(minimum of 3)*** elected in accordance with the By-law 3 of the Society.

***ACTION: If your Past President, Homecraft President or any other positions other than elected/appointed directors are part of the Board, then you need to add the following Section.***

***If they are not, remove Section 6.02 Ex-officio Director.***

**6.2 Ex-officio Director**

In addition to **6.1 Number of Directors**, the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ ***(input all position titles that are considered ex-officio directors i.e. immediate Past President, Homecraft President)*** shall be considered an ex-officio director and part of the Board of Directors

***INFORMATION: An “ex-officio director” is one that serves on the Board “by reason of their office” rather than being elected or appointed to the position. An “ex-officio director” designation is tied to the position and not the person. For example - when a person moves on from the Homecraft President – the next person to take over the position becomes the “ex-officio director”.***

**ARTICLE 7 – DISSOLUTION OF SOCIETY**

***ACTION: 1) Input number of days notice for special meeting***

***2) Input all the method of delivery for notice of meetings i.e. –Canada Post, personal delivery, email, website, social media***

**7.1 Process**

The directors shall call a special meeting of the members to discuss the proposed dissolution of the Society.

At least \_\_\_\_\_\_\_\_\_\_\_\_days’ **(minimum of 10 *- ONCA)*** notice and not more than 50 days ***(ONCA)*** of the special meeting shall be given by delivery notices of the meeting by \_\_\_\_\_\_\_\_\_\_\_\_\_\_ ***(input all the method(s) used in your current process)*** to each member, each director and officer and to the auditor or persons appointed to conduct the financial review at the last address/email address registered with the Society.

The notice for thismeeting must contain sufficient information regarding the possible dissolution of the Society to permit the members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

***ACTION – Check that this article has the same time frames and process for the Special Meeting under Bylaw 5***.

**7.1.1 Contacting Minister (OMAFRA)** – ***as per AHOA R.S.O. 1990, c. A.9, s. 19***

Upon the passing of a special resolution at a special meeting of the members of the organization duly called for that purpose, the Society \_\_\_\_\_\_\_\_\_\_\_\_\_ ***(input position name i.e. President)*** shall contact the Minister to request the dissolution of the Society.

***IMPORTANT:*** ***any Societies that are also have registered charity status will be required to take additional steps when they decide to dissolve the society.***

***Contact Canada Revenue Agency Charities Directorate or obtain legal advice to ensure that your Society is including the proper process into your by-laws.***

***ACTION: Remove 7.1.2 if your Society does not have registered charity status.***

**7.1.2 Contacting CRA, Charities Directorate**

Upon the passing of a special resolution at a special meeting of the members of the organization duly called for that purpose, the Society \_\_\_\_\_\_\_\_\_\_\_\_\_ ***(input position name i.e. President)*** shall \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ **(input the process that CRA requires)**

#### **7.1.3 Trustees**

**7.1.3.1 Trustees to deliver to Director (OMAFRA)**– ***as per AHOA R.S.O. 1990, c. A.9, s. 20 (1).***

Upon dissolution of the Society by the Minister, the persons comprising the board at the date of dissolution are the trustees of the assets of the organization and shall deliver to the Director (OMAFRA) a statement of the assets and liabilities of the organization.

***IMPORTANT:*** ***any Societies that also have charitable status will be required to take additional steps upon dissolution.***

***Contact Canada Revenue Agency Charities Directorate or obtain legal advice to ensure that your society is including the proper process into your by-laws.***

***ACTION: Remove 7.1.3.2 if your Society does not have registered charity status.***

**7.1.3.2 Trustees (CRA)**

Upon dissolution of the society, the persons comprising the board at the date of dissolution are the trustees of the assets of the organization and shall \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ **(input the process that CRA requires)**

* 1. **Dispersal of Remaining Assets**

***INFORMATION: OMAFRA policy requires that any remaining assets should be disposed of in a manner that is compatible with the objectives of an agricultural society. That is, the assets should be used to encourage agricultural awareness and promote improvements in the quality of life of people in the local community.***

**IMPORTANT – if a Society is a registered Charity – they MUST use Option 3. CRA regulations overrule AHOA Section 20(3)**

**ACTION: Select Sample 1, 2 or 3, input the required information and remove the other samples.**

**SAMPLE 1 – used if a Society wishes to allow the trustees(directors)to determine how the remaining assets of the Society will be distributed at the time of dissolution –remove other options.**

Inevent of the dissolution of the Society, after payment of all debts and liabilities, in accordance with the AHOA, subject to the approval of the Director (OMAFRA), the remaining assets shall be disposed of by the trustees of the Society in such manner as they may determine. R.S.O. 1990, c. A.9, s. 20 (3)

**SAMPLE 2 *-Used if a Society wishes to provide future direction to the trustees(directors) as to how the assets of the Society are dispersed upon dissolution of the Society –remove the other options.***

Inevent of the dissolution of the Society, after payment of all debts and liabilities, in accordance with the AHOA, subject to the approval of the Director (OMAFRA), the remaining assets shall be disposed of by the trustees of the Society in the following manner \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ ***(stipulate generally or specifically how the funds are to be dispersed)***

***Examples***

* + ***List the specific agricultural society(ies) or community organization(s) by name and location that are to receive the funds.***

***NOTE: Should include alternate dispersal instructions if the listed society or organization is not in operation at the time of dissolution of your society.***

***OR***

* + ***Indicate that funds are to be divided among local agricultural societies and/or community organizations. Should specify the area where the societies or community organizations reside i.e. by OAAS District, municipality, etc. Should specify the type of organization (i.e. 4-H, Service Club, Food Bank, etc.)***

***POINT TO CONSIDER: if specific organizations or agricultural societies are stipulated in this option, those may not be in operation or may have different priorities or values than your society at the time of dissolution***

***IMPORTANT: A Society with charitable status MUST distribute the remaining assets as per the requirements under the Canadian Revenue Act, Charities Directorate, and remove the other options.***

***In event of the dissolution of the Society that has Charitable Status, after payment of all debts and liabilities, in accordance with Canadian Revenue Act, Charities Directorate the remaining assets may be disposed of by the trustees of the Society by giving the remaining assets to one or more of the following:***

* ***a registered charity with a purpose similar to yours***
* ***a government agency***
* ***a municipality***

***A Society needs to ensure that they are following all CRA directives in regards to dissolving and dispersing a Society’s remaining assets as failure to do so could result restrictions to what other charities you can disperse funds and/or be subject to a Revocation tax.***

***SAMPLE 3 - IMPORTANT: MUST be used if a Society has Charitable Status.***

Inevent of the dissolution of the Society, after payment of all debts and liabilities, in accordance with the Canadian Revenue Act, Charities Directorate, the remaining assets shall be disposed of by the trustees of the Society in the following manner \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ ***(stipulate generally or specifically how the funds are to be dispersed as per CRA regulations)***

**ARTICLE 8 – ORGANIZATION TYPE**

The \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Agricultural Society qualifies as an “agricultural society” under Section 22 of the AHOA. **(Input society name)**

**ARTICLE 9 – SPECIAL PROVISIONS - *OPTIONAL***

***ACTION 1: - Input any other Special Provisions that your society currently has.***

***ACTION 2: Input any Special Provisions that are required if your society has charitable status.***

***ACTION 3: If your Society does not require any Special Provisions, remove this section.***

***Examples of Special Provisions***

Commercial purposes, if any, conducted by the Society are intended only to advance or support one or more of the non-profit purposes of the Society

No part of a corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the corporation except in furtherance of its activities

***Examples of Special Provisions for Societies with Charitable Status***

Commercial purposes, if any, conducted by the Society are intended only to advance or support one or more of the non-profit purposes of the Society

No part of a corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the corporation except in furtherance of its activities.

The corporation shall be subject to the Charities Accounting Act.

No director shall receive remuneration for services provided in the capacity as a director, although they may be paid reasonable expenses incurred by them in the performance of their duties. Unless otherwise prohibited by the corporation, a director may be compensated for services other than as a director pursuant to the regulation made under the Charities Accounting Act, or with court approval or an order made under section 13 of the Charities Accounting Act.

To invest the funds of the corporation pursuant to the Trustee Act.

Upon the dissolution of the corporation and after satisfying the interests of its creditors in all its debts, obligations and liabilities, its remaining property shall be distributed to a Canadian body corporate that is a registered charity under the Income Tax Act (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada

**ARTICLE 10 - RESTRICTION OF POWERS - *OPTIONAL***

***ACTION: Specify any restriction of powers in this article.***

***ACTION: If the society does not wish to specify any restriction of powers, remove this section.***

***IMPORTANT: Any restrictions in powers must be included in your articles ONCA 16(2). If there is a restriction of powers in your by-laws they need to be moved to the articles.***

***For example, do you want to restrict the power to borrow money or sell a key piece of land?***

**BY-LAWS**

***ACTION – Select SAMPLE 1, 2 or 3 under* 1.1 Definitions *and remove other samples.***

**BY-LAW 1 – GENERAL**

**1.1 Definitions**

**SAMPLE 1 - *Include the language & terms from the SAMPLE 1 and remove other samples.***

In this by-law, unless the context otherwise requires:

1. “AHOA” means the *Agricultural and Horticultural Organizations Act, 1990* and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
2. “Director” (OMAFRA) means the person appointed as Director under section 4 of AHOA; (“directeur”)
3. “Minister” (OMAFRA) means the Minister of Agriculture, Food and Rural Affairs; (“ministre”)
4. “ONCA” means the *Not-for-Profit Corporations Act, 2010 (Ontario)* and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
5. “Director” (ONCA) – means the person appointed as Director under Section 6 of ONCA
6. “annual meeting” - means an annual meeting of Members, as provided in the AHOA section 10(1). Formerly known as ‘Annual General Meeting’ or ‘AGM’.
7. “articles” – means any instrument that incorporates a corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special Act; (ONCA)
8. “Board” means the board of directors of the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Agricultural Society;
9. “Board Meeting” – means regular meeting of the executive and directors of the Board of the Society
10. “by-laws” means this by-law (including the schedules to this by-law) and all other by-laws of the Society as amended and which are, from time to time, in force;
11. “chair” means the chair of the Board as elected/appointed by the Society’s Board of Directors
12. “constitution” – under AHOA – is a foundational document that contains the society’s articles. ONCA uses the term “Articles of Incorporation” and not Constitution
13. “director” - means an individual occupying the position of director of a corporation by whatever name he or she is called; (ONCA)
14. “directors” means the elected directors and the executive of the Society;
15. “executive” means the Chair/President, First Vice President and Second Vice President, Past President ***modify as required to reflect the Society’s executive members***
16. “general meeting” – means a meeting of the members called to discuss items other than those relating to Society property or the discipline or removal of directors
17. “material contract” – ***need definition as per Conflict of Interest***
18. “member” means a member of the Society as defined in Article 5
19. “members” means the collective membership of the Society.
20. OAAS means the Ontario Association of Agricultural Societies
21. “officer”, in respect of a corporation, means an officer of the corporation appointed under clause 42 (1) (a), including,

(a) the chair of the board of directors of the corporation and a vice-chair of the board of directors of the corporation,

(b) the president, a vice-president, the secretary, an assistant secretary, the treasurer, an assistant treasurer and the general manager of the corporation, and

(c) any other individual who performs functions for the corporation similar to those normally performed by an individual listed in clause (a) or (b); (ONCA).

1. “officers” means the Chair, President, Vice President(s), Past President. Secretary, Treasurer, Secretary-Treasurer, Manager, Executive Director, or any other individual who performs functions for the Society similar to the listed positions.
2. “ordinary resolution” means a resolution submitted to a meeting of members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to in writing by each member of the Society entitled to vote at a meeting of the members. (ONCA)
3. “organization” means an agricultural association, agricultural society or horticultural society to which the AHOA applies. (AHOA)
4. “resolution” under the AHOA is the equivalent of a ‘proposal’ under the ONCA regulations
5. “Society” means the agricultural society that has passed these by-laws under AHOA or that is deemed to have passed these by-laws under AHOA;
6. “special meeting” – means a meeting of the membership called for a specific purpose i.e., approving changes to the articles or by-laws between annual meetings; discipline or removal of director
7. “special resolution” - means a resolution submitted to a special or annual meeting and passed at the meeting, with or without amendment, by at least two-thirds (2/3rds) of the votes cast, or consented to in writing by each member of the Society entitled to vote at a meeting of the members

**SAMPLE 2 – *Include the list in SAMPLE 1 and modify, add or delete any definitions as wanted and remove other samples.***

**SAMPLE 3 - *Do not include language in your Society’s By-laws dealing with definitions. If you choose SAMPLE 3, you should choose SAMPLE 2 under* Section 1.2Interpretation*.***

***Remove Section* 1.1 Definitions *and renumber* Section 1.2 Interpretation *as* 1.1 Interpretation *and update numbers on remaining sub- sections under Section 1.***

***ACTION – Select SAMPLE A, B, C under* 1.2 Interpretation *and remove other samples.***

**1.2 Interpretation**

**SAMPLE A - *Use this SAMPLE, if you selected SAMPLE 1 or 2 under Section* 1.1 Definitions *and delete other samples.***

Other than as specified in Section 1.1, all terms contained in this By-law that are defined in the AHOA and ONCA Acts shall have the meanings given to such terms in the Acts.

Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

**SAMPLE B – *Use this SAMPLE,* *if you selected SAMPLE 3 above under* 1.1 Definitions*, and delete other samples.***

All terms contained in this By-law that are defined in the AHOA and ONCA Acts shall have the meanings given to such terms in the Acts. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

**SAMPLE C - *Do not include language in your Corporation’s By-laws about interpretation and remove Section* 1.2 Interpretation. *ONCA definitions will prevail.***

**BY-LAW 2 – MEMBERS**

***INFORMATION: Only Members who are eligible to vote at member meetings can be counted towards the forty (40) member requirement for Societies to be eligible for OMAFRA Annual Grants i.e. Regular or Junior members who have reached the age of eighteen as of the date prescribed in the Society By-laws Section.***

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***IMPORTANT: ONCA Section 48 indicates that you must include information/directions on the following in your by-laws:***

* ***Conditions required for becoming a member***
* ***If you wish to allow a corporation or other entity to be a member, your bylaws must state it***
* ***Membership fees – are they required?***
* ***How notice of membership renewal is sent????***
* ***Transfer of Membership – is it allowed and if so, how is it transferred***
* ***Termination of Membership –***
* ***Discipline or removal of member***

**2.1 Classes of Membership**

The Society’s classes of membership are listed in **Article 5.2 Classes of Membership**

**2.2 Payment of fees**

Payment of the annual membership fee by \_\_\_\_\_\_\_\_\_ ***(input date Mmm dd)*** for member to be considered “in good standing”.

Membership fee shall be determined from time to time by the Board of Directors and set/recorded in a Society by-law.

**2.3 Renewal of Membership**

Membership term is 1 year – with the term beginning \_\_\_\_\_\_\_\_ ***(input date Mmm dd)*** and ending \_\_\_\_\_\_\_\_ ***(input date Mmm dd)***

***ACTION: List the current method(s) your society uses to notify your members, Directors, officers and auditors of membership renewals.***

***For example***

1. ***Emailed to last address on record for member, director or officer.***
2. ***Posted on Society website or social media site***
3. ***Sent by Canada Post to last address on record for member, director, or officer.***
4. ***Delivered in person.***
5. ***Picked up at agricultural society office.***

**2.3.1 Notice of Renewal of Membership dates will be**:

1. **(input methods currently being used by your society)**

***Privileges of Membership:***

***ACTION: If you only have 1 class of membership, then input section* 2.4** **Privileges of Membership**

***ACTION: If you have more than 1 class of membership, then you may wish to clearly stipulate the activities in your Policies that each class of membership is allowed to participate in at per point ii)*** to participate in the activities of the Society as shall be defined by the Board of Directors each year***.***

**2.4 Privileges of Membership**

1) Every member in good standing is entitled to:

1. receive notice of, attend, speak at any annual meeting, special, or general meeting of the membership;
2. to participate in the activities of the Society as shall be defined by the Board of Directors each year,

2) In addition, every member in good standing with voting privileges as per Article 5 is entitled to:

1. vote at any annual meeting, special, or general meeting of the membership
2. unless otherwise stipulated, be elected or appointed as a director or serve as an officer;
3. Submit resolutions to the Association as per the requirements in **By-law** **5.5.2.4 Resolutions by Member**

**2.5 Transfer of Membership**

Membership in the Society is not transferrable.

***INFO: ONCA Section 48(8) Transfer of membership***

***INFO: ONCA Section 50 (1) lists the reasons a membership is terminated, unless the articles or bylaws provide otherwise.***

**Section 2.6 Termination of Membership *is based upon those reasons.***

**2.6 Termination of Membership**

Membership in the Society automatically terminates upon the occurrence of any of the following events:

* 1. The member’s term of membership expires and was not renewed within the required time frame
  2. the resignation in writing of a member
  3. the death of a member
  4. the insolvency or dissolution, as applicable, of an associate or business member ***OPTIONA***L
  5. the member is expelled or the person’s membership is otherwise terminated in accordance with the articles or by-laws of the Society ***OPTIONAL- if included, must include section 2.7 re Termination of Membership***
  6. the liquidation or dissolution of the Society under the AHOA.

***INFO:* Section 51 (1) *of ONCA allows a society’s by-laws to provide that the directors, the members or any committee of directors or members have power to discipline a member or to terminate their membership. If the articles or by-laws provide for such a power, they must set out the circumstances and the manner in which that power may be exercised.***

**2.7 Disciplinary Act or Termination of Membership for Cause**

All members are expected to /shall act appropriately and treat Society directors, officers, volunteers, members, exhibitors, visitors and guests with courtesy and respect at all times.

***IMPORTANT – if your society by-laws do not include directions on how to discipline or terminate a member, your society DOES NOT HAVE THE POWER TO DISCIPLINE OR TERMINATE A MEMBER.***

***ACTION :*** ***Select Sample 1, 2 or 3 based on whether or not the Society wishes to have the option to remove a member for violating provisions of the articles, bylaws or polices or carrying out conduct that may be detrimental to the society.***

***Remove the other samples.***

***IMPORTANT – if the Society includes options for disciplining or terminating a member, they must also be aware of and may want to include the ONCA requirements for notifying the member, length of time for notification, and option for member to oppose the action (i.e. b) & c)).***

***NOTE: Society can allow more than 15 days notice but not less.***

***This is 15 clear days i.e. 15 days plus the day the notice was sent and the day of termination***

**SAMPLE 1** – ***If the Society wishes the option to discipline or terminate a member, then they may use SAMPLE 1 or create similar their own wording that lays out the grounds for disciplinary action/termination as per info in SAMPLE 2.***

1. The Board may pass a resolution authorizing disciplinary action or the termination of membership for any one or more of the following grounds:

i) violating any provision of the articles, by-laws or written policies of the Society.

ii) carrying out any conduct which may be detrimental to the Society as determined by the Board in its sole discretion

1. In the event the Board determines that a member should be disciplined or terminated from membership in the Society, the President, or such other Officer as may be designated by the Board, shall provide at least fifteen (15) days’ written notice of disciplinary action or termination to the member and shall provide specific reasons for the proposed disciplinary action or the termination of Membership.
2. The member receiving the notice shall be entitled to give written submissions to the President, or such other Officer as may be designated by the Board 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.

The notice of proposed disciplinary action or the termination of Membership shall be sent via \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ ***(input the method – i.e., Registered letter, personal delivery or email)*** ***(The method chosen should allow Society to determine if the member received the notice*)** to the last address provided by the member when they became/renewed their membership.

1. In the event that no written submissions are received, the President, or such other Officer as may be designated by the Board, may proceed to notify the member that the member is subject to disciplinary action or the termination of membership in the Society.
2. If written submissions are received in accordance with this section **2.7 Disciplinary Act or Termination of Membership for Cause**, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision. Notification shall be in writing within a reasonable time. The Board's decision shall be final and binding on the member, without any further right of appeal.
3. upon the suspension or termination of membership or request of the Board, the member is required to return all Society property to the President, or such other Officer as may be designated by the Board. This includes, but is not limited to files and documents, equipment, computers, phones, passwords or access codes, tools, keys or items used to access property, buildings, or storage, vehicles, etc.

**SAMPLE 2** ***If this sample is selected, your bylaw must include information on the process to discipline or terminate membership***

Write your own By-law about the discipline of Members, which could:

* specify who has the power to discipline members – the board, the members, or a committee of the board. or a committee of the members, or a committee of both directors and members
* specify different or additional causes for discipline and termination; Reasons for discipline or termination must have objective circumstances i.e. 3rd part should be able to determine why a member was disciplined or terminated.
* specify a longer notice requirement;
* give the member the right to be heard orally rather than just in writing; and/or
* give the member the right to be heard more than 5 days before the disciplinary action or termination
* specify how the notice is to be sent and/or received i.e., registered letter, email, etc.

**SAMPLE 3**

***Do not include a By-law about the discipline or termination of members***.

***IMPORTANT - If you choose Option 3, the Board/ Society WILL NOT have the power to discipline or terminate Members. A membership will terminate only if Section 50(1) of the ONCA applies. i.e. Member resigns, dies or membership expires.***

#### ***IMPORTANT:* ONCA Section 51 (2) *indicates that (2) Any disciplinary action or termination of membership must be done in good faith and in a fair and reasonable manner. ONCA considers that a procedure is fair and reasonable if,***

***(a) a member is given at least 15 days notice of a disciplinary action or termination with reasons; and***

***(b) the member is given an opportunity to be heard, orally, in writing or in another format permitted by the corporation’s articles or by-laws, not less than five days before the disciplinary action or termination of membership becomes effective, by the person with authority to impose or revoke the disciplinary action or termination.  2010, c. 15, s. 51 (3).***

***A notice required under this section may be given by any method reasonably intended to give actual notice.***

.

***INFORMATION: A society may wish to provide notice by various means and allow members to be heard by various means (i.e. orally, in writing, or another format to ensure that the methods are accessible to more people***

**BY-LAW 3 – SOCIETY BOARD OF DIRECTORS**

***IMPORTANT – A Society must include information on the number of directors, their representation of certain districts or classes of members, and their method of selection shall be set out in the by-laws of the organization as per AHOA Section 11 (2).***

***It is suggested that rules for directors’ elections and terms of office and eligibility are included in the by-laws.***

***ACTION: Input an option which best describes how many Directors your Society has as per Article 6,***

***SAMPLE 1 – you have indicated that you have a specific number of directors or a minimum and maximum number.***

***SAMPLE 2 –in addition to the elected or appointed directors, the society also has other persons on the board i.e. past president, homecraft president.***

***Remove the other sample.***

**3.1 Board Of Directors:**

**3.1.1 Composition of the Board Of Directors: *(NEW number)***

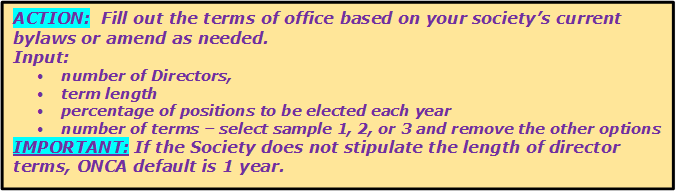
The Board of Directors of the Society shall include:

**SAMPLE 1** ***– the only persons on the Board of Directors are the elected or appointed directors***

1. The ***number OR the minimum and maximum range*** of elected or appointed directors as per **Article 6 -** **6.1 Number of Directors**

**SAMPLE 2** –***The Board also has ex-officio directors***

1. The ***number OR the minimum and maximum range*** of elected or appointed directors as per **Article 6 -** **6.1 Number of Directors**
2. The ex-officio directors as listed under **Article 6** – **6.2 Ex-officio Director**

****

**3.1.2 Terms of office *(moved from 3.3.2)***

1. The Society has stipulated the number of directors in **Article 6 – 6.1 Number of Directors**
2. directors shall be elected for a term of \_\_\_\_\_\_\_\_year(s) **(ONCA maximum of 4 years)**
3. at each annual meeting, a number of directors equal to the number of directors retiring plus any vacancies then outstanding shall be elected or appointed.

***INFO: Based on the number of directors and the length of terms, a society may elect all of their directors every year, OR elect a percentage of them each year***.

1. Based on a \_\_\_\_\_ (***input 1, 2, 3 or 4)*** year term, \_\_\_\_\_\_\_\_\_\_\_ % ***(input the % - 100, 50, 33 or 25)*** of the director positions shall be up for election each year.
2. Directors…. ***(Input the SAMPLE line below based on whether or not your society places a limit on the maximum number of terms a director can serve)***

**SAMPLE 1** - ***select if the Society wishes to allow a Director to serve multiple terms with a limit on the number of terms and remove other samples***

Directors shall be eligible for re-election at the end of the \_\_\_\_\_\_\_\_ year(s) term **(stipulated in line b)** to a maximum of \_\_\_\_\_\_\_term(s).

Directors shall be eligible to serve once again after an absence of one \_\_\_\_\_ ***(input # of years term) (Optional line if you wish them to be able to serve after a break)***

**SAMPLE 2** - ***select if the Society wishes to allow a Director to serve multiple terms without a limit on the number of terms and remove other samples.***

Directors shall be eligible for re-election at the end of the \_\_\_\_\_\_\_\_ year(s) term **(stipulated in line b)**

**SAMPLE 3** - ***select if the Society does not wish to allow a Director to serve multiple terms.***

Directors shall not be eligible for re-election at the end of the \_\_\_\_\_\_\_\_ year(s) term **(stipulated in line b)**.

