

**THE SUNDERLAND AGRICULTURAL  
SOCIETY  
CONSTITUTION and BY-LAWS**



## **ARTICLE 1 - NAME**

The name of the organization shall be the SUNDERLAND AGRICULTURAL SOCIETY and shall operate the SUNDERLAND FALL FAIR, henceforth known as the 'Society'.

This organization may be referred to by the title SAS.

## **ARTICLE 2 - PURPOSES or OBJECTS**

### **2.1 Purposes**

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

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

- a) researching the needs of the agricultural community and developing programs to meet those needs.
- b) holding agricultural exhibitions featuring competitions for which prizes may be awarded.
- c) promoting the conservation of natural resources.
- d) encouraging the beautification of the agricultural community.
- e) supporting and providing facilities to encourage activities intended to enrich rural life.

## **ARTICLE 3 - HEAD OFFICE**

The head office of the Society shall be located in or about the Township of Brock in the Region of Durham, 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 Sunderland Agricultural Society qualifies as an “agricultural society” under Section 22 of the AHOA.

## **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, 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”).
- c) “Minister” (OMAFRA) means the Minister of Agriculture, Food and Rural Affairs; (“ministre”).
- 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, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special Act; (ONCA).
- h) “Board” means the board of directors of the Sunderland Agricultural Society.
- i) “Board Meeting” – means regular meeting of the executive and directors of the Board of the Society.
- j) “by-laws” means this by-law (including the schedules to this by-law) and all other by-laws of the Society as amended and which are, from time to time, in force.
- 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 – is a foundational document that contains the society’s articles. ONCA uses the term “Articles of Incorporation” and not Constitution.
- m) “director” - means an individual occupying the position of director of a corporation by whatever name he or she is called (ONCA).
- n) “directors” means the elected directors and the executive of the Society.
- o) “executive” means the Chair/President, First Vice President and Second Vice President, Past President, Secretary, 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” – having influence or effect – in relationship to a contract or transaction.
- 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) “ordinary resolution” means a resolution submitted to a meeting of members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to in writing by each member of the Society entitled to vote at a meeting of the members. (ONCA)
- v) “organization” means an agricultural association, agricultural society or horticultural society to which the AHOA applies. (AHOA)
- w) “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.
- x) “resolution” under the AHOA is the equivalent of a ‘proposal’ under the ONCA regulations.
- y) “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.
- z) “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**

### **Definitions**

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

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

If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the AHOA or ONCA, the provisions

contained in the Articles or the AHOA or ONCA, as the case may be, shall prevail.

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

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

### **1.31 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 Classes**

The Society has 1 class of membership.

### **2.2 Classes of Membership**

The Society's classes of membership are as follows:

#### **2.2.1 Regular Member**

##### **2.2.1.1 Eligibility of Regular Member**

Any person may join an agricultural society by paying the annual fee set out in a by-law of the society but no person under the age of eighteen years is eligible to vote at meetings of the society - AHOA section 32. In order for persons to be members of this Society, they must be up to date in the payment of Society annual dues for the current year as listed in By-law.

##### **2.2.1.2 Voting Rights of Regular Member**

Regular members have voting rights. Persons eligible for regular membership in this Society having reached the age of eighteen (18) are eligible to vote at annual, special or regular meetings of the members.

### **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 Fees**

Membership fee shall be determined from time to time by the Board of Directors and set in a Society by-law. for a General Member, as of 2024 shall be \$10:00.

Payment of the annual membership fee by September 1 for member to be considered "in good standing".

## **2.5 Renewal of Membership**

Membership term is 1 year with the term beginning January 01 and ending December 31.

### **2.5.1 Notice of Renewal of Membership dates will be:**

- 1) Posted on website, agfair.ca

## **2.6 Member in Good Standing**

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

Payment of the annual membership fee by September 1 for member to be considered “in good standing”.

## **2.7 Privileges of Membership**

1) Every member in good standing is entitled to:

- i) receive notice of, attend, speak at any annual meeting, special, or regular meeting of the membership;
- ii) participate in the activities of the Society as shall be defined by the Board of Directors each year.

