



Explanation of the changes from the 2022 OAAS Constitution and By-laws to the 2024 document

This document lists the 2024 by-laws and indicates if the 2022 by-law was 1) amended, 2) not changed or 3) if a new by-law was added to the 2024 by-laws– see legend below.

In some instances, we have listed the first level of the by-law and an explanation of the rationale for the by-law and the sub-by-laws and in some cases, both the by-laws and the sub-by-laws have an explanation/information. This is based on the details/information that needed to be shared on the changes/additions to the bylaws.

The title of the document was changed from 'OAAS Constitution and By-laws' to 'OAAS Constitution, **Articles** and By-laws'. Previously the document was referred to as the Constitution (which contained the Articles) and By-laws. Currently Articles seems to be the more generally accepted term than Constitution so we have added Articles, but we have retained the term Constitution to retain continuity from the previous document.

If you have any questions about the changes, please contact Vince at vince@oaasfairs.com

A) LEGEND

(2022/By-law #) – indicates the actual by-law # in the **2022** document

1.1 XXXXXX – refers to the by-law number & title in the 2024 document

ADDED – by-law was added to the 2024 document – it was not in the 2022 document

AMENDED – changes were made to the 2022 by-law that affected the content or the original intent of by-law

NO CHANGE – either no change was made to the 2022 by-law or the change did not affect the original intention of the by-law.

B) TABLE OF CONTENTS - **ADDED**

C) **ARTICLES** – **NO CHANGE** – (2022/Articles)

D) BY-LAWS

BY-LAW 1 - GENERAL

1.1 **Definitions** – **AMENDED** - Feb 2022 document had 3 definitions under Articles section, Sept 2024 has 32. Additional definitions added for clarification.

1.2 **Interpretation** - **ADDED**

1.3 **Authority** – **ADDED**

BY-LAW 2 - MEMBERSHIP (2022/By-law 1 Membership)

2.1 **Number of Classes** - **AMENDED** - 16 classes instead of 3

- Listed each District as a separate class because each District elects a Director
- Removed Service Members

Previous OAAS Constitution and by-laws included a class of members called Service Members. They did not have voting rights. There had been previous discussions about renaming them as Service Providers as it was felt the term better described the role of these business and groups. It was felt that the annual fee was paid was for the opportunity for our Service Members/Providers to advertise and promote their businesses to our member agricultural

societies and that providing a list of Service Providers was a service we provided to our members. The first ONCA legislation had a provision that would have allowed non-voting members the right to vote on certain resolutions of a corporation. The Board decided that that was a legitimate reason to move ahead with recategorizing our current Service Members (non-voting) as Service Providers and removing them as members of the Association in the revised Constitution, Articles and By-laws.

2.2 Classes of Members

2.2.1 Agricultural Societies – AMENDED - (2022/By-law 1 A) Listed each District as a separate class because each District elects a Director

2.2.1.2 Eligibility & 2.2.1.3 Voting Rights of Agricultural Society - NO CHANGE - (2022/By-law 1 – A & B)

2.2.2 Associate Member - NO CHANGE - (2022/By-law 1 C)

2.2.2.1 Eligibility & 2.2.2.2 Voting Rights of Associate Member - NO CHANGE - (2022/By-law 1 – C)

Service Member – REMOVED (see above) (2022/By-law 1 D)

2.3 Payment of Fee – AMENDED – (2022/By-law 2)

2.4 Renewal of Membership ADDED – documenting details on current or best practices

2.5 Privileges of Membership – ADDED - documenting details on current or best practices

2.6 Transfer of Membership – NO CHANGE (2022/By-law 1 E) – also an ONCA requirement

2.7 Termination of membership – AMENDED – (2022/By-law 1 F) - also ONCA stipulates that information about the reasons and process to remove a member must be contained in by-laws if a corporation wants the ability to be able to remove a member

2.8 Disciplinary Act or Termination of Membership for Cause - AMENDED – (2022/By-law 1 G) also required with By-law 2.7 under ONCA

2.9 Refusal of membership – ADDED - documenting details on current or best practices

BY-LAW 3 - PROVINCIAL BOARD

3.1 Number of Directors – ADDED description but number of directors was not changed

3.2 Ex-officio Directors – ADDED – ONCA – ex-officio officers must be specified in by-law

3.3 Composition of Board of Directors – AMENDED - (2022/By-law 3 A)

3.3.1 Terms of Office – AMENDED - (2022/By-law 3 A) section (b) & (c) – extended by a term since some presidents are serving 2 terms and it could cause issues with a person that was elected as 2nd Vice President being able to complete their term as president without the extension

3.4 Election of Provincial Directors

3.4.1.1 Eligibility – AMENDED (2022/By-law 3 A)

3.4.1.2 Qualifications for the Director Position – AMENDED – (2022/By-law 3 A) added ONCA qualifications (a) to (e). Added other qualifications to ensure that Directors are fulfilling the roles and responsibilities of a Provincial Director and are following OAAS Policies (f) to (l).