Directors shall be eligible to serve once again after an absence of one \_\_\_\_\_ ***(input # of years term) (OPTIONAL line if you wish them to be able to serve after a break)***

**3.1.3 Nomination of Directors *NEW - OPTIONAL***

***Your society may wish to include a by-law regarding the Nomination process for directors.***

***IMPORTANT: Even if your Society has a different/specific process for Nominations, ONCA Section 56(5) allows for a written proposal for nominations for the election of directors if the proposal is signed by not less than 5 per cent of the members of a class or group of members of the society entitled to vote at the meeting at which the proposal is to be presented.***

***ACTION: If your Society has a By-law regarding nomination of Directors and/or a Nominating Committee, the information should be included in this section. If the Society does not have one, they may wish to consider adding one as per SAMPLE 1 or creating their own.***

***ACTION 2: Remove By-law* 3.1.3 Nomination of Directors *- If the Society does not have or does not want to include any information on the Nomination process for Directors, keeping in mind that***

**SAMPLE 1**

1. The Board shall establish a nominations committee which shall be responsible for identifying and recruiting qualified members to the Board and make recommendations to the Board with respect to such nominations for the position of director.
2. The size and composition of the nominations committee shall be determined by the Board from time to time.
3. A call for nominations will be made **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(input how and where it will be advertised)** and interested parties will be encouraged to submit applications.
4. This call shall specify a deadline for applications for nominations.

As per ONCA 56(5), a resolution or proposal for nominations for the election of directors may be submitted if the proposal is signed by not less than 5 percent of the voting members providing the proposal meets the requirements of ONCA 56(6).

**3.2 Election of Directors -**

**3.2.1 – Eligibility and Qualifications**

All candidates for the position of director must meet the Eligibility and Qualification requirements.

***ACTION: Selection the sample below for* 3.2.1.1 Eligibility *or create your own wording that reflects who is eligible to become a director on your board.***

***NOTE: We used the term “Regular Member”. Use the term that you used in Bylaw 2 to define your main membership.***

**3.2.1.1 – Eligibility to Become a Director**

**SAMPLE 1 *- used when you only have 1 class of members***

1. all candidates for the position of director shall be a “*Regular member*” of the Society as set out in the **By-law 2** above.
2. must have reached the age of 18 as of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ **(input the criteria your society uses** ***i.e. the date of the election OR date memberships must be paid by, OR date of annual meeting, January 1st, etc.)***

.

**SAMPLE 2 – *This sample is used you have Regular and Junior members as per Article 5/ By-law 2 - and the upper age limit for the Junior Directors is older than 18 years of age.***

1. all candidates for the position of director shall be a ‘*Regular*’ or ‘*Junior*’ member of the Society as set out in the **By-law 2** above.
2. must have reached the age of 18 as of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ **(input the criteria your society uses** ***i.e. the date of the election OR date memberships must be paid by, OR date of annual meeting, January 1st, etc.)***

**SAMPLE 3 – *this is used when you have multiple classes of Members and the members in some or all of those classes are eligible to become a director.***

1. all candidates for the position of director shall be a **\_\_\_\_\_\_\_\_\_\_\_\_\_ (input all of the membership class names that are eligible as per By-law 2 *i.e. ‘Regular’, ‘Junior’ Associate, Business and/or Honourary)*** member of the Society as set out in the **By-law 2** above.
2. must have reached the age of 18 as of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**(input the criteria your society uses** ***i.e. the date of the election OR date memberships must be paid by, OR date of annual meeting, January 1st, etc.)***

***INFORMATION: Qualifications for Director Position***

***ONCA Mandatory Qualifications:***

**ONCA Section 25(1) Ceasing to hold office *indicates “25 (1) A director ceases to hold office when the director dies, resigns, is removed in accordance with section 26 or becomes disqualified under section 23. 2010, c. 15, s. 25 (1***

**Section 23 (1) *is the basis for Items a, b, c, and d listed under “*Section 3.2.1.2 Qualifications for Director Position*”. SAMPLE 1, which are mandatory ONCA requirements. These were mandatory under the OCA previously.***

***If the person no longer meets the ONCA Qualifications to be a Director, and the position must be vacated immediately.***

***IMPORTANT: We suggest including them in your by-laws so directors and members are aware of these qualifications.***

***NOTE: Even if you don’t include items a, b, c, d & e in your by-laws, because they are ONCA defaults, these qualifications will still apply to any of your Society’s directors.***

**3.2.1.2 –** **Qualifications for Director Position**

Each person elected or appointed as a director or ex-officio director must meet the following Qualifications and continue to meet these Qualifications of the position of director. If a person ceases to meet the qualifications as provided in this section**,** the person thereupon ceases to be a director as per **3.2.1.3 – Director ceases to meet Qualifications**and the vacancy so created may be filled in the manner prescribed by Section **3.3.3 Filling Vacancies**

1. must be an individual who is at least eighteen (18) years of age as of the date of their selection as a director
2. must not have the status of bankrupt;
3. must not be a person who has been found under the *substitute decisions act, 1992* or under the *Mental Health Act* to be incapable of managing property;
4. must not be a person who has been declared incapable by any court in Canada or elsewhere;
5. must consent in writing to hold office as a Director within ten (10) days after their election or appointment, provided that where a Director consents in writing more than ten (10) days after election or appointment, it shall not invalidate their election or appointment as a Director. This does not apply to a director who is re-elected or reappointed where there is no break in his or herterm of office. ***NOTE – point e) is a NEW ONCA requirement***

***OPTIONAL Qualifications:***

***ONCA does not allow the Board of Directors the ability to remove an elected or appointed director for not fulfilling the duties of their position (i.e., not attending meetings, ignoring conflict of interest guidelines, not signing or following Code of Conduct, providing a Police Record Check, etc.).***

***However - there are several options available to the Board or Society depending on the circumstances.***

1. ***the members by ordinary resolution removes the director before the expiration of the director’s term of office at a special meeting requested by the members as per ONCA/By-law ??.***
2. ***If the by-laws state a director must be a member of the society and the Society by-laws allow removal of a member, then if the director is not abiding by the requirements of a member, and the director is removed as a member, they no longer qualify to be a director.***
3. ***By-laws include specific “Qualifications” to be a director. If the director no longer meets those “Qualifications”, then they automatically stop being a director.***
4. ***The board member resigns or is deemed to have resigned. For example, your articles or bylaws may say that a director is ‘deemed’ to have resigned if they miss a certain number of meetings per year or acted in a certain way.***

***IMPORTANT: A Board cannot remove an elected or appointed director for not fulfilling the duties of their position (i.e., not attending meetings, ignoring conflict of interest guidelines, not signing or following Code of Conduct, etc.) unless the Society has added additional Qualifications to their by-laws that a director must meet.***

***IMPORTANT: a Society can add additional “Qualifications” that a Director must meet as long as they aren’t discriminatory under human rights law***

***IMPORTANT: If your Society has specific requirements that they require their directors to meet i.e., meeting attendance, obtain a Police check, sign and follow a code of conduct, abiding by Conflict of Interest – then the Society can add those Qualifications into their bylaws.***

***A Society may wish to keep the by-law fairly general and create a policy with specifics.***

***For example – the by-law may state that Director is expected to attend all regular meetings and abide by the Society Meeting Attendance Policy. The Policy could stipulate that if a director doesn’t attend 2/3rds of meetings or misses a specified number of consecutive meetings that the director no longer meets the qualifications to be a director and is removed from the board.***

***IMPORTANT – the by-law or policy description for ”Qualifications” must be objective (verifiable information based on facts and evidence) versus subjective.***

***ACTION: If your Society has specific requirements that they require their directors to meet, then you can include your additional Qualifications under this section.***

***OPTIONAL - See Qualifications f, g, h, i, j, k, and l for SAMPLES of “Qualifications”.***

***If your Society has requirements for any of those listed items, your Society may wish to include a similar wording in your by-laws under this section.***

***ACTION 2: If your Society does not wish to use any or all of the listed OPTIONAL Qualifications, then delete the Qualifications below.***

1. must continue to be a ‘Regular’ ***(or list other classes as Article 5)*** member in good standing of the \_\_\_\_\_\_\_\_\_\_\_\_\_\_ Agricultural Society as per By-law ? Director must remain in good standing for the duration of their term. ***– OPTIONAL – at Society’s discretion***
2. is expected to attend all regular meetings of the Board of Directors and committee meetings of which they are a member. Board members must meet the criteria set out in the Society policy regarding attendance at regular Board and committee meetings to continue to meet the qualifications of a director. ***OPTIONAL – at Society’s discretion. If this is included – the Society must create the accompanying Policy***
3. must sign the Society’s Code of Conduct document within \_\_\_\_ *(input number*) days of being elected as a director ***– OPTIONAL – at Society’s discretion***
4. must abide by the Society’s Code of Conduct. ***OPTIONAL – at Society’s discretion. If this point is included, the Society should consider ensuring that their Code of Conduct has objective stipulations that can be enforced***
5. must provide the appropriate Police Records Check (PRC) as indicated in the Society policy, within \_\_\_\_ ***(input number)*** days of being elected as a director. The Board may provide an extension of the deadline if the Director has submitted the application but the PRC document/approval is still being reviewed by the police force. ***– OPTIONAL - at Society’s discretion - may wish to consider especially if Director has a ‘position of trust’ over vulnerable persons (i.e., youth or seniors)***
6. abide by Conflict-of-Interest guidelines as per **By-law 7 - 7.1 Conflict of Interest** AND/OR Society policy. ***OPTIONAL – at Society’s discretion***
7. may not have been convicted of a Criminal Code offence for which a pardon has not been granted. ***OPTIONAL – at Society’s discretion***
8. is not an ineligible individual as defined in the *Income Tax Act* (Canada*).* ***NEW OPTIONAL – if Society does not have charitable status, they do not need to add this. IMPORTANT - A society that has charitable status may wish to add this line.***
9. ***Add*** ***any other Qualifications the Society wishes to add***

* + - 1. **– Director ceases to meet Qualifications**

A director immediately ceases to hold office when they no longer meet the **3.2.1.2 Qualifications for Director Position**

***ACTION: Fill out the terms of office based on your society’s current bylaws or amend as needed.***

***Input:***

* ***number of Directors,***
* ***term length***
* ***percentage of positions to be elected each year***
* ***number of terms – select sample 1, 2, or 3 and remove the other options***

***IMPORTANT: If the Society does not stipulate the length of director terms, ONCA default is 1 year.***

**3.3 Resignation, Departure or Removal of Director**

***INFO:* 3.3.1, 3.3.2 *and* 3.3.2.1 *are based on* ONCA Sections 23(1) Qualifications of directors*;* 23(4) Directors by virtue of office*;* 25(1) Ceasing to hold office*; and* 26(1) Removal of directors*.***

**3.3.1 Vacation of Office of Director**

The office of a director shall be vacated immediately:

* 1. if the director resigns by written notice to the Corporation/Society, resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
  2. if the director dies or becomes bankrupt;
  3. if the director is found to be incapable by a court or incapable of managing property under Ontario law; or
  4. if, at a meeting of the members, the members by ordinary resolution removes the director before the expiration of the director’s term of office.
  5. if the director no longer meets the ‘Qualifications’ of the position as listed under **By-law** **3.2.1.2 – Qualifications for Director Position**

**3.3.2 Removal of Director by Members before expiration of the Director’s term of office**

The members of a Society may, by ordinary resolution at a special meeting, remove from office any director or directors, except persons who are directors by virtue of their office.

**3.3.2.1 Reasons or rationale for the removal of a director by the membership for any one of the following grounds:**

1. violating any provision of the articles or by-laws or written policies of the Society.
2. carrying out any conduct which the members feel may be detrimental to the Society
3. if the members feel that the director no longer meets the Qualifications of the Position as per **3.1.1.2 – Qualifications**

**3.3.2.2 Process**

**3.3.2.2.1 Calling of a Special Meeting to remove a Director**

1. A signed petition of at least \_\_\_\_\_\_\_% ***(input % from By-law 5 Section 5.7.21 Calling of Special Meetings - ONCA stipulates a minimum of 10%****)* of the members of the Society shall constitute the call of a special meeting of the membership for the removal of a director.
2. The petition, which may consist of one or several documents of a similar form each signed by one or more members, shall include the reasons or rationale as per the information under **Section 3.3.2.1** **Reasons or rationale for the requested removal of the director** **by the members** and must be sent to each director, ex-officio director and to the Society head office address.