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

- i) vote at any annual meeting, special, or regular 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 Association 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 transferrable.

## **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

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

### **3.1 Number of Directors**

There shall be up to 12 directors on the Board of Directors.

#### **3.1.1 Composition of the Board of Directors:**

The Board of Directors of the Society shall include:

- a) The Board of Directors shall consist of up to 12 directors elected or appointed in accordance with the by-laws of the Society.

#### **3.1.2 Ex-officio Director**

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

#### **3.1.3 Terms of office**

- a) The Society has stipulated the number of directors in **Bylaw 3.1 Number of Directors**
- b) directors shall be elected for a term of 1 year at each annual meeting, a number of directors equal to the number of directors retiring plus any vacancies then outstanding shall be elected or appointed.
- c) Based on a 1 year term, 100% of the director positions shall be up for election each year.
- d) Directors shall be eligible for re-election at the end of the 1 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**

- a) all candidates for the position of director shall be a “*Regular member*” of the Society as set out in the **By-law 2** above.
- b) must have reached the age of 18 as of September 1

#### **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.

#### **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 director shall be vacated immediately:

- a) if the director resigns by written notice to the Corporation/Society, resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later
- 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 as listed under **By-law 3.2.1.2 – Qualifications for Director Position**

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

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

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

- 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 **3.2.1.2 – 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 constitute the call of 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.
- 2010, c. 15, s. 55 (8).

#### **3.3.2.2.3 Notice to Director**

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

- 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 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 directors of the Society shall direct and supervise the management of all the activities and affairs of the Society.

3.4.3.2 Where members fail to elect required number of directors, then directors who were elected (provided there is a quorum) may exercise all directors' powers.

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

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

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

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

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

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

#### **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.

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

### **4.1 Officers**

#### **4.1.1 Standard of Care**

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

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

#### **4.1.2 Duty to comply**

Every Officer shall comply with,

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

#### **4.2. Selection of Officers**

- 1) At the first meeting of the Board of Directors following the Annual Meeting, the Board shall appoint the following officers of the Society:
  - Chair and President
  - 1<sup>st</sup> Vice President
  - 2<sup>nd</sup> Vice President
  - Past President
  - Secretary
  - Treasurer
- 2) Upon the appointment of a new president, the outgoing president shall move to the position of Past President.
- 3) The Chair/President, Vice Presidents and Past President and the 8 remaining Directors shall constitute the Board of Directors.

#### **4.2.1 Secretary and Treasurer**

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

#### **4.3 Terms of Office of Officers**

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

#### **4.4. Office held at Board's discretion**

Officers shall continue 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 shall:**

- Be a director of the Society
  - Shall hold the office of President as well
  - Chair all Board and Member meetings
  - Voting rights
- 1) Have no vote unless there is a tie in voting.

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

- Be a director of the Society
- Shall hold the office of Chair as well
- Be responsible for management and supervision of the affairs and operations of the Society
- Have signing authority
- Represent and promote the organization
- Be an ex-officio member of all committees

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

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

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

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

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

- Follow the policies as determined by the Board of Directors;
- attend all Board and Member meetings of the Society and keep true minutes thereof;
- conduct the correspondence of the Society; and
- keep a record of:
  - (i) all business transactions of the Society
  - (ii) all minutes of Board and Member meetings
  - iii) all resolutions passed by the Society
  - iii) all amendments to the by-laws of the Society
  - iv) a register of the Directors, Officers and Members as per ONCA O. Reg. 395/21: GENERAL; Corporate registers 6.(1), (2) and (3)
  - v) a list of the names and addresses of persons to whom prize money is paid and the amounts paid to each person
  - vi) all minutes and reports of committees that may from time to time be appointed by the Society; and
  - vii) all annual statements and financial and auditor's reports.
- shall, as per the AHOA, within ninety days of the annual meeting of the organization, and prior to the Annual Report deadline, will submit to OMAFRA in conjunction with the Secretary:
  - 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 shall:**

- Follow the policies as determined by the Board of Directors
- receive all monies paid to the Society and deposit them to the credit of the Society in a chartered bank/credit union/financial institution, as directed by the Society
- keep the securities of the Society in safe custody

- keep or cause to be kept full and accurate proper books of account or make or cause to be made entries of all receipts and expenditures of the Society
- prepare the annual financial statements of the Society
- shall work with appointed auditors to ensure financial review is conducted, and
- prepare reports showing the financial position of the Society, on a regular basis or as indicated by the By-laws.

