# THE PORQUIS AGRICULTURAL SOCIETY

# ARTICLES and BY-LAWS

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# ARTICLE 1 - NAME

The name of the organization shall be the PORQUIS AGRICULTURAL SOCIETY and shall operate the Porquis Fair, henceforth known as the 'Society'.

This organization may be referred to by the title PAS.

# ARTICLE 2 - PURPOSES or OBJECTIVES

## 2.1 Objectives

The objectives of The Society are to encourage interest, promote improvements in the quality of life of persons living in an agricultural community and advance the standards of agriculture, domestic industry and rural life by;

a) surveying and studying the agricultural and living conditions, and by doing such acts as may assist in solving the rural economic and social problems of the district surrounding the headquarters of The Society;
b) organizing and holding agricultural exhibitions and awarding premiums, and exhibiting displays of farm products there at;
c) holding public meetings and demonstrations for the purpose of discussing agricultural problems;
d) taking action to eradicate poisonous and noxious insects, weeds, animal parasites and diseases;
e) encouraging and promoting reforestation and rural beautification;
f) encouraging young people to become interested in and adopting better agricultural and domestic practices, and for such purposes to hold competitions;
g) holding races or trials of speed for horses;
h) drawing together both rural and urban citizens for their mutual benefit.

# ARTICLE 3 - HEAD OFFICE

The head office of the Society shall be located in or about the town of Porquis Junction 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 Porquis Agricultural Society qualifies as an "agricultural society" under Section 22 of the AHOA.

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# 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 Porquis 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, Treasurer and Secretary
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' – Important; more or less necessary; 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) "officer", in respect of a corporation, means an officer of the corporation appointed under clause 42 (1) (a), including,

(a) the chair of the board of directors of the corporation and a vice-chair of the board of directors of the corporation,
(b) the president, a vice-president, the secretary, an assistant secretary, the treasurer, an assistant treasurer and the general manager of the corporation, and
(c) any other individual who performs functions for the corporation similar to those normally performed by an individual listed in clause (a) or (b); (ONCA).

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v) "officers" means the Chair, President, Vice President(s), Past President. Secretary, Treasurer, Secretary-Treasurer, Manager, Executive Director, or any other individual who performs functions for the Society similar to the listed positions.
w) "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)
x) "organization" means an agricultural association, agricultural society or horticultural society to which the AHOA applies. (AHOA)
y) "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.
z) "resolution" under the AHOA is the equivalent of a 'proposal' under the ONCA regulations
aa) "Society" means the agricultural society that has passed these by-laws under AHOA or that is deemed to have passed these by-laws under AHOA;
bb) "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
cc) "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

Other than as specified in Section 1.1, all terms contained in this By-law that are defined in the AHOA and ONCA Acts shall have the meanings given to such terms in the Acts.
Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

## 1.3 Authority

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

The Society is also subject to the provisions of the 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).

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# BY-LAW 2 – MEMBERS

## 2.1 Number of Classes

The Society has three (3) classes of membership.

## 2.2 Classes of Membership

The Society's classes of membership are as follows.

### 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. General members must be up to date in the payment of Society annual dues for the current year by the date stipulated in By-law 2.4 Membership Fees. Only paid, up to date general members may be fair exhibitors.

#### 2.2.1.2 Voting Rights of General Member

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

### 2.2.2 Junior Member

#### 2.2.2.1 Eligibility of Junior Member

Junior membership is open to individuals younger than 18 years old as of January 1st of the current year. There is no annual fee set for a Junior member. Junior members are restricted to exhibiting in only junior / school age classes.

#### 2.2.2.2 Voting Rights of Junior Member

Junior members have no voting privileges.

### 2.2.3 Lifetime Member

#### 2.2.3.1 Eligibility of a Lifetime Member

A lifetime member is a person appointed by the Board of Directors. There is no annual fee set for a lifetime member.

#### 2.2.3.2 Voting Rights of a Lifetime Member

Lifetime members have voting rights at Annual, General and/or Special Meetings.