**3.3.2.2.2 Notice of Special Meeting**

Upon the Society head office receiving the petition, they shall contact the Society President immediately. The President shall act on the request to hold a special meeting of the membership within 21 days of the receipt of the request.

Written notice of the special meeting, by electronic means, shall be sent to the members of the Society, no later than 14 days prior to the date of the meeting.

The notice of a special meeting of the members requested to remove the director must,

1. state the nature of the reasons for removal in sufficient detail to permit a member to form a reasoned judgment on the business; and
2. state the text of any special resolution to be submitted to the meeting. 2010, c. 15, s. 55 (8).

**3.3.2.2.3 Notice to Director**

Written notice of the petition including the reasons stated as rationale for removal, by registered mail, shall be sent to the director mentioned in the petition to advise them that they have the right to submit a written statement opposing their removal.

1. a director is entitled to give the Society \_\_\_\_\_\_\_\_\_\_\_\_\_ (**input contact person position i.e. President or Secretary)** a written statement opposing their removal if a special meeting is called for that purpose. The director’s statement shall be provided immediately to the members of the Society.
2. any member is entitled to speak at a special meeting
3. Passing of ordinary resolution at the special meeting is required to remove the director

**3.3.3 Filling Vacancy after Resignation, Death or Removal or of a Director**

***INFO – 3.3.3 Filling Vacancies is based on ONCA Sections 25(3) Filling Vacancy; 28 (1) Filling Vacancy; (2) Calling Members’ meeting; (5) Members filling Vacancy***

***ACTION:*** ***If the Society requires vacancies to always be filled by a vote of the members at a Special Meeting and NOT filled by the directors – remove the point c)*** “a quorum of directors may fill a vacancy on the Board of directors” ***and*** 3.3.4 Unfilled Vacancies point b) regarding directors appointing directors.

A vacancy on the Board shall be filled as follows, and the director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the director’s predecessor:

1. a vacancy created by the resignation, death or the removal of a director may be filled by a vote of the members at a special meeting called to fill the vacancy.
2. a vacancy created by the removal of a director may be filled at the special meeting of the members at which the director is removed.
3. a quorum of directors may fill a vacancy on the Board of directors.

***Things to Consider when selecting options -* *Section 28(5) of the ONCA states that By-laws can prohibit the Board of Directors from being able to fill a vacancy on the Board. Ask the following questions:***

***• Would you prefer that only Members be able to fill a vacancy among the Directors –***

***• Would it be practical to call a Special Meeting of the Members every time a vacancy occurs?***

***• Would it be practical to wait until the next annual meeting to have the Members fill a vacancy?***

* ***What if there is more than one vacancy?***

**3.3.4 Unfilled Vacancies**

If a society has not selected, elected or appointed sufficient directors on the Board of Directors for the current term, the position(s) can remain vacant until the society fills the position(s) as long as the remaining number of directors constitute quorum.

1. Where members fail to elect required number of directors, then directors who were elected (provided there is a quorum) may exercise all directors’ powers.
2. Provided by-law 3.3.3 allows, a quorum of directors may appoint directors to fill vacant positions, providing the number of appointed directors does not exceed one-third of the number of elected directors. The appointed directors shall serve until the next annual meeting.

**3.3.4.1 No Quorum of Directors**

If there is not a quorum of directors, the Board must immediately call a special meeting of the members, to elect or appoint additional directors, that will serve until the next annual meeting.

**3.4 Duties and Powers of Directors**

***IMPORTANT : ONCA places more emphasis on the Standard of Care and Duty to comply of Directors***

***INFO - Content of* Section 3.03.1 *and* 3.04.2 *are based on* ONCA Section 43(1) Duties of directors and officers - Standard of care *and* 43 (2) Duty to comply with Acts, etc.**

**3.4.1 Standard of Care**

Every director in exercising their powers and discharging their duties to the Society shall,

(a)  act honestly and in good faith with a view to the best interests of the Society; and

(b)  exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances

**3.4.2 Duty to comply**

Every director shall comply with,

a) the AHOA, ONCA and the regulations, and

b) the Society’s Constitution, By-laws and Policies

***INFO: Content of Section 3.4.3 Duties of Directors is based on ???***

**3.4.3 Duties of Directors – *OPTION – this could be a Policy rather than a By-law***

3.4.3.1 The directors of the Society shall direct and supervise the management of all the activities and affairs of the Society. ***ONCA Section 21***

3.4.3.2 Where members fail to elect required number of directors, then directors who were elected (provided there is a quorum) may exercise all directors’ powers. ***ONCA Section 24(6)***

3.4.3.3 Between annual meetings, the Society shall be governed by the Board of Directors. The management, direction and control of the affairs of the Society, including control over the Society’s funds, properties, other assets and raising of revenue shall be vested in the Board of Directors.

3.4.3.4 The Board of Directors shall have the authority to develop and approve policies and procedures that it deems necessary to promote the interests and operations of the Society.

3.4.3.5 A Director shall perform all functions required of them as a member of the Board of Directors as provided for in this Constitution and By-laws and Policies

3.4.3.6 A Director shall act as a liaison between the Board of Directors and committee(s) as requested by the Board of Directors.

3.4.3.7 A Director shall attend all regular meetings of the Board of Directors.

3.4.3.8 A Director shall attend all meetings for the committees they have been appointed to.

***ACTION:*** ***If a Society has a Policy relating to the Roles, or Responsibilities or Duties of a Society Director insert the Policy # below and amend sentence as required.***

***If the Society does not have a policy, delete the line below.***

Refer to Policy #\_\_\_\_\_\_\_\_\_ **(insert Policy number**) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ **(insert title of policy)** for detailed information

Section **3.4.4 Consent of director at meeting *is based on* ONCA Section 45 (1) Consent of director at meeting *and* Section 45(3) Consent of director at meeting; Same**

**3.4.4 Consent of director at meeting**

A director who is present at a meeting of the directors or of a committee of directors is deemed to have consented to any resolution passed or action taken at the meeting, unless,

1. the director’s dissent is entered in the minutes of the meeting;
2. the director requests that his or her dissent be entered in the minutes of the meeting;
3. the director gives his or her dissent to the recording secretary of the meeting before the meeting is terminated; or
4. the director submits his or her dissent immediately after the meeting is terminated to the corporation.
5. a director who votes for or consents to a resolution is not entitled to dissent.
6. a director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the director,
7. causes his or her dissent to be placed with the minutes of the meeting; or
8. submits his or her dissent to the corporation.

***ACTION: The Society may modify any of the Committee information under 3.5 Committees and the sub-sections to suit their practices. Alternately, a society may remove 3.5 Committees and the sub-sections.***

* 1. **Committees - *OPTIONAL – may include in By-laws or policies or not include.***

***INFO: 3.5.1 Establishment of Committees and Subcommittees; 3.5.2 Terms of reference for all committees are based on OMAFRA Agricultural Societies template – Article IX Board of Directors' Meetings.***

**3.5.1 Establishment of Committees**

The Board may establish committees and subcommittees from time to time in order to conduct its business more effectively. All committees are accountable to the Board of Directors.

The Board may dissolve any committee by resolution at any time.

1. the Board may establish committees from time to time to conduct its business more effectively.
2. the Board may dissolve any committee by resolution at any time.
3. Ad hoc committees may be appointed by the Board as required.
4. all committees are accountable to the Board of Directors.

Refer to the ‘*Society policies* for complete details listing the current Committees and descriptions and Terms of Reference.

***INFO:*** ***Suggestion to create a policy rather than a by-law listing the committees and their powers. This allows for more flexibility - if committees are specified in the by-laws, then any changes have to be approved at the annual or special meeting of the members.***

**3.5.2 Terms of reference for all committees – OPTION – POLICY rather than By-law?**

The Board shall create ‘Terms of Reference’ in conjunction with the list of Committees in the Society Policies. They should include the following:

1. the status of the committee (standing, or ad hoc);
2. the type of committee (discussion, working, task force, etc.);
3. the overall purpose;
4. any specific directives defining goals or tasks;
5. requirement to create and retain minutes of committee meetings ***(this is an ONCA requirement to create & retain minutes for committees)***
6. the relationship to any other overlapping activities of the Society;
7. the composition, including statements, on any designated observers, whether officers are appointed as full or associate members, and any authority granted to the chair to co-opt other members;
8. the assignment of any staff or associate members;
9. any special mode of operation;
10. an upper limit of expenses the committee can incur;
11. the preferred time and method for reporting.
12. do all members of committee need to be directors or just members of the Society?
13. minimum number of Directors on the committee if non-Directors are allowed to serve on the committee

**3.5.3 Limits on Authority of Committees**

No committee has authority to:

1. bind the Society;
2. submit to the members any question or matter requiring approval of the members;
3. fill a vacancy among the directors or in the office of auditor of the Society, if applicable;
4. appoint additional directors;
5. issue debt obligations except as authorized by the Board;
6. approve any financial statements;
7. adopt, amend or repeal any by-law; or
8. establish contributions to be made, or dues to be paid, by members.

**BY-LAW 4 – OFFICERS AND EXECUTIVE COMMITTEE**

**4.1 Officers**

**4.1.1 Standard of Care**

Every officer in exercising their powers and discharging their duties to the Society shall,

(a)  act honestly and in good faith with a view to the best interests of the Society; and

(b)  exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances

**4.1.2 Duty to comply**

Every Officer shall comply with,

a) the AHOA, ONCA and the regulations, and

b) the Society’s Constitution, By-laws and Policies

**4.2. Selection of Officers**

***IMPORTANT:***

**ONCA section 42(2) *requires that the Board appoint/elect a Chair. The positions of Chair and President may be held by the same person.***

**AHOA Section 11 (3) *requires that the Board appoints/elects a treasurer or secretary-treasurer.***

**AHOA Section 14 *indicates “a meeting of the board shall be called by the secretary upon the direction of the president or of any three members of the board”. It would appear that a Society must have a chair and a president***

***IMPORTANT: Chair must be a director. Other officers do not have to be directors but your by-laws can indicate whether or not they are or must be. If they are not directors, they do not have voting rights at Board meetings.***

***ACTION: Input the list of officer positions that your Board of Directors elects/appoints.***

***Select the Chair and Treasurer OR Secretary/Treasurer and any other officers below and remove the others. If a treasurer is appointed, a secretary should be appointed as well.***

***ACTION: Does your Society include the Past President as a member of the Board of Directors?***

***If Past President is not included on the Board, then delete the line 2) below.***

1. At the first meeting of the Board of Directors following the Annual Meeting, the Board shall ~~from among, themselves~~ elect/appoint the following officers of the Society:

***Select the Chair and President OR Chair/President and Treasurer OR Secretary/Treasurer and any other officers from the list below and remove the others. Add additional officers if your Society has others.***

* + Chair
  + Chair/President
  + President
  + 1st Vice President
  + 2nd Vice President
  + Past President
  + Secretary
  + Treasurer
  + Secretary-Treasurer
  + Other positions that Society currently has

1. Upon the election/appointment of a new president, the outgoing president shall move to the position of Past President. ***OPTIONAL – remove if Society does not have a Past-President position***
2. The Chair, President, Vice President(s) and\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ **(Past President, if a part of the board)** and the \_\_\_\_\_\_\_\_\_\_\_\_\_ **(*input number of remaining director****s)* remaining Directors shall constitute the Board of Directors***.***

**4.2.1 Secretary and Treasurer OR Secretary-Treasurer**

1. It shall be the duty of the Board in each and every year to ensure that the Treasurer or Secretary-Treasurer provides financial statements on a regular basis **(or stipulate a frequency**) to the Board of Directors.
2. If the Board neglects to procure and maintain proper and sufficient Insurance and provide financial oversight, each member thereof shall be personally responsible for all funds of the Society that may have been received by the Treasurer or Secretary-Treasurer.

**4.3 Terms of Office of Officers**

***Action: Input the SAMPLE for Terms of Office for Officers that reflect your Society’s current process. i.e. Length of term, number of terms, etc.***

***Remove the other options.***

**SAMPLE 1** ***– if your society does not want to put a restriction on the length of terms for Officers – select SAMPLE 1 and remove others***

Officers shall hold office until a successor has been elected or appointed by the Board.

**SAMPLE 2 *– if your society wants to put a restriction on the length of terms or if the person may be re-elected/re-appointed to the position of Officer – select SAMPLE 2 and remove the others.***

***IMPORTANT: If your society does not want to limit the number of terms – remove the phrase at the end of the sentence(s) “*to a maximum of \_\_\_\_\_ term(s)*”***

***NOTE: The Society may select different terms for different Officers i.e., may have specific length of terms or number of terms for Chair, President & Vice Presidents but not specified for Secretary, Treasurer or Secretary-Treasurer.***

Officers may be elected/appointed for the following length of terms:

Chair, President, Vice President(s) - for a term of \_\_\_\_\_\_ year(s) and shall be eligible for re-election/re-appointment at the end of the term to a maximum of \_\_\_\_\_\_\_term(s).

