

THE KINMOUNT AGRICULTURAL SOCIETY

CONSTITUTION, ARTICLES OF INCORPORATION AND BY-LAWS

THE KINMOUNT AGRICULTURAL SOCIETY

CONSTITUTION AND ARTICLES OF INCORPORATION

The Constitution consists of the following articles:

ARTICLE 1 – NAME

The name of the organization shall be the KINMOUNT AGRICULTURAL SOCIETY and shall operate the Kinmount Fair.

The organization may be referred to by as the Society, KAS, or the Kinmount Fair Board.

ARTICLE 2 – PURPOSES OR OBJECTS

2.1 Purposes

The purposes of the Society shall be in accordance with the objects as stated in Section 28 of the *Agricultural and Horticultural Organizations Act*, R.S.O. 1990, c. A.9 (AHOA) which read as follows:

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

- a) researching the needs of the agricultural community and developing programs to meet those needs;
- b) holding agricultural exhibitions featuring competitions for which prizes may be awarded;
- c) promoting the conservation of natural resources;
- d) encouraging the beautification of the agricultural community;
- e) supporting and providing facilities to encourage activities intended to enrich rural life; and
- f) conducting or promoting horse races when authorized to do so by a By-law of the Society.

2.2 Additional Purposes

The Society shall, in addition to the purposes in Article 2.1, advance agricultural awareness by,

- a) developing and conducting activities to encourage young people to participate in the activities of agricultural societies; and
- b) supporting and co-operating with other associations and organizations in the improvement of agricultural industry.

ARTICLE 3 – HEAD OFFICE

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

ARTICLE 4 – ORGANIZATION TYPE

The Kinmount Agricultural Society is an “agricultural society” under subsection 25(2) of the AHOA.

First adopted January 1989;
First revision January 2001;
Second revision January 2006;
Third revision approved by the Board of Directors

Date

President / Chair

Approved by the Membership

Date

President / Chair

THE KINMOUNT AGRICULTURAL SOCIETY BY-LAWS

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*, R.S.O. 1990, c. A.9 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;
- c) “Minister (OMAFRA)” means the Minister of Agriculture, Food and Rural Affairs;
- 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 (ONCA)” – means the person appointed as Director under Section 6 of ONCA;
- f) “annual meeting” means an annual meeting of Members, as provided in the AHOA section 10(1). Formerly known as ‘Annual General Meeting’ or ‘AGM’;
- g) “articles” means any instrument that incorporates a corporation or modifies its incorporating instrument, including articles of incorporation;
- h) “Board” means the board of directors of the Kinmount Agricultural Society;
- i) “Board Meeting” means a regular meeting of the executive and directors of the Board of the Society;
- j) “by-laws” means this by-law and all other by-laws of the Society as amended and which are, from time to time, in force;
- k) “chair” means the Chair of the Board, being the President of the Society, as elected/appointed from time to time;
- l) “constitution” under AHOA means the foundational document that contains the society’s articles. Under ONCA the Constitution is referred to as “Articles of Incorporation”;
- m) “director” means an individual occupying the position of director of a corporation by whatever name he or she is called;
- n) “directors” means the elected directors and the executive of the Society;
- o) “executive officers” means the Chair/President, First Vice President and Second Vice President, Past President, Secretary and Treasurer;

- p) “general meeting” means a meeting of the members called to discuss items other than those relating to Society property or the discipline or removal of directors;
- q) “material contract” material means important, more or less necessary, in relationship to a contract or transaction means any contract with a value in excess of \$500;
- r) “member” means a member of the Society as defined in Bylaw 2;
- s) “members” means the collective membership of the Society;
- t) OAAS means the Ontario Association of Agricultural Societies;
- u) “officer”, in respect of a corporation, means an officer appointed by the corporation including,
 - i. the chair/president of the board of directors of the corporation;
 - ii. the first and second vice-president, the secretary, the treasurer, and
 - iii. any other individual who performs functions for the corporation similar to those normally performed by an individual listed in clause (i) or (ii);
- v) “ordinary resolution” means a resolution submitted to a meeting of members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to in writing by each member of the Society entitled to vote at a meeting of the members;
- w) “organization” means an agricultural association, agricultural society or horticultural society to which the AHOA applies;
- x) “president” means the President of the Society as elected/appointed by the Society’s Board of Directors. The president shall also occupy the position of Chair;
- y) “resolution” under the AHOA is the equivalent of a ‘proposal’ under the ONCA regulations;
- z) “Society” means the agricultural society that has passed these by-laws under AHOA or that is deemed to have passed these by-laws under AHOA;
- aa) “special meeting” means a meeting of the membership called for a specific purpose i.e., approving changes to the articles or by-laws between annual meetings, discipline or removal of director;
- bb) “special resolution” - means a resolution submitted to a special or annual meeting and passed at the meeting, with or without amendment, by at least two-thirds (2/3rds) of the votes cast, or consented to in writing by each member of the Society entitled to vote at a meeting of the members.