3.4.1.3 – Director ceases to meet Qualifications – ADDED - documenting details on current or best practices

3.4.2 Confirmation by Membership NO CHANGE (2022/By-law 1 A)

3.5 Resignation, Departure or Removal of Provincial Director - ADDED - (2022/By-law 3 A) - the by-laws under 3.5 document details on current or best practices

3.6 - Filling Vacancy of Provincial Director position – ADDED – the by-laws under 3.6 document details on current or best practices

3.7 Duties and Powers of Directors

3.7.1 Standard of Care & 3.7.2 Duty to Comply - ADDED – ONCA places more responsibility on the Directors regarding Standard of Care and Duty to Comply – including this information so Directors are aware of it.

3.7.3 Duties of Directors – AMENDED – (2022/By-law 3 E) - documenting details on current or best practices

3.7.4 Consent of director at meeting – ADDED – ONCA regulation – details are included so that directors are aware of this new regulation that indicates that if they are present at a meeting unless their dissent is registered in the minutes of the meeting they are deemed to have consented to any resolution or action taken. If they did not attend the meeting, they have 7 days to register their dissent.

3.8 Committees

3.8.1 Establishment of Committees– AMENDED – (2022/By-law 3 F & G) - documenting details on current or best practices

3.8.2 Terms of reference for all committees – ADDED – documenting details on current or best practices - from previous OMAFRA template

3.8.3 Limits on Authority of Committees – ADDED – documenting details on current or best practices - from previous OMAFRA template

BYLAW 4 – OFFICERS

4.1 Officers

4.1.1 Standard of Care & 4.1.2 Duty to Comply - ADDED – ONCA places more responsibility on the Officers regarding Standard of Care and Duty to Comply – including this information so Officers are aware of it.

4.1.3 Elections of Officers -ADDED – (2022/By-law 3 D) ONCA stipulates that a Board must elect a Chair. AHOA refers to a President and we were informed that the President is President of the Association.

4.1.3.1 Member-at-Large – NO CHANGE – (2022/By-law 3 B)

4.1.3.2 Treasurer and 4.1.3.3 Secretary – ADDED (2022/By-law 3 B) – AHOA indicates that the corporation must appoint a treasurer and also refers to the position of secretary.

The OAAS has not had a treasurer or secretary since the position of Office Manager was created to replace the previous Secretary and Treasurer positions. To be compliant with AHOA, the new by-laws designate that the Executive Director will be appointed to the position of Treasurer and the Administrative Assistant will be appointed to the position of Secretary on an annual basis at the first Board Meeting following the Annual Meeting.

Board of directors

11 (3) Treasurer and secretary-treasurer

The directors shall appoint a treasurer or secretary-treasurer. R.S.O. 1990, c. A.9, s. 11 (3).

4.1.4 Terms of Office of Officers – ADDED - documenting details on current or best practices

4.1.5 Office held at Board's discretion – ADDED - documenting details on current or best practices

4.1.6 – Qualifications and Duties of Officers ADDED - documenting details on current or best practices. As per ONCA, the Association must select a Chair of the Board.

4.2 Executive – AMENDED - (2022/By-law 3 B) – removed Convention Administrator and Manager positions from Executive.

BY-LAW 5 - MEETINGS OF THE MEMBERS

5.1 Those Entitled to be Present – ADDED – some groups feel that ONCA seems to indicate that only voting members can attend meetings of the members unless otherwise indicated in the by-laws or by invitation of the Chair, or members at the meeting.

It was felt it would be easier to stipulate in the by-laws the persons that have typically attended the OAAS members' meetings in the past than have to invite them or have their attendance approved for each members' meeting.

5.2 Members Meetings by Telephonic or Electronic Means – ADDED – ONCA default is unless the by-laws indicate otherwise, any member can request to attend a meeting of the members by telephonic or electronic means.

