

THE BRUSSELS AGRICULTURAL SOCIETY
CONSTITUTION and BY-LAWS

ARTICLE 1 - NAME

The name of the organization shall be the BRUSSELS AGRICULTURAL SOCIETY and shall operate the Brussels Fall Fair, henceforth known as the 'Society'.

ARTICLE 2 – OBJECTS

2.1 Objects

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 at the home of the Society's Secretary or Secretary-Treasurer.

ARTICLE 4 – ORGANIZATION TYPE

The Brussels Agricultural Society qualifies as an "agricultural society" under Section 22 of the AHOA.

BY-LAWS

BY-LAW 1 – GENERAL

1.1 - Interpretation

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.

1.2 - Authority

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

The Society is also subject to the provisions of the Ontario Not-for-Profit Corporations Act (2010) (ONCA) 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 - 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 - Class of Membership

2.2.1 General Member

2.2.1.1 Eligibility of General 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.

2.2.1.2 Voting Rights of General Member

General members have voting rights:

Persons eligible for general membership in this Society having reached the age of eighteen (18) and in good standing are eligible to vote at any Annual General Meeting (if they were a member during the previous year), General Meeting, or Special Meeting 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 - Payment of fees

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

The annual membership fees for a General Member, as of January 1, 2025 shall be \$5.00.

Payment of the annual membership fee by March 31 for member to be considered “in good standing”.

2.5 - Renewal of Membership

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

2.5.1 Notice of Renewal of Membership dates will be:

- 1) Emailed to last address on record for member, director or officer
- 2) Posted on Society website or social media site
- 3) Delivered in person during Annual General Meeting and General Meetings

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.

2.7 - Privileges of Membership

- 1) Every member in good standing is entitled to:
 - i) receive notice of, attend, speak at any Annual General 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;
 - iii) be a member of and participate in committees and subcommittees of the Society;
 - iv) a free copy of the Constitution and By-laws of the Society;
 - v) view and get copies of the financial statements of the Society as per **By-law 9 Finances**
 - vi) view and get voting member lists, for a reasonable fee, including member names and contact information as long as they agree in writing that they shall not use the list or information except in connection with an effort to influence the voting of members, requisitioning a Special Meeting of the membership, and/or to conduct other matters related to Society's activities
- 2) In addition, every member in good standing with voting privileges is entitled to:
 - i) vote at any Annual General 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 Association as per the requirements in **By-law 5.5.2.5 Resolutions by Member**
 - iv) discuss any matter that qualifies as a resolution at an Annual General Meeting (if they were a member during the previous year);
 - v) nominate a Director;
 - vi) request that the Board of Directors call a special meeting of the members as stipulated in **By-law 5 Meetings of the Society Members (Meeting of the Members)**;
 - vii) request the removal of a Director as per **By-law 3.3.2 Removal of Director by Members Before Expiration of the Director's Term of Office**

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

- d) the member is expelled
- e) the liquidation or dissolution of the Society under the AHOA.

BY-LAW 3 – SOCIETY BOARD OF DIRECTORS

3.1 - Number of Directors

There shall be six directors elected in accordance with the **By-law 3** of the Society.

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 six directors which includes the directors elected or appointed in accordance with the By-laws of the Society and the ex-officio directors as listed under **By-law 3.1.2 Ex-officio Director**

3.1.2 Ex-officio Director

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

3.1.2 Terms of office

- a) The Society has stipulated the number of directors in **By-law 3.1 Number of Directors**
- b) directors shall be elected for a term of 2 years
- c) at each Annual General Meeting, a number of directors equal to the number of directors retiring plus any vacancies then outstanding shall be elected or appointed
- d) Directors shall be eligible for re-election at the end of the 2 year term to a maximum of 4 terms.