Secretary for a term of \_\_\_\_\_\_ year(s) and shall be eligible for re-appointment at the end of the term to a maximum of \_\_\_\_\_\_\_term(s).

Treasurer for a term of \_\_\_\_\_\_ year(s) and shall be eligible for re-appointment at the end of the term to a maximum of \_\_\_\_\_\_\_term(s).

***OR*** Secretary-Treasurer for a term of \_\_\_\_\_\_ year(s) and shall be eligible for re-appointment at the end of the term to a maximum of \_\_\_\_\_\_\_term(s).

Past-President – for the term of the current President

**SAMPLE 3 *– if your society wants to put a restriction on the length of terms and DOES NOT want to allow a person to be re-elected/re-appointed to the position of Officer – select SAMPLE 3 remove the others.***

Officers may be elected/appointed for the following length of terms:

Chair, President, Vice President(s) - for a term of \_\_\_\_\_\_\_\_year(s) and shall be not be eligible for re-election/re-appointment at the end of the term.

Secretary for a term of \_\_\_\_\_\_\_\_year(s) and shall be not be eligible for re-election/re-appointment at the end of the term.

Treasurer for a term of \_\_\_\_\_\_\_\_year(s) and shall be not be eligible for re-election/re-appointment at the end of the term.

***OR*** Secretary-Treasurer for a term of \_\_\_\_\_\_\_\_year(s) and shall be not be eligible for re-election/re-appointment at the end of the term.

Past-President – for the term of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (input criteria i.e. 1 year)

**4.4. Office held at Board’s discretion**

Officers shall cease to hold office until the earlier of:

1. the Officer's successor being appointed or expiration of their term of office, if applicable
2. the Officer's resignation,
3. the Officer's death.
4. Removal of the Officer by resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.

**4.5 – Qualifications and Duties of Officers** ***- SAMPLE – May be a Policy***

***IMPORTANT: The Society may wish to include a few main qualifications under the title that all officers are required to fulfill i.e.***

* ***Be a member in good standing of the Society***
* ***Be a director of the Society***

***ACTION: The Society may wish to include the ‘Qualifications and Duties of Officer’s in your By-laws or may prefer to include them in your Policies. OR include some main points in the By-laws and more specific roles, duties may be included in the Society Policies***

***The following are only examples of duties of Officers – include/modify details as applicable to your Society***

***ACTION: Remove/modify* Section 4.5** **Qualifications and Duties of Officers *if your Society does not wish to include “Qualifications and Duties of Office” in your By-laws.***

***INFO:*** **4.5 – Qualifications and Duties of Officers *based on* OMAFRA template ARTICLE XIV**

Officers of the Society must:

* Be a member in good standing of the Society
* ***Input any other qualifications that all officers must meet***

**4.5.1The Chair of the Society shall:**

* + Be a director of the Society
  + Shall hold the office of President as well
  + Chair all Board and Member meetings
  + Voting rights - ***suggest inputting your society’s current practice***

1. ***Have no vote unless there is a tie in voting***
2. ***Have a vote and in the case of a tie, have casting vote***
3. ***Have a vote and in the case of a tie, do not have casting vote***
4. ***Other?***

**4.5.2 The President of the Society shall:**

* + Be a director of the Society
  + Shall hold the office of Chair as well
  + Be responsible for management and supervision of the affairs and operations of the Society
  + Have signing authority
  + Represent and promote the organization
  + Be an ex-officio member of all committees ***– what is current society practice?***

**4.5.3 The First Vice President of the Society shall:**

* + Be a director of the Society
  + Carry out duties as prescribed by the Board of Directors
  + Assists and acts as president in absence of the president
  + Become president if a vacancy occurs

**4.5.4 The Second Vice President of the Society shall:**

* + Be a director of the Society
  + Carry out duties as prescribed by the Board of Directors

**4.5.5 The Secretary of the Society shall:**

* + Be a director of the Society – ***OPTIONAL as per by-laws/policies of Society***
  + Follow the policies as determined by the Board of Directors;
  + attend all Board and Member meetings of the Society and keep true minutes thereof;
  + attend all Committee meetings of the Society and keep true minutes thereof; (***optional, society may determine that a committee member will record the minutes)***
  + conduct the correspondence of the Society; and
  + keep a record of:

i) all business transactions of the Society;

ii) all minutes of Board and Member meetings

iii) all resolutions passed by the Society;

iii) all amendments to the by-laws of the Society;

iv) a register of the Directors, Officers and Members as per ONCA O. Reg. 395/21: GENERAL ; Corporate registers 6.(1), (2) and (3)

v) a list of the names and addresses of persons to whom prize money is paid and the amounts paid to each person;

vi) all minutes and reports of committees that may from time to time be appointed by the Society; and

vii) all annual statements and financial and auditor's reports.

* shall, as per the AHOA, within ninety days of the annual meeting of the organization, and prior to the Annual Report deadline, will submit to OMAFRA,

1. a copy of the audited financial statement;
2. a statement of the number of current members;
3. a list of the directors and officers of the organization and their addresses; and
4. a copy of the annual report submitted at the annual meeting.

**4.5.6 The Treasurer of a Society shall**:

* + Be a director of the Society – ***OPTIONAL as per by-laws/policies of Society***
* Follow the policies as determined by the Board of Directors;
* receive all monies paid to the Society and deposit them to the credit of the Society in a chartered bank/credit union/financial institution, as directed by the Society;
* keep the securities of the Society in safe custody;
* keep or cause to be kept full and accurate proper books of account or make or cause to be made entries of all receipts and expenditures of the Society;
* prepare the annual financial statements of the Society;
* shall work with appointed auditors to ensure financial review is conducted, and
* prepare reports showing the financial position of the Society, on a regular basis or as indicated by the By-laws.

***Instead of separate Secretary and Treasurer positions, a Society may have a combined position***

**4.5.5 The Secretary- Treasurer of a Society shall:**

* + Be a director of the Society – ***OPTIONAL as per by-laws/policies of Society***
  + Follow the policies as determined by the Board of Directors;
  + attend all Board and Member meetings of the Society and keep true minutes thereof;
  + attend all Committee meetings of the Society and keep true minutes thereof; ***(optional)***
  + conduct the correspondence of the Society; and
  + keep a record of:

i) all business transactions of the Society;

ii) all minutes of Board and Member meeting*s*

iii) all resolutions passed by the Society;

iii) all amendments to the by-laws of the Society;

iv) a register of the Directors, Officers and Members as per ONCA O. Reg. 395/21: GENERAL ; Corporate registers 6.(1), (2) and (3)

v) a list of the names and addresses of persons to whom prize money is paid and the amounts paid to each person;

vi) all minutes and reports of committees that may from time to time be appointed by the Society; and

vii) all annual statements and financial and auditor's reports.

* shall, as per the AHOA, within ninety days of the annual meeting of the organization, and prior to the Annual Report deadline, will submit to OMAFRA,

1. a copy of the audited financial statement;
2. a statement of the number of current members;
3. a list of the directors and officers of the organization and their addresses; and

viii) a copy of the annual report submitted at the annual meeting.

* receive all monies paid to the Society and deposit them to the credit of the Society in a chartered bank, credit union, or other financial institution, as directed by the Society;
* keep the securities of the Society in safe custody;
* keep or cause to be kept full and accurate proper books of account or make or cause to be made entries of all receipts and expenditures of the Society;
* prepare the annual financial statements of the Society;
* shall work with appointed auditors to ensure financial review is conducted, and
* prepare reports showing the financial position of the Society, on a regular basis or as indicated by the By-laws.

**4.6 Executive Committee**

***INFO: As a general rule, the Board of Directors should be making the decisions regarding the business of the Society and the Executive Committee would provide oversight between regularly scheduled board meetings for all matters of a critical, urgent or time-sensitive nature pertaining to the organization.***

***As per ONCA Section 36(2), the Directors cannot delegate certain duties/ tasks to Committee of Directors i.e., Executive Committee.***

***ACTION:*** ***– if your Society has an Executive Committee the following should be included in this section:***

* ***List the members of the Executive Committee.***
* ***Voting rights – may wish to note if any positions are non-voting)***
* ***Roles & powers should be included in this section.***

***ACTION 2: If the Society does not have an Executive Committee, delete section 4.6 Executive Committee and subsections 4.6.1 and 4.6.2.***

* + 1. **Members of Executive Committee**

Executive Committee will consist of the following members: **Select the positions/add additional positions that make up your Executive Committee and remove the rest**

* + Chair
  + President

**OR** Chair/President

* + 1st Vice President
  + 2nd Vice President
  + Past President
  + Manager or Executive Director
  + Other Staff
  + Secretary
  + Treasurer
  + Secretary-Treasurer

**4.6.2 Role & Powers of Executive Committee**

**SAMPLE 1** – The Executive Committee shall adhere to the policies established by the Board of Directors when providing oversight between regularly scheduled board meetings for all matters of a critical, urgent or time-sensitive nature pertaining to the organization.

**SAMPLE 2** – ***input the roles and powers from the Society’s current Constitution***

**BY-LAW 5 – MEETINGS OF THE SOCIETY MEMBERS (MEETINGS OF THE MEMBERS)**

***IMPORTANT: The content of Section 5.01 is based on the “*Not-for-Profit Corporations Act, 2010: Standard organizational by-law*” provided by the Ontario government* “Section 9.08 Persons Entitled to be Present” *which indicates that “The only persons entitled to attend a Members’ meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Act or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.***

#### ***INFO:* 5.1 Those Entitled to be Present is based upon the ONCA, 2010: Standard organizational by-law Section 9.08 Persons Entitled to be Present**

***If the Society would like the opportunity to automatically allow people other than the Members, Director and the auditor/person conducting a review engagement to regularly attend Members’ meetings, then you must stipulate it in your bylaws.***

***NOTE: there is varied interpretation as to whether the reference to ‘Members’ refers to all Members or just Members that have been assigned the right to vote in the Society’s Articles. Including a stipulation in the bylaws that it includes all Members resolves the question.***

***IMPORTANT: Any other person not listed in the by-law may be admitted to the member’s meeting only on the invitation of the Chair/President or by Ordinary Resolution of the Members.***

* 1. **Those Entitled to be Present**

***SUGGESTED ACTION***: ***The Society should include “*Section 5.1 Those Entitled to Be Present*” to their bylaws if they wish to automatically entitle other groups/persons that the Society has listed in the By-law to be present at meetings of the members, without the Chair or the members having to specifically allow it at the meeting. Some Societies allow members to bring guests to a meeting of the members – if that is something a Society does on a regular basis, it should include the stipulation that members may bring guests.***

***Society may wish to include:***

1. ***Non-voting members,***
2. ***Officers who are not directors,***
3. ***Staff***
4. ***Specify other groups, etc.***

***SAMPLE 1 – includes the provision(s) in the Society By-laws that allows the presence of specific persons.***

***This is in addition to allowing other persons to be admitted 1) if invited by the Chair or President; OR 2) with the majority consent of the Members present at the meeting.***

The only persons entitled to be present at a meeting of members shall be:

1. Members, voting and non-voting;
2. the Directors, officers, staff **(include ‘staff’, if applicable)** and the auditors/financial reviewers of the Society, if applicable; and
3. such other persons who are entitled or required under any provision of the Act, the Articles or By-Laws of the Society to be present at the meeting.

Any other person may be admitted only on the invitation of the Chair/President or by Ordinary Resolution of the Members.

**SAMPLE 2 *– Delete* ”Section 5.1 Those Entitled to be Present” *and do not include language in the Society By-laws about who is entitled to attend Members’ Meetings.***

***IMPORTANT: If you choose SAMPLE 2, the ONCA Default restricts attendance at each Annual, Special or General meeting of the Members to the following:***

The only persons entitled to be present at a meeting of members shall be:

1. Members, ***(NOTE: Some define this as only voting members)***
2. the Directors, and the auditor or the person who has been appointed to conduct a review engagement of the Society, if applicable; and
3. such other persons who are entitled or required under any provision of the Act, the Articles or By-Laws of the Society to be present at the meeting.

Any other person may be admitted only on the invitation of the Chair of the meeting or by Ordinary Resolution of the Members.