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

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

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

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

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

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

1.3.1 Forfeiture of Legislative grants

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

BY-LAW 2 – MEMBERS

2.1 Number of Categories

The Society has two categories of member.

2.2 Categories of Membership

The Society's categories of membership are:

2.2.1 Regular Member

2.2.1.1 Eligibility of Regular Member

Any person eighteen years of age or older may become a regular member of the Society by paying the current year annual dues set out in a by-law of the society.

2.2.1.2 Voting Rights of Regular Member

Regular Members who were Regular Members in the previous year have voting rights at annual, special or general meetings of the members.

2.2.2 Associate Members

Associate Membership is open to those who do not meet all of the requirements for Regular Membership but nevertheless declare an intention to pursue the stated purpose of the Society. Associate Members shall not have voting rights.

2.3 One vote per member

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

2.4 Membership Dues

Membership dues shall be determined from time to time by a resolution of the Board of Directors.

2.5 Renewal of Membership

Membership term is 1 year with the term beginning with the date of the Annual Meeting and ending with the next Annual Meeting.

2.5.1 Notice of Renewal of Membership dates:

Notice of Renewal of Membership dates will be mailed or emailed to the last address on record for member, director, or officer and posted on the Society's website.

2.6 Member in Good Standing

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

2.7 Privileges of Membership

- a) Every member in good standing is entitled to:
 - i. receive notice of, attend, speak at any annual meeting, special, or general meeting of the membership;
 - ii. to participate in the activities of the Society as shall be defined by the Board of Directors each year,
- b) In addition, every member in good standing with voting privileges as per this By-Law is entitled to:
 - i. vote at any annual meeting, special, or general meeting of the membership
 - ii. unless otherwise stipulated, be elected or appointed as a director or serve as an officer;
 - iii. Submit resolutions to the Society as per the requirements in By-law 5.5.2.4 Resolutions by Member

2.8 Transfer of Membership

Membership in the Society is not transferable.

2.9 Termination of Membership

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

- a) The member's term of membership expires and was not renewed within the required time frame
- b) The resignation in writing of a member
- c) The death of a member
- d) The insolvency or dissolution, as applicable, of an associate or business member
- e) The member is expelled or the person's membership is otherwise terminated in accordance with the by-laws of the Society
- f) The member fails to comply with the Society's constitution, code of conduct or by-laws, subject to disciplinary proceedings as described in this section.
- g) The liquidation or dissolution of the Society under the AHOA.

2.10 Disciplinary Act or Termination of Membership for Cause

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

- 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 Society;
 - ii. carrying out any conduct which may be detrimental to the Society 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 Society, the President, or such other Officer as may be designated by the Board, shall provide at least fifteen (15) days' written notice of disciplinary action or termination to the member and shall provide specific reasons for the proposed disciplinary action or the termination of Membership.
- 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.
- d) The notice of proposed disciplinary action or the termination of Membership shall be sent via Registered letter, personal delivery or email to the last address provided by the member when they became/renewed their membership.
- e) In the event that no written submissions are received, the President, or such other Officer as may be designated by the Board, may proceed to notify the member that the member is subject to disciplinary action or the termination of membership in the Society.

- f) If written submissions are received in accordance with this section, 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.
- g) Upon the suspension or termination of membership or request of the Board, the member is required to return all Society property to the President, or such other Officer as may be designated by the Board. This includes, but is not limited to files and documents, equipment, computers, phones, passwords or access codes, tools, keys or items used to access property, buildings, or storage, vehicles, etc.

BY-LAW 3 – DIRECTORS

3.1 Number of Directors

There shall be 24 Directors on the Board of Directors.

3.1.1 Composition of the Board of Directors

The Board of Directors shall consist of no more than 24 Directors elected or appointed in accordance with the by-laws of the Society and Ex-Officio Directors as listed under By-law 3.1.2

3.1.2 Ex-officio Director

For the purpose of preserving continuity of knowledge and experience the Board of Directors may, within 60 days of the Annual Meeting, appoint 6 Past Presidents who shall be considered Ex-Officio directors and part of the Board of Directors with full voting rights.