3.1.3 Nomination of Directors

- a) The Board shall establish a Nominations Committee which shall be responsible for identifying and recruiting qualified members to the Board and make recommendations to the Board with respect to such nominations for the position of director.
- b) At each Annual General Meeting the membership shall fill any vacancies on the Board of Directors via an election process led by a representative of the Nomination Committee.
- c) As per ONCA 56(5), a resolution or proposal for nominations for the election of directors may be submitted if the proposal is signed by not less than 5 percent of the voting members providing the proposal meets the requirements of ONCA 56(6).

3.2 - Election of Directors

3.2.1 – Eligibility and Qualifications

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

3.2.1.1 – Eligibility to Become a Director

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

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 **By-law 3.2.1.3 – Director ceases to meet Qualifications** and the vacancy so created may be filled in the manner prescribed by **By-law 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 be a person who has been declared incapable by any court in Canada or elsewhere;
- c) 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 their term of office.
- d) abide by Conflict-of-Interest guidelines as per **By-law 7.1 Conflict of Interest**
- e) is not an ineligible individual as defined in the *Income Tax Act* (Canada).

3.2.1.3 – Director ceases to meet Qualifications

A director immediately ceases to hold office when they no longer meet **By-law 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 Society or at the time specified in the notice, whichever is later;
- b) if the director dies;
- c) 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.
- d) 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 **By-law 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 constitute 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 **By-law 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 Secretary 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 shall be sent no later than 14 days prior to the date of the meeting to every member of the Society by mail or email at the address registered with the Society and/or by publishing notification on the Society's website and/or social media site(s).

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 electronic means, 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 Secretary a written statement opposing their removal if a Special Meeting is called for that purpose. The director's statement shall be provided immediately to the members of the Society.
- 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 of a Director

A vacancy on the Board created by the resignation, death or the removal of a director 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) when two or more vacancies occur at the same time, a Special Meeting of the Society shall be called and Directors elected to fill the vacancies.
- 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 shall have the power to appoint any member of the Society to 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 Filling Vacancy after Resignation, Death or Removal of a Director** 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 General 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 between General Meetings.

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 The Board of Directors shall have the authority to develop By-laws, policies and procedures that it deems necessary to promote the interests and operations of the Society.

3.4.3.4 The Board of Directors shall put into effect all By-laws, policies and procedures and actions approved by the membership.

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

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.

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

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

3.4.3.8 The Board of Directors may authorize approved budgeted expenditures and obtain funds necessary for the operation of the Society.

3.4.3.9 The Board has the power to enter into contracts in the name of the Society in accordance with By-laws, policies and procedures approved by the membership.

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 their dissent be entered in the minutes of the meeting;
- c) the director gives their dissent to the recording secretary of the meeting before the meeting is terminated; or
- d) the director submits their 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 their dissent to be placed with the minutes of the meeting; or
 - ii. submits their dissent to the corporation.

3.4.5 Meeting of the Board of Directors

A meeting of the Board of Directors shall be called by the Secretary or Secretary-Treasurer upon direction of the President, or in the President's absence, the First Vice President, or by any three members of the Board of Directors by notifying all members of the Board at least seven days prior to the time fixed for such meeting.

3.4.5.1 Two thirds of the members of the Board of Directors shall constitute a quorum.

3.4.5.2 At a Board of Directors meeting, only the Directors are eligible to vote.

3.5 - Committees and Subcommittees

3.5.1 Establishment of Committees and Subcommittees

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

- a) the Board may establish committees or subcommittee from time to time to conduct its business more effectively.
- b) the Board may dissolve any committee or subcommittee by resolution at any time.
- c) Ad hoc committees may be appointed by the Board as required.
- d) all committees and subcommittees are accountable to the Board of Directors.

3.5.2 Terms of reference for all committees

Terms of reference for all committees and subcommittees shall include the following:

- i) the status of the committee or subcommittee (standing, or ad hoc);
- ii) the type of committee or subcommittee (discussion, working, task force, etc.);
- iii) the overall purpose;
- iv) any specific directives defining goals, tasks or reports;
- v) requirement to create and retain minutes of committee meetings;
- vi) the relationship to any other overlapping activities of the Society;
- vii) the composition, including which member shall act as liaison to the Board of Directors;
- viii) mode of operation (i.e. number of meetings, etc.);
- ix) an upper limit of expenses the committee or subcommittee can incur;
- x) the preferred time and method for reporting.