If a meeting is held by telephonic or electronic means, then if the Association were holding an in-person meeting there could be a considerable expense to have equipment set up at the meeting (e.g. Microphones, computer, wi-fi, conferencing software/apps, etc.) that permits all participants, whether at the in-person meeting or on the telephone or virtual to communicate adequately with each other during the meeting.

The by-law allows the Board to indicate in the Notice of Meeting if an in-person meeting will or will not allow participation by telephonic or electronic means.

5.2.1 Meeting may be Held Entirely by Telephonic or Electronic Means - ADDED – ONCA requirement if the association want to hold a members' meeting entirely by Telephonic or Electronic Means.

5.3 Voting – AMENDED (2022/By-law 4 C) – by-laws under 5.3 document detailed information on the entire voting process

5.4 Quorum – AMENDED (2022/By-law 4 D) – Quorum has not changed. By-laws under 5.4 document more details around current and best practices.

5.5 Meetings - AMENDED – (2022/By-law 4 A, B, D, E & F) documenting more detailed information on Notice of members Meetings, Time and Place of Meeting, Business to be transacted at the Annual or Special Meetings, Resolutions, etc.

5.5.1.1 Notice of Annual Meetings– AMENDED (2022/By-law 4B) - documenting details on current or best practices

5.5.1.2 Time and Place of Annual Meeting – AMENDED (2022/By-law 4A) - documenting details on current or best practices

5.5.1.3 Business transacted at the Annual Meeting shall include: – NO CHANGE (2022/By-law 4F)

5.5.1.4 Resolutions (other than procedural or courtesy resolutions)

5.5.1.4.1 Origin of Resolution – NO CHANGE (2022/By-law 6 A & B)

5.5.1.4.2 Delivery of Resolution – NO CHANGE (2022/By-law 6 C)

5.5.1.4.3 Right to Refuse Member Resolution – ADDED – ONCA – explanation of the reasons a corporation may refuse a member resolution under ONCA Section 56 (6)

5.5.1.4.4 Notice of Refusal – ADDED – ONCA requirement to notify a member if a resolution has been refused and why

5.5.2 Special Meetings – AMENDED – (2022/By-law 5 Special General Meetings of the Membership) – provided more details on the process

5.5.2.1 Calling of Special Meetings - AMENDED – (2022/By-law 5 Special General Meetings of the Membership) – provided more details on the process.

5.5.2.2 Notice of Special Meeting - AMENDED – (2022/By-law 5 Special General Meetings of the Membership) – provided more details on the process.

5.5.2.3 Reason for Special Meeting - AMENDED – (2022/By-law 5 Special General Meetings of the Membership) – provided more details on the process.

5.5.2.3.1 Special Meeting requested by Agricultural Societies to submit a Resolution ADDED – (2022/By-law 5 Special General Meetings of the Membership) – provided more details on the process

5.5.2.3.2 Right to Refuse Member Resolution - ADDED – ONCA – explanation of the reasons a corporation may refuse a member resolution under ONCA Section 56 (6)

5.5.2.3.3 Notice of Refusal - ADDED – ONCA requirement to notify a member if a resolution has been refused and why

5.5.4 Record Date – ADDED – ONCA default

An organization is allowed to set a record date no more than 50 days prior to the day of the event or action to which it relates e.g. including determining members entitled to receive notice of, **or to vote at a meeting of members**, or determining members for any other purpose.

If no record date is set, then the record date would be the day on which the meeting is held

5.5.5 Adjournment of Members' Meetings – ADDED – ONCA requirement

5.5.6 Resolutions in lieu of a Members' Meeting – ADDED – ONCA – provides details on process

5.5.7 Error or Omission in Giving Notice – ADDED – provides details on current or best practices

BY-LAW 6 – MEETINGS OF THE BOARD OF DIRECTORS

6.1 Calling of Board Meeting – NO CHANGE (2022/By-law 3 H & J) - AHOA

6.2 Notice of Board Meeting - NO CHANGE (2022/By-law 3 H & J) - AHOA

6.3 Calling of Executive Meetings – NO CHANGE (2022/By-law 3 J)

6.4 Notice of Executive Meetings – NO CHANGE (2022/By-law 3 J)

6.5 Board Meetings by Telephonic or Electronic Means - AMENDED (2022/By-law 3 J) also ONCA requirement—the right to hold Board Meetings by telephonic or electronic means must be stated in by-laws