## 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

General membership fee shall be determined from time to time by the Board of Directors and set in a Society by-law. The annual membership fees for a General Member, as of January 1st, 2025, shall be $5.00. Payment of the annual membership fee by January 1st for a general member to be considered "in good standing". From each general member taking prize money to the value of $5.00 or over, the treasurer shall automatically deduct $5.00 for membership fee for the following year. There is no annual fee set for a Junior member.

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**2.5 Renewal of Membership**
Membership term is 1 year – with the term beginning January 1st and ending December 31.

**2.5.1 Notice of Renewal of Membership dates will be**:
1) Posted on Society's website or social media page
2) Picked up at the Agricultural Society's office

**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 the date of the Annual General Meeting 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 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,

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 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 5.5.2.4 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
d) the insolvency or dissolution, as applicable, of an associate or business member
e) the member is expelled, or the person's membership is otherwise terminated in accordance with the articles or by-laws of the Society;
f) The member fails to comply with the Association's constitution, code of conduct or by-laws, subject to disciplinary proceedings as described herein this section 2.10.
g) the liquidation or dissolution of the Society under the AHOA.

## 2.10 Disciplinary Act or Termination of Membership for Cause

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

Any disciplinary action or termination of membership must be done in good faith and in a fair and reasonable manner.

a) The Board may pass a resolution authorizing disciplinary action or the termination of membership for anyone or more of the following grounds:
    i) violating any provision of the articles, by-laws or written policies of the Society.

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ii) carrying out any conduct which may be detrimental to the Society as determined by the Board in its sole discretion

b) In the event the Board determines that a member should be disciplined or terminated from membership in the Society, the President, or such other Officer as may be designated by the Board, shall provide at least fifteen (15) days' written notice of disciplinary action or termination to the member and shall provide specific reasons for the proposed disciplinary action or the termination of Membership.

c) The member receiving the notice shall be entitled to give written submissions to the President, or such other Officer as may be designated by the Board opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the member before making a final decision regarding disciplinary action or termination of membership. The notice of proposed disciplinary action or the termination of Membership shall be sent via Registered letter or email to the last address provided by the member when they became/renewed their membership.

d) In the event that no written submissions are received, the President, or such other Officer as may be designated by the Board, may proceed to notify the member that the member is subject to disciplinary action or the termination of membership in the Society.

e) If written submissions are received in accordance with this section 2.10 Disciplinary Act or Termination of Membership for Cause, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision. Notification shall be in writing within a reasonable time. The Board's decision shall be final and binding on the member, without any further right of appeal.

f) upon the suspension or termination of membership or request of the Board, the member is required to return all Society property to the President, or such other Officer as may be designated by the Board. This includes, but is not limited to files and documents, equipment, computers, phones, passwords or access codes, tools, keys or items used to access property, buildings, or storage, vehicles, etc.

# BY-LAW 3 – 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 a minimum of three (3) directors and a maximum of 12 directors, elected or appointed in accordance with the by-laws of the Society.

### 3.1.2 Terms of office

a) The Society has stipulated the number of directors in Bylaw 3.1
b) directors shall be elected for a term of one (1) year)
c) 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.
d) Based on a 1-year term, 100 % of the director positions shall be up for election each year.
e) Directors shall be eligible for re-election at the end of the one (1) year term.

### 3.1.4 Nomination of Directors

a) At the annual meeting the general members of the society shall elect a board up to 12 directors who hold office for a 1-year term or until their successors are elected. At this meeting only those

members who were members during the previous year and who have paid their membership for the current year are eligible to be nominated as a director.

b) From the elected directors, they shall elect a president, a 1st vice-president and a 2nd vice president who shall hold office for a 1-year term or until their e) the society shall appoint a secretary and a treasurer who shall remain in office for a 1 year term.

c) A call for nominations will be made at the annual general meeting, advertised in advance prior to January 10th and interested parties will be encouraged to submit applications to the nomination committee.

d) This call shall specify a deadline for applications for nominations.

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. Only those general members who were members during the previous year and who have paid their membership for the current year are eligible to be nominated as a director.
b) must have reached the age of 18 as of January 1st of the current year.