3.5.3 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

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) The Board of Directors shall choose from among themselves at the Annual General Meeting a President, First Vice President, Second Vice President, Homecraft President, Homecraft Vice President to be known as the Officers of the Society. If a member was elected to the Board with the intent for them to fulfill a specific Officer role, the Board will recognize that intent.
- 2) Upon the election/appointment of a new President, the outgoing President shall move to the position of Past President.
- 3) The President, First Vice President, Second Vice President, Homecraft President, Homecraft Vice President and Past President shall constitute the Board of Directors.
- 4) The Board of Directors shall appoint a Secretary and a Treasurer or Secretary-Treasurer who shall remain in office for a minimum of one term (two years).

4.2.1 Treasurer OR Secretary-Treasurer

- 1) It shall be the duty of the Board in each and every year to ensure that the Treasurer or Secretary-Treasurer provides financial statements on a regular basis to the Board of Directors.
- 2) It shall be the duty of the Board of Directors in each and every year to inquire into the sufficiency of the security (a fidelity bond issued by the organization's insurance provider) and to report thereon to the Society. If the Board neglects to procure and maintain proper and sufficient insurance and provide financial oversight, each member thereof shall be personally responsible for all funds of the Society that may have been received by the Treasurer or Secretary-Treasurer.

4.3 - Terms of Office of Officers

- 1) Officers shall serve at least one term (of two years in length).
- 2) Officers shall be eligible for re-election at the end of their two-year term (to a maximum of four terms).

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

4.5.1 The Past President of the Society shall:

- Be a member in good standing
- Act in an advisory capacity to the Board of Directors and Officers
- Represent and promote the Society

4.5.2 The President of the Society shall:

- Be a member in good standing
- Be officially designated Chair of the Society and chair all meetings
- Be responsible for management and supervision of the affairs and operations of the Society
- Have no vote unless there is a tie in voting
- Have signing authority
- Represent and promote the organization
- Be an ex-officio member of all committees and subcommittees
- Apply for any required lottery licenses (back up for treasurer)

4.5.3 The First Vice President of the Society shall:

- Be a member in good standing
- Carry out duties as prescribed by the Board of Directors or as assigned by the President
- Assists and acts as President in absence of the President
- Become President if a vacancy occurs
- Have signing authority
- Represent and promote the Society

4.5.4 The Second Vice President of the Society shall:

- Be a member in good standing
- Carry out duties as prescribed by the Board of Directors or as assigned by the President or First Vice President
- Assists and acts as First Vice President in absence of the First Vice President
- Become First Vice President if a vacancy occurs
- Represent and promote the Society

4.5.5 The Homecraft President of the Society shall:

- Be a member in good standing
- Carry out duties as prescribed by the Board of Directors or as assigned by the President
- Apply for applicable fair prizes, annually
- Arrange for qualified fair judges, annually
- Represent and promote the Society

4.5.6 The Homecraft Vice President of the Society shall:

- Be a member in good standing
- Carry out duties as prescribed by the Board of Directors or as assigned by the Homecraft President
- Assists and acts as Homecraft President in absence of the Homecraft President
- Become Homecraft President if a vacancy occurs
- Represent and promote the Society

4.5.7 The Secretary of the Society shall:

- Be a member in good standing
- Be appointed 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
- Represent and promote the Society
- 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 Constitution, By-laws, policies and procedures of the Society;
 - iv) a list of the Directors, Officers and Members as per ONCA O. Reg. 395/21: GENERAL; Corporate registers 6.(1), (2) and (3); including their addresses;
 - v) file the list of the names and addresses of persons to whom prize money is paid and the amounts paid to each person when provided by the Treasurer
 - vi) all minutes and reports of committees that may from time to time be appointed by the Society; and

