

CONSTITUTION, ARTICLES AND BY-LAWS
ONTARIO ASSOCIATION OF AGRICULTURAL SOCIETIES



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ARTICLE 1 - NAME AND INCORPORATION

The name shall be as adopted at the Annual Meeting on February 8, 1935: The **ONTARIO ASSOCIATION OF AGRICULTURAL SOCIETIES** (OAAS) currently incorporated under the *Agricultural and Horticultural Organizations Act (1990)*, hereinafter known as the “Association”.

ARTICLE 2 - HEAD OFFICE AND STAFF

The head office of the Association shall be the office of the Executive Director and within the Province of Ontario. All staff shall have a permanent residence within the Province of Ontario.

ARTICLE 3 - ORGANIZATION TYPE

The OAAS qualifies as an “association” under Section 22 of the AHOA.

ARTICLE 4 - OBJECTS

The object of the Association shall be to provide leadership, guidance, education, and resources to assist Agricultural Societies to adhere to the objects of the Agricultural Societies under Section 28 of the Act by:

- A.** the holding of an annual meeting for member Societies which includes presentation of a report of the activities of the organization during the previous year and the audited financial statement for the previous year.
- B.** the holding of an annual convention as an educational forum for the exchange of ideas and to deal with matters of common concern, encouragement, and communications.
- C.** the holding of district meetings and activities for the mutual benefit, co-operation, and promotion of all member Societies.
- D.** the provision of awards to recognize deserving recipients for service to their local Agricultural Societies and/or the Association.
- E.** acting as a single voice on behalf of all Agricultural Societies in Ontario.
- F.** encouraging Agricultural Societies to include all members of their membership in activities.
- G.** providing educational opportunities related to agriculture and rural life.
- H.** promoting the sale and export of agricultural products.

BY-LAW 1 – GENERAL

1.1 Definitions

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

- a) “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;
- b) “Director” (OMAFRA) means the person appointed as Director under section 4 of AHOA; (“directeur”)¹
- c) “Minister” (OMAFRA) means the Minister of Agriculture, Food and Agribusiness; (“ministre”)²
- d) “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;
- e) “Director” (MGCS) – refers to the person appointed as Director under Section 6 of ONCA³
- f) “Society” means an agricultural society that is a member society, in good standing with the OAAS;
- g) “annual meeting” - means an annual meeting of members, as provided in the AHOA section 10(1). Formerly known as ‘annual general meeting’ or ‘AGM’.
- h) “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;⁴
- i) “board” means the board of directors of an organization; (“conseil”)⁵
- j) “Board” means the Provincial Board of Directors of the Ontario Association of Agricultural Societies and includes the Executive (OAAS)
- k) “Board meeting” – means regular meeting of the executive and directors of the OAAS Board
- l) “by-laws” means this by-law (including the schedules to this by-law) and all other by-laws of the Association as amended and which are, from time to time, in force;
- m) “chair” means the chair of the Board, being the President of the Association, as elected/appointed from time to time.
- n) “constitution” – under the AHOA – is the term that refers to the foundational document that contains the Association’s articles. ONCA uses the term “Articles of Incorporation” and not constitution.
- o) “director” - means an individual occupying the position of director of a corporation by whatever name he or she is called;⁶
- p) “directors” means the elected Provincial Directors and the Executive of the Association; (OAAS)
- q) “executive” means the Chair/President, First Vice President, Second Vice President, Past President, and Member-at-Large.
- r) “general meeting” – means a meeting of the members called to discuss items other than those relating to changes in articles or by-laws or discipline or removal of directors.
- s) “material” – *Important; more or less necessary; having influence or effect – in relationship to a contract or transaction.*

¹ R.S.O. 1990, c. A.9, s. 1; 2009, c. 33, Sched. 1, s. 2 (1). Definitions

² R.S.O. 1990, c. A.9, s. 1; 2009, c. 33, Sched. 1, s. 2 (1). Definitions

³ 2010. c. 15, s. 1 (1) Definitions

⁴ 2010. c. 15, s. 1 (1) Definitions

⁵ R.S.O. 1990, c. A.9, s. 1; 2009, c. 33, Sched. 1, s. 2 (1). Definitions

⁶ 2010. c. 15, s. 1 (1) Definitions

- t) “member” - means any Agricultural Society as incorporated and in good standing under the provisions of the Agricultural and Horticultural Organizations Act, (1990) and/or any Associate Member and current in the payment of the prescribed OAAS annual membership fee.
- u) “members” means the collective membership of the Association
- v) “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); ⁷
- w) “officers” means the Chair, President, Past President, First Vice President, Second Vice President, (OAAS), and Treasurer and Secretary
- x) “organization” means an agricultural association, agricultural society or horticultural society to which the AHOA applies. ⁸
- y) “Provincial Director” means a director elected or appointed by their district to the OAAS Board
- z) “president” means the president of the Association as elected/appointed by the Association’s Board of Directors. The president shall also occupy the position of chair.
- aa) “resolution” under the AHOA is the equivalent of a ‘Proposal’ under the ONCA regulations
- bb) “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 Association entitled to vote at a meeting of the members.⁹
- cc) “special resolution” - means a resolution that, (a) is submitted to an annual or special meeting of the members and passed at the meeting, with or without amendment, by at least two-thirds (2/3rds) of the votes cast, or (b) consented to by each member of the Association entitled to vote at a meeting of the members.
- dd) “public benefit corporation” - means (a) a charitable corporation, or (b) a non-charitable corporation that receives more than \$10,000 in a financial year (i) in the form of donations or gifts from persons who are not members, directors, officers or employees of the corporation or (ii) in the forms of grants or similar financial assistance from the federal government or a provincial or municipal government or an agency of any such government.¹⁰ Non-charitable corporations that hit the threshold in one financial year will become Public Benefit Corporations (PBC) for the next financial year. Non-charitable corporations would cease to be a PBC at the end of that financial year if they no longer hit the \$10,000 threshold.
- ee) “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;
- ff) “previous year” - for the purposes of this document it refers to the Association’s fiscal year between December 1st and November 30th prior to the Annual Meeting in February

⁷ 2010. c. 15, s. 1 (1) Definitions

⁸ R.S.O. 1990, c. A.9, s. 1; 2009, c. 33, Sched. 1, s. 2 (1). Definitions

⁹ 2010. c. 15, s. 1 (1) Definitions

¹⁰ 2010. c. 15, s. 1 (1) Definitions

1.2 Interpretation

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.

1.3 Authority

The Association 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 Association 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 Association 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 Association and their member Societies are separate and distinct legal entities, and neither shall have the authority to bind, or shall be liable for, the acts of the other.

BY-LAW 2 – MEMBERSHIP

2.1 Number of Classes

The Association has 16 classes of membership.