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#### 3.2.1.2 – Qualifications for Director Position

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

a) must be an individual who is at least eighteen (18) years of age as of the date of their selection as a director
b) must not have the status of bankrupt;
c) must not be a person who has been found under the *substitute decisions act, 1992* or under the *Mental Health Act* to be incapable of managing property;
d) must not be a person who has been declared incapable by any court in Canada or elsewhere;
e) must consent in writing to hold office as a Director within ten (10) days after their election or appointment, provided that where a Director consents in writing more than ten (10) days after election or appointment, it shall not invalidate their election or appointment as a Director. This does not apply to a director who is re-elected or reappointed where there is no break in his or her term of office.
f) must continue to be a general member in good standing of the Porquis Agricultural Society as per By-law 2. Director must remain in good standing for the duration of their term.
g) is expected to attend all regular meetings of the Board of Directors and committee meetings of which they are a member.
h) must sign the Society's Code of Conduct document within thirty (30) days of being elected as a director.
i) must abide by the Society's Code of Conduct. (appendix A)
j) has not been granted.

k) 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 the 3.2.1.2 Qualifications for Director Position

## 3.3 Resignation, Departure or Removal of Director

**3.3.1 Vacation of Office of Director**
The office of a director shall be vacated immediately:

a) if the director resigns by written notice to the 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 3.1.1.2 – 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 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 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 and 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 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 <u>Duties and Powers of Directors</u>**

**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 the 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

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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.
3.4.3.9 Duties pertaining to the annual fair, Directors shall:

a) read the prize list pertaining to their section and make sure all the terms are understood, sizes, definitions, etc. so they can answer questions from exhibitors, judges, and the general public;
b) keep a record of the amount of entries in each class and change classes that are not active;
c) try and visit the other fairs and shows to pick up ideas for classes, staging and displaying;
d) always be looking for, and try to encourage, new exhibitors;
e) approach businesses which have common interest with your section and try to obtain donations if they haven't already been canvassed;
f) try and make your section the highlight of the fair by up-grading it, not by down-grading another section. They have a responsibility to the whole fair.
g) make sure that everything is ready on fair day. Have their tables arranged so they will be easily judged and make sure they have everything the judge will need;
h) talk to exhibitors and find out what classes they would like to have changed, write them down so a permanent record can be kept;
I) keep a record of all judges remarks, this will help improve the prize lists;
j) following the fair, while everything is still fresh in mind, make revisions to their section;
k) try and attain training in judging and exhibiting by attending classes or by reading books and pamphlets;
l) attend all meetings, work bees, and district meetings that they can;
m) offer encouragement, not discouragement.

**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.

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# 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 Annual General Meeting, the elected Board of Directors shall elect/appoint the following officers of the Society:
    - Chair/President
    - 1st Vice President
    - 2nd Vice President
    - Secretary
    - Treasurer

**2)** The Chair/President, 1st Vice President, 2nd Vice President, Treasurer, Secretary and the seven (7) remaining Directors shall constitute the Board of Directors.

### 4.2.1 Secretary and Treasurer

1) It shall be the duty of the Board in each and every year to ensure that the Treasurer provides financial statements on a regular basis to the Board of Directors.

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 may be elected/appointed for the following length of terms:
Chair, President, Vice President(s) - for a term of 1 (one) year and shall be eligible for re-election/re appointment at the end of the term.
Secretary for a term of one (1) year and shall be eligible for re-appointment at the end of the term
Treasurer for a term of one (1) year and shall be eligible for re-appointment at the end of the term

## 4.4. Office held at Board's discretion

Officers shall cease to hold office until the earlier of:

a) the Officer's successor being appointed or expiration of their term of office, if applicable
b) the Officer's resignation,
c) the Officer's death.
d) Removal of the Officer by resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.