6.6 Quorum – AMENDED – (2022/By-law 3 I) ONCA – details actions 1) if quorum is not met because of conflict of interest or 2) if full slate of directors is not elected

6.7 No Alternate Directors – ADDED – ONCA does not allow another person to act for an absent director at a meeting of directors

6.8 Voting – AMENDED – (2022/By-law 3 J) provides additional details regarding voting process

6.8.1 Electronic or Telephone Voting – ADDED – ONCA – provides details regarding electronic or telephonic voting process

6.8.2 Resolutions in Lieu of a Directors Meeting - ADDED – ONCA – provides details on process

6.8.3 Error or Omission in Giving Notice - ADDED – provides clarification

BY-LAW 7 - CONFLICT OF INTEREST AND RENUMERATION

7.1 Conflict of Interest – AMENDED (2022/By-law 11) – provides more information as per ONCA.

7.1.1 Members’ approval – ADDED - provides additional information/clarity re by-law 7.1

7.2 Remuneration – NO CHANGE - (2022/By-law 11)

BY-LAW 8 - DISTRICT ORGANIZATIONS

8.1 Composition: NO CHANGE (2022/By-law 8 – A)

8.1.1 Eligibility – ADDED – indicates societies must be a member in good standing with the Association to belong to a district organization

8.2 District Committees – AMENDED (2022/By-law 8 C-3) – refers to ‘District Committee Terms of Reference’ document

Legally and for insurance purposes, the former District Boards are considered an extension of the OAAS organization and are not separate entities so they cannot be called “boards” and the former District Directors cannot be called “directors”. Therefore, the District Boards have been renamed as District Committees. The District Directors have been renamed as the District Representatives.

8.3 District Meetings

8.3.1 District Fall and Spring Meetings - AMENDED (2022/By-law 8- B) -- the by-laws under 8.3.1 document more detail regarding who may attend, who may vote. Voting delegates have been changed to 3 from 5.

8.3.2 District Special or General Meetings – ADDED - the by-laws under 8.3.2 document more detail regarding who may attend, or who may vote.

8.4 Notice of District Meetings: NO CHANGE – (2022/By-law 8 – E)

8.5 Quorum – NO CHANGE – (2022/By-law 8 G)

8.6 Provincial Directors - NO CHANGE – (2022/By-law 8 C)

8.7 District Vacancies – NO CHANGE – (2022/By-law 8 – C-4.)

8.8 Provincial Director Responsibilities to Their District – AMENDED (2022/By-law 8 D)

BY-LAW 9 - PROTECTION OF DIRECTORS, OFFICERS, AND OTHERS

9.1 Insurance – ADDED

9.2 - Indemnification of Directors, Officers and Others – AMENDED (2022/By-law 10)

BY-LAW 10 – FINANCES – AMENDED (2022/By-law 7) – provides more details as per best practices and ONCA requirements

BY-LAW 11 – ADMINISTRATION

11.1 Execution of Documents – AMENDED (2022/By-law 3 – C)

11.2 Records of the Association – ADDED – provides details as per best practices and ONCA requirements

BY-LAW 12 - RULES OF ORDER - ADDED

BY-LAW 13 – BOARD POLICIES - ADDED

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

14.1 Amendment of Constitution, Articles, and By-laws – AMENDED (2022/By-law 9 A) – added ‘special meeting’

14.2 Origin of Amendments to the Constitution, Articles and Bylaws – NO CHANGE - (2022/By-law 9 B & C)

14.3 Changes to Constitution, Articles, and By-laws

14.3.1 Changes to the Constitution, Articles, and Bylaws – NO CHANGE - (2022/By-law 9 D)

14.3.2 Bylaws – ADDED – ONCA default

14.3.2.1 Changes to the by-laws approved by the Board of Directors – ADDED – ONCA default

14.4 Approval of Minister (OMAFRA) for Amendment to Articles - ADDED – AHOA requirement

14.5 Changes in AHOA and ONCA - ADDED

BY-LAW 15 – DISSOLUTION OF ASSOCIATION

15.1 Process – ADDED – provides information on current or best practices

15.1.1 Contacting Director (OMAFRA) – ADDED – AHOA requirement

15.1.2 Trustees to deliver to Director (OMAFRA) upon Dissolution - ADDED – AHOA requirement

15.2 Dispersal of Remaining Assets – NO CHANGE – (2022/By-law 12)