2.2 Classes of Members

2.2.1 Agricultural Societies

2.2.1.1 District Classes

- a) Agricultural Society - District 1
- b) Agricultural Society - District 2
- c) Agricultural Society - District 3
- d) Agricultural Society - District 4
- e) Agricultural Society - District 5
- f) Agricultural Society - District 6
- g) Agricultural Society - District 7
- h) Agricultural Society - District 8
- i) Agricultural Society - District 9
- j) Agricultural Society - District 10
- k) Agricultural Society - District 11
- l) Agricultural Society - District 12
- m) Agricultural Society - District 13
- n) Agricultural Society - District 14
- o) Agricultural Society - District 15

2.2.1.2 Eligibility of Agricultural Society

Any Agricultural Society incorporated and in good standing under the provisions of the *Agricultural and Horticultural Organizations Act*, (1990) shall be eligible for membership in the Association upon payment of the prescribed annual membership fee.

2.2.1.3 Voting Rights of Agricultural Society

Member agricultural societies mentioned in **Section 2.2.1.2 Eligibility of Agricultural Society**, in good standing with the OAAS, shall be allowed voting rights as per the provisions in **By-law 2.5 Privileges of Membership**.

Each member agricultural society shall be entitled to appoint three voting delegates to the annual, special, or general meetings of the Association. To be eligible to vote, the three voting delegates must be members in good standing of their agricultural society and must have reached the age of eighteen by the date of the meeting.

2.2.2 Associate Member

2.2.2.1 Eligibility of Associate Member

Associate Membership status may be allowed to organizations, associations, or non-Ontario Agricultural Societies that support the work of the Association and our Agricultural Societies in Ontario.

2.2.2.2 Voting Rights of Associate Member

Associate Members shall not have voting privileges

2.3 Payment of Fees

Members must deliver payment of the annual membership fee to the Association by December 1st to remain “in good standing”. Late fees will be assessed as per OAAS Policies.

The Membership Fee shall be determined from time to time by the Board of Directors and recorded in an Association Policy.

2.4 Renewal of Membership

Membership term is 1 year – with the term beginning December 1st and ending November 30th.

2.4.1 Notice of Renewal of Membership dates will be:

- a) Emailed to the main contact at their most recent contact information provided by the agricultural society or Associate Member for the OAAS database.
- b) May also be emailed to the society treasurer if an email was provided for them by the agricultural society.

2.5 Privileges of Membership

- a) Every member in good standing is entitled to:
 - i) receive notice of, attend, or speak at any annual, special, or general meeting of the membership.
 - ii) to participate in the activities of the Association as shall be defined by the Board of Directors each year,
- b) In addition, every member agricultural society (voting members) in good standing is:
 - i) entitled to appoint three voting delegates to the annual meeting, special or general meetings of the Association. The three voting delegates must be members in good standing of their agricultural society and have reached the age of eighteen by the date of the meeting.
 - ii) eligible to submit resolutions to the Association as per the requirements in **By-law 5 - 5.5.1.4 Resolutions**

2.6 Transfer of Membership

Membership in any form is not transferrable.

2.7 Termination of Membership

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

- a) the member’s term of membership expires, and the member has not paid their fees in accordance with **By-law 2.2 Payment of Fees**.
- b) the member agricultural society is no longer incorporated and in good standing under the provisions of the *Agricultural and Horticultural Organizations Act*.
- c) the resignation in writing of a member.
- d) the insolvency or dissolution, as applicable, of a member.
- e) the member is expelled, or the membership is otherwise terminated in accordance with the articles or by-laws of the Association; or
- f) The member fails to comply with the Association’s constitution, code of conduct or by-laws, subject to disciplinary proceedings as described herein this section 2.8.

2.8 Disciplinary Act or Termination of Membership for Cause

All members (including Agricultural Societies, Associate Members, their directors, staff, members, or their representatives) shall act appropriately and treat Association Directors, officers, staff, volunteers, and other members, with courtesy and respect at all times. Repeated or serious offences may result in the removal as a member of the Association.

- a) 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 Association.
 - ii) carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion.
- b) In the event the Board determines that a member should be disciplined or terminated from membership in the Association, 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 reasons for the proposed disciplinary action or the termination of membership.
- c) 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.

Written notice of proposed disciplinary action or the termination of membership shall be sent via Registered Mail and email to the last address provided by the member when they became/renewed their membership.

- d) If 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 Association.
- e) If written submissions are received in accordance with this **Section 2.8 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.

2.9 Refusal of Membership

The Association reserves the right to refuse membership to:

- a) any member whose membership in this Association has been terminated as per **Section 2.8 Disciplinary Act or Termination of Membership for Cause**
- b) any member who is on record carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion
- c) any previous, current or potential Society or Associate Member whose actions, policies or beliefs do not align with the 'Objects' or Policies of the Association

BY-LAW 3 – PROVINCIAL BOARD

3.1 Number of Directors

The Board of Directors shall consist of up to 17 directors elected in accordance with '**By-law 3.3 Composition of the Board of Directors**' of the Association, including 2 ex-officio directors as per **By-law 3.2 ex-officio Directors**.

One person may be elected as the Provincial Director from each district in accordance with '**By-law 8.6 Provincial Directors**'.

3.2 Ex-officio Directors

The President and immediate Past President of the Board shall be considered ex-officio directors and part of the Board of Directors.

3.3 Composition of the Board Of Directors:

The Board of Directors of the Association shall include:

- One person elected as Provincial Director from each district in accordance with **By-law 8.6 Provincial Directors**

In addition, to the following ex-officio directors:

- Chair, President
- Past President

3.3.1 Terms of Office

- a) Provincial Directors shall be elected for a term of three years.
- b) each district shall elect a Provincial Director as per the OAAS Appendices Schedule H.
- c) the term of office shall commence immediately following the annual convention of the Association in the year of election or immediately following their election if a director is replaced mid-term.
- d) Directors not holding the position of President or Vice President will be eligible to serve for three consecutive terms.
- e) Directors who hold the position of President or Vice President will be eligible to serve four consecutive terms as Directors.
- f) Provincial Directors will be eligible to serve once again after an absence of one three-year term from Board Membership

where a director was appointed to fill an unexpired term of a director, the partial term shall be excluded from the calculation of the maximum years of service

3.4 Election of Provincial Directors

3.4.1 – Eligibility and Qualifications

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

3.4.1.1 – Eligibility

- a) all candidates for the position of director shall be members in good standing of an agricultural society. The society must be a member in good standing of the Ontario Association of Agricultural Societies as set out in By-law 2 above.
- b) a person must have reached the age of 18 as of the date of the election.
- c) all candidates for the director position must have a permanent residence within the Province of Ontario.