## 4.5 – Qualifications and Duties of Officers

Officers of the Society must:

- Be a member in good standing of the Society as per By-law 2. Officers must remain in good standing for the duration of their term.
- Meet all qualifications in section 3.2.1.2 – Qualifications for Director Position

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**4.5.1The 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
- Shall have no vote counted as a Chair

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

- Be a director of the Society
- Shall hold the office of Chair as well
- acquire a working knowledge of parliamentary law and procedure and a thorough understanding of the constitution, by-laws, and standing rules of The Society;
- preside and maintain order;
- explain and decide all questions of order;
- announce all business;
- be informed on all communications;
- enforce the rules of decorum and discipline;
- entertain one main motion at a time and state all motions properly;
- permit none to debate motions before they are seconded and stated, to encourage debate and assign the floor to those properly entitled to it;
- put all motions to a vote and give results, to decide a tie vote and not to vote at all if wiser;
- talk no more than necessary;
- be absolutely fair and impartial;
- give signature when necessary;
- perform such other duties as prescribed in the constitution and by-laws.

**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
- In the absence of the President, preside and perform the duties of the President;
- be ready to head an important committee or share in supervising a department;
- if a Vice-President is not willing to assume the duties of the President in his/her absence, he/she should resign.

**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
- In the absence of the 1st Vice-President preside and perform the duties of the President;
- Take an active interest in the workings of The Society and be ready to assume any task assigned;

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

- Be a director of the Society
- Follow the policies as determined by the Board of Directors;
- attend all Board and Member meetings of the Society and keep true minutes thereof;
- attend all Committee meetings of the Society and keep true minutes thereof;
- keep a list of all officers, directors and members;
- read minutes of previous meetings;
- record the proceedings (what is done), not the debate (what is said);

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- record the name of the member who introduces the motion along with the seconder, and if carried or defeated;
- read important correspondence, or the gist of it, at meetings;
- take charge of all documents of The Society when requested;
- sign official documents of The Society when requested;

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**4.5.6 The Treasurer of a Society shall**:

- Be a director of the Society
- Follow the policies as determined by the Board of Directors;
- receive and bank all monies due The Society;
- keep accurate bookkeeping records of such funds;
- pay whenever possible by cheque, countersigned by the others with signing authority;
- pay bills from officers and committee members only when receipts for expenditures are attached and when clearly authorized to pay same;
- disburse all monies as The Society may direct;
- be prepared to give a statement of finances as often as required;
- give a complete financial statement, which has been audited, at the annual meeting.
- 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,
    - a copy of the audited financial statement;
    - a statement of the number of current members;
    - a list of the directors and officers of the organization and their addresses; and
    - a copy of the annual report submitted at the annual meeting.

## 4.6 Executive Committee

### 4.6.1 Members of Executive Committee

The Executive Committee will consist of the following members:

- Chair/President
- 1st Vice President
- 2nd Vice President
- Treasurer
- Secretary

### 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.

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# 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 Members' Meetings by Telephonic or Electronic Means

a) If Board makes the decision to hold a hybrid members' meeting, the meeting notice shall indicate that members will have the option to participate by telephonic or electronic and the meeting notice will provide all the required information to participate by telephonic or electronic means. The electronic or telephonic means must permit all participants to communicate adequately with each other during the meeting.
b) The notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
c) If it is not stipulated in the meeting notice, the option to attend by telephonic or electronic means will not be available.
d) Participation by telephonic or electronic means must permit all attendees to communicate adequately with each other during the meeting must provide that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. 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, the chair of the meeting shall confirm that a quorum is present.
*g)* As per information provided in the "Notice of Meeting", members may be required to register for the meeting a specified period PRIOR to the actual meeting.
h) 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 Voting Rights for Members for voting rights of members

### 5.3.2 Method of Voting

a) Each member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by ordinary resolution, unless otherwise specified.

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b) At all meetings of members, every question shall be decided by a show of hands unless a ballot is required by the chair of the meeting or requested by any member. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the chair of the meeting that a resolution has been carried or lost by the required majority and an entry to that effect in the minutes of the Society is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

**5.3.2.1 Electronic, Mail or Telephone Voting**
In addition to voting in person, the Directors may provide for members to vote entirely by mail, telephone or electronic means or a combination of in-person or electronic, mail or telephonic means. If electronic, mail or telephonic means of voting is allowed, it must:
a) be noted in the meeting notice that voting by electronic, mail or telephonic means is being allowed and instructions for voting and joining the meeting must be provided
b) allow for verification that the votes are made by the members entitled to vote;
c) The Society is not responsible if a voting delegate cannot participate fully in the voting process due to delays or issues with Canada Post or due to the malfunction or unavailability of the delegate's equipment or application, program, or software, or the malfunction or unavailability of the voting platform, or internet being used by the delegate or the Society.