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#### **4.6 Executive Committee**

##### **4.6.1 Members of Executive Committee**

Executive Committee will consist of the following members:

- Chair and President
- 1<sup>st</sup> Vice President
- 2<sup>nd</sup> Vice President
- Past President
- Secretary
- Treasurer

##### **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.

## **BY-LAW 5 – MEETINGS OF THE SOCIETY MEMBERS (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) Members, voting and non-voting
- b) the Directors, officers, and the auditors/financial reviewers of the Society, if applicable; 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. Voting**

#### **5.2.1 Eligibility to Vote**

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

### **5.2.2 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.

### **5.2.3 Proxy votes**

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

### **5.3 Quorum**

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

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

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

If the follow up meeting continues after 30 days, you must give notice.

S.57 (5) (6)

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

**Annual Meeting** - 15 of members entitled to vote at the meeting shall constitute a quorum for the transaction of business

**Special Meeting** - 15 of members entitled to vote at the meeting shall constitute a quorum for the transaction of business

**Regular Meeting** - 6 of members entitled to vote at the meeting shall constitute a quorum for the transaction of business

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 class(es) 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 of every annual meeting shall be given by delivery notices of the meeting by Society. Email and Social Media to every member of the Society, Directors and Officers and to the auditor or person(s) appointed to conduct the financial review at the last address/email address registered with the Society. The purpose of the meeting shall be stated in such notice and a copy of the agenda shall be included in such notice.

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.

#### **5.5.2.2 Time and Place of Annual Meeting**

The annual meeting shall be held 4<sup>th</sup> Monday in November no more than 15 months after the annual meeting in the Township of Brock.

#### **5.5.2.3 to be conducted 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 Society since the last annual meeting
- d) consideration of the audited financial statements
- e) report of the auditor or person who was appointed to conduct to do the financial review for the previous year
- f) Reappointment or new appointment of auditor(s) or person(s) to conduct a review engagement for the upcoming year.
- g) election of directors
- h) 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.



#### **5.5.2.4 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 prior to the Annual Meeting, and the Committee or Board may ask for rewording or clarification from the originator(s).

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

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

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

#### **5.5.2.4.1 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 Meeting**

#### **5.5.3.1 Calling of Special Meetings**

The directors may call a special meeting of the members.

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

The petition, which may consist of one or several documents of a similar form each signed by one or more members, must state the business to

be transacted at the meeting and must be sent to each director and to the society office.

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

#### **5.5.3.2 Notice of Special Meeting**

At least 14 days' notice and not more than 50 days of Special Meeting shall be given by delivery notices of the meeting by Email and Social Media 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 as per the class eligibility listed in **Bylaw 2.2 Classes of Membership**

#### **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

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

### **6.1 Calling of Board Meeting**

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

### **6.1.1 Board Meeting**

- 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 9 times annually at such time and in such place as may be designated by the Board.

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

- a) If Board makes the decision to hold an online or hybrid directors' meeting, the meeting notice will/shall indicate that directors will have the option to participate by telephonic or electronic and the meeting notice will provide all the required information to participate by telephonic or electronic means.
- 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. 2023, c. 9, Sched. 22, s. 3 (2).
- 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, and whenever votes are required, 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

### **6.1.3 Quorum**

6 members of the Board shall constitute a quorum for a Board meeting.

- a) Must maintain quorum throughout Board meetings.
- 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) 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.

### **6.2 No Alternate Directors -**

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

### **6.3 Voting**

- a) 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
- c) All questions shall be determined by a majority of the votes cast, unless otherwise specified in the by-laws.
- d) 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.
- e) Proxies are not permitted at any meeting of directors.
- f) 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**
- g) 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**.