3.4.1.2 Qualifications for the 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 during their term as director.

- a) must be an individual and be at least eighteen (18) years of age as of the date of their selection as a director.
- b) must not have the status of bankrupt.
- c) 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.
- d) must not be a person who has been declared incapable by any court in Canada or elsewhere;¹¹
- e) 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 her term of office.
- f) must continue to be a member in good standing of an Agricultural Society who is a member of the Ontario Association of Agricultural Societies as set out in the By-law 2. They must remain in good standing for the duration of the director's term.
- g) must have a permanent residence within the Province of Ontario.
- h) 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 OAAS policy regarding attendance at regular Board and committee meetings to continue to meet the qualifications of a director.
must sign the Association's Code of Conduct document within 10 days of being elected as a director.
- i) must abide by the Code of Conduct.
The Board shall investigate all violations of the Code of Conduct by its directors, observed by the Board, or brought to their attention.
Board members must meet the criteria set out in the OAAS Policy regarding the 'Code of Conduct' document to continue to meet the qualifications of a director.
- j) must provide the appropriate Police Records Check (PRC) within the number of days indicated in Board Policies 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 approval is still being reviewed by the police force.
- k) abide by the Conflict-of-Interest guidelines as per **By-law 7.1 Conflict of Interest**. A deliberate ignoring of the Conflict-of-Interest guidelines resulting in substantial material or personal gain for the director or officer, their company or immediate family will be considered as not meeting the qualifications of a director, and the person will cease to be a director.
- l) not have been convicted of a Criminal Code offence for which a pardon has not been granted.

3.4.1.3 – Director ceases to meet Qualifications

If a person ceases to meet the qualifications as provided in section **3.4.1.2 Qualifications for the Director Position**, the person thereupon ceases to be a Director. and the vacancy so created may be filled in the manner prescribed by Section **3.5.3 Filling Vacancies**

3.4.2 Confirmation by Membership

The election of the Board of Directors shall be confirmed by a vote of the membership at the annual meeting.

3.5 Resignation, Departure or Removal of Provincial Director

3.5.1 Vacation of Office of Director

The office of a director shall be vacated immediately:

- a) if the director resigns office by written notice to the Association, which resignation shall

¹¹ 2010, c. 15, s. 23 (1) Qualifications of directors

be effective when it is received by the Association or at the time specified in the notice, whichever is later.

- b) if the director dies or becomes bankrupt.
- c) if the director is found to be incapable by a court or incapable of managing property under Ontario law; or
- d) 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.
- e) if the director no longer meets the 'Qualifications' of the position listed under **3.4.1.2 Qualifications for the Director Position**.

3.5.2 Removal of Provincial Director by Members before expiration of the Director's term of office

The member Societies within a district may, by ordinary resolution at a special meeting, remove their Provincial Director.

3.5.2.1 Calling of a Special Meeting for the Removal of a Provincial Director.

A signed petition of at least 10% of the member societies of a district of the Association shall constitute the call of a special meeting of the membership for the removal of a Provincial Director.

The petition, which may consist of one or several documents of similar form each signed by one or more members, shall include the reasons or rationale for the meeting and must be sent to each Provincial Director, ex-officio director on the OAAS Board, and OAAS Executive Director.

3.5.2.2 Notice of Special Meeting for the Removal of a Provincial Director.

Upon the OAAS Executive Director receiving the petition, they shall contact the District Committee immediately. The Executive Director in conjunction with the District Committee 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 secretaries of the member societies, 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 Provincial Director must,

- a) state the nature of the reasons for removal in sufficient detail to permit a member to form a reasoned judgment on the business and
- b) state the text of any special resolution to be submitted to the meeting

3.5.2.3 Notice to Provincial Director Regarding a Petition for Their Removal

Written notice of the petition, by Registered Mail and by email, within 10 days of receipt of the petition by the OAAS Executive Director shall be sent to the Provincial Director mentioned in the petition to advise them of the petition.

3.5.2.4 Rights of Provincial Director

- a) the Provincial Director is entitled to give the OAAS Executive Director 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 OAAS member societies for that district.
- b) any member, including the Provincial Director that is the subject of the petition, is entitled to speak at a special meeting
- c) passing of an ordinary resolution at the special meeting is required to remove the director

3.6 Filling Vacancy of Provincial Director position

3.6.1 Filling Vacancy after Removal of a Provincial Director

A vacancy on the Board shall be filled in the following order, and the director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Provincial Director's predecessor:

- a) a vacancy created by the removal of a Provincial Director may be filled at the special meeting of the members at which the director is removed.
- b) a vacancy created by the removal of a Provincial Director may be filled by a vote of the members at a special meeting called to fill the vacancy.
- c) district representatives, in consultation with the OAAS Executive Director, may appoint a Provincial Director.

3.6.2 Filling Vacancy after Resignation or Death of a Provincial Director

A vacancy on the Board shall be filled in the following order, and the director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Provincial Director's predecessor:

- a) a vacancy created by the resignation or death of a Provincial Director may be filled by a vote of the members of the impacted district at a special meeting called to fill the vacancy.
- b) District representatives, in consultation with the OAAS Executive Director, may appoint a Provincial Director.

3.6.3 Unfilled Vacancies

If a district(s) is unable or unwilling to select, elect or appoint a Provincial Director to represent their district on the Board of Directors for the current term, the position(s) can remain vacant until the district(s) fills the position(s) as long as the remaining number of directors constitute a quorum.

In the case of a vacant position, information that would typically be provided to the Provincial Director to share with the District Committee and/or District Agricultural Societies will be sent to the District Secretary or District Secretary/Treasurer.

- a) Where members fail to elect the required number of directors, the elected directors (provided there is a quorum) may exercise all directors' powers.
- b) If the number of directors falls below 11 at any time, the Board shall immediately call elections in each District without a Provincial Director.

3.7 Duties and Powers of Directors

3.7.1 Standard of Care

Every director, in exercising their powers and discharging their duties to the Association, shall act honestly and in good faith with a view to the best interests of the Association and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.¹²

3.7.2 Duty to Comply

Every director and officer shall comply with,

- a) the AHOA, ONCA and the regulations, and
- b) the Association's Constitution, By-laws, and Policies¹³

3.7.3 Duties of Directors

- a) The Provincial Directors shall assume responsibility for providing leadership and resources for the enhancement and promotion of agricultural societies.

¹² 2010, c. 15, s. 43 (1). Duties of directors and officers; Standard of care

¹³ 2010, c. 15, s. 43 (2). Duties of directors and officers; Duty to comply with Act, etc.

- b) the directors of the Association shall direct and supervise the management of all its activities and affairs.
- c) where members fail to elect the required number of directors, elected directors (provided there is a quorum) may exercise all directors' powers.¹⁴
- d) between annual meetings, the Association shall be governed by the Board of Directors. The management, direction, and control of the affairs of the Association, including control over the Association's funds, properties, other assets, and revenue raising, shall be vested to the Board of Directors.
- e) the Board of Directors shall have the authority to develop and approve policies and procedures regarding any matter not inconsistent with the Acts or the by-laws.
- f) a director shall perform all required functions as a member of the Board of Directors as provided for in this Constitution and By-laws and the Association Policies.