4.5.8 The Treasurer of a Society shall:

- Be a member of good standing
- Be appointed by the Board of Directors
- Renew the Society's charitable status annually
- Apply for any required lottery licenses
- Ensure District 8 and OAAS affiliation fees are paid annually
- Complete and submit any/all grant applications
- Solicit for fair sponsorship from local businesses and community groups, annually
- 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
- Keep a record of all annual statements and financial and auditor's reports
- Prepare reports showing the financial position of the Society, as the Officers from time to time direct
- Keep a list of the names and addresses of persons to whom prize money is paid and the amounts paid to each person
- Have signing authority
- Represent and promote the Society
- 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 OMAFA,
 - 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.

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 (must be 18 years of age or older to vote);
- b) the Directors, officers and the auditors/financial reviewers of the Society, if applicable;
- c) members of the media;
- d) guests (e.g. sponsors, community partners, potential new members); and
- e) 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 will/shall indicate that members will have the option to participate by telephonic or electronic and the meeting notice will provide all the required information to participate by telephonic or electronic means. The electronic or telephonic means must permit all participants to communicate adequately with each other during the meeting.
- 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.

5.2.1 Meeting may be Held Entirely by Telephonic or Electronic Means

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

5.3 - Voting

5.3.1 Eligibility to Vote

See **By-law 2.2.1.2 Voting Rights of General Member** 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 telephone or electronic means or a combination of in-person or electronic or telephonic means.

Voting by mail is not permitted at any meeting of the Members.

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

- a) be noted in the meeting notice that voting by electronic 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 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 Annual, Special or General Meeting of the Society.

5.4 – Quorum

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

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

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

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

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

Annual General Meeting – 20 members entitled to vote at the meeting shall constitute a quorum for the transaction of business

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

General Meeting – 10 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 or secretary/treasurer 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 Class of Membership**.

5.5.2 Annual General Meeting

5.5.2.1 Notice of Annual General Meetings

At least two weeks' notice (and no more than 50 days-notice) of every Annual General Meeting shall be given by publication of a notice of the meeting in at least one newspaper having a general circulation in the municipality in which the headquarters of the Society is situated, by mailing or emailing notices of the meeting to every member of the Society at the address registered with the Society and/or publishing notification on the Society's website and/or social media site(s).

At least five days before the Annual General Meeting, members will be provided:

- i. A copy of the agenda;
- ii. The text and details of any special resolutions that will be voted on at the meeting; and
- iii. A copy of the financial statements and auditor's report.

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

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 General Meeting shall be held in January each year as determined by the Board of Directors. The time and place of the Annual General Meeting shall be determined at a general meeting. Annual General Meetings must be held in Ontario.

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 2010, c. 15, s. 54 (1).

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

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,

- (i) at the close of business on the day immediately before the day on which the notice is given, or
- (ii) if no notice is given, the day on which the meeting is held; and

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. 2010, c. 15, s. 54 (3).

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

- a) receipt of the agenda including resolutions
- b) receipt of the minutes of the previous Annual General Meeting and subsequent Special Meetings
- c) a report of the activities and accomplishments of the Society since the last Annual General Meeting
- d) a detailed statement of the receipts and expenditures since the last Annual General Meeting along with a statement of the assets and liabilities of the Society, certified by the Auditors

- 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 prepare a financial review certificate for the upcoming year
- g) election of Directors (when warranted)
- h) the Secretary or Secretary-Treasurer shall make available a list of those members eligible to vote and hold office as determined in **By-law 2 - MEMBERSHIP**
- i) such other or special business or resolutions as may be set out in the notice of meeting
- j) proxies are not permitted

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 General Meeting in accordance with the Act, so that such item of new business can be included in the notice of the Annual General 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 General Meeting.

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

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

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

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

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

5.5.2.5.1 Notice of Refusal

If the 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.

On the petition of 10 members of the Society, the Secretary or Secretary-Treasurer and, in the Secretary or Secretary-Treasurer's absence, the President or First Vice President shall 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.