3.1.3 Associate Directors

The Society may recognize those members who provide extraordinary, voluntary assistance or support in furthering the Society's Objectives with the title Associate Director. Associate Directors may attend Board meetings but may not vote.

3.1.4 Honorary Directors

Directors who have served for a period of time and are no longer able to provide the level of contribution expected of a director, may retire from the board with the title Honorary Director in recognition of their contribution. Honorary Directors may attend board meetings but may not vote.

3.1.5 Terms of office

Directors shall be elected for a term of one year. Directors shall be eligible for re-election at the end of the one-year term.

3.2 Election of Directors

3.2.1 – Eligibility and Qualifications

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

3.2.1.1 – Eligibility to Become a Director

All candidates for the position of director shall be a voting member of the Society as set out in the By-law 2 above.

3.2.1.2 – Qualifications for Director Position

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

- a) must be an individual who is 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;
- 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 voting member in good standing of the Kinmount Agricultural Society as per By-law 2. Director must remain in good standing for the duration of their term;
- g) is expected to attend all regular meetings of the Board of Directors and committee meetings of which they are a member;
- h) at the Society's discretion, must sign and abide by the Society's Code of Conduct document,
- i) must abide by Conflict-of-Interest guidelines as per By-law 7 - 7.1 Conflict of Interest.

3.2.1.3 – Director ceases to meet Qualifications

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

3.3 Resignation, Departure or Removal of Director

3.3.1 Vacation of Office of Director

The office of a director shall be vacated immediately:

- a) if the director resigns by written notice to the Society, resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- 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;
- d) if, at a meeting of the members, the members by ordinary resolution remove the director before the expiration of the director's term of office; or
- e) if the director no longer meets the 'Qualifications' of the position as listed under **By-law 3.2.1.2 – Qualifications for Director Position**

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

The members of a Society may, by ordinary resolution at a special meeting, remove from office any director or directors, for any one of the following grounds:

- a) violating any provision of the articles or by-laws or written policies of the Society;
- b) carrying out any conduct which the members feel may be detrimental to the Society;
- c) if the members feel that the director no longer meets the qualifications of the position as per **3.1.1.2 – Qualifications;**

3.3.2.2 Process

3.3.2.2.1 Calling of a Special Meeting to remove a Director

- a) A signed petition of at least 10% of the members of the Society shall require the call of a special meeting of the membership for the removal of a director.
- b) The petition, which may consist of one or several documents of a similar form each signed by one or more members, shall include the reasons or rationale as per the information under **Section 3.3.2.1 Reasons or rationale for the requested removal of the director by the members** and must be sent to each director, ex-officio director and to the Society head office address.

3.3.2.2.2 Notice of Special Meeting

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

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

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

- 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.

3.3.2.2.3 Notice to Director

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

- a) a director is entitled to give the Society President a written statement opposing their removal if a special meeting is called for that purpose. The director's statement shall be provided immediately to the members of the Society.
- b) any member is entitled to speak at a special meeting;
- c) Passing of an ordinary resolution at the special meeting is required to remove the director.

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

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

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

3.3.4 Unfilled Vacancies

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

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

3.3.4.1 No Quorum of Directors

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

3.4 Duties and Powers of Directors

3.4.1 Standard of Care

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

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

3.4.2 Duty to comply

Every director shall comply with,

- a) the AHOA, ONCA and the regulations; and
- b) the Society's Constitution, By-laws and Policies.

3.4.3 Duties of Directors

3.4.3.1 The Duties of Directors are:

- a) To enact by-laws as required.
- b) To take the initiative in preparing general policies and actions for consideration and possible adoption by the membership.
- c) To put into effect all policies and actions approved by the membership
- d) To enter into contracts in the name of the Society in accordance with the policies and practices approved by the membership.
- e) To be responsible for the management of the affairs of the Society between general meetings

3.4.4 Consent of director at meeting

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

- 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.

- e) a director who votes for or consents to a resolution is not entitled to dissent.
- 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 to the corporation.

3.5 Committees

3.5.1 Establishment of Committees

- a) The Board may establish committees from time to time to conduct its business more effectively.
- b) All committees shall be comprised of at least one Director. A Director serving on a committee shall be appointed to chair all meetings and be responsible for reporting all committee activities to the Board of Directors.
- c) The powers, objectives, terms of reference and limits of funding shall be established by the Board at the time that a committee is established.
- d) The Board may dissolve any committee by resolution at any time.
- e) Ad hoc committees may be appointed by the Board as required.
- f) All committees are accountable to the Board of Directors.