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

**5.4 – <u>Quorum</u>**
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 is 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)

Ten (10) members entitled to vote at the meeting shall constitute a quorum for the transaction of business at Annual General meetings, Special Meetings and General Meetings

A quorum must be present throughout the meeting in order for the Members to proceed with the business of the meeting.

## 5.5 <u>Meetings</u>
**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) By-law 2.2 <u>Classes of Membership</u>

**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 one of the following methods; Canada Post, personal delivery, email, radio, newspaper, website, or 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

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

The annual meeting shall be held during the month of January (weather permitting) at such time and place the Board determines no more than 15 months after the annual meeting, at the time and place in town of Porquis Junction, Ontario, determined by the Board of Directors

**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 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 two (2) financial reviewers to prepare a financial review certificate 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 the 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.

After the financial reports are prepared, your organization must appoint two people to review the financial records of the organization.
These two individuals should not be:
•on the board
•related to the treasurer
•related to each other

**5.5.2.5 Resolutions by Member**
Voting members may submit a resolution to the Board on any matter that the member intends to raise at the Annual Meeting. The member shall pay any costs of including the proposal in the notice of meeting.

Resolutions shall be delivered to the Society Secretary in writing, a minimum of 60 days prior to the Annual Meeting. Such resolutions shall be reviewed by the Board of Directors) 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.

**5.5.2.5.1 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 l of its intention to omit it from the notice of meeting and of the reasons for the refusal.

**5.5.3 Special Meetings**

**5.5.3.1 Calling of Special Meetings**
The directors may call a special meeting of the members.

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 fourteen (14) days' notice and not more than 50 days of a Special Meeting shall be given by delivery notices of the meeting by Canada Post, personal delivery, email, radio, newspaper, website, or

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 the 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 Bylaws 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

**5.5.4 General Meetings**

**5.5.4.1 Calling of General Meetings**

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

**5.5.4.2 Notice of General Meeting**

At least fourteen (14) days' notice and not more than 50 days of a General Meeting shall be given by delivery notices of the meeting by Canada Post, personal delivery, email, radio, newspaper, website, or 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 must contain sufficient information to permit the Members to form a reasonable judgment on the decision to be taken and state the text of any resolution if any are to be submitted to the meeting.

**5.5.4.3 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.

**5.5.5 Adjournment of Members' Meetings**

a) If a meeting is adjourned, as long as the attendees were informed at the time of adjournment of the time, date and location, you do not need to provide notice of the follow up meeting to the members. provided that the meeting of members is adjourned for less than thirty (30) days.
b) If the follow-up meeting will be partly or entirely electronic or by phone, then you must provide instructions about how to attend or participate.
c) If a meeting of members is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the adjourned meeting shall be given as per the Society's bylaws.

**5.5.6 Resolutions in lieu of a Members' Meeting**

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

**5.5.7 Error or Omission in Giving Notice**

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

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# 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 the 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 10 times annually at such time and place determined by the Board of Directors.

### 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)* In the event of an in-person meeting, the Chair/Secretary may require at least 48 hours notice prior to the start of the meeting that the director would like to participate by telephonic or electronic means due to the time requirements and equipment required to hold a hybrid meeting.
h) 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

A minimum of Five (5) members of the Board entitled to vote constitutes a Quorum for all General Meetings with at least two being members executive directors.

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.

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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/President does not have a vote except to break a tie
b) Each 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 Resolutions in Lieu of a Directors Meeting**
A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of the Board shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board.

**6.3.3 Error or Omission in Giving Notice**
No error or accidental omission in giving notice of any Board meeting or committee meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

**6.4 Executive Committee Meetings**

**6.4.1 Calling of Executive Committee Meetings**
Meetings of the executive 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.