Refer to the 'OAAS *Provincial Director Roles and Responsibilities Appendix D*' for complete details listing their roles and responsibilities.

3.7.4 Consent of the Director at a 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,

- a) the director's dissent is entered in the minutes of the meeting;
- b) the director requests that his or her dissent be entered in the minutes of the meeting;
- c) the director gives his or her dissent to the recording secretary of the meeting before the meeting is terminated or
- d) the director submits his or her dissent immediately after the meeting is terminated to the corporation.¹⁵
- e) a director who votes for or consents to a resolution is not entitled to dissent.¹⁶
- f) 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,
 - i. causes his or her dissent to be placed with the minutes of the meeting; or
 - ii. submits his or her dissent in writing to the corporation.¹⁷

3.8 Committees

3.8.1 Establishment of Committees

- a) the incoming executive will appoint directors to committees.
- b) the Board may dissolve any committee by resolution at any time.
- c) the Board may establish committees from time to time to conduct its business more effectively.
- d) Ad hoc committees may be appointed by the Board as required.
- e) all committees are accountable to the Board of Directors.

Refer to the 'OAAS *Policy Manual*' for complete details listing the current Committees and descriptions and Terms of Reference.

3.8.2 Terms of reference for all committees

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

- a) the status of the committee (standing or ad hoc).
- b) the type of committee (discussion, working, task force, etc.).

¹⁴ 2010, c. 15, s. 41 (6) Disclosure: conflict of interest; Remaining directors deemed quorum

¹⁵ 2010, c. 15, s. 45 (1). Consent of director at meeting

¹⁶ 2010, c. 15, s. 45 (1). Consent of director at meeting

¹⁷ 2010, c. 15, s. 45 (3). Consent of director at meeting; Same

- c) the overall purpose.
- d) any specific directives defining goals or tasks.
- e) requirement to create and submit minutes of committee meetings
- f) the relationship to any other overlapping activities of the Society.
- g) 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.
- h) the assignment of any staff or associate members.
- i) any special mode of operation.
- j) an upper limit of expenses the committee can incur.
- k) whether a committee may have a separate bank account and what guidelines must be adhered to
- l) the preferred time and method for reporting.
- m) committee shall consist of directors or members of a member Agricultural Society and may include persons with knowledge or experience related to the committee.
- n) minimum number of directors on the committee if non-directors are allowed to serve on the committee.

3.8.3 Limits on Authority of Committees

No committee has the authority to:

- a) bind the Society;
- b) submit to the members any question or matter requiring approval of the members
- c) fill a vacancy among the directors or in the office of auditor of the Society, if applicable
- d) appoint additional directors
- e) issue debt obligations except as authorized by the Board
- f) approve any financial statements
- g) create a bank account without authorization of the Board
- h) adopt, amend, or repeal any by-law or
- i) establish contributions to be made or dues to be paid by members

BY-LAW 4 – OFFICERS

4.1 Officers

4.1.1 Standard of Care

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

- a) act honestly and in good faith with a view to the best interests of the Association and
- b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances¹⁸

4.1.2 Duty to Comply

Every officer shall comply with,

- a) the AHOA, ONCA and the regulations, and
- b) the Association's Constitution, By-laws, and Policies ¹⁹

4.1.3 Election of Officers

The Board shall elect a full slate of officers from the names of members of the OAAS Board of Directors presented by the Nomination Committee and from nominations from the floor:

- President of the Association and Chair of the Board
- First Vice President and Vice-chair of the Board,
- Second Vice President
- shall install the Past President.

The election takes place at the fall OAAS Board meeting and comes into effect following the annual meeting.

4.1.3.1 Member-at-Large

The Board shall appoint or elect from among the Provincial Directors a Member-at-Large at its first meeting following the annual meeting of the Association.

4.1.3.2 Treasurer

The Board shall appoint the Executive Director to be the Treasurer immediately upon their start of employment and annually at the first meeting, immediately following the annual meeting of the Association.

4.1.3.3 Secretary

The Board shall appoint the Administrative Assistant to be the Secretary immediately upon their start of employment and annually at the first meeting, immediately following the annual meeting of the Association.

4.1.4 Terms of Office of Officers

- Officers may be elected for the following length of terms:
 - Chair, Vice-Chair, President, Vice President(s) - for a term of one (1) year and shall be eligible for re-election at the end of the term to a maximum of two (2) terms
 - Past-President – for the term of the current President
 - Treasurer – annually and for the length of their employment
 - Secretary – annually and for the length of their employment

4.1.5 Office held at Board's discretion

Officers shall cease to hold office until the earlier of:

- a) the officer's successor being appointed or expiration of their term of office, if applicable
- b) the officer's resignation, or
- c) such officer's death.

¹⁸ 2010, c. 15, s. 43 (1). Duties of directors and officers; Standard of care

¹⁹ 2010, c. 15, s. 43 (2). Duties of directors and officers; Duty to comply with Act, etc.

- d) 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.

4.1.6 – Qualifications and Duties of Officers

Refer to the 'OAAS Board Operations Policies 2.6' for complete details listing their roles and responsibilities.

- a) Officers must abide by the Conflict-of-Interest guidelines as per **By-law 7.1 Conflict of Interest**. A deliberate ignoring of the Conflict-of-Interest guidelines resulting in substantial material or personal gain for the officer, their company or immediate family will be considered as grounds to be removed from their position.
- b) the Board retains the right to determine if an officer has unknowingly violated the Conflict-of-Interest and/or the violations is considered to be minor and are still qualified for the position. The Board may apply sanctions or discipline in this case. Deliberate, repeated, or serious violations of the Conflict-of-Interest guidelines by an officer shall require a Board to remove the officer from their position.