3.5.2 Limits on Authority of Committees

No committee has 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) adopt, amend or repeal any by-law; or
- h) establish contributions to be made, or dues to be paid, by members.

BY-LAW 4 – OFFICERS AND EXECUTIVE COMMITTEE

4.1 Executive Officers

The Executive Committee consists of the Officers of the Association who may also be referred to as Executive Officers.

4.1.1 Standard of Care

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

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

4.1.2 Duty to comply

Every Officer shall comply with,

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

4.2. Selection of Executive Officers

- a) Each alternate year at the first meeting of the Board of Directors following the Annual Meeting, the directors shall elect from among themselves a Chair/President, a 1st Vice President, and a 2nd Vice President. The directors may elect a Secretary and a Treasurer or may appoint someone who is not a director to those positions
- b) Upon the election/appointment of a new President, the outgoing president shall be appointed to the Office of Past President.
- c) The Chair/President, Vice Presidents, Past President and the 20 remaining Directors shall constitute the Board of Directors.

4.2.1 Secretary and Treasurer

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

4.3 Terms of Office of Executive Officers

Officers shall hold office for 2 years or until a successor has been elected or appointed by the Board.

4.4. 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;
- c) the Officer's death;
- 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.

4.5 – Qualifications and Duties of Officers

Officers of the Society must be a member in good standing of the Society.

4.5.1 The Chair of the Board of the Society shall:

- a) Be a director of the Society;
- b) Shall hold the office of President as well;
- c) Chair all Board and Member meetings;
- d) Have no vote unless there is a tie in voting;
- e) Be responsible for management and supervision of the affairs and operations of the Society;
- f) Have signing authority;
- g) Represent and promote the organization;
- h) Be an ex-officio member of all committees.

4.5.3 The First Vice President of the Society shall:

- a) Be a director of the Society;
- b) Carry out duties as prescribed by the Board of Directors;
- c) Assist and act as president in absence of the president;
- d) Become president if a vacancy occurs.

4.5.4 The Second Vice President of the Society shall:

- a) Be a director of the Society;
- b) Carry out duties as prescribed by the Board of Directors;

4.5.5 The Secretary of the Society:

- a) May be a director of the Society;
- b) Shall follow the policies as determined by the Board of Directors;
- c) Shall attend all Board and Member meetings of the Society and keep true minutes thereof;

- d) Shall conduct the correspondence of the Society; and
- e) Shall keep a record of:
 - i. all business transactions of the Society;
 - ii. all minutes of Board and Member meetings;
 - iii. all resolutions passed by the Society;
 - iv. all amendments to the by-laws of the Society;
 - v. a register of the Directors, Officers and Members;
 - vi. a list of the names and addresses of persons to whom prize money is paid and the amounts paid to each person;
 - vii. all minutes and reports of committees that may from time to time be appointed by the Society; and
 - viii. all annual statements and financial and auditor's reports.
- f) Shall, as per the AHOA, within ninety days of the annual meeting of the organization, and prior to the Annual Report deadline, will submit to OMAFRA,
 - i. a copy of the audited financial statement;
 - ii. a statement of the number of current members;
 - iii. a list of the directors and officers of the organization and their addresses; and
 - iv. a copy of the annual report submitted at the annual meeting.

4.5.6 The Treasurer of a Society:

- a) May be a director of the Society;
- b) Shall follow the policies as determined by the Board of Directors;
- c) Shall receive all monies paid to the Society and deposit them to the credit of the Society in a chartered bank/credit union/financial institution, as directed by the Society;
- d) Shall keep the securities of the Society in safe custody;
- e) Shall keep or cause to be kept full and accurate proper books of account or make or cause to be made entries of all receipts and expenditures of the Society;
- f) Shall prepare the annual financial statements of the Society;
- g) Shall work with appointed financial reviewers to ensure that a financial review is conducted, and
- h) Shall prepare reports showing the financial position of the Society, on a regular basis or as indicated by the By-laws.

4.6.1 Members of Executive Committee

The Executive Committee consists of the officers of the Society.

4.6.2 Role & Powers of Executive Committee

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

The Chair/President, the Secretary and the Treasurer shall constitute a quorum for the transaction of business at a meeting of the executive committee provided that where the Secretary and Treasurer are not directors, there shall be at least 3 directors present.