***IMPORTANT:*** ***ONCA default - unless otherwise stipulated in the Society bylaws, members are entitled to request to attend members’ meetings by telephonic or electronic means.***

***ACTION:*** ***If your Society wants the option to determine if members may request to attend a members’ meeting by telephonic or electronic means, then your Society will have to include* Section 5.2 Meetings by Telephonic or Electronic Means *or a similar section in your by-laws.***

* 1. **Members’ Meetings by Telephonic or Electronic Means**

1. If Board makes the decision to hold a hybrid members’ meeting, the meeting notice will/shall indicate that members will have the option to participate by telephonic or electronic and the meeting notice will provide all the required information to participate by telephonic or electronic means. The electronic or telephonic means must permit all participants to communicate adequately with each other during the meeting.
2. The notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
3. If it is not stipulated in the meeting notice, the option to attend by telephonic or electronic means will not be available.
4. Participation by telephonic or electronic means must permit all attendees to communicate adequately with each other during the meeting must provide that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. 2023, c. 9, Sched. 22, s. 3 (2).
5. Any person participating by telephonic or electronic means is deemed to be present at that meeting. Any security, confidentiality, or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
6. Provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall confirm that a quorum is present.
7. As per information provided in the “Notice of Meeting”, members may be required to register for the meeting a specified period PRIOR to the actual meeting. ***OPTIONAL***
8. The Society is not responsible if a member cannot participate fully in the meeting by telephonic or by electronic means due to the malfunction or unavailability of the member’s equipment or application, program, or software, or the malfunction or unavailability of the communication platform (i.e., Zoom), internet or phone service being used by the member or the Society.

**5.2.1 Meeting may be Held Entirely by Telephonic or Electronic Means**

The Directors or Members may call a meeting of the members and provide that the meeting be held entirely by telephone or electronic means that provides that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously.

**5.3 Voting**

**5.3.1** **Eligibility to Vote**

See **Article 5.2 Classes of Membership** for voting rights of members

**5.3.2 Method of Voting**

a) Each member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by ordinary resolution, unless otherwise specified.

b) At all meetings of members, every question shall be decided by a show of hands unless a ballot is required by the chair of the meeting or requested by any member. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the chair of the meeting that a resolution has been carried or lost by the required majority and an entry to that effect in the minutes of the Society is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

***IMPORTANT:* ONCA 67(1) Voting by mail or by telephonic or electronic means**

***ONCA default - a member has the right to vote by mail, or by telephonic or electronic means unless your by-laws state otherwise.***

***ACTION: If your Society wants the option to determine if the Society will allow a member to use electronic, mail or telephonic means to vote, then you need to include* section 5.3.2.1 *in your by-laws.***

**5.3.2.1 Electronic, Mail or Telephone Voting**

In addition to voting in person, the Directors may provide for members to vote entirely by mail, telephone or electronic means or a combination of in-person or electronic, mail or telephonic means.

If electronic, mail or telephonic means of voting is allowed, it must:

a) be noted in the meeting notice that voting by electronic, mail or telephonic means is being allowed and instructions for voting and joining the meeting must be provided

b) allow for verification that the votes are made by the members entitled to vote; - ***OPTIONAL but would provide a similar opportunity to verify identify that is allowed at in-person meetings***

*c)* The Society is not responsible if a voting delegate cannot participate fully in the voting process due to delays or issues with Canada Post or due to the malfunction or unavailability of the delegate’s equipment or application, program, or software, or the malfunction or unavailability of the voting platform, or internet being used by the delegate or the Society.

***IMPORTANT:* ONCA Section 64(1.1*) indicates that a member may appoint a proxyholder only if the Society’s articles or by-laws permit it.***

***IMPORTANT: If a Society allows proxy voting:***

* ***The Society must provide a special form that complies with ONCA regulations***
* ***Unless the bylaws restrict it, a proxyholder does not have to be a member***
* ***Society cannot restrict the amount of proxy votes a person has***

**5.3.3 Proxy votes**

Proxy votes are not permitted at any general, annual or special meeting of the Society.

**5.4 – Quorum**

If a quorum is not present at the opening of a meeting of the members, the members present may adjourn the meeting to a fixed time and place, but may not transact any other business.  2010, c. 15, s. 57 (3).

If the meeting is adjourned because of lack of quorum, if it is to be continued within 30 days, if you inform the attendees of the time, date and location of the follow up meeting, members do not need to be given notice of the meeting.

If the meeting will be held partially or entirely by electronic or telephonic means, you must provide instructions about how to attend and participate.

If the follow up meeting continues after 30 days, you must give notice. S.57 (5)–(6)

***IMPORTANT -Quorum must be present at the start of the meeting as per* ONCA Section 57(3) If no opening quorum**

***IMPORTANT - If your bylaws do not specify Quorum, the ONCA default for Quorum for a meeting of the members is a majority of the members entitled to vote at the meeting NOT a majority of the voting members at the meeting.***

***With the ONCA default- if the Society has 100 voting members – ONCA would require at least 51 voting members to be present to have quorum.***

***NOTE: A Society may set the number or percentage they wish for quorum in their by-laws – it may be lower or higher than the ONCA default.***

***IMPORTANT: Ensure that the value that you input for the requirement for quorum is normally achieved at meetings of the membership. For example, if you have 100 voting members and usually 30 voting members attend annual or special meetings, you may specify that quorum is 15 – which is half of the normal number that would attend.***

***ACTION:*** ***Select Option 1 or 2 based on whether Quorum is the same for all Members’ Meetings or different based on if it’s an annual, special or general meeting***. ***Remove other option.***

***Input the***

***1)Specific number of members OR***

***2)[X] percent of membership OR***

***3) the words The majority in the blank space in the lines in Sample 1 or 2***

Members participating by telephone or electronic means are considered to be in person s.55(7)

**SAMPLE 1 *– Quorum is the same for Annual, Special and General Meetings***

\_\_\_\_\_\_\_\_\_\_\_\_\_ of members entitled to vote at the meeting shall constitute a quorum for the transaction of business at a members’ meeting.

**SAMPLE 2** – ***Quorum is different for Annual, Special or General Meetings***

**Annual Meeting** - \_\_\_\_\_\_\_\_\_\_\_\_\_ of members entitled to vote at the meeting shall constitute a quorum for the transaction of business

**Special Meeting** - \_\_\_\_\_\_\_\_\_\_\_\_\_ of members entitled to vote at the meeting shall constitute a quorum for the transaction of business

**General Meeting** - \_\_\_\_\_\_\_\_\_\_\_\_\_ of members entitled to vote at the meeting shall constitute a quorum for the transaction of business

***ACTION:*** ***Select SAMPLE A or B based on whether Quorum is required for the entire meeting or just at the start of the meeting.***

***In addition to determining what Quorum is, Societies should include the process to be followed if Quorum does not continue to be present during the entire meeting and remove other option.***

***NOTE: Default for ONCA is that the meeting can continue without Quorum as long as it is present for the beginning of the business portion of the meeting.***

***IMPORTANT: If your society requires Quorum for the entire meeting, the statement under SAMPLE A must be included in your by-laws.***

**SAMPLE A** - **If Quorum is not present for the entire meeting, meeting cannot proceed**

A quorum must be present throughout the meeting in order for the Members to proceed with the business of the meeting.

**SAMPLE B - If Quorum is not present for the entire meeting, meeting can proceed**

If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

If it becomes apparent that quorum is no longer present, it should be noted in the minutes.

**5.5 Meetings**

**5.5.1. List of Eligible Members**

The secretary (secretary-treasurer) shall have available at members’ meetings, a list of those members eligible to vote and hold office as determined in **Article 5.2 Classes of Membership**

**5.5.2 Annual Meeting**

***ACTION: Input number of days notice and method(s) of notice used by your society.***

***For example* – *Canada Post, personal delivery, email, website, social media***

**5.5.2.1 Notice of Annual Meetings**At least \_\_\_\_\_ days **(at least 14 days as per AHOA legislation)** notice and not more than 50 days ***(ONCA)*** of every annual meeting shall be given by delivery notices of the meeting by \_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_ **(input all the method(s) used in your current process)** to every member of the Society, Directors and Officers and to the auditor or person(s) appointed to conduct the financial review at the last address/email address registered with the Society. The purpose of the meeting shall be stated in such notice and a copy of the agenda shall be included in such notice.

***LEGAL – Can we use the wording “to the auditor or person(s) appointed to conduct the financial review” rather than the wording “to the auditor or person(s) appointed to conduct the audit or review engagement”?***

***Many societies would have 2 people review their financial statements and submit a “Financial Review Certificate” to OMAFRA.***

***ACTION: input time frame For example - the month or specific week (3rd Saturday in November) for the annual meeting and the location. The location can be specific (Fairgrounds) or general (town, township, county)***

***NOTE:* AHOA Section 10(2) Idem *requires that “The time and place of the annual meeting shall be set out in a by-law of the organization”***

**5.5.2.2 Time and Place of Annual Meeting**

The annual meeting shall be held \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ **(input month or time frame)** no more than 15 months after the annual meeting \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ **(input location)**

***LEGAL Need to get legal advice to determine if Section 54(2) would prevent an agricultural society from putting a stipulation in their by-laws regarding how long a person must be a paid member to vote e.g. Must be a paid member for the previous year or they are limited to 50 days.***

**5.5.2.3 Record Date** - ***OPTIONAL***

The Directors may fix a record date for any purpose, including determining members entitled to receive notice of a meeting of members and to vote at the meeting in accordance with ONCA legislation 2010, c. 15, s. 54 (1).

A record date must not be more than 50 days before the day of the event or action to which it relates. 2010, c. 15, s. 54 (2).

***INFO: The information contained in Sections 5.05.2.4* Business to be conducted at the Annual Meeting *has been taken from* OMAFRA Agricultural Society Constitution and By-laws template Article VIII 2) Annual Meeting*; and the* Not-for-Profit Corporations Act, 2010: Standard organizational by-law - Section 9.01 Annual Meeting**

***ONCA section 55??***

**5.5.2.4 Business to be conducted at the Annual Meeting shall include:**

1. receipt of the agenda including resolutions
2. receipt of the minutes of the previous annual and subsequent special meetings
3. a report of the activities and accomplishments of the Society since the last annual meeting
4. consideration of the audited financial statements
5. report of the auditor or person who was appointed to conduct to do the financial review for the previous year
6. Reappointment or new appointment of auditor(s) or person(s) to \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ **(input appropriate option - conduct an audit, OR conduct a review engagement, OR to prepare a financial review certificate)** for the upcoming year
7. election of Directors
8. Such other or special business or resolutions as may be set out in the notice of meeting

No other item of business shall be included on the agenda for annual meeting unless a Member’s resolution has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

***INFO: The following information regarding ‘Financial Review Certificate” is taken from OMAFRA website.***

***After the financial reports are prepared, your organization must appoint two people to review the financial records of the organization.***

***These two individuals should not be:***

* ***on the board***
* ***related to the treasurer***
* ***related to each other***

***There are no other requirements, but it is best to choose people who are familiar with financial matters. The reviewers can be volunteers, either associated or not with your organization***.

***INFO: Information contained in* Section 5.05.1.4 Resolutions by Member *and* 5.05.1.4.1 Notice of Refusal *is based on ONCA Section 56(1) Member’s right to submit and discuss proposals; 56(4) Member to pay cost of including proposal, etc. in notice; 56(6) Exception; and 56(8) Notice of refusal***

**5.5.2.5 Resolutions by Member**

Voting members may submit a resolution to the Board on any matter that the member intends to raise at the Annual Meeting.

The member shall pay any costs of including the proposal in the notice of meeting.

Resolutions shall be delivered to the Society Secretary (or Secretary-Treasurer), in writing, a minimum of 60 days prior to the Annual Meeting. Such resolutions shall be reviewed by the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (i.e. Executive Committee, Board) prior to the Annual Meeting, and the Committee or Board may ask for rewording or clarification from the originator(s).

The corporation is generally required to include member resolutions in the notice of the meeting and, if requested by the member, must include a statement in support of the proposal by the member and the name and address of the member.

The ~~Society~~ Board may refuse to include a member resolution in the meeting notice in certain circumstances:

* the resolution is not submitted to the Society at least 60 days before the date of the meeting;
* it clearly appears that the primary purpose of the resolution is to enforce a personal claim or redress a personal grievance against the Society or its directors, officers, members or debt obligation holders;
* it clearly appears that the resolution does not relate in a significant way to the activities or affairs of the Society;
* not more than two years before the receipt of the resolution, the member failed to present in person, at a meeting of the members, a resolution that had been included in a notice of meeting at the member's request;
* substantially the same resolution was submitted to members in a notice of a meeting of the members held not more than two years before the receipt of the resolution and the resolution was defeated; or
* the rights conferred are being abused to secure publicity.

**5.5.2.5.1 Notice of Refusal**

If the ~~Society~~ Board refuses to include a resolution in a notice of meeting, it shall, within 10 days after the day on which it receives the resolution l, notify the member submitting the resolution l of its intention to omit it from the notice of meeting and of the reasons for the refusal.