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# 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 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 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 Bylaw 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 Renumeration**

No compensation shall be paid to a director, officer or member of an agricultural society or horticultural society for the performance of his or her duties, other than the treasurer, or secretary but reasonable expenses such as traveling expenses, reimbursement for expenses approved and made on behalf of the Society, 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).

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 (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.

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# 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) 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.

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# 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 two (2) signing officers. The signing authority by titles will be established by the Board of Directors every year following the Annual General Meeting.

3) The fiscal year of the Society shall be from November 1st to October 31st.

4) All expenditure 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. Any costs related to expansion of operations must be approved by the Board of Directors.

5) 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
6) The financial accounts and other books of the Society shall be made available for inspection by members upon reasonable request.

# BY-LAW 10 – ADMINISTRATION

**10.1 Execution of Documents**

a) Deeds, transfers, contracts, obligations, and other instruments in writing requiring execution by the Society may be signed by any two of the designated signing officers. The signing authority by titles will be established as follows; President and any one (1) other executive director.
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 are 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 Porquis Agricultural Hall, 38 Edward Street, Porquis Junction for the period of time as specified in the appropriate government regulations. Records may be stored in either paper and/or digital format.

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## 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 – OWNERSHIP OF PROPERTY

The Board maintains the ownership of the buildings and riding ring located at 38 Edward Street, Porquis Junction, Ontario, the premises known as the Porquis Agricultural Society Hall and Fair Grounds.

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In addition, the Board maintains ownership of various equipment including but not limited to the following:

- Tables and chairs;
- Exterior fencing;
- Gazebo
- c-can used for storage;
- Small animal barn and small animal cages;
- Various signage;
- Tents (20’ x 20’, 20’ x 20’ and 20’ x 20’);
- Antique Equipment
- Kitchen Supplies, machines and electronics
- Office equipment and furniture and
- Various other equipment, supplies and displays;

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

## 14.1 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 meetings of which notice has been given in the manner provided by BY-LAW 5 – Section 5.5.11 Notice of Annual Meetings.

## 14.2 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

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

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

## 14.3 Changes to Constitution, Articles, and By-laws

### 14.3.1 Changes to the Constitution, Articles, and Bylaws

Changes to the Constitution, Articles, and Bylaws that are approved at the annual or special meeting of the Society shall be effective immediately unless otherwise specified.

### 14.3.2 Bylaws

The directors may make, amend or repeal any by-law that regulates the activities or affairs of the corporation, except in respect of the following matters, which require an ordinary resolution of members:

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

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### 14.3.3.1 Changes to the by-laws approved by the Board of Directors

Changes to the by-laws that are approved at a meeting of the Board of Directors shall be effective immediately unless otherwise specified. The directors shall submit the by-law, amendment or repeal to the members at the next meeting of the members, and the members may confirm, reject or amend the by-law, amendment or repeal by ordinary resolution. Changes that are not put to the next meeting of the members or approved by the members at the next meeting of the members will be rescinded effective immediately.

## 14.4 Approval of Minister (OMAFRA) for Amendment to Articles

The Association shall submit amended articles of incorporation that have been approved by a special resolution of the membership to the Minister (OMAFRA) for approval.

## 14.5 Changes in AHOA and ONCA

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

# BYLAW 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 fourteen (14) days' notice and not more than 50 days of the special meeting shall be given by delivery notices of the meeting by Canada Post, personal delivery, email, radio, newspaper, website, or 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 reasonable 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) – *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's President shall contact the Minister to request the dissolution of the Society.

### 14.1.3 Trustees

**14.1.3.1 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.

## 14.2 Dispersal of Remaining Assets

In the 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 and funds shall be disposed of by the trustees of the Society, divided amongst interested District 14 Agricultural Societies including Cochrane, Timmins, Matheson, Englehart and New Liskeard.