BY-LAW 5 – MEETINGS OF THE SOCIETY MEMBERS

5.1 Those Entitled to be Present

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

- a) Members, voting and non-voting;
- b) the Directors, officers, staff and the auditors/financial reviewers of the Society; and
- c) such other persons who are entitled or required under any provision of the Act, the Articles or By-Laws of the Society to be present at the meeting.

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

5.2 Members' Meetings by Telephonic or Electronic Means

- a) If Board makes the decision to hold a hybrid members' meeting, the meeting notice shall indicate that members will have the option to participate by telephonic or electronic and the meeting notice will provide all the required information to participate by telephonic or electronic means. The electronic or telephonic means must permit all participants to communicate adequately with each other during the meeting.
- b) 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.
- c) If it is not stipulated in the meeting notice, the option to attend by telephonic or electronic means will not be available.
- d) Participation by telephonic or electronic means must permit all attendees to communicate adequately with each other during the meeting must provide that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously.
- e) 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.

- f) Provided that at the outset of each such meeting, the chair of the meeting shall confirm that a quorum is present.
- g) The Society is not responsible if a member cannot participate fully in the meeting by telephonic or by electronic means due to the malfunction or unavailability of the member's equipment or application, program, or software, or the malfunction or unavailability of the communication platform (i.e., Zoom), internet or phone service being used by the member or the Society.

5.2.1 Meeting may be Held Entirely by Telephonic or Electronic Means

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

5.3 Voting

5.3.1 Eligibility to Vote

See By-law 2 Voting Rights for Members for voting rights of members

5.3.2 Method of Voting

- a) Each member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by ordinary resolution, unless otherwise specified.
- b) At all meetings of members, every question shall be decided by a show of hands unless a ballot is required by the chair of the meeting or requested by any member. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the chair of the meeting that a resolution has been carried or lost by the required majority and an entry to that effect in the minutes of the Society is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

5.3.2.1 Electronic, Mail or Telephone Voting

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

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

- a) be noted in the meeting notice that voting by electronic, mail or telephonic means is being allowed and instructions for voting and joining the meeting must be provided;
- b) allow for verification that the votes are made by the members entitled to vote;
- c) The Society is not responsible if a voting delegate cannot participate fully in the voting process due to delays or issues with Canada Post or due to the malfunction or unavailability of the delegate's equipment or application, program,

or software, or the malfunction or unavailability of the voting platform, or internet being used by the delegate or the Society.

5.3.3 Proxy votes

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

5.4 Quorum

Fifteen (15) members entitled to vote at the meeting shall constitute a quorum for the transaction of business at a members' meeting.

If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. If it becomes apparent that quorum is no longer present, it should be noted in the minutes.

5.5 Meetings

5.5.1. List of Eligible Members

The secretary shall have available at members' meetings, a list of those members eligible to vote and hold office as determined by the eligibility of classes in By-law 2.2 Classes of Membership.

5.5.2 Annual Meeting

5.5.2.1 Notice of Annual Meetings

At least 14 days notice and not more than 50 days notice of every annual meeting shall be given by publication of a notice in one newspaper having circulation in the Kinmount area for two successive weeks and by mailing/emailing notices of the meeting to all members.

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

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.

5.5.2.2 Time and Place of Annual Meeting

The annual meeting shall be held in or near Kinmount, Ontario, at a time as determined by the Board of Directors, not more than 15 months after the previous annual meeting.

5.5.2.3 Record Date

The Directors may fix a record date for any purpose, including determining members entitled to receive notice of any meeting of members and to vote at the meeting in accordance with ONCA legislation. 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, the record date for the determination of members entitled to receive notice of a meeting of members or to vote shall be,

- a) at the close of business on the day immediately before the day on which the notice is given, or
- b) if no notice is given, the day on which the meeting is held;

and the record date for the members for any purpose other than to establish a member's right to receive notice of a meeting or to vote shall be at the close of business on the day on which the directors pass the relevant resolution.

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

- a) The agenda shall be reviewed
- b) The minutes of the previous annual and subsequent special meetings shall be received.
- c) The President shall on behalf of the board present a report on the activities and accomplishments of the Society since the previous Annual General Meeting.
- d) The Treasurer shall present on behalf of the board a detailed financial statement.
- e) An independent electing officer shall be appointed to record the votes.
- f) The secretary shall provide a current list of those members eligible to vote.
- g) The Directors shall be elected.
- h) Auditors or financial reviewers shall be appointed.
- i) Such other or special business or resolutions as may be set out in the notice of meeting

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

5.5.2.5 Resolutions by Member

Voting members may submit a resolution to the Board on any matter that the member intends to raise at the Annual Meeting. The member shall pay any costs of including the proposal in the notice of meeting. Resolutions shall be delivered to the Society Secretary, in writing, a minimum of 60 days prior to the Annual Meeting. Such resolutions shall be reviewed by the Executive Committee or Board prior to the Annual Meeting, and the Committee or Board may ask for rewording or clarification from the originator(s).