**5.5.2.5.2 Notification of Members**

The “*Notice of Meeting”* for any annual, or special ~~or general~~ meeting that will be dealing with resolutions will be required to include a copy all resolutions to member societies and the Board of Directors at least 30 days in advance of the annual meeting with notification that these resolutions and proposed amendments will be considered at the annual meeting

**IMPORTANT:**

**MUST REMOVE By-law 5.5.2.5.3 – We have been informed that this is not permitted under ONCA.**

**~~5.5.2.5.3 Result of Vote is Non-binding~~**

~~The result of the vote on resolutions is non-binding. The Board shall give careful consideration to all resolutions approved by the voting delegates at the annual meeting but has the responsibility to the organization as a whole and may not support a resolution with a view to the best interests of the Society. The Board will respond to the Member and the membership with the final decision and rationale for that decision for all resolutions.~~

**5.5.3 Special Meetings**

***INFO:*** ***Content of*** **5.5.3.1 Calling of Special Meetings** is ***based on ONCA*** **Section 60(1) Members may requisition meeting of members; 60(2) Form; 60 (3) Directors to call requisitioned meeting**

***NOTE - Society by-laws can set a lower percentage than 10%***.

**5.5.3.1 Calling of Special Meetings**

The directors may call a special meeting of the members.

The members of a society who hold at least ten percent (10%) of votes that may be cast at a meeting of the members, may petition the directors to call a special meeting for the transaction of the business mentioned in the petition.

The petition, which may consist of one or several documents of a similar form each signed by one or more members, must state the business to be transacted at the meeting and must be sent to each director and to the society office.

The meeting shall be held within 21 days after receiving the requisition/petition and shall be advertised in the manner prescribed by **By-law 5 - Section** **5.5.3.2 Notice of Special Meeting.**

**5.5.3.2 Notice of Special Meeting**

***ACTION: Input number of days notice and method(s) of notice used by your society.***

***For example* – *Canada Post, personal delivery, email, website, social media***

At least \_\_\_\_\_\_\_\_\_\_\_\_days’ **(at least 10 days)**notice and not more than 50 days ***(ONCA)*** of a

Special Meeting shall be given by delivery notices of the meeting by \_\_\_\_\_\_\_\_\_\_\_\_\_\_ **(input all the method(s) used in your current process)** to each member, each Director and Officer and to the auditor or person(s) appointed to conduct the financial review at the last address/email address registered with the Society. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

**5.5.3.3 Reason for Special Meeting**

1. A Special Meeting will be called to deal with the selling, mortgaging, leasing or otherwise disposing of property owned by the Society.
2. A Special Meeting will be called to deal with removal of Directors/election of new Directors
3. A Special Meeting may be called to deal with modifications to the Society’s Constitution/ Articles and/or By-laws that are required to be dealt with prior to the next Annual Meeting.

If a Special Resolution is required for any votes, it must be passed by 2/3 of eligible voters at the meeting as per **Article 5.2 Classes of Membership**

**5.5.4 General Meetings** - ***OPTIONAL***  **5.5.4.1 Calling of General Meetings –**

The Board may call a General Meeting to discuss and/or vote on topics relating to the Society except for those that require a Special Meeting.

**5.5.4.2 Notice of General Meeting** - ***OPTIONAL***

***ACTION: Input number of days notice and method(s) of notice used by your society.***

***For example* – *Canada Post, personal delivery, email, website, social media***

At least \_\_\_\_\_\_\_\_\_\_\_\_days’ ***(at 10 days)*** notice and not more than 50 days ***(ONCA)*** of Special Meeting shall be given by delivery notices of the meeting by \_\_\_\_\_\_\_\_\_\_\_\_\_\_ **(input all the method(s) used in your current process**  to each member, each Director and Officer and to the auditor or person(s) appointed to conduct the financial review at the last address/email address registered with the Society. Notice of any meeting must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any resolution if any are to be submitted to the meeting.

**5.5.4.3 Reason for General Meeting -** - ***OPTIONAL***

A general meeting may be scheduled on a regular basis or called to deal with any topic or business of the Society that does not deal with property, or the election, discipline or removal of directors.

**5.5.5 Adjournment of Members’ Meetings *-*** ***OPTIONAL***

1. If a meeting is adjourned, as long as the attendees were informed at the time of adjournment of the time, date and location, you do not need to provide notice of the follow up meeting to the members. provided that the meeting of members is adjourned for less than thirty (30) days.
2. If the follow up meeting will be partly or entirely electronic or by phone, then you must provide instructions about how to attend or participate.
3. If a meeting of members is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the adjourned meeting shall be given as per the Society’s bylaws.

**5.5.6 Resolutions in lieu of a Members’ Meeting *OPTIONAL***

A resolution in writing, signed by all the members entitled to vote on that resolution at a meeting of the members shall be as valid as if it had been passed at a members meeting. A copy of every such resolution in writing shall be kept with the minutes of the members. 2010, c. 15, s. 59 (1).

**5.5.7 Error or Omission in Giving Notice *OPTIONAL***

No error or accidental omission in giving notice of any members’ meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

**BY-LAW 6 - MEETINGS OF THE BOARD OF DIRECTORS**

**6.1 Calling of Board Meeting**

A meeting of the Board shall be called by the Secretary upon the direction of the President, or in the President's absence, the 1st Vice President, or by any three members of the Board, by notifying all members of the Board

**6.1.1 Board Meeting**

1. If a quorum is present, the Board of Directors may, without notice, hold its first Board meeting immediately following the annual meeting of the Society.
2. A meeting of the Board shall be called by the Secretary upon direction of the President or any three (3) Directors by sending notice thereof to all of the Directors at least seven (7) days before the time fixed for the meeting. ***(AHOA Section 14 Meetings of the board)***
3. Main agenda items shall be included in the notice of meeting. ***OPTIONAL – but certain topics must be included in notice of meetings as per ONCA***
4. The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each director, and no other notice shall be required for any such meetings.
5. The Board shall meet \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ **(input your society’s rules** e.g. **at least X times annually at such time and in such place as may be designated by the Board OR monthly OR** **1st Monday of the month** - ***OPTIONAL – could be a Society Policy***

***IMPORTANT:*** ***ONCA default - unless otherwise stipulated in the Society bylaws, directors are entitled to request to attend directors’ meetings by telephonic or electronic means.***

***ACTION: If your Society wants the option to determine if a director may request to attend a Board meeting by electronic or telephonic means then you need to include* 6.1.2 Board Meetings by Telephonic or Electronic Mean *or similar section in your by-laws.***

**6.1.2 Board Meetings by Telephonic or Electronic Means**

1. If Board makes the decision to hold an online or hybrid directors’ meeting, the meeting notice will/shall indicate that directors will have the option to participate by telephonic or electronic and the meeting notice will provide all the required information to participate by telephonic or electronic means.
2. The notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
3. If it is not stipulated in the meeting notice, the option to attend by telephonic or electronic means will not be available.
4. Participation by telephonic or electronic means must permit all attendees to communicate adequately with each other during the meeting must provide that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. 2023, c. 9, Sched. 22, s. 3 (2).
5. Any person participating by telephonic or electronic means is deemed to be present at that meeting. Any security, confidentiality, or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
6. Provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall confirm that a quorum is present.
7. In the event of an in-person meeting, the Chair/Secretary may require at least 48 hours notice prior to the start of the meeting that the director would like to participate by telephonic or electronic means due to the time requirements and equipment required to hold a hybrid meeting. ***OPTIONAL***
8. The Society is not responsible if a member cannot participate fully in the meeting by telephonic or by electronic means due to the malfunction or unavailability of the member’s equipment or application, program, or software, or the malfunction or unavailability of the communication platform (i.e., Zoom), internet or phone service being used by the member or the Society

**6.1.3 Quorum**

***IMPORTANT:*** ***ONCA 34(2) Quorum - Quorum is majority of the directors unless stipulated otherwise in Society’s by-laws.***

***ONCA stipulates that quorum must be maintained throughout Board meeting.***

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_members(e.g. half plus 1, ***or*** fifty-one percent, ***or*** A majority) of the Board shall constitute a quorum for a Board meeting.

1. Must maintain quorum throughout Board meetings
2. Where there is no quorum because a director has a conflict of interest, remaining directors are deemed to be a quorum to vote on the resolution.
3. If the members fail to elect the number or the minimum number of directors required by the articles, the directors elected may exercise all the powers of the directors if the number of directors so elected constitutes a quorum

***INFO – ONCA Section .* 23 (5) Qualifications of directors; No alternate directors**

**6.2 No Alternate Directors -**

No person shall act for an absent director at a meeting of directors.

**6.3 Voting**

1. Chair does not have a vote except to break a tie – ***OR Input your Society’s current rule regarding the rights of the President to vote***
2. Each director and ex-officio director shall have one (1) vote on each question raised at any meeting of the Board
3. All questions shall be determined by a majority of the votes cast, unless otherwise specified in the by-laws.
4. At all meetings of the Board, every question shall be decided by a show of hands unless a ballot is required by the chair of the meeting or requested by any director. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Board is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
5. Proxies are not permitted at any meeting of directors.
6. If a director does not agree with a motion passed at a meeting, they must register their dissent as per **By-law 3.4.4 Consent of director at meeting**
7. If a director is not present at a meeting, they will be deemed to have consented to a resolution or an action that was taken unless they provide notice of their dissent as per **By-law 3.4.4 Consent of director at meeting.**

**6.3.1 Electronic or Telephone Voting *SAMPLE* - *OPTIONAL***

In addition to voting in person, the board may provide for directors and ex-officio directors to vote entirely by mail, telephone or electronic means or a combination of in-person or electronic, mail or telephonic means.

If electronic, mail or telephonic means of voting is allowed, it must:

a) be noted in the meeting notice that voting by electronic, mail or telephonic means is being allowed and instructions for voting and joining the meeting must be provided

b) allow for verification that the votes are made by the members entitled to vote; - ***OPTIONAL but would provide a similar opportunity to verify identify that is allowed at in-person meetings***

*c)* The Society is not responsible if a director cannot participate fully in the voting process due to delays or issues with Canada Post or due to the malfunction or unavailability of the delegate’s equipment or application, program, or software, or the malfunction or unavailability of the voting platform, or internet being used by the director or the Society.

**6.3.2 Resolutions in Lieu of a Directors Meeting *OPTIONAL***

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of the Board shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board.

**6.3.3 Error or Omission in Giving Notice *OPTIONAL***

No error or accidental omission in giving notice of any Board meeting or committee meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

***ACTION: if you removed* By-law4.6 Executive Committee, *then remove*** **6.4 Executive Committee Meetings and** **6.1.2 Calling of Executive Committee Meetings and 6.1.3 Notice of Executive Committee Meetings**

**6.4 Executive Committee Meetings**

**6.4.1 Calling of Executive Committee Meetings**

Meetings of the executive may be called by the Executive Director or President. at any time and any place on 7 days’ notice, in writing by electronic mail, before the time fixed for the meeting to each member of the executive, stating the time and place of the meeting.

**6.4.2 Notice of Executive Committee Meetings**

For meetings of the executive, notice shall be given in writing by electronic mail at least 7 days before the meeting, except in case of emergency, when notice by other means of communication will be accepted.

#### **BY-LAW 7 - CONFLICT OF INTEREST AND RENUMERATION** ***- SAMPLE***

***INFORMATION: the section below* 7.1.1 Conflict of Interest - Disclosure *is taken from ONCA section 41.***

***Information on Conflict of Interest may be contained in the Policies***

***The society may wish to include further information on their current by-laws around the Conflict of Interest, for example a section on the prohibition of directors, officers, their family members or close associates from not entering into financial arrangements or other matters with the society.***

***May wish to include a definition of family members.***

***INFORMATION: The Society may wish to include information on Renumeration for directors and officers or Confidentially in their by-laws or policies.***

#### **7.1 Conflict of Interest**

**7.1.1 Disclosure**

In accordance with the Act or any Board by-laws or policies, a Provincial Director or Officer who,

(a) is a party to a material contract or transaction or proposed material contract or transaction with the corporation; or

(b) is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the corporation,

shall disclose to the corporation or request to have entered in the minutes of meetings of the directors the nature and extent of his or her interest. 2010, c. 15, s. 41 (1).

Directors and Officers that have declared that they have a direct, indirect or imputed interest in any matter, contract or transaction:

1. must not take part in the considerations or discussion of:
2. shall not attend any part of a meeting of the directors during which the matter, contract or transaction is discussed
3. shall not vote on any resolution to in regards to the matter unless the matter, contract or transaction is regarding approval for a contract or transaction for a) for indemnity or insurance for directors and officers under **ONCA section** **46 (1) Indemnification of directors and officers**

**7.1.2 Members’ approval**

If all of the directors are required to make disclosure under **Bylaw 7.01** **Conflict of Interest**, the contract or transaction may only be approved by the Society members unless the contract or transaction, is one described in clause (a). for indemnity or insurance.