# BYLAW 15 – SPECIAL PROVISIONS

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

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

# BYLAW 16 - RESTRICTION OF POWERS

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

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

## BY-LAW 17 – 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 a Special Meeting of the Porquis Agricultural Society, on January 15, 2025

Signed

_____ Secretary

_____ President

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# Porquis Agricultural Society Code of Conduct & Ethics

Porquis Agricultural Society has established a Code of Conduct & Ethics, a set of principles and practices that provides Board Members with a set of parameters and provide guidance for Board conduct and decision-making. The Code of Conduct & Ethics is reflective of the organization's core values, ethical principles and expectations of a Board Member's corporate responsibility. In addition to Porquis Agricultural Society's Code of Conduct & Ethics, there are many other sources of information about ethical thinking that should be considered in decision making including but not limited to laws, regulations, policies and procedures, and other professional sources of ethical code. The Board of Directors of Porquis Agricultural Society are required to act in accordance with the highest ethical principles and standards of personal and professional integrity and honesty in the performance of their duties and responsibilities as board members. This high ethical standard includes the handling of actual or apparent conflicts of interest. Porquis Agricultural Society's Code of Conduct & Ethics provides standards for Board Member behavior in accordance with Porquis Agricultural Society's values, mission, and organizational policies.

**DUTY OF CARE**

Board members must exercise reasonable care within the scope of their personal and professional competency in decision-making as Directors of the Porquis Agricultural Society. Reasonable care is the duty of care that an ordinary prudent person with similar experience and expertise would exercise is a like position and under similar circumstances.

**DUTY OF LOYALTY**

Directors and members including those acting as principals of the organization owe a duty of loyalty to the organization. This duty of loyalty requires directors and members to avoid using their position within the organization for personal advantage or gain. Members and directors must also avoid any action including voting, where appropriate, where the personal interest of the members and/or directors, including its financial interest, might conflict with the interests of the organization.

**CONFLICT OF INTEREST**

Any person who suspects that of conflict of interest or potential conflict of interest may arise with respect to any activity is required to disclose the conflict or potential conflict to the organization as soon as possible so that the situation can be assessed. Members and/or directors should not unilaterally assess conflicts. Members and/or directors shall disclose at least the following details to the Board, but in any event sufficient information to provide the organization with a clear understanding of the potential conflict;

- All material facts
- Any potential or existing financial interest
- Any potential or existing competing interest (even if not financial)
- Any personal or potential transaction

If an individual becomes aware of a potential conflict of interest involving another party, he or she must immediately report it to the Board of Directors. Disclosure may be made to the Chair of the Board of Directors or the full Board of Directors.

If a member and/or director fails to disclose a potential or actual conflict, the Board of Directors will first request an explanation from the member and/or director. The organization may then take appropriate action, including possible removal from the Board of Directors.

No member of the Porquis Agricultural Society's Board of Directors or any of its Board appointed Committees shall attempt to and/or derive any personal profit or gain, directly or indirectly by reason of his or her participation with Porquis Agricultural Society and/or its affiliates. Such profits or gains may include but are not limited to financial gain, political advances, employment or compensation, investments or contracts, and/or use of organizational resources for personal use. Board members who have an actual or potential conflict of interest shall not participate in discussions or vote on matters affecting transactions between the organization and the third party.

**DUTY OF OBEDIENCE**

The duty of obedience requires board members to be faithful to Porquis Agricultural Society's mission. Board members and members are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public's trust that the organization will manage funds to advance the organization's mission. This duty also requires board members to obey the law and the organization's internal rules and regulations.

**CONFIDENTIALITY**

Throughout the duration of a position on the Board of Directors for Porquis Agricultural Society, it is acknowledged that we will be given access to patient information that is deemed sensitive and/or confidential.

It is agreed that:

- we shall not share this information, material or documents (information) with persons within or outside of the Porquis Agricultural Society, who are not authorized to have this information.
- we shall not publish such information.
- we shall not communicate such information without authority.
- we shall not use or disclose any such information for other than authorized official purposes.
- we shall not remove any such information from the premises without permission.
- Should I receive any such information, I will accept full responsibility to ensure the confidentiality and safe keeping of this information.
- we shall take every reasonable step to prevent unauthorized parties from examining and/or copying any such information.