4.1.6.1 The President of the Association shall:

- Be a member in good standing of an Agricultural Society which is in good standing with the Association
- Be an ex-officio director of the Association
- Hold the office of Chair as well
- Be responsible for management and supervision of the affairs and operations of the Association
- Have signing authority
- Represent and promote the organization
- If they are chairing the meeting, they will have no vote unless there is a tie in voting
- Be an ex-officio member of all committees

4.1.6.1.1 The Chair of the Board shall:

- Be a member in good standing and a director or ex-officio director
- Hold the office of President as well
- Chair all Board and member meetings
- Have no vote unless there is a tie in voting

4.1.6.2 The First Vice President of the Association shall:

- Be a member in good standing of an Agricultural Society which is in good standing with the Association
- Be a director of the Association
- Carry out duties as prescribed by the Board of Directors
- Assists and acts as president in the absence of the president
- Become President of the Association and Chair of the Board if a vacancy occurs

4.1.6.2.1 The Vice Chair of the Board shall:

- Be a member in good standing and a director or ex-officio director
- Hold the office of First Vice President as well
- Assists and acts as chair in absence of the chair

4.1.6.3 The Second Vice President of the Association shall:

- Be a member in good standing of an Agricultural Society which is in good standing with the Association
- Be a director of the Association
- Carry out duties as prescribed by the Board of Directors

4.1.6.4 The Member-at-Large

- Be a member in good standing of an Agricultural Society which is in good standing with the Association
- Be a director of the Association
- Carry out duties as prescribed by the Board of Directors

4.1.6.5 The Treasurer of the Association shall:

- Be the Executive Director of the Association
- Carry out duties as prescribed by the Board of Directors
- Be responsible for the financial management of the Association, including without limitation (i) managing the bank account of the Association and (ii) commissioning of the financial statements of the Association, with presentation to the Board

4.1.6.6 The Secretary of the Association shall:

- Be the Administrative Assistant of the Association
- Carry out duties and responsibilities as described in the job description, including but not limited to:
 - attend all Board and Member meetings of the Society and keep true minutes thereof;
 - Be responsible for the governance of the Association, including without limitation (i) compilation and retention of the corporate records, including all registers, and (ii) delivery of notices of meetings.

4.2 Executive

4.2.1 Members of Executive

The Executive of the Association shall include:

- President, Chair
- Past President
- First Vice President, Vice Chair
- Second Vice President
- Member-at-Large

The Executive Director is not considered a member of the Executive but shall be included in all meetings of the Executive except when specific items surrounding the Executive Director's contract or performance are being discussed.

4.2.2 Role & Powers of Executive

The executive 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.

BY-LAW 5 – MEETINGS OF THE MEMBERS

5.1 Those Entitled to be Present

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

- a) all members in good standing of Agricultural Societies who are members in good standing with the OAAS
- b) Associate Members in good standing with the OAAS
- c) the directors, ex-officio directors, officers, staff and the auditors or individuals conducting review engagements
- d) such other persons who are entitled or required under any provision of the Act, the articles or by-laws of the Association to be present at the meeting
- e) any person who is a registered delegate for the annual meeting or convention
- f) speakers & presenters
- g) invited guests

Any other person may be admitted only on the invitation of the Chair/President or by ordinary resolution of the members at the meeting.

5.1.1 Director's right to attend Members' meetings

Directors are entitled to attend and be heard at every members' meeting.²⁰

5.2 Members' Meetings by Telephonic or Electronic Means

- a) if the Board decides to hold a hybrid members' meeting, the meeting notice shall indicate that members have the option to participate by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting and will provide all the required information to participate by telephonic or electronic means.
- b) if it is not stipulated in the "Notice of Meeting", the option to attend by telephonic or electronic means will not be available.
- c) 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.
- d) as per information provided in the "Notice of Meeting", members shall be required to register for the meeting a specified period PRIOR to the actual meeting.
- e) at the outset of each such meeting, the chair of the meeting shall confirm that a quorum is present.
- f) the Association 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 Association. If there are issues, as long as a quorum is met at the start of the meeting as per **5.4.2 Required Quorum**, the meeting is considered valid.

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 telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

²⁰ 2010, c. 15, s. 33 Directors entitled to attend members' meetings

5.3 Voting

5.3.1 Eligibility to Vote

Every member agricultural society in good standing as per **By-law 2 - 2.2.1.2 Eligibility of Agricultural Society** is:

- a) entitled to appoint three voting delegates to the annual, special or general meetings of the Association.
- b) these delegates must be members in good standing of the Agricultural Society they are representing and must have reached the age of eighteen as of the date of the meeting to be eligible to vote.
- c) at all meetings of the Association, only the OAAS Board of Directors, and delegates duly appointed by Member Societies shall be entitled to vote.

5.3.1.1 Voter Registration

Voting delegates and directors are required to register prior to the start of the in-person meeting to receive their voting cards.

For meetings held by electronic or telephonic means, voting delegates and directors are required to register prior to the start of the meeting as per the instructions in the Notice of Meeting.

5.3.2 Method of Voting

- a) each appointed voting delegate and director 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. In the case of an equality of votes, the vote shall be deemed to have been lost.
- b) at all meetings of members, every question shall be determined by the showing of a voting card or by electronic voting if holding a virtual annual or special meeting. Whenever a vote by show of voting cards has been taken upon a question, unless a ballot is required by the chair of the meeting or requested by any member, 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 Association is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

5.3.3 Proxy votes

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

5.3.4 Mail or Electronic Voting

- a) The directors may provide member Societies' appointed voting delegates the opportunity to vote by mail or electronic means. Such alternative means of voting must:
 - i. allow for verification that the votes are made by the members entitled to vote and
- b) If a member society wishes to allow their appointed voting delegates the option to vote at an OAAS annual, special or general meeting by mail or electronic means, the society must ensure that they have followed the process as described in the "Notice of Meeting" or other information that may be provided by the Association regarding this process.
- c) Societies' voting delegates must follow the process as described in the "Notice of Meeting" or other information that may be provided by the Association regarding this process to be eligible to vote by mail or electronic means.
- d) The Association 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 Association.

- e) If one or more delegates are unable to participate due to the issues mentioned in d), the voting will continue as long as there was quorum at the beginning of the meeting.

5.4 Quorum

5.4.1 Quorum not present

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.²¹

5.4.2 Required Quorum

The quorum necessary to conduct business at an annual, special or general meeting of the Association shall be one hundred voting delegates.

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.²²

5.5 Meetings

5.5.1 Annual Meeting

5.5.1.1 Notice of Annual Meetings

At least 30 days' notice and not more than 50 days of every annual meeting will be circulated, through electronic mail, to the secretary of each member Society, Associate Members, Directors, and to the auditor or person appointed to conduct a review engagement, and the purpose of the meeting shall be stated in such notice. A copy of the agenda shall be included in such notice.

The "*Notice of Meeting*" for any annual meeting that will be dealing with resolutions will be required to include a copy of all resolutions to members 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.

Provided that Notices for meetings, if held virtually, must include instructions for voting by electronic means at the meeting. Notices for virtual meetings do not need to include a location for the meeting.

5.5.1.2 Time and Place of Annual Meeting

The annual meeting shall be held in February or no later than 15 months after the previous meeting in the Province of Ontario.