***IMPORTANT: Societies with charitable status must abide by CRA regulations as to whether or not directors or officers may receive renumeration for any services to the society.***

***ACTION:*** ***If the Society wants to be able to compensate directors, officer or members for services they perform in any other capacity than their duties as director/officer or member, they must include it in their by-laws –* see 7.2 Renumeration.**

***ACTION 2: if they do not want to have that ability – remove* 7.2 Renumeration.**

7.2 Renumeration

**13**(1) No compensation shall be paid to a director, officer or member of an agricultural society or horticultural society for the performance of his or her duties, other than the treasurer, secretary-treasurer or secretary but reasonable expenses incurred by a director, officer or member in the performance of his or her duties may be paid. R.S.O. 1990, c. A.9, s. 13; 2023, c. 20, Sched. 1, s. 2 (1).

(2) Subject to the by-laws of an agricultural society or horticultural society, a director, an officer or a member of the society may receive reasonable remuneration and expenses for any services to the society that he or she performs in any other capacity. 2023, c. 20, Sched. 1, s. 2 (2).

***ACTION: The Society may wish to include a section on Confidentially in their by-laws or in their Policies. Use the sample or include your current by-law or reword to suit your Society’s needs.***

***ACTION: If they don’t wish to include it , remove section* 7.3 Confidentiality**

**7.3 Confidentiality – *OPTIONAL***

Every director, officer, committee member, volunteer and employee shall respect the confidentiality of matters brought before the Board or before any committee of the Board, or any matter dealt with in the course of involvement of such person in the activities of the Society.

**BY-LAW 8 -** **PROTECTION OF DIRECTORS, OFFICERS and others** **- *SAMPLE***

**8.1 Insurance**

The Society shall purchase and maintain appropriate liability insurance for the benefit of the Society and each protected person. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:

* + - 1. property and public liability insurance;
      2. Directors’ and Officers’ insurance; and,

may include such other insurance as the Board sees fit.

* + 1. No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Society.
    2. It shall be the obligation of any person seeking insurance coverage or indemnity from the Society to co-operate fully with the Society in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Society.

**8.2 - Indemnification of Directors, Officers and Others *SAMPLE***

Provided that they have: a) complied with the Acts and the Society’s articles and by-laws; and b) exercised their powers and discharged their duties in accordance with the Acts, the Society shall indemnify and save harmless a director or officer of the Society, a former director or officer of the Society or another individual who acts or acted at the Society's request as a director or officer or in a similar capacity, of another entity, and such person's heirs and legal representatives, against

1. All costs, charges and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in the execution of the duties of their office except costs, charges and expenses as are occasioned by their own willful neglect, default or dishonesty; and
2. All other costs that they sustain or incur in or about or arising from or in relation to the affairs of the Agricultural Society except costs, charges or expenses thereof as are occasioned by their own willful neglect, default or dishonesty.

Review ONCA Section 46 – Indemnification of directors and officers for details

#### ***IMPORTANT: Note as per ONCA Section 46(7), charitable corporations should contact CRA in regards to the purchase of liability insurance for their directors and officers.***

***INFO: The information contained in BY LAW 19 - FINANCES is based on the* OMAFRA Agricultural Society Constitution and By-laws template ARTICLE XII - FINANCES**

#### **BY-LAW 9 – FINANCES - *SAMPLE***

***ACTION – fill in the appropriate blanks in the lines below.***

1. All monies belonging to the Society shall be deposited in an account in the name of the Society at a Branch of a Charter Bank, Credit Union, or other Financial Institution in Canada by any officers or an employee so designated by the Board.
2. No Cheque or any other order for the payment of monies shall be valid unless signed by in accordance with a resolution made by the Board. Cheques to disburse the funds of the Society shall bear the signatures of \_\_\_\_\_\_\_\_\_ ***(#of persons)*** signing officer(s). The signing authority by titles will be established as follows; President, ***\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Input 2 of the following position titles - Chair of the Board, 1st Vice President, Secretary, Treasurer, Manager or other person in a position of authority of the Society.*)**
3. The fiscal year of the Society shall be from \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ to \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.
4. All expenditures for items in excess of $\_\_\_\_\_\_\_\_\_\_\_ that are not included in the budget for the current fiscal year shall require approval by a motion passed at Board of Directors or general meeting. **OPTIONAL**
5. The financial records of the Society shall be subject to \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ **(input one of the following - an audit by a qualified accountant; OR a review engagement by a qualified accountant OR preparation of a financial review certificate** **by two persons that were appointed at the Annual Meeting).**
6. The financial accounts and other books of the Society shall be made available for inspection by members upon reasonable request.

***INFO: The information contained in BY LAW 10 - ADMINISTRATION is based on the* OMAFRA Agricultural Society Constitution and By-laws template ARTICLE XIII – ADMINISTRATION**

**BY-LAW 10 – ADMINISTRATION - *SAMPLE***

***ACTION – input the titles of the positions that have signing authority***

**10.1 Execution of Documents**

1. Deeds, transfers, contracts obligations, and other instruments in writing requiring execution by the Society may be signed by any two of three of the designated signing officers. The signing authority by titles will be established as follows; President, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ ***\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Input 2 of the following position titles - Chair of the Board, 1st Vice President, Secretary, Treasurer, Manager or other person in a position of authority of the Society.***)
2. In addition, the executive 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.
3. Any member of the executive may certify a copy of any instrument, resolution, by-law or other document of the Society to be a true copy thereof

***INFORMATION:* 10.2 Records of the Society *- ONCA requires a corporation to keep track of information/documents such as waiver or consent of director or members to receive notice of meetings; director or officer conflicts of interest; director’s vote against a resolution at a Board meeting and the reason; the board notice refusing to include a member’s proposal/resolution in the agenda of a member’s meeting, etc.***

**10.2 Records of the Society**

The Board of Directors shall from time to time ensure that the books and records prescribed are kept by the Society and such books, together with all other records shall be open to inspection with reasonable notice. ***(****can specify)*

Officers of a Society are responsible for the safe custody of but not limited to the following records and documents:

1. A register of any Society monetary investments or capital investments.
2. deeds, title papers and other documents relating to the Society's property;
3. at least one copy of the minutes of all member, Board or committee meetings;
4. text of resolutions passed at any member or Board meetings;
5. Association’s constitution, articles, by-laws, as well as any amendments to them;
6. Registry of directors, officers and members as per **ONCA O. Reg. 395/21: GENERAL Corporate registers 6. (1), (2), (3).**
7. Financial books and records and books as required by the AHOA or ONCA regulations or Society articles, by-laws or policies.
8. Record of any other information as required by the AHOA or ONCA regulations or Society articles, by-laws or policies.
9. All records of the Society will be kept \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ **(input location)** for the period of time as specified in the appropriate government regulations. Records may be stored in either paper and/or digital format.
10. ***INFO*:** ***Retention of records varies between 6 years (ONCA), 7 years (CRA), 2 years after dissolution or permanently i.e. meeting minutes***

**BY-LAW 11 – BOARD POLICIES – OPTIONAL**

The Board may make any policies with regard to any matter not inconsistent with the Acts or the Articles and By-Laws.

**BY-LAW 12 – OWNERSHIP OF PROPERTY - OPTIONAL**

**Society may wish to input information regarding society property/real estate.**

**Should we add samples?**

**BY-LAW 13 - RULES OF ORDER – *OPTIONAL***

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Rules of Order version \_\_\_\_\_ shall govern the Society on all matters not covered by the By-laws.

**BY-LAW 14 – AMENDMENTS TO THE CONSTITUTION, ARTICLES and BY-LAWS - *SAMPLE***

**14.1 Amendment of Constitution, Articles, and By-laws**

This Constitution and Articles of the Society may be made and/or adopted, amended or repealed by a two-thirds majority vote of those members in attendance at a properly convened annual meeting or special meeting of which notice has been given in the manner provided by **BY-LAW 5 – Section 5.5.11 Notice of Annual Meetings***.*

**14.2 Origin of Amendments to the Constitution, Articles and Bylaws**

Amendments may originate from:

* The Board
* Any voting member in good standing with the Society as per Article **5.2 Classes of Membership**

**14.2.1 Submission of Amendments to the Constitution, Articles or By-laws**

Amendments in the form of a written resolution to the Constitution, Articles or By-laws shall be delivered to the Society by midnight 60 days prior to the annual meeting or 21 days prior to a special meeting.

**14.3 Changes to Constitution, Articles, and By-laws**

**14.3.1 Changes to the Constitution, Articles, and Bylaws**

Changes to the Constitution, Articles, and Bylaws that are approved at the annual meeting of the Society shall be effective immediately unless otherwise specified.

**IMPORTANT:**

**MUST REMOVE By-law 14.3.2 – We have been informed that this is not permitted under ONCA.**

**~~14.3.2 Result of Vote is Non-Binding~~**

~~As per by-law~~ **~~5.5.2.5.3 Result of Vote is non-binding,~~** ~~the Board shall give careful consideration to all resolutions approved by the voting delegates at an annual or special meeting but has the responsibility to the organization as a whole and may decide to not support a resolution with a view to the best interests of the Society.~~

***IMPORTANT: ONCA default is that Directors can make, amend or repeal by-laws of the activities or affairs of the corporation providing the by-law is submitted at the next meeting of the members to be confirmed, or rejected or amended.***

***If the Society does not want Directors to have the ability to make, amend or repeal most bylaws then they must stipulate that in the Society by-laws.***

***ACTION: Society may wish to include* 14.3.3 Bylaws *and* 14.3.3.1 Changes to the by-laws approved by the Board of Directors *for information purposes. If those sections are not included, they will still be in effect as the ONCA default.***

***Remove SAMPLE 2***

***ACTION: IF the Society does not want the Directors to have the ability to make, amend or repeal any by-law that regulates the activities or affairs of the corporation, they must stipulate that in their by-laws and should remove SAMPLE 1 Sections* 14.3.3 Bylaws *and* 14.3.3.1 Changes to the by-laws approved by the Board of Directors *and use SAMPLE 2 14.3.3***

**SAMPLE 1 – *ONCA DEFAULT – Directors can make, amend or repeal most by-laws*.**

**14.3.3 Bylaws**

The directors may make, amend or repeal any by-law that regulates the activities or affairs of the corporation, except in respect of the following matters, which require a special resolution of members:

1. an addition, change or removal of a provision respecting membership transfer;
2. a change in the persons to whom property of the corporation is to be distributed on liquidation after liabilities are discharged;
3. a change in the manner of giving notice to members entitled to vote at a meeting of members; and
4. a change in the method of voting by members not in attendance at a meeting of members.

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**14.3.3.1 Changes to the by-laws approved by the Board of Directors *OPTIONAL – see above***

Changes to the by-laws that are approved at a meeting of the Board of Directors shall be effective immediately unless otherwise specified.

The directors shall submit the by-law, amendment or repeal to the members at the next meeting of the members, and the members may confirm, reject or amend the by-law, amendment or repeal by ordinary resolution.

Changes that are not put to the next meeting of the members or approved by the members at the next meeting of the members will be rescinded effective immediately.

**SAMPLE 2** – ***Members make, amend or repeal all bylaws of the Society at members meetings***

**14.3.3 Bylaws**

The Bylaws of the Society may be made and/or adopted, amended or repealed by a majority vote of those members in attendance at a properly convened annual meeting or special meeting of which notice has been given in the manner provided by **BY-LAW 5 5.5.11 Notice of Annual Meetings***.*

**14.4 Approval of Minister (OMAFRA) for Amendment to Articles**

The Association shall submit amended articles of incorporation that have been approved by a special resolution of the membership to the Minister (OMAFRA) for approval.

**14.3 Changes in AHOA and ONCA**

All regulations as set forth in the *Agricultural and Horticultural Organizations Act*, or the *Ontario Not-for Profit Act* as they may be revised from time to time, shall become a part of this constitution.

**BY-LAW 15 – ADOPTION - *SAMPLE***

This constitution, articles and by-laws adopted at an annual or special meeting of the Society shall become effective date and remain so until amendment or repeal.

Approved and adopted as amended at the Annual Meeting of the \_\_\_\_\_\_\_\_\_\_\_\_Agricultural Society, Mmm, dd, yyyy

Signed

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (input President’s name)

***Recommended that the Society includes a list of each date the Bylaws were amended and if it was the annual or special meeting***

Amended at the Annual Meeting, Mmmmm dd, 20XX Signed \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, President

Amended at the Special Meeting, Mmmmm dd, 20XX Signed \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, President