Written notice of the meeting shall be sent no later than 14 days prior to the date and not more than 50 days of the meeting to every member of the Society 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

Notice of a Special Meeting shall be given by delivery notices of the meeting by mail or email at the address registered with the Society and/or by publishing notification on the Society's website and/or social media site(s). 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 General 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 **By-law 2.2 Classes of Membership**. Proxies are not permitted.

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

Notice of a General Meeting shall be given 7 days prior to the date and not more than 50 days of the meeting to every member of the Society. Notice of a General Meeting shall be given by delivery notices of the meeting by email at the address registered with the Society and/or by publishing notification on the Society's website and/or social media site(s). 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.

5.5.4.3 Reason for General Meeting

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

Proxies are not permitted.

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 by-laws.

5.5.6 Resolutions in lieu of a Members' Meeting

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

5.5.7 Error or Omission in Giving Notice

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

BY-LAW 6 - MEETINGS OF THE BOARD OF DIRECTORS

6.1 Calling of Board Meeting

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

6.1.1 Board Meeting

- a) If a quorum is present, the Board of Directors may, without notice, hold its first Board meeting immediately following the Annual General 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.

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

Two thirds of the 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 by-laws, 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.**

6.3.1 Electronic or Telephone Voting

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

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

- a) be noted in the meeting notice that voting by electronic 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 director cannot participate fully in the voting process due to the malfunction or unavailability of the delegate's equipment or application, program, or software, or the malfunction or unavailability of the voting platform, or internet being used by the director or the Society.

6.3.2 Resolutions in Lieu of a Directors Meeting

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.

BY-LAW 7 - CONFLICT OF INTEREST AND RENUMERATION

7.1 Conflict of Interest

7.1.1 Disclosure

In accordance with the Act 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 society; 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 society,

shall disclose to the corporation or request to have entered in the minutes of meetings of the directors the nature and extent of their 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) At the meeting at which a proposed contract or transaction is first considered;
- 2) If the director was not then interested in a proposed contract or transaction, at the first meeting after they become so interested;
- 3) If the director becomes interested after a contract is made or a transaction is entered into, at the first meeting after they become so interested; or
- 4) If a person who is interested in a contract or transaction later becomes a director, at the first meeting after they become a director.
- 5) Shall not attend any part of a meeting of the directors during which the matter, contract or transaction is discussed.
- 6) Shall not vote on any resolution to in regards to the matter unless the matter, contract or transaction is regarding approval for a contract or transaction for a) for indemnity or insurance for directors and officers under **ONCA section 46 (1) Indemnification of directors and officers.**

7.1.2 Members' approval

If all of the directors are required to make disclosure under **By-law 7.1 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

(1) No compensation shall be paid to a director, officer or member of an agricultural society for the performance of their duties, other than the treasurer, secretary-treasurer or secretary but reasonable expenses incurred by a director, officer or member in the performance of their 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, a director, an officer or a member of the society may receive reasonable remuneration and expenses for any services to the society that they perform in any other capacity (e.g. travelling and/or living expenses). 2023, c. 20, Sched. 1, s. 2 (2).

(3) The Board of Directors may limit the amount of expenses which shall be payable out of the funds of the Society.

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.
- (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

- a) Any liability, costs, charges or 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 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 two signing officer(s), neither of which is the recipient of the funds. The signing authority by titles will be established as follows; President, First Vice President and Treasurer (or Secretary-Treasurer).
- 3) The fiscal year of the Society shall be from January 1st to December 31st.
- 4) 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.
- 5) The financial records of the Society shall be audited by a qualified accountant; or a review engagement by a qualified accountant; or the preparation of a financial review certificate by two persons that were appointed at the Annual General Meeting.
- 6) A copy of the financial statements and auditor's report of the Society shall be made available to members annually (at least five days before the Annual General Meeting).
- 7) 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, First Vice President and Treasurer (or 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.