### **6.4 Executive Committee Meetings**

#### **6.4.1 Calling of Executive Committee Meetings**

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

#### **6.4.2 Notice of Executive Committee Meetings**

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

## **BY-LAW 7 - CONFLICT OF INTEREST AND REMUNERATION**

## **7.1 Conflict of Interest**

### **7.1.1 Disclosure**

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

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

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

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

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

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

### **7.1.2 Members' approval**

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

## **7.2 Remuneration**

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

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

### **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**

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.
- (iii) 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.
- (iv) 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

- 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 Agricultural Society except costs, charges or expenses thereof as are occasioned by their own willful neglect, default or dishonesty.

## **BY-LAW 9 – FINANCES**

- 1) All monies belonging to the Society shall be deposited in an account in the name of the Society at a Branch of a Charter Bank, Credit Union, or other Financial Institution in Canada by any officers or an employee so designated by the Board.
- 2) No Cheque or any other order for the payment of monies shall be valid unless signed by in accordance with a resolution made by the Board. Cheques to disburse the funds of the Society shall bear the signatures of 2 signing officer(s). The signing authority by titles will be established as follows: the Treasurer and the President, 1<sup>st</sup> Vice President or 2<sup>nd</sup> Vice President.
- 3) The fiscal year of the Society shall be from November 1 to October 31.
- 4) The financial records of the Society shall be subject to preparation of a financial review certificate by two persons that were appointed at the Annual Meeting.
- 5) 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 three of the designated signing officers. The signing authority by titles will be established as follows: President, Secretary, Treasurer.
- 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.  
*(can specify)*

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

- 1) A register of any Society monetary investments or capital investments.
- 2) deeds, title papers and other documents relating to the Society's property.
- 3) at least one copy of the minutes of all members, Board or committee meetings.

- 4) text of resolutions passed at any member or Board meetings.
- 5) Association's constitution, articles, by-laws, as well as any amendments to them.
- 6) Registry of directors, officers and members as per **ONCA O. Reg. 395/21: GENERAL Corporate registers 6. (1), (2), (3)**.
- 7) Financial books and records and books as required by the AHOA or ONCA regulations or Society articles, by-laws or policies.
- 8) Record of any other information as required by the AHOA or ONCA regulations or Society articles, by-laws or policies.
- 9) All records of the Society will be kept in the Township of Brock 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 5.5.11 Notice of Annual Meetings**.

### **12.2 Origin of Amendments to the Constitution, Articles and Bylaws**

Amendments may originate from:

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

#### **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 a special meeting of the Society shall be effective immediately unless otherwise specified.



### **12.3.3 Bylaws**

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

### **12.4 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.

### **12.5 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, 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 14 days' notice and not more than 50 days of the special meeting shall be given by delivery notices of the meeting by Email, Social Media to each member, each director and officer and to the auditor or persons appointed to conduct the financial review at the last address/email address registered with the Society.

The notice for 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) – as per AHOA R.S.O. 1990, c. A.9, s. 19**

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

#### **13.1.3 Trustees**

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

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

### **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

## **BYLAW 14 SPECIAL PROVISIONS**

### **14.1 Associate Directors**

All Committee chairpersons shall be appointed to the position of Associate Director with full voting rights.

### **14.2 Junior Directors**

Any number of Junior Directors under the age of 18 may be appointed

## **BY-LAW 15 – ADOPTION**

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

Approved and adopted as amended at the Annual Meeting of the Sunderland Agricultural Society, on \_\_\_\_ (date)\_\_\_\_\_.

Signed

\_\_\_\_\_

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

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

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

## **Addendum**

### **Fairgrounds Entrance Pillar Time Capsule 2012**

Let it be known that on September 1, 2012, a time capsule was placed in the new entrance pillar to Sunderland Fairgrounds. The Board of Directors of the day wishes that the time capsule be opened in the year 2050 to commemorate the two hundredth anniversary of the Sunderland Agricultural Society. The capsule may be reached by removing the concrete cap on top of the pillar. It is our wish that the contents be displayed for public viewing at the fair and at the museum. The newly constructed pillar was dedicated on October 22, 2012.