The Society shall include member resolutions in the notice of the meeting unless refused as provided below. 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 Board may refuse to include a member resolution in the meeting notice in certain circumstances:

- a) the resolution is not submitted to the Society at least 60 days before the date of the meeting;

- b) it clearly appears that the primary purpose of the resolution is to enforce a personal claim or redress a personal grievance against the Society or its directors, officers, members or debt obligation holders;
- c) it clearly appears that the resolution does not relate in a significant way to the activities or affairs of the Society;
- d) 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;
- e) 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
- f) the rights conferred are being abused to secure publicity.

5.5.2.5.1 Notice of Refusal

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

5.5.3 Special Meetings

5.5.3.1 Calling of Special Meetings

The directors may call a special meeting of the members.

- a) A special meeting shall be called to deal with the selling, mortgaging, leasing or otherwise disposing of property owned by the Society. Only those persons who are Regular Members for the current year and for the two previous years are entitled to vote at this meeting. Acquisition of property shall be at the discretion of the Board of Directors.
- b) Ten percent of the voting members of a society may petition the directors to call a special meeting for the transaction of the business mentioned in the petition.

The petition, which may consist of one or several documents of a similar form each signed by one or more members, must state the business to be transacted at the meeting and must be sent to each director and to the society office. If the petition cannot be satisfactorily resolved by the Board, a special meeting shall be called.
- c) The meeting shall be called within 21 days after receiving the requisition/petition and shall be advertised in the manner prescribed by By-law 5 - Section 5.5.3.2 Notice of Special Meeting.

5.5.3.2 Notice of Special Meeting

At least 30 days' notice and not more than 50 days of a Special Meeting shall be given by delivery notices of the meeting by mail/email to each member, each Director and Officer and to the auditor or person(s) appointed to conduct the financial review at the

last address/email address registered with the Society. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

5.5.3.3 Reason for Special Meeting

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

If a Special Resolution is required for any votes, it must be passed by 2/3 of eligible voters at the meeting.

5.5.3.4. Notification of Members

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

5.5.4 General Meetings

5.5.4.1 Calling of General Meetings

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

5.5.4.2 Notice of General Meeting

At least 30 days' notice and not more than 50 days notice of a General Meeting shall be given by delivery notices of the meeting by mail/email to each member, each Director and Officer and to the auditor or person(s) appointed to conduct the financial review at the last address registered with the Society. Notice of any meeting must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any resolution if any are to be submitted to the meeting.

5.5.5 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.

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 Chair/President, or in the Chair/President's absence, the 1st Vice President, or by any three members of the Board, by notifying all members of the Board.

6.1.1 Board Meeting

- a) If a quorum is present, the Board of Directors may, without notice, hold its first Board meeting immediately following the annual meeting of the Society.
- b) Main agenda items shall be included in the notice of meeting.
- 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) The Board shall meet at least 6 times annually at such time and in such place as may be designated by the Board.
- e) The Board may decide a meeting will be held in person only.

6.1.2 Board Meetings by Telephonic or Electronic Means

If the Board makes the decision to hold an online or hybrid directors' meeting, the meeting notice will/shall indicate that directors will have the option to participate by telephonic or electronic and the meeting notice will provide all the required information to participate by telephonic or electronic means.

- a) 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.
- b) If it is not stipulated in the meeting notice, the option to attend by telephonic or electronic means will not be available.

- c) Participation by telephonic or electronic means must permit all attendees to communicate adequately with each other during the meeting must provide that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously.
- d) 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.
- e) 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.
- f) In the event of an in-person meeting, the Chair/Secretary may require at least 48 hours notice prior to the start of the meeting that the director would like to participate by telephonic or electronic means due to the time requirements and equipment required to hold a hybrid meeting.
- g) The Society is not responsible if a member cannot participate fully in the meeting by telephonic or by electronic means due to the malfunction or unavailability of the member's equipment or application, program, or software, or the malfunction or unavailability of the communication platform (i.e., Zoom), internet or phone service being used by the member or the Society.