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

- 1) A register of any Society monetary investments or capital investments.
- 2) deeds, title papers and other documents relating to the Society's property;
- 3) at least one copy of the minutes of all member, Board or committee meetings;
- 4) text of resolutions passed at any member or Board meetings;
- 5) Association's constitution, articles, by-laws, as well as any amendments to them;
- 6) Registry of directors, officers and members as per **ONCA O. Reg. 395/21: GENERAL Corporate registers 6. (1), (2), (3)**.
- 7) Financial books and records and books as required by the AHOA or ONCA regulations or Society articles, by-laws or policies.
- 8) Record of any other information as required by the AHOA or ONCA regulations or Society articles, by-laws or policies.
- 9) All records of the Society will be kept at the head office for a period of seven years (or as specified in the appropriate government regulations). Records can be transferred to archives following the retention period. Records may be stored in either paper and/or digital format.

BY-LAW 11 – SPECIAL PROVISIONS

11.1 - NON-PROFIT CLAUSE

The Brussels Agricultural Society will operate its organization without purpose of gain for its members, and that any profits or other assets of the organization will be used solely to promote its objectives.

BY-LAW 12 - RULES OF ORDER

Robert's Rules of Order 12th Edition shall govern the Society on all matters not covered by the By-laws.

BY-LAW 13 – AMENDMENTS TO THE CONSTITUTION, ARTICLES and BY-LAWS

13.1 - 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 General Meeting or Special Meeting of which notice has been given in the manner provided by **By-law 5 Meetings – Subsections 5.5.2.1 Notice of Annual General Meetings and 5.5.3.2 Notice of Special Meeting**.

13.2 - Origin of Amendments to the Constitution, Articles and By-laws

Amendments may originate from:

- The Board
- Any voting member in good standing with the Society as per **By-law 2.2 Class of Membership**

13.2.1 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 General Meeting or 21 days prior to a Special Meeting.

13.3 - Changes to Constitution, Articles, and By-laws

13.3.1 Changes to the Constitution, Articles, and By-laws

Changes to the Constitution, Articles, and By-laws that are approved at the Annual General Meeting or Special Meeting of the Society shall be effective immediately unless otherwise specified.

13.3.2 By-laws

The By-laws of the Society may be made and/or adopted, amended or repealed by a majority vote of those members in attendance at a properly convened annual meeting or special meeting of which notice has been given in the manner provided by **By-law 5 Meetings – Subsections 5.5.2.1 Notice of Annual General Meetings and 5.5.3.2 Notice of Special Meeting**.

13.3.3 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.

13.4 - 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.

BY-LAW 14 - DISSOLUTION OF SOCIETY

14.1 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 mail or email 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 and/or by publishing notification on the Society's website and/or social media site(s).

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.

14.1.1 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 Treasurer shall contact the Minister to request the dissolution of the Society.

14.1.2 Contacting CRA, Charities Directorate

Upon the passing of a special resolution at a Special Meeting of the members of the organization duly called for that purpose, the Society Treasurer shall write to the CRA requesting revocation and follow the requirements provided by the CRA in the response to the revocation.

14.1.3 Trustees

14.1.3.1 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.

14.1.3.2 Trustees (CRA)

Upon dissolution of the society, the persons comprising the board at the date of dissolution are the trustees of the assets of the organization and MUST distribute the remaining assets as per the requirements under the Canadian Revenue Act, Charities Directorate.

14.2 - Dispersal of Remaining Assets

In event of the dissolution of the Society, after payment of all debts and liabilities, in accordance with the Canadian Revenue Act, Charities Directorate, the remaining assets shall be distributed to another registered charity with a purpose similar to the Society's, a government agency, or a municipality.

BY-LAW 15 – ADOPTION

This Constitution, Articles and By-laws adopted at an Annual General Meeting 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 General Meeting of the Brussels Agricultural Society, January 30, 2025

Signed

Reg Vinnicombe

Reg Vinnicombe - President

Revision History:		
Date:	Comment:	Signed By:
01/30/2025	Updated entire document to align with OAAS template (adaptation of updated ONCA legislation - effective date October 19,2021)	Reg Vinnicombe - President