**CODE OF CONDUCT & ETHICS CORPORATE RESPONSIBILITY OF INDIVIDUAL BOARD MEMBERS**

- Uphold the highest legal, ethical and moral standard by which setting the standard for management and corporate culture.
- Be in service to the organization.
- Attend all board and committee meetings and as many functions and special events as possible.
- Be informed about Porquis Agricultural Society's mission, services, polices, and management operations. Prepare for board and committee meetings by reviewing the meeting agenda and supporting materials. To come to meetings prepared and informed about the upcoming issues and stay on task as to be respectful of everyone's time. To also distribute written information or board documents through the Secretary and board chairperson before meetings.

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- Suggest possible board nominees who can make significant contributions to the work of the board in service of the organization.
- Follow conflict of interest and confidentiality policies.
- Assist the board in carrying out its fiduciary responsibilities such as reviewing the organization's financial statements.

**CODE OF ETHICS**

The following Code of Ethics sets standards for how the board interacts with itself and makes decisions

As individual, active and engaged members of this board, we will conduct ourselves in a manner that respects appropriate decorum. Specifically,

- Support the integrity and reputation of the organization.
- Use good judgment based on high ethical principles to guide board members to respect lines of acceptable conduct.
- Refrain from any illegal, dishonest, or unethical conduct.
- Comply with all applicable laws and regulations and hold accountable other board members to conduct business in accordance with the letter and spirit of all relevant laws.
- Act in a professional and businesslike manner. This includes dressing appropriately for events and functions.
- Treat others with respect and work as a team. We will conduct ourselves with courtesy toward each other during board meetings. It is understood that differing viewpoints are healthy in the decision-making process. We have the right to disagree but will do so without being disagreeable. Differences should always be expressed in a clear and business-like fashion. Language at board meetings and other meetings will be professional. At no such time will the use of swear words in written or verbal communication be acceptable and these communications will not be responded to. Personal attacks, swearing and/or any type of verbal abuse towards any director will not be tolerated along with inflammatory statements, remarks of a racial or discriminatory nature and unsubstantiated allegations and will be cause for immediate dismal of your position on the Board.
- To not express individual judgments about the performance of any Director and will encourage responsive and attentive listening. We are committed to positive and constructive forms of interaction.
- The Board functions as part of a team. Directors should bring issues to the attention of the full board, not to other individual Directors. We will not express individual judgments about the performance of the Director and will encourage responsive and attentive listening. We are committed to positive and constructive forms of interaction.
- Not leverage my position as a board member to obtain unreasonable or excessive service from Porquis Agricultural Society for myself, a friend or family member, or personal business interest. Will not attempt to exercise individual authority over the organization and be aware of my potential influence on other Directors and will not exploit their trust.
- No board or committee member shall receive compensation for serving on behalf of the association, except for expense reimbursements approved by the board of directors or for specific functions as approved by the board.
- Maintain respect for the organization's policies, procedures, Articles and Bylaws and decisions. Also maintain respect for confidentiality of privileged information which comes before the Board and will not discuss confidential matters of the Board outside of Board or Committee meetings

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and possess a professional attitude that upholds confidentiality towards persons served, and any sensitive situation arising within the agency.

- To recognize the value of the chain of command. When approached by members, constituents or the public, we will channel all inquiries to the Board of Directors. Any issues and concerns can be discussed openly and comfortably.

*Certification: Jennifer Fry, as President of Porquis Agricultural Society and Mona Liznick, as Secretary of Porquis Agricultural Society, certify that this is a true copy of the organization's Code of Conduct and Ethics and that this policy was adopted by the Board of Directors on November 13, 2024.*

_____ _____

President Treasurer

**BOARD MEMBER ACKNOWLEDGEMENT OF UNDERSTANDING**:

By signing this document, I have read and acknowledge the Porquis Agricultural Society's Code of Conduct and Ethics policy and agree to follow this policy. I understand that any violation within the Porquis Agricultural Society's Code of Conduct & Ethics may be grounds for my immediate dismissal as a Board of Director.

_____ _____

Name Board Position

_____ _____

Signature Date

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