6.1.3 Quorum

Eight (8) members of the Board in addition to the Chair, Treasurer and Secretary shall constitute a quorum for a Board meeting. The Society must maintain quorum throughout Board meetings.

- a) If the members fail to elect the number or the 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
- b) Where there is no quorum because a director has a conflict of interest, remaining directors are deemed to be a quorum to vote on the resolution.
- c) In the event of insufficient Directors being present at a meeting to form a quorum the Chair may at their discretion
 - i. adjourn the meeting.
 - ii. continue the meeting and table all matters requiring a vote to the next meeting of the Board. All items tabled shall appear in the minutes as "held over" and copies of the minutes sent to all Directors prior to the next meeting.
 - iii. In the event that a matter cannot be held over to the next meeting, the Chair shall:
 - a) Provide a clear statement of the motion agreeable to the Directors present
 - b) Poll those Directors present and record their votes

- c) Following the meeting, contact absent directors, convey to them the clear statement of the motion, provide any clarification the Director may require, and allow a reasonable time for them to decide on their vote
- d) When sufficient directors have been contacted and have voted to provide a clear majority to decide the motion, the chair shall declare the motion decided and take the appropriate action.
- e) The Chair shall provide the Secretary with the list of all Directors contacted, the clear statement provided and a record of each Director's vote.

6.2 No Alternate Directors

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

6.3.1 Voting

- a) Each director and ex-officio director shall have one (1) vote on each question raised at any meeting of the Board. The Secretary or a deputy must be present to record the proceedings and the vote.
- b) All meetings require a Chair. The Chair will vote only when the vote is tied.
- c) All questions shall be determined by a majority of the votes cast, unless otherwise specified in the by-laws.
- d) Changes to the constitution require a General Meeting and 2/3 of voting members present.
- e) 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.
- f) Proxies are not permitted at any meeting of directors.
- g) If a director does not agree with a motion passed at a meeting, they must register their dissent as per By-law 3.4.4 Consent of director at meeting
- h) If a director is not present at a meeting, they will be deemed to have consented to a resolution or an action that was taken unless they provide notice of their dissent as per By-law 3.4.4 Consent of director at meeting.

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

6.3.3 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.

6.4 Executive Committee Meetings

6.4.1 Calling of Executive Committee Meetings

Meetings of the executive committee may be called by the Chair/President at any time and any place.

6.4.2 Notice of Executive Committee Meetings

For meetings of the executive committee, notice stating the time and place of the meeting shall be given in writing by electronic mail to each member of the executive at least 7 days before the meeting, except in case of emergency, when notice by other means of communication will be accepted.

BY-LAW 7 – CONFLICT OF INTEREST AND REMUNERATION

7.1.1 Disclosure

In accordance with the AHOA, ONCA, or any Board by-laws or policies, a 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 and Officers that have declared that they have a direct, indirect or imputed interest in any matter, contract or transaction:

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

7.1.2 Members' approval

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

7.2 Remuneration

a) No compensation shall be paid to a director, officer or member of an agricultural society or horticultural society for the performance of his or her duties, other than the treasurer or secretary but reasonable expenses incurred by a director, officer or member in the performance of his or her duties may be paid.

b) Subject to the by-laws of an agricultural society, a director, an officer or a member of the society may receive reasonable remuneration and expenses for any services to the society that he or she performs in any other capacity.

7.3 Confidentiality

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

BY-LAW 8 – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

8.1 Insurance

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

- (i) property and public liability insurance;
- (ii) Directors' and Officers' insurance; and,

may include such other insurance as the Board sees fit.

(b) No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Society.

(c) It shall be the obligation of any person seeking insurance coverage or indemnity from the Society to co-operate fully with the Society in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Society.

8.2 Indemnification of Directors, Officers and Others

Provided that they have:

- a) complied with the Acts and the Society's articles and by-laws; and
- b) exercised their powers and discharged their duties in accordance with the Acts,

the Society shall indemnify and save harmless a director or officer of the Society, a former director or officer of the Society or another individual who acts or acted at the Society's request as a director or officer or in a similar capacity, of another entity, and such person's heirs and legal representatives, against:

- i. 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

- ii. All other costs that they sustain or incur in or about or arising from or in relation to the affairs of the Agricultural Society except costs, charges or expenses thereof as are occasioned by their own willful neglect, default or dishonesty.

BY-LAW 9 – FINANCES

The fiscal year of the Society shall be from 12:01 a.m. on December 01 of any calendar year to 12:00 a.m. on November 30 of the following calendar year.