5.5.1.3 Business transacted at the Annual Meeting shall include:

- a) receipt of the agenda, including resolutions
- b) receipt of the minutes of the previous annual and subsequent special meetings
- c) a report of the activities and accomplishments of the Association since the last annual meeting
- d) consideration of the audited financial statements
- e) report of the auditor or person who was appointed to conduct a review engagement for the previous year
- f) Reappointment or new appointment of auditor(s) or person to conduct an audit or review engagement for the upcoming year
- g) Confirmation of election of Provincial Directors and executive
- h) Such other or special business or resolutions as may be set out in the notice of the meeting

No other item of business shall be included on the agenda for the annual meeting unless a member's resolution has been given to the Association prior to the giving of notice of the annual

²¹ 2010, c. 15, s. 57 (3) Quorum for a members' meeting; If no opening quorum

²² 2010, c. 15, s. 57 (2) Quorum for a members' meeting; Opening quorum sufficient

meeting in accordance with the Act so that such item of new business can be included in the notice of annual meeting.

5.5.1.4 Resolutions (other than procedural or courtesy resolutions)

Resolutions may seek to amend, revise or repeal sections of the Constitution, Articles or By-laws or may give recommendations and direction to the Board of Directors on various aspects of the organization.

5.5.1.4.1 Origin of Resolution

Resolutions may originate from:

- the Board
- a district
- any member society in good standing with the OAAS.

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

The member shall be required to pay any costs of including the proposal (resolution) in the notice of meeting.²³

5.5.1.4.2 Delivery of Resolution

Resolutions shall be delivered to the OAAS by November 30th prior to the annual meeting. Such resolutions shall be reviewed by the Governance Committee prior to the annual meeting, and the Committee may ask for rewording or clarification from the originator(s).

See 'OAAS Resolutions Policies and Procedures 11.1' for information on how to properly submit the resolution.

5.5.1.4.3 Right to Refuse Member Resolution

The Association is generally required to include member proposals 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 Association may refuse to include a member resolution in the meeting notice in certain circumstances:

- the resolution is not submitted to the Association by November 30th
- it clearly appears that the primary purpose of the resolution is to enforce a personal claim or redress a personal grievance against the Association 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 Association
- 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

5.5.1.4.4 Notice of Refusal

If the Association refuses to include a proposal in a notice of meeting, it shall, within 10 days after the day on which it receives the proposal, notify the member submitting the proposal of its intention to omit it from the notice of meeting and the reasons for the refusal.²⁴

²³ 2010, c. 15, s. 56 (4). Member's right to submit and discuss proposals; Member to pay cost of including proposal, etc., in notice

²⁴ 2010, c. 15, s. 56 (8). Member's right to submit and discuss proposals; Notice of refusal

5.5.2 Special Meetings

5.5.2.1 Calling of Special Meetings

The directors or members may call a special meeting of the members.

A signed petition of at least 10% of the member Societies shall constitute a call of a special meeting of the membership of the Association for the transaction of the business mentioned in the petition. ²⁵

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 OAAS Executive Director. ²⁶

Upon the Executive Director receiving the petition, they shall notify the executive. The Board of Directors shall act on the request to hold a special meeting of the members within 21 days.

5.5.2.2 Notice of Special Meeting

At least 14 days and not more than 50 days notice of every special meeting will be circulated, through electronic mail, to the secretary of each member Society, Associate Members, Provincial Directors, and to the auditor or person appointed to conduct a review engagement, and the purpose of the meeting shall be stated in such notice.

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.

The “*Notice of Meeting*” for any special meeting that will be dealing with resolutions will be required to include a copy and/or the link on the OAAS website to a copy of 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 OAAS special meeting.

5.5.2.3 Reason for Special Meeting

- a) a special meeting may be called by the member Agricultural Societies within a specific district to deal with the removal of a director and/or election of the new director
- b) a special meeting may be called to deal with modifications to the Association’s constitution/articles and/or by-laws that are required to be dealt with prior to the next annual meeting.
- c) a special meeting may be called to deal with any matter that must be dealt with prior to the next annual meeting
- d) removal or election of a director is by ordinary resolution
- e) modifications to the constitution or by-laws require a special resolution

5.5.2.3.1 Special Meeting requested by Agricultural Societies to submit a Resolution

- Resolutions shall be delivered to the OAAS with the request for the Special Meeting. Such resolutions shall be reviewed by the Governance Committee prior to the Special Meeting, and the Committee may ask for rewording or clarification from the originator(s).

See ‘*OAAS Resolutions Policies and Procedures 11.1*’ for information on how to properly submit the resolution.

5.5.2.3.2 Right to Refuse Member Resolution

The Association is generally required to include member proposals 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 Association may refuse to include a member resolution in the meeting notice in certain circumstances:

²⁵ 2010, c. 15, s. 60 (1) Members may requisition meeting of members

²⁶ 2010, c. 15, s. 60 (2). Members may requisition meeting of members; Form

- the resolution is not submitted to the Association with the request for the Special Meeting
- it clearly appears that the primary purpose of the resolution is to enforce a personal claim or redress a personal grievance against the Association 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 Association
- 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.

5.5.2.3.3 Notice of Refusal

- If the Association refuses to include a proposal in a notice of meeting, it shall, within 10 days after the day on which it receives the proposal, notify the member submitting the proposal of its intention to omit it from the notice of meeting and of the reasons for the refusal.²⁷

5.5.3 General Meetings

5.5.3.1 Calling of General Meetings

The directors may call a general meeting to discuss and/or vote on topics relating to the Association, except for those that require a special meeting.

5.5.3.2 Notice of General Meeting for Association

At least 14 days' notice and not more than 50 days of general meeting will be circulated, through electronic mail, to the secretary of each member Society, Associate Members, Provincial Directors, and to the auditor or person appointed to conduct a review engagement, and the purpose of the meeting shall be stated in such notice.

Notice of any meeting where general 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.

5.5.4 Record Date

The Directors may fix a record date for any purpose, including determining members entitled to receive notice of or to vote at a meeting of members or determining members for any other purpose.

A record date must not be more than 50 days before the day of the event or action to which it relates.

If no record date is fixed:

- a) the record date for the determination of members entitled to receive notice of a meeting of members or to vote shall be,
 - i. at the close of business on the day immediately before the day on which the notice is given or
 - ii. if no notice is given, the day on which the meeting is held and

²⁷ 2010, c. 15, s. 56 (8). Member's right to submit and discuss proposals; Notice of refusal

- b) the record date for the members for any other purposes shall be at the close of business on the day on which the directors pass the relevant resolution.

5.5.5 Adjournment of Members' Meetings

- a) 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.
- b) 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.
- c) 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

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

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,

6.2 Notice of Board Meeting

- a) Provincial Directors shall be given notice in writing by electronic mail at least 14 days prior to the date of the OAAS Board meeting and the main agenda items shall be included in the notice of the meeting.
- b) If a quorum is present, the Board of Directors may, without notice, hold its first Board meeting immediately following the annual meeting of the Association.
- c) 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.
- d) Notices for virtual meetings must include voting by electronic means but do not need to include a location for the meeting.

6.3 Calling of Executive Meetings

Meetings of the executive may be called by the Secretary 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 Notice of Executive 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.

6.5 Board Meetings by Telephonic or Electronic Means

- a) participation by telephonic or electronic means can occur so long as such participation permits all attendees to communicate adequately with each other during the meeting.
- b) any person participating by telephonic or electronic means is deemed to be present at that meeting.
- c) 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.
- d) 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.
- e) in the event of an in-person meeting, if a director would like to participate by telephonic or electronic means, the requesting director shall provide the Executive Director with a written request at least 48 hours' prior to the start of the meeting due to the time requirements and equipment required to hold a hybrid meeting.
- f) 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
- g) the Association is not responsible if a director cannot participate fully in the meeting 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 Director or the Association.
- h) if one or more directors are unable to participate due to the issues mentioned in g), the meeting will continue as long as there is a quorum.

6.6 Quorum

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

- a) must maintain quorum throughout Board meetings
- b) where there is no quorum because a director is not permitted to be present because of a conflict of interest, the remaining directors deemed to be a quorum to vote on the resolution.²⁸
- c) 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.²⁹

6.7 No Alternate Directors

No person shall act for an absent director at a meeting of directors.³⁰

6.8 Voting

- a) the Chair does not have a vote except to break a tie
- b) each director and ex-officio director shall have one (1) vote on each question raised at any meeting of the Board, and all questions shall be determined by a majority of the votes cast unless otherwise specified in the by-laws. In the case of an equality of votes, the vote shall be deemed to have been lost.
- c) 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.
- d) proxies are not permitted at any meeting of directors.
- e) if a director does not agree with a motion passed at a meeting, they must register their dissent as per **By-law 3.7.4 Consent of director at meeting**.
- f) 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 within seven days of becoming aware of it.³¹

6.8.1 Electronic or Telephone Voting

The directors may provide for directors and ex-officio directors to vote by telephone or electronic means. Such alternative means of voting must:

- a) be noted in the meeting notice and instructions for logging into the meeting and voting provided
- b) allow for verification that the votes are made by the directors entitled to vote;
- c) the Association is not responsible if a director cannot participate fully in the voting process due to the malfunction or unavailability of the director'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 Association.
- d) if one or more directors are unable to participate due to the issues mentioned in c), the voting process will continue as long as there is a quorum.

²⁸ 2010, c. 15, s. 41 (6) Disclosure: conflict of interest; Remaining directors deemed quorum

²⁹ 2010, c. 15, s. 24 (6) Election and appointment of directors; Vacancy, quorum

³⁰ 2010, c. 15, s. 23 (5) Qualifications of directors; No alternate directors

³¹ 2010, c. 15, s. 45 (3) Consent of director at meeting; Same

6.8.2 Resolutions in Lieu of a Directors Meeting

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 shall be kept in writing along with the minutes of the proceedings of the Board.

6.8.3 Error or Omission in Giving Notice

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.

BY-LAW 7 - CONFLICT OF INTEREST AND REMUNERATION

7.1 Conflict of Interest

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.

Directors or officers that have disclosed 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 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 under **ONCA section 46 (1) Indemnification of directors and officers**

7.1.1 Members' Approval

If all of the directors are required to make disclosure under **Section 7.1** the contract or transaction may be approved only by the members unless the contract or transaction, is one described in clause (a).

7.2 Remuneration

The Provincial Directors or ex-officio directors of the Association shall serve without remuneration but may be paid reasonable expenses incurred in the performance of their duties.

BY-LAW 8 - DISTRICT ORGANIZATIONS

8.1 Composition:

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

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

8.1.1 Eligibility

Agricultural Societies or Associate Members must be in good standing with the Association to belong to a district organization.

Agricultural Societies in good standing with the OAAS, must become members of the District by paying the annual District fees.

8.2 District Committees

- a) The District Committee composition shall be set out in the 'District Committee Terms of Reference' document.
- b) District Committees shall be elected or appointed as per the 'District Committee Procedures' document.
- c) Purposes and Procedures shall be set out in the 'District Committee Terms of Reference' document.

8.2.1 Process

- a) The District Committees, as an extension of the OAAS, must follow the OAAS Policies that deal with the Districts, District Activities and District Committees.
- b) The District Committees, as an extension of the OAAS, must follow the same requirements under the AHOA and ONCA as the Association.

8.3 District Meetings:

8.3.1 District Fall and Spring Meetings

Each district shall hold district fall and spring meetings.

8.3.1.1 Entitled to attend District Fall and Spring Meetings

- a) Members in good standing of each District Agricultural Society that is in good standing with the OAAS,
- b) District Committee members,
- c) OAAS Board members and staff,

8.3.1.2 Voting at District Fall and Spring Meeting

Each Society, in good standing with the OAAS, may appoint or elect up to three voting delegates to the district meeting,

The voting delegates shall be entitled to vote in elections or on resolutions at the district meetings. All other delegates from the Societies are observers at the meeting.

These delegates must be members in good standing of the Society and must have reached the age of eighteen as of the date of the meeting to be eligible to vote.

8.3.2 District Special or General Meetings

Each District may hold additional meetings i.e. as required.

8.3.2.1 Entitled to attend District Special or General Meetings

- a) Members in good standing of each District Agricultural Society that is in good standing with the OAAS,
- b) District Committee members,
- c) OAAS Board members and staff,

8.3.2.2 Voting at District Special or General Meetings

- a) Each Society, in good standing with the OAAS, may appoint or elect up to three voting delegates to district special or general meetings.
- b) The voting delegates shall be entitled to vote on resolutions at the district meeting. All other delegates from the Societies are observers at the meeting.
- c) These delegates must be members in good standing of the Society and must have reached the age of eighteen as of the date of the meeting to be eligible to vote.

8.4 Notice of District Meetings:

Notice of district meetings shall be sent by electronic mail to the secretary of the member societies no later than thirty days prior to the date of the meeting.

8.5 Quorum

A majority of member societies in good standing in attendance shall constitute a quorum.

8.6 Provincial Directors

Each district shall elect a Provincial Director during their District Fall Meeting as per **By-law 3.4 Election of Provincial Directors.**

8.7 District Vacancies

If a Provincial Director position becomes vacant mid-term for any reason, the district shall elect or select a replacement for the position for the remainder of the term as per **By-Law 3.6 Filling Vacancy of Provincial Director position.**

8.8 Provincial Director Responsibilities to Their District:

It is the responsibility of the Provincial Director to follow the requirements listed in the Provincial Director Roles and Responsibilities policy/terms of reference – '*Appendix - D Roles and Responsibilities of a Provincial Director*'.

BY-LAW 9 - PROTECTION OF DIRECTORS, OFFICERS, and others

9.1 Insurance

The Association shall purchase and maintain appropriate liability insurance for the benefit of the Association 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:

- i. property and public liability insurance;
 - ii. Directors' and Officers' insurance; and
 - iii. may include such other insurance as the Board sees fit.
- a) 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 Association.
 - b) it shall be the obligation of any person seeking insurance coverage or indemnity from the Association to co-operate fully with the Association 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 Association.

9.2 - Indemnification of Directors, Officers and Others

Provided that they have: a) complied with the Acts and the Association's Articles and By-laws, and b) exercised their powers and discharged their duties in accordance with the Acts, the Association shall indemnify and save harmless the provincial directors, officers, committee members, their heirs, executors and administrators, and estates from and against:

- a) 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
- b) all other costs that they sustain or incur in or about or arising from or in relation to the affairs of the Association except costs, charges or expenses thereof as are occasioned by their own willful neglect, default, or dishonesty.

BY-LAW 10 – FINANCES

- a) all monies belonging to the Society shall be deposited in a bank account in the name of the Association 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.
- b) no cheque or any other order for the payment of monies shall be valid unless signed in accordance with a resolution made by the Board. Cheques to disburse the funds of the Association shall bear the signatures of 2 signing officer(s). The signing authority by titles will be established in a Board Policy.
- c) the fiscal year of the Association shall be from December 1st to November 30th.
- d) annual financial statements will be prepared in accordance with the Canadian Generally Accepted Accounting Principles (GAAP) for Not-For-Profit Corporations as now set out in the Canadian Institute of Chartered Accountants Handbook. Unless an audit is requested by the membership or is otherwise required to comply with current AHOA regulations, the financial statements will be reviewed by a qualified professional accountant on a “review engagement basis”.
- e) financial statements, or a summary of them, must be sent at least 5 days prior to the annual meeting to all members that make a request in writing.
- f) the audited financial statements and a report of the auditor or person who was appointed to conduct a review engagement for the previous year shall be presented at the annual meeting;
- g) the financial accounts and other books of the Association shall be made available for inspection by members upon written request within a reasonable amount of time
- h) ONCA provides that in response to any request for access and review of the financial statements, the Association may apply to the Court (within 15 days from the written request) to order access shall be prohibited.
- i) financial records must be kept for a period of six years.

BY-LAW 11 – ADMINISTRATION

11.1 Execution of Documents

- a) deeds, transfers, contracts obligations, and other instruments in writing requiring execution by the association may be signed by any two members of the executive.
- b) 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.
- c) any person authorized to sign any document may affix the Association's seal, if any, to the document.
- d) any member of the executive may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

11.2 Records of the Association

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

Staff of the Association are responsible for the safe custody of, but not limited to, the following records and documents:

- a) a register of any Association's monetary or capital investments in excess of \$5,000.
- b) at least one copy of the minutes of all member, Board or committee meetings;
- c) text of resolutions passed at any member or Board meetings;
- d) Association's constitution, articles, by-laws, as well as any amendments to them;
- e) registry of directors, officers and members as per **ONCA O. Reg. 395/21: GENERAL Corporate registers 6. (1), (2), (3)**.
- f) financial books and records and books as required by the AHOA or ONCA regulations or Association articles, by-laws or policies.
- g) record of any other information as required by the AHOA or ONCA regulations or Association articles, by-laws or policies.

All records of the Association will be kept at the head office for the period of time as specified in the appropriate government regulations.

ONCA – Financial Records – 6 years

CRA – Financial Records – 6 after the tax filing date

ONCA – Members and Directors' information – 6 years

ONCA – records of minutes and resolutions of the Association – for the lifetime of the Association and two years following the day of dissolution of the Association.

Records may be stored in either paper and/or digital format.

BY-LAW 12 - RULES OF ORDER

Robert's Rules of Order latest version shall govern the Association on all matters not covered by the Association's articles, by-laws and policies.

BY-LAW 13– BOARD POLICIES

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

BY-LAW 14 - AMENDMENTS TO THE CONSTITUTION, ARTICLES AND BY-LAWS

14.1 Amendment of Constitution, Articles, and By-laws

This Constitution, Articles, and By-laws of the Association may be made and/or adopted, amended or repealed by a 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 5.5.1.1 Notice of Annual Meetings**.

14.2 Origin of Amendments to the Constitution, Articles and Bylaws

Amendments may originate from:

- The Board
- A District
- Any member Society in good standing with the OAAS

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 Association by midnight November 30 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 by way of a special resolution of the members at the annual or a special meeting of the OAAS shall be effective immediately unless otherwise specified.

14.3.2 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 an ordinary resolution of members:

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

14.3.2.1 Changes to the by-laws approved by the Board of Directors

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.

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.³²

³² R.S.O. 1990, c. A.9, s. 9. Amendments to articles

14.5 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.

BYLAW 15 – DISSOLUTION OF ASSOCIATION

15.1 Process

The Directors shall call a special meeting of the members to discuss the possible dissolution of the Association.

At least **14 days notice and not more than 50 days** of the special meeting will be circulated, through electronic mail, to the secretary of each member society, associate member, provincial directors, and to the auditor or person appointed to conduct a review engagement, and the purpose of the meeting shall be stated in such notice.

The notice for this meeting must contain sufficient information regarding the possible dissolution of the Association 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.

15.1.1 Contacting Director (OMAF)

Upon the passing of a special resolution at a special meeting of the members of the organization duly called for that purpose, the Executive Director and Association President shall contact the Minister (OMAF) to request the dissolution of the Association.³³

15.1.2 Trustees to deliver to Director (OMAF) upon Dissolution

Upon dissolution of the Association 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 (OMAF) a statement of the assets and liabilities of the organization.³⁴

15.2 Dispersal of Remaining Assets

In event of the dissolution of the Association, after payment of all debts and liabilities, in accordance with the AHOA, subject to the approval of the Director (OMAF), the remaining assets shall be disposed of by the trustees of the Association to current Association member Agricultural Societies in good standing with OMAF at the time of dissolution.

33 AHOA R.S.O. 1990, c. A.9, s. 19 DISSOLUTION UPON REQUEST

34 AHOA R.S.O. 1990, c. A.9, s. 20 (1). TRUSTEES

BY-LAW 16 – ADOPTION

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

Approved and adopted at a Special Meeting of the Ontario Association of Agricultural Societies, September 25, 2024 ([pending approval](#))

Signed

Glen Syme
OAAS President
2023-2025

Amended at the Annual Meeting, February 20, 2016. Signed	Catherine Redden, President
Amended at the Annual Meeting, February 18, 2017. Signed	Elaine Rennie, President
Amended at the Annual Meeting, February 17, 2018. Signed	Judy McFaul, President
Amended at the Annual Meeting, February 15, 2020. Signed	Doug Yeo, President
Amended at the Annual Meeting, February 19, 2022. Signed	Beth Howell-Vervaecke, President