- a) All monies belonging to the Society shall be deposited in an account in the name of the Society at a Branch of a Charter Bank, Credit Union, or other Financial Institution in Canada by any officers or an employee so designated by the Board.
- b) Cheques to disburse the funds of the Society shall bear the signatures of the Treasurer and one other director as available from a list of Authorized Signing Directors as agreed by the Board. This list shall be subject to re-approval each year.
- c) All expenditures for items in excess of \$500.00 that are not included in the budget for the current fiscal year shall require approval by a motion passed at Board of Directors or general meeting.
- d) The financial records of the Society shall be audited or subject to preparation of a financial review certificate by two persons that were appointed at the Annual Meeting.
- e) The financial accounts and other books of the Society shall be made available for inspection by members upon reasonable request.

BY-LAW 10 – ADMINISTRATION

10.1 Execution of Documents

- a) Deeds, transfers, contracts, obligations, and other instruments in writing requiring execution by the Society may be signed by any two of the designated signing officers. The signing authority by titles will be established as follows; President/Chair, 1st Vice President, Secretary, Treasurer, Past Presidents.
- 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 member of the executive may certify a copy of any instrument, resolution, by-law or other document of the Society to be a true copy thereof.

10.2 Records of the Society

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

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

- a) A register of any Society monetary investments or capital investments.
- b) deeds, title papers and other documents relating to the Society's property;
- c) at least one copy of the minutes of all member, Board or committee meetings;
- d) text of resolutions passed at any member or Board meetings;
- e) Association's constitution, articles, by-laws, as well as any amendments to them;
- f) Registry of directors, officers and members
- g) Financial books and records and books as required by the AHOA or ONCA regulations or Society articles, by-laws or policies.
- h) Record of any other information as required by the AHOA or ONCA regulations or Society articles, by-laws or policies.
- i) All records of the Society will be kept in the Fair Office for the period of time as specified in the appropriate government regulations. Records may be stored in either paper and/or digital format.

BY-LAW 11 – BOARD POLICIES

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

BY-LAW 12 – AMENDMENTS TO THE CONSTITUTION, ARTICLES AND BY-LAWS

12.1 Amendment of Constitution, Articles, and By-laws

This Constitution and Articles of the Society may be made and/or adopted, amended or repealed by a two-thirds majority vote of those members in attendance at a properly convened annual meeting or special meeting of which notice has been given in the manner provided by BY-LAW 5 – Section 5.5.2.1 Notice of Annual Meetings.

12.2 Origin of Amendments to the Constitution, Articles and Bylaws

Amendments may originate from the Board or any voting member in good standing with the Society as per Article 2.2 Classes of Membership.

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

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

12.3 Changes to Constitution, Articles, and By-laws

12.3.1 Changes to the Constitution, Articles, and Bylaws

Changes to the Constitution, Articles, and Bylaws that are approved at the annual or special meeting of the Society shall be effective immediately unless otherwise specified. Changes to the Constitution require a General Meeting and 2/3 of the Voting Members present to vote in favour.

12.3.2 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 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.

12.3.2.1 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.

12.4 Approval of Minister (OMAFRA) for Amendment to Articles

The Society shall submit amended articles of incorporation that have been approved by an ordinary resolution of the membership to the Minister (OMAFRA) for approval.

12.5 Changes in AHOA and ONCA

All regulations as set forth in the *Agricultural and Horticultural Organizations Act*, or the *Not-for Profit Corporations Act, 2010* as they may be revised from time to time, shall become a part of this constitution, articles and by-laws document.

BYLAW 13 – DISSOLUTION OF SOCIETY

13.1 Process

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

At least 30 days' notice and not more than 50 days of the special meeting shall be given by delivery notices of the meeting by mail/email to each member, each director and officer and to the auditor or persons appointed to conduct the financial review at the last mail/email address registered with the Society. Notice for the meeting will also be posted on the Society's website.

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

13.1.1 Contacting Minister (OMAFRA)

Upon the passing of a special resolution at a special meeting of the members of the organization duly called for that purpose, the Society President shall contact the Minister to request the dissolution of the Society.

13.1.2 Trustees

13.1.2.1 Trustees to deliver to Director (OMAFRA)

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

13.2 Dispersal of Remaining Assets

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

BYLAW 14 – SPECIAL PROVISIONS

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

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

BY-LAW 15 – ADOPTION

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

Approved and adopted as amended at the Annual Meeting of the Kinmount Agricultural Society,

Date

President